



ADESHWAR MEDITEX LIMITED

CIN: L52390MH2007PLC169544

Notice of EGM for FY 2025-26

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Adeshwar Meditex Limited will be held on Tuesday, 20th January, 2026 at 12:30 P.M (IST) at the registered office of the company situated at Gala 111 Lok Centre, Marol Maroshi Road, Andheri East, Marol Naka, Mumbai-400059, Maharashtra, India to transact the following business(es):

SPECIAL BUSINESSES:

- 1. To Appoint M/s. Rajesh H. Gupta & Co, Chartered Accountants as the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of the M/s. J N Gupta & Co. LLP, Chartered Accountants to hold office till the conclusion of the ensuing Annual General Meeting (AGM):**

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for the appointment of M/s. Rajesh H. Gupta & Co, Chartered Accountants (Firm Registration No. 133884W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J N Gupta & Co. LLP, Chartered Accountants, to hold office until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2026 and such other audit/review/certification/work as may be required and/or deemed expedient, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors

RESOLVED FURTHER THAT any of the directors of the company be and are hereby severally authorized to take all necessary/relevant step(s) as may be deemed expedient by them for giving effect to this resolution for and on behalf of the Board of Directors including filing of necessary forms with the Ministry of Corporate Affairs (Registrar of Companies, Mumbai, Maharashtra).”

- 2. Appointment of Mr. Raghupathy K Bhat (DIN: 11393929) as a Non-Executive, Independent Director of the Company:**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, Mr. Raghupathy K Bhat (DIN:

11393929), who was appointed as an Additional Independent Director at the board meeting held on December 20, 2025 until conclusion of the ensuing General Meeting, be and is hereby appointed as an Independent Director of the Company for a first term of 5 years w.e.f. December 20, 2025 to December 19, 2030.

RESOLVED FURTHER THAT Mr. Raghupathy K Bhat, has submitted a declaration in this regard fulfilling the criteria of independence as provided in the Act and the Listing regulations, and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby severally authorized to take all necessary/relevant step(s) as may be deemed expedient by him for giving effect to this resolution for and on behalf of the Board of Directors including filing of necessary forms with the Ministry of Corporate Affairs (Registrar of Companies, Mumbai, Maharashtra)."

RESOLVED FURTHER THAT the certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required."

By Order of the Board of Directors

Sd/-
Krishnojirao Nagaraja Rao
Whole-time Director
[DIN: 07684308]

Sd/-
Nagaraja Rao Abhinandan
Whole-time Director
[DIN: 08677161]

Date: December 20, 2025

Place: Mumbai

Registered Office:

*Gala 111 Lok Centre, MarolMaroshi Road,
Andheri East, Marol Naka,
Mumbai-400059, Maharashtra, India*

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on poll.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the EGM. Also, shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the EGM hall.
5. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed herewith since there are special businesses to be transacted at the EGM.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. to 1.00 p.m. up to the date of Extra-Ordinary General Meeting.
8. The Notice of the EGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode of dispatch.

9. Members may also note that the Notice of the EGM will be available on the Company's website: <https://adeshwarmeditex.com/>.
10. If the members have any queries on any of the agendas of the EGM, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of extra-ordinary general meeting to the members' satisfaction.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members.
12. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
13. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the director seeking appointment at the EGM, is furnished to the Notice. The director has furnished consent / declaration for their appointment as required under the Companies Act, 2013 and the Rules thereunder.
14. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
15. Members are requested to bring their copies of the notice to Extra-Ordinary General Meeting.
16. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
17. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
18. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date i.e. **Tuesday, January 13, 2026**.
19. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to **Bigshare Services Private Limited**, Unit: Adeshwar Meditex Limited. (Share Transfer Agent) at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Phone: 022-62638200, Fax No: 022-62638299 E-mail:- info@bigshareonline.com, Website: www.bigshareonline.com, in case the shares are held in physical form.

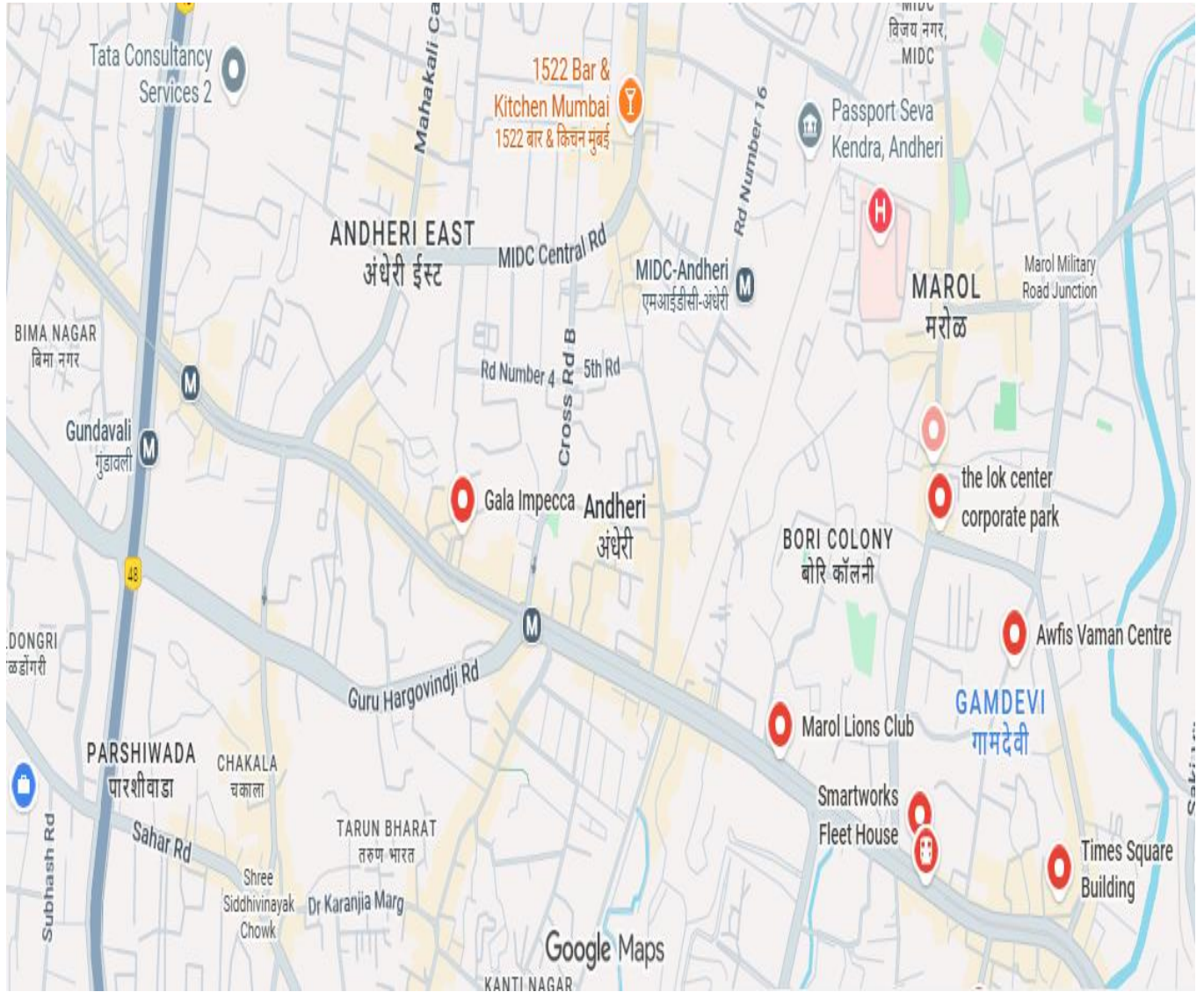
22. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to inform their respective RTA or the company for further processing.

23. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant
24. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

Bigshare Services Private Limited,
Unit: Adeshwar Meditex Limited. (Share Transfer Agent) at
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093.
Phone: 022-62638200, Fax No: 022 – 62638299
E-mail:- info@bigshareonline.com, Website: www.bigshareonline.com

Route Map



EXTRA-ORDINARY GENERAL MEETING OF ADESHWAR MEDITEX LIMITED

[CIN: L52390MH2007PLC169544]

**Registered Office: Gala 111 Lok Centre, MarolMaroshi Road,
Andheri East, Marol Naka,**

Mumbai-400059, Maharashtra, India

Phone: 022-45145476 | Email: cs.adeshwarmeditexltd@gmail.com

Form No. MGT-11

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)

Registered Address

No. of Shares held

Email Id

Folio No./ Client Id No*

DP Id*

** Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of _____ shares of ADESHWAR MEDITEX LIMITED hereby appoint:

1. Mr./Mrs.: _____

Email Id: _____

Address: _____

Signature: _____

2. Mr./Mrs.: _____

Email Id: _____

Address: _____

Signature: _____

3. Mr./Mrs.: _____

Email Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, January 20, 2026 at 12.30 P.M (IST) at Gala 111 Lok Centre, Marol Maroshi Road, Andheri East, Marol Naka, Mumbai-400059, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

*** I wish my above Proxy to vote in the manner as indicated in the box below:*

Sl. No.	Resolutions	Number of Shares held	For	Against
Ordinary Business				
-	-			
Special Business				
1	To Appoint M/s. Rajesh H. Gupta & Co, Chartered Accountants as the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of the M/s. J N Gupta & Co. LLP, Chartered Accountants to hold office till the conclusion of the ensuing Annual General Meeting (AGM)			
2	Appointment of Mr. Raghupathy Bhat (DIN: 11393929) as a Non-Executive, Independent Director of the Company			

*** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write “Abstain” across the boxes against the Resolution.*

Signature(s) of the Member(s)

1. _____
2. _____
3. _____

Affix One rupee Revenue Stamp
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Signed this _____ day of _____ 2026

Notes:

1. *The Proxy to be effective should be deposited at the registered office of the company not less than Forty-eight (48) Hours before commencement of the meeting.*
2. *A proxy need not be a member of the company.*
3. *In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.*
4. *The form of proxy confers authority to demand or join in demanding a poll.*
5. *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*
6. *In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.*

EXTRA-ORDINARY GENERAL MEETING OF ADESHWAR MEDITEX LIMITED**[CIN: L52390MH2007PLC169544]****Registered Office: Gala 111 Lok Centre, Marol Maroshi Road,****Andheri East, Marol Naka,****Mumbai-400059, Maharashtra, India****Phone: 022-45145476 | Email: cs.adeshwarmeditexltd@gmail.com****Attendance Slip**

Date	Venue	Time
January 20, 2026	Registered Office: Gala 111 Lok Centre, Marol Maroshi Road, Andheri East, Marol Naka, Mumbai-400059, Maharashtra, India	12.30 P.M (IST)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxyholder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Tuesday, January 20, 2026 at 12.30 P.M (IST) at Gala 111 Lok Centre, Marol Maroshi Road, Andheri East, Marol Naka, Mumbai-400059, Maharashtra, India.

Signature of the Member/ Proxy

Instructions for Voting through electronics means:

- i. The voting period begins at **09.00 A.M on Saturday, January 17, 2026** and ends at **05.00 P.M on Monday, January 19, 2026**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday, January 13, 2026** may cast their vote electronically. The e-voting module for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-</p>

Participants	Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

By Order of the Board of Directors

Sd/-
Krishnojirao Nagaraja Rao
Whole-time Director
[DIN: 07684308]

Sd/-
Nagaraja Rao Abhinandan
Whole-time Director
[DIN: 08677161]

Date: December 20, 2025

Place: Mumbai

Registered Office:

*Gala 111 Lok Centre, MarolMaroshi Road,
 Andheri East, Marol Naka,
 Mumbai-400059, Maharashtra, India.*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 1: To Appoint M/s. Rajesh H. Gupta & Co, Chartered Accountants as the Statutory Auditor of the Company to fill the casual vacancy caused by resignation of the M/s. J N Gupta & Co. LLP, Chartered Accountants to hold office till the conclusion of the ensuing Annual General Meeting (AGM)

M/s. J N Gupta & Co. LLP, Chartered Accountants have resigned as Statutory Auditors w.e.f. September 26, 2025 citing reasons as due to their engagement in other professional assignments, they would not be able to devote the required time to the organization.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. The casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the appointment of new statutory auditor by the Board of Directors of the Company.

The Board of Directors of the Company recommended the appointment of M/s. Rajesh H. Gupta & Co., Chartered Accountants (Firm Registration No. 133884W) based in Mumbai, Maharashtra as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J N Gupta & Co. LLP, Chartered Accountants. Accordingly, shareholders' approval by way of ordinary resolution is sought and they have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of Companies Act, 2013 regarding appointment of statutory auditors.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 1 of the notice as an ordinary resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item 2: Appointment of Mr. Raghupathy K Bhat (DIN: 11393929) as a Non-Executive, Independent Director of the Company

Mr. Raghupathy K Bhat (DIN: 11393929), was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from December 20, 2025.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the association of Mr. Raghupathy K Bhat would be beneficial to the Company.

Accordingly, it is proposed to appoint Mr. Raghupathy K Bhat as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mr. Raghupathy K Bhat is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director.

The Company has also received declaration from Mr. Raghupathy K Bhat that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Raghupathy K Bhat fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information of Mr. Raghupathy K Bhat whose appointment as Independent Directors is proposed at Item No. 2, is provided in the "Annexure I" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 2 of the notice as a special resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

"Annexure-1"

Seeking appointment / re-appointment at the Extra-Ordinary General Meeting
[In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements),
Regulations, 2015]

Particulars	Details
DIN	11393929
Date of birth & Age	October 04, 1958
Qualifications	1. Bachelors of Commerce (BCom); 2. Certified Associate of Indian Institute of Bankers (CAIIB); 3. Karnataka Marketing Service (KMS).
Experience	1. 1978 to 1982 – Second Division Assistant, Department of Telecommunication, GOI; 2. 1982 – 1997- Clerk, Canara Bank; 3. 1997-2018 – Gazetted Officer, Department of Agricultural Marketing, Government of Karnataka; 4. 1997 - 2001 Assistant Director; 5. 2001 - 2009 Deputy Director; 6. 2009 - 2016 Joint Director; 7. 2016 - 2018 Additional Director, (Retired On 31st Oct 2018)
Expertise in specific functional areas	Professionally expertise for advising in marketing and other strategy in government organization.
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The company will be benefitted from the appointment of Mr. Raghupathy Bhat in the field of advising in marketing and other strategy in the organization.
Terms and conditions of appointment	Appointment as a Non-Executive Independent Director for a period of five years commencing from 20 th December, 2025 to 19 th December, 2030 not liable to retire by rotation.
Details of remuneration sought to be paid	Sitting fees for attending meetings of the Board and its Committees, if any, of which he is a member, as may be decided by the Board.
Remuneration last drawn by such person	Not Applicable
Date of first appointment on the Board	December 20, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
The number of Meetings of the Board attended during	Nil

the year	
Directorships held in other companies (excluding foreign companies)	None
Listed Entities from which he has resigned as Director in past 3 years	None
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	None
Justification for choosing the appointee for appointment as Independent Director	With his extensive experience in public administration, finance, regulatory compliance, and governance, Mr. Raghupathy K Bhat brings valuable insight and independent judgment to the Board of Adeshwar Meditex Limited.