

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of **Aesthetik Engineers Limited (Formerly known as Aesthetik Engineers Private Limited) (“the Company”)** will be held on Saturday, the 12th day of April 2025 at **11:30 A.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business as special business:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR IMPLEMENTATION OF AESTHETIK ENGINEERS EMPLOYEE STOCK OPTION PLAN 2025 THROUGH TRUST ROUTE AND AMENDMENTS THERETO.

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Rule 12 (5) of the Companies (Share Capital and Debentures) Rules, 2014 and other rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force), (ii) Regulation 3 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), (iii) applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, guidelines and notifications, issued thereunder (“FEMA”), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (v) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company the National Stock Exchange of India Limited (“NSE”) (“Stock Exchange”), (vi) in accordance with provisions of the Memorandum of Association and Articles of Association of the Company, as amended, and (vii) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (“GoI”), the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), Stock Exchange and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), approval of the shareholders of the Company be and is hereby accorded to implement **Aesthetik Engineers Employee Stock Option Plan 2025 (“ESOP 2025”)** and administration of the ESOP Schemes through trust route namely ‘**Aesthetik Engineers Limited ESOP Trust’ (“Trust”)**, to be formed as per the provisions of Applicable Laws, including without limitation, Indian Trust Act, 1882, Act and the rules made thereunder, the salient features of which are furnished in the explanatory statement to this notice, and the Trust to acquire, subscribe up to **1,00,000 (One Lakh)** fully paid-up Equity Shares of the Company for the purpose of implementation of the ESOP Schemes, or for any other purpose(s) as contemplated herein or the indenture of trust executed in relation to the Trust and in due compliance with Applicable Laws and authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“NRC”)) to superintend the ESOP 2025 on such terms and in such manner, in accordance with the provisions of the applicable laws.

“RESOLVED FURTHER THAT the equity shares to be transferred by the Trust as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

RESOLVED FURTHER THAT the above limits shall automatically include within their ambit the expanded or reduced capital of the company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue, buy-back, or other reorganisation of the Company as may be applicable from time to time.

“RESOLVED FURTHER THAT Board be and is hereby authorised to delegate all or any of the power herein conferred to Nomination and Remuneration Committee of Directors.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee constituted for the implementation of the scheme be and is hereby authorized to inter alia, formulate the detailed terms and conditions of the scheme including the provisions as specified by Board in this regard.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to delegate the administration of the scheme to a trust.”

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board, managing director and chief executive officer, chief financial officer and company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the amendment, administration and evolution of ESOP Schemes, for compliance with the SBEB Regulations and other applicable laws and to give effect to the resolution.”

ITEM NO. 02: AUTHORISATION TO ESOP TRUST FOR ACQUISITION OF EQUITY SHARES FROM SECONDARY MARKET AND GRANTING OF LOAN TO ESOP TRUST;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time, approval of the members of the Company be and is hereby accorded to the ‘**Aesthetik Engineers Limited ESOP Trust**’ (“**Trust**”), to acquire equity shares of the Company, in one or more tranches, from the secondary market, provided that such acquisition shall not exceed 1,00,000 (One Lakh) equity shares of the Company representing 5% of the paid up equity share capital, for the purpose of implementation of the **Aesthetik Engineers Employee Stock Option Plan 2025** (“**ESOP 2025**”) as approved by the Board of Directors, at such price and at such terms and conditions that the ESOP Trust may deem fit and to do all such acts, deeds and things as maybe incidental or ancillary in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Act, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded to the Board of Directors (“**Board**” which term shall be deemed to include any Committee thereof) to extend an interest free loan to the ESOP Trust upto 5 % of paid up share capital and free reserve, for acquisition of up to 1,00,000 (One Lakh) equity shares of the Company from the secondary market representing 5% of the paid up capital of the Company for the purpose of implementation of ESOP-2025 subject to overall limits, if any, specified under the Act or the SEBI ESOP Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number and percentage of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the NRC Committee and the ESOP Trust be and is hereby authorised to do all such acts, deeds, things and matters as may be considered necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company”.

ITEM NO. 03: CONSIDER AND APPROVE THE LIMITS AS PROVIDED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 WITH RESPECT TO TAKING BORROWINGS UP TO RS. 100 CRORES;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, consent of members of the Company be and is hereby accorded to borrow any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of **Rs. 100.00 Crores (Rupees One Hundred Crores Only)**.

RESOLVED FURTHER THAT Mr. Avinash Agarwal, Managing Director / Mrs. Sreeti Agarwal, Director and/or Mr. Vijay Kumar Agarwal Whole Time director of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

ITEM NO. 4: CONSIDER AND APPROVE THE LIMITS AS PROVIDED UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 WITH RESPECT TO CREATION OF CHARGES UP TO RS. 100 CRORES ON THE PROPERTIES OF THE COMPANY;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (Including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and consent of the members of the Company be and is hereby accorded to pledge, mortgage, hypothecate, create floating charge, transfer, sell, lease or dispose-off all or any movable or immovable, or tangible or intangible properties of the Company, both present and future, and/or the whole or part of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders in the best interest of the Company; to secure the amount borrowed by the Company or any third party from time to time; for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings; provided that the aggregate indebtedness secured by the assets/properties/undertaking of the Company shall not at any time exceed the aggregate limit of **Rs. 100.00 Crores (Rupees One Hundred Crores Only)**

RESOLVED FURTHER THAT Mr. Avinash Agarwal, Managing Director / Mrs. Sreeti Agarwal, Director and/or Mr. Vijay Kumar Agarwal Whole Time director of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

ITEM NO. 5: CONSIDER AND APPROVE THE LIMIT AS PROVIDED UNDER SECTION 185 OF THE COMPANIES ACT, 2013 WITH RESPECT TO LOANS, INVESTMENTS, GUARANTEE OR SECURITY UPTO RS. 100 CRORES;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and are hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested upto an aggregate sum of **Rs. 100 Crores (Rupees One Hundred Crores Only)** in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT Mr. Avinash Agarwal, Managing Director / Mrs. Sreeti Agarwal, Director and/or Mr. Vijay Kumar Agarwal Whole Time director of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

ITEM NO 6: CONSIDER AND APPROVE THE LIMIT AS PROVIDED UNDER SECTION 186 OF COMPANIES ACT, 2013 WITH RESPECT TO ADVANCE LOANS, GUARANTEE OR ACQUISITION UP TO RS. 100 CRORES;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of **Rs. 100.00 Crores (Rupees One Hundred Crores Only)**.

RESOLVED FURTHER THAT Mr. Avinash Agarwal, Managing Director / Mrs. Sreeti Agarwal, Director and/or Mr. Vijay Kumar Agarwal Whole Time director of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

ITEM NO 7: REGULARIZATION OF ADDITIONAL DIRECTOR MR. VIJAY KUMAR AGARWAL (DIN: 08311133) AS EXECUTIVE DIRECTOR OF THE COMPANY;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT Mr Vijay Kumar Agarwal who was appointed as an Additional Director of the company, with effect from 16th November, 2024 by the Board of Directors of the Company under Section 161(1), of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company, who shall hold office till ensuing Annual General Meeting, and on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company Consent of members of the Company be and is hereby accorded to appoint Mr Vijay Kumar Agarwal (DIN: 08311133) as an executive director of the company w.e.f. 16th November 2024.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any director and/or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM NO. 8: APPROVAL OF APPOINTMENT OF MR. VIJAY KUMAR AGARWAL AS WHOLE TIME DIRECTOR OF THE COMPANY;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“RESOLVED THAT Mr Vijay Kumar Agarwal who was appointed as a Whole Time Director of the Company with effect from 16th November 2024 by the Board of Directors of the Company pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company Consent of members of the Company be and is hereby accorded to approve the appointment of **Mr. Vijay Kumar Agarwal (DIN: 08311133)** as a Whole Time Director of the Company for a period of Five (05) years from 16th November 2024, on the remuneration and on such terms and conditions as set out below.

Salary: Rs. 6,00,000 per annum and such increment as may be decided by the Board from time to time and subject to the permissible limit as provided in Schedule – V of the Companies Act, 2013.

- **Perquisites:** In addition to the above remuneration, the Director shall be entitled to the following perquisites which, may be reviewed by the Board from time to time;
- **Other Benefit:**
 1. Leave on full pay and allowances as per the rules of the Company. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962.
 2. You shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred but subject to rules of the Company framed from time to time.
 3. You shall be entitled to reimbursement of all medical expenses for self in India or abroad subject to the maximum of Rs. 6,00,000 and the Company obtain insurance policy for that.
 4. Your office shall not be liable to retired by rotation.

RESOLVED FURTHER THAT any Director(s) of the Company be and is hereby authorised to do all other acts, deeds, things that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in the statutory records and registers of the Company to give effect to the above resolutions.

ITEM NO. 09: REGULARIZATION OF ADDITIONAL DIRECTOR MS. PRIYANKA JALAN (DIN: 09272925) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY;

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT Ms. Priyanka Jalan who was appointed as an Additional Director of the company, with effect from 16th November, 2024 by the Board of Directors of the Company under Section 161(1), of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company, who shall hold office till ensuing Annual General Meeting, and on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company Consent of members of the Company be and is hereby accorded to appoint Ms. Priyanka Jalan (DIN: 09272925) as an Non-executive Non Independent director of the company w.e.f. 16th November 2024.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any director and/or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

For, Aesthetik Engineers Limited

Sd
Priyanka Gupta
Company Secretary & Compliance officer
Date: 19.03.2025
Place: Kolkata

NOTES:

1. In view of COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 9/2024 dated September 19, 2024, (collectively the ‘MCA Circulars’) and Securities Exchange Board of India vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as ‘SEBI Circular’) (MCA Circulars and SEBI Circular collectively referred as ‘Circulars’) permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13,

2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with **Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by **CDSL**.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.aesthetik.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Depository Participant(s) dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register /update their email addresses with their Depository Participant(s).
8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. The Company is sending the Notice of the EGM, e-Voting instructions only in electronic form to the registered email addresses of the Members. Members who have not registered their email address are requested to get their email addresses.
10. The Company has appointed **M/s Rawal & Co.,** Company Secretaries, to act as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.
11. Members holding shares in physical mode are requested to register their e-mail addresses with **Skyline Financial Services Pvt. Ltd. ("RTA")**, and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to **Skyline Financial Services Pvt. Ltd. ("RTA")** in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

12. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Saturday, 05th April, 2025 i.e. being the cut-off date**, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
13. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will **commence at 09:00 A.M. (IST) on Wednesday, 09th April 2025 and will end at 05:00 P.M. (IST) on Friday 11th April 2025**. In addition, the facility for voting through e-voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **09:00 A.M. (IST) on Wednesday, 09th April 2025** and ends on **05:00 P.M. (IST) on Friday 11th April 2025**. 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. **Saturday, 05th April, 2025** may cast their vote electronically. The e-voting module shall be disabled by RTA 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.

STEP-1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual Share 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, 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/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.
Individual Shareholders holding securities in demat mode with NSDL	<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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held 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 and you will be redirected to e-Voting service provider 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 Deposit Participants</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-Voting period or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

STEP-2. ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for **Aesthetik Engineers Limited** to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email address viz. vivekrawal89@gmail.com and to the Company at the email address viz; cs@aesthetik.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do

not wish to speak during the EGM but have queries may send their queries in advance **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at **toll free no. 1800 21 09911**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO THE ACT AND OTHER APPLICABLE

Item No. 1:

1. Brief description of the scheme(s);

Stock options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Stock options also have gone a long way in aligning the interest of the employees with that of the organisation besides providing employees an opportunity to participate in the growth of the Company and creating long term wealth in their hands.

The Board of Directors of the Company at its meeting held on 27.02.2025, keeping in view the aforesaid objectives, formulated the **Aesthetik Engineers Employee Stock Option Plan 2025 (“ESOP 2025”)**. At the said meeting, the Board authorized the Nomination and Remuneration Committee for the superintendence of the ESOP-2025.

Grant of stock options under the ESOP-2025 shall be as per the terms and conditions as may be decided by the

Nomination and Remuneration Committee from time to time in accordance with the provisions of Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”). The ESOP-2025 is proposed to be implemented through the ‘Aesthetik Engineers Limited ESOP Trust’ (“Trust”). The ESOP trust will acquire equity shares of the Company from the secondary market for this purpose.

Under the provisions of the Companies Act, 2013 and the SEBI ESOP Regulations, approval of the members by way of a special resolution is required for a stock option plan involving acquisition of shares of the company from the secondary market.

The salient features of the ESOP-2025 are as under:

2. Total number of options, shares or benefits, as the case may be, to be offered and granted

- (i) A total of 1,00,000 (One Lakh) options would be available for grant to the eligible employees of the Company and its director(s) excluding independent directors under ESOP-2025.
- (ii) Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.
- (iii) Each option when exercised would give the option holder a right to get one fully paid equity share of the Company.
- (iv) In cases where options, whether vested or unvested, lapse, expire or are forfeited, for any reason, the NRC Committee may re –issue the options to other eligible employees. The options so issued shall be subject to the terms and conditions of the ESOP – 2025.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme;

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company as may be determined by Nomination and Remuneration Committee from time to time, shall be eligible to participate in the ESOP-2025.

The promoter, the person belonging to the promoter group or director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP-2025. Moreover, independent directors are also not eligible to participate in the ESOP-2025.

4. Requirements of Vesting and period of Vesting;

The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Nomination and Remuneration Committee from time to time but shall not be less than one year and not more than four years from the date of grant of options. Vesting may happen in one or more tranches. The detailed terms and conditions of vesting will be governed by the ESOP Plan – 2025.

5. Maximum period (subject to regulation 18(1) of SBEB regulations within which the options / benefits shall be vested).

The maximum period of vesting will be 4 years.

6. Exercise price or pricing formula;

The Exercise Price is proposed as Rs. 10/- per share, subject to the approval of members & other concerned authorities.

7. Exercise period/offer period and process of exercise/acceptance of offer

After vesting, Options can be exercised within 1 year by the grantee either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the

NRC Committee, from time to time. There shall be no lock-in period on shares transferred to employees pursuant to exercise of option.

8. Appraisal process for determining the eligibility of employees for the scheme;

The process for determining the eligibility of the employees will be specified by the NRC Committee and will be based on:

- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee in the Company.
- **Performance of Employee:** Employee's performance during the financial year on the basis of the parameters decided by the Committee.
- **Performance of Company:** Performance of the Company as per the standards set by the Board.
- Any other criteria as decided by the Committee from time to time.

9. Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;

Subject to availability of Options, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

10. Maximum quantum of benefits to be provided per employee under a scheme;

The maximum quantum of benefit to be provided to per employee under the scheme will be determined by the NRC Committee on case to case basis and shall not exceed the limit prescribed under the SEBI ESOP Regulations and other applicable laws.

11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust;

ESOP 2025 shall be implemented and administered through Trust and supervised by the Nomination and Remuneration Committee.

12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

ESOP 2025 will involve secondary acquisition and will not involve any new issue of Equity Shares of the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.

The Company shall provide necessary financial assistance by granting interest free loan to the Trust, subject to 5% (five percent) of the paid up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Secondary acquisition in a financial year by the trust shall not exceed **two per cent** of the paid up equity capital of the company as at the end of the previous financial year.

15. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15;

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the SEBI ESOP Regulations and other applicable laws from time to time.

16. Method which the Company shall use to value its options;

The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard / guidance note, as applicable, notified by the competent authorities from time to time.

17. Period of lock-in.

The Equity Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may apply under the applicable laws / regulatory authority from time to time.

18. Terms & conditions for buyback, if any of specified securities covered under SBEB Regulations;

The current proposal doesn't contemplate any change in this respect.

19. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report;

The current proposal doesn't contemplate any change in this respect.

The NRC Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP-2025. In terms of the provisions of the SEBI ESOP Regulations, the ESOP-2025 is required to be approved by the members by passing of **special resolution**.

A copy of the draft ESOP-2025 will be available for inspection on all working days (Monday to Friday) between 10.00 a.m. and 1.00 p.m. at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them under the ESOP-2025.

The Board recommends passing of the resolution as set out under Item No. 1 for approval of the members as a special resolution in EGM.

Item No. 2

In terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), employees' welfare schemes may be implemented inter-alia by acquisition of existing shares of the company from the secondary market through a trust.

It is proposed that the '**Aesthetik Engineers Limited ESOP Trust**' ("**Trust**") be entrusted with the responsibility of administration and implementation of the **Aesthetik Engineers Employee Stock Option Plan 2025** ("**ESOP 2025**") for this purpose. Upon approval of the members and after complying with the procedural and statutory formalities, the ESOP Trust, is empowered to acquire in one or more tranches upto 1,00,000 (One Lakh) equity shares of the Company from the secondary market representing 5% of the paid up equity capital of the Company for the implementation of the ESOP-2025.

The Company proposes to provide financial assistance to the ESOP Trust of upto 5% of paid up share capital and free reserve to undertake the secondary acquisition. It is proposed that the Board be provided with the flexibility to sanction a higher loan amount if the cost of the secondary acquisition exceeds the amount sanctioned, in view of the increase in the price of the equity shares of the Company. The loan shall be an interest free loan and is proposed to be utilized for implementation of the ESOP-2025. As and when the exercise price is recovered from the employees from time to time upon exercise of option, the trust shall repay the loan amount to the Company.

Disclosures as required under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:

1. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company as may be determined by NRC Committee from time to time, shall be eligible to participate in the ESOP-2025.

The promoter, the person belonging to the promoter group or director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP-2025. Moreover, independent directors are also not eligible to participate in the ESOP-2025.

2. The particulars of the trustee or employees in whose favour such shares are to be registered:

The shares will be registered in the name of all or any of the trustees to hold equity shares of the Company for and on behalf of the ESOP Trust.

3. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust is proposed to be set-up with the name of ‘Aesthetik Engineers Limited ESOP Trust’ (“Trust”) having its registered office at Kolkata.

Particulars of the Trustees being appointed:

The Trustee(s) would be appointed by NRC Committee duly authorised by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB Regulations. A person shall not be appointed as a trustee to hold such shares, if he

(a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or

(b) beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

4. Any interest of Key Managerial Personnel, Directors or Promoters in such scheme or trust and effect thereof:

The Key Managerial Personnel and Directors are interested in the ESOP-2025 only to the extent of stock options that may be granted to them under the ESOP-2025.

5. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

Upon exercise of stock options, the eligible employees, will be entitled to equivalent number of equity shares of the Company, at a pre-determined exercise price as per the terms of grant.

6. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

In line with the requirements of the SEBI ESOP Regulations, the trustees of the ESOP Trust shall not exercise voting rights in respect of the shares of the Company held by the ESOP Trust.

In terms of the provisions of the applicable laws, approval of the members by passing of **special resolution** as set out under item no. 2 is sought for the secondary market acquisition of equity shares of the Company by the ESOP Trust for the implementation of the ESOP-2025 and also to extend financial assistance to the trust towards acquisition of such shares.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them under the ESOP-2025.

The Board recommends the passing of resolution as set out under Item No. 2 for approval of the members as special resolution in EGM.

Item No. 3 & 4

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. To meet the additional working capital requirements, it is necessary to have limit under section 180 (1) (c) of the Companies Act, 2013 for the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to take Limit up to Rs. 100,00,00,000 (One Hundred Crore Only).

The said Limit may be secured by pledge, mortgage, hypothecate, create floating charge, transfer, sell, lease or dispose-off all or any movable or immovable, or tangible or intangible properties of the Company, both present and future, and/or the whole or part of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders in the best interest of the Company; to secure the amount borrowed by the Company or any third party from time to time; for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings. It is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, consenting to the creation of the said Charge/ mortgage/hypothecation for outstanding amount not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore Only).

The Board of Directors recommend the Special Resolutions at Item Nos. 3 and 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Item No. 5

The Board of Directors of the Company proposes to obtain the approval of shareholders for granting loans, providing guarantees, or offering security connection with any loan taken by any person in whom any of the director of the company is interested up to an aggregate amount of Rs. 100 Crores (Rupees One Hundred Crores Only).

As per the provisions of Section 185 of the Companies Act, 2013, a company is restricted from providing loans, guarantees, or security to certain entities in which its directors have an interest unless approved by the shareholders through a special resolution. Given that some of the recipient entities may fall within the ambit of Section 185,

the approval of the shareholders is being sought to enable the Company to extend financial assistance where required.

The Board believes that extending such financial assistance would be in the best interest of the Company and its stakeholders. The resolution also provides that any loan granted shall be utilized by the borrowing entity for its principal business activities and not for any other purpose.

The Board of Directors recommends passing the special resolution as set out in the Notice as Item No. 05.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives, except to the extent of their directorships or shareholding in the concerned entities, are in any way deemed to be interested in or concerned with this resolution.

Item No. 6

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crores (One Hundred crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends passing the special resolution as set out in the Notice as Item No. 06.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Item No. 7 & 8

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Vijay Kumar Agarwal (DIN: 08311133) as an Additional Director cum Whole Time Director of the Company under Section 161(1), 196, 197 and 203 and approve their remuneration with effect from November 16th, 2024.

Further, based on the recommendation of the NRC of the Company, the Board of Directors at their meeting held on February 27th, 2025, had recommend the appointment of Mr. Vijay Kumar Agarwal (DIN: 08311133) as executive Director cum whole time director of the Company and approve their remuneration.

Justification for appointment of Mr. Vijay Kumar Agarwal

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Vijay Kumar Agarwal who has attained the age of 75 years having vast knowledge and varied experience will be of great value to the Company and Board of Directors of the Company has recommended the Resolution at Item No. 7 of this Notice relating to his appointment as an Executive Director of the Company w.e.f. 16th November, 2024 as an Ordinary Resolution.

Further, The Nomination & Remuneration Committee and the Board of Directors of the Company has recommended the Resolution at Item No. 8 of this Notice relating to his appointment as a Whole Time Director of the Company w.e.f. 16th November, 2024 for the term of 5 years as a Special Resolution.

A brief summary on profile of Mr. Vijay Agarwal kumar is attached to this Notice as given below.

Except, Mr. Vijay Kumar Agarwal, Mr. Avinash Agarwal and Ms. Sreeti Agarwal none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 7 & 8.

Information in accordance with Schedule V of Companies Act, 2013.

I. GENERAL INFORMATION			
(a) Nature of industry	Aesthetik Engineers Limited operates in industries related to designing, engineering, fabrication and installation of facade systems.		
(b) Date or expected date of commencement of commercial production.	Not Applicable		
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(d) Financial performance based on given Indicators	Particular	For the financial year ended 31st March 2024 (Rs. in Thousand)	
	Revenue from Operations	6,07,203.05	
	Profit	50,298.96	
(e) Foreign investments or collaborators if any	Nil		
II. INFORMATION ABOUT THE APPOINTEE			
Name	Mr. Vijay Kumar Agarwal		
DIN	08311133		
Age	75 years		
Background Details	Mr. Vijay Kumar Agarwal, aged 75 years is a Mechanical Engineer having experience around of 1 years in Hind Motor factory and around 25 Years in PVC Business. He has completed his Mechanical engineering from Birla Institute of Technology, Ranchi.		
Past remuneration	Not Applicable		
Qualifications/Recognition or awards	B. Tech.		

Job profile and his suitability	The Board of Directors recognizes the exceptional leadership, strategic vision, and proven track record of Mr. Vijay Kumar Agarwal making him an ideal candidate to lead the Company into its next phase of growth and success.
Date of first appointment on Board	22.12.2018
Remuneration proposed	As mentioned in Item No. 09 and its Explanatory Statement forming part of this notice.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Mr. Vijay Kumar Agarwal brings a blend of technical expertise and business acumen to his role as the director of Aesthetik and has over 1 years in Hind Motor factory and around 25 Years in PVC Business
Pecuniary relationship directly or indirectly with the Company, or relationship with Managerial personnel, if any	Mr. Vijay Kumar Agarwal holds 15,750 equity shares having face value of Rs. 10/- per shares. Mr. Vijay Kumar Agarwal is father of Mr. Avinash Agarwal Managing Director of the Company & and father in law of Ms. Sreeti Agarwal Director of the Company.
Number of Board meetings attended during the current financial year	1 (One) Board Meeting during Financial Year 2024-25
Relationship with Directors, Managers and Key Managerial Personnel or other Director	Mr. Vijay Kumar Agarwal is father of Mr. Avinash Agarwal Managing Director of the Company & and father in law of Ms. Sreeti Agarwal Director of the Company.
Directorship held in other companies and listed companies in India including Membership/Chairmanship of Committees on other Boards.	Other than Aesthetik Engineers Limited, Mr. Vijay Kumar Agarwal has no Interest in any other Company.
III. OTHER INFORMATION	
Reasons of loss or inadequate profits	Not applicable
Steps taken or proposed to be taken for improvement	Not applicable
Expected increase in productivity and profits in measurable terms	Not applicable
IV. Disclosures	
There are no other disclosures except the information captured in the Notice and the Explanatory Statement of this EOGM.	

Item No. 9

Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 Ms. Priyanka Jalan (DIN: 09272925) was appointed as additional director (designated as Non-Executive Director) of the Company with effect from November 16, 2024 and shall hold the office up to the date of the ensuing General Meeting and is eligible for appointment as Director.

On the recommendation of Nomination and Remuneration Committee on February 27th 2024 your Board of Directors considers that her association as Director will be beneficial to and in the interest of the Company.

Your Board of Directors recommends the resolution set out at Item No. 9 of the notice, for appointment of Ms. Priyanka Jalan (DIN: 09272925) as Non-Executive Director of the Company, with office term liable to retire by

rotation.

The Board of Directors recommends passing the special resolution as set out in the Notice as Item No. 09.

Except being appointee, none of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

For, Aesthetik Engineers Limited

Sd

Priyanka Gupta

Company Secretary & Compliance officer

Date: 19.03.2025

Place: Kolkata