

DRAFT
FORM NO. MGT - 7

Annual Return

[Pursuant to sub-section (1) of Section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	Corporate Identification Number (CIN) of the Company	L85110TN1994PLC027366
	Global Location Number (GLN) of the Company	-
	Permanent Account Number (PAN) of the company	AAACD2373G
(ii)	(a) Name of the company	DR. AGARWAL'S EYE HOSPITAL LIMITED
	(b) Registered office address	3rd Floor, Buhari Towers, No.4, Moores Road Off Greams Road Chennai- 600006
	(c) e-mail ID of the company	investor@dragarwal.com
	(d) Telephone number with STD code	04443787777
	(e) Website	www.dragarwal.com
(iii)	Date of Incorporation	22/04/1994

	Type of the Company	Category of the Company	Sub-category of the Company
(iv)	Public Company	Company limited by shares	Indian Non-Government company

(v)	Whether company is having share capital	Yes
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(vi)	Whether shares listed on recognized Stock Exchange(s)	Yes
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a) If yes, details of stock exchanges where shares are listed

S.No	Stock Exchange Name	Code
1	BSE Ltd	1

b) CIN of the Registrar and Transfer Agent	U74900TN2015PTC101466
Name of the Registrar and Transfer Agent	INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED
Registered office address of the Registrar and Transfer Agents	2nd Floor Kences Towers ,1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai- 600017 Tamil Nadu

(vii) *Financial year From date	From (DD/MM/YYYY)	To (DD/MM/YYYY)
	01/04/2020	31/03/2021

Whether Annual general meeting (AGM) held	Yes
(a) If yes,-Date of AGM	[●]
(b) Due date of AGM	30/09/2021
(vii) (c) Whether extension of AGM was granted - Yes / No.	No
(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A
(e) Extended due date of AGM after grant of extension	N.A
(f) Specify the reasons for not holding the same	--

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities	2
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S. No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	Q	Hospital and Medical Care	Q1	Hospital activities	76.01
2	Q	Hospital and Medical Care	Q6	Other Hospital and Medical Care Activities	23.99

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

* No. of Companies for which information is to be given	1
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S. No	Name of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held
1	DR. AGARWAL'S HEALTH CARE LIMITED	U85100TN2010PLC075403	Holding	71.75

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) Share Capital

a) Equity Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	4,700,000	4,700,000	4,700,000
Total amount of equity shares (in Rupees)	200,000,000	47,000,000	47,000,000	47,000,000

Number of classes	1
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Class of Shares : Equity Share Capital	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	20,000,000	4,700,000	4,700,000	4,700,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	47,000,000	47,000,000	47,000,000

b) Preference Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares				
Total amount of preference shares (in Rupees)				

Number of classes	2
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c) Unclassified Share Capital-

Particulars	Authorised Capital
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Total amount of unclassified shares	0
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d) Break-up of paid-up share capital

Class of Shares	No. of shares			Total Nominal Amount	Total Paid up amount	Total Premium
	Physical	Demat	Total			
Equity Share :						
At the beginning of the year						
Increase during the year	1,27,741	45,72,259	4700000	4700000	4700000	0
(i) Public Issue	0	0	0	0	0	0
(ii) Rights Issue	0	0	0	0	0	0
(iii) Bonus Issue	0	0	0	0	0	0
(iv) Private Placement / Preferential Allotment	0	0	0	0	0	0
(v) ESOPs	0	0	0	0	0	0
(vi) Sweat Equity shares allotted	0	0	0	0	0	0
(vii) Conversion of Preference shares	0	0	0	0	0	0
(viii) Conversion of Debentures	0	0	0	0	0	0
(ix) GDRs / ADRs	0	0	0	0	0	0
(x) Others, specify						
Decrease during the year	0	0	0	0	0	0
(i) Buy-back of shares	0	0	0	0	0	0
(ii) Shares Forfeiture	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify						
At the end of the year						
Preference Shares						
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
(i) Issues of shares	0	0	0	0	0	0
(ii) Re-issue of forfeited shares	0	0	0	0	0	0
(iii) Others, specify						
Decrease during the year	0	0	0	0	0	0
(i) Redemption of shares	0	0	0	0	0	0
(ii) Shares forfeited	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify						
At the end of the year	1,27,741	45,72,259	4700000	4700000	4700000	0

ISIN of the equity shares of the Company - **INE934C01018**

(ii) Details of stock split / consolidation during the year (for each class of shares):- 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	-	-	-
	Face value per share	-	-	-

After split / Consolidation	Number of shares	-	-	-
	Face value per share	-	-	-

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

✓ Nil

[Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	23rd September, 2020
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	
Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	
Ledger Folio of Transferee	
Transferee's Name	

(iv) Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of Debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	No. of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i)	Turnover	1,398,089,580
(ii)	Net worth of the Company	546,628,000

VI. (a) SHARE HOLDING PATTERN - Promoter

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/ Hindu Undivided Family				
	(i) Indian	106716	2.27	0	
	(ii) Non - resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3	Insurance companies	0	0	0	
4	Banks	0	0	0	
5	Financial institutions	0	0	0	
6	Foreign institutional investors	0	0	0	
7	Mutual funds	0	0	0	
8	Venture capital	0	0	0	
9	Body corporate (not mentioned above)	3372408	71.75	0	
10	Others				
	Total	3479124	74.02	0	0

Total number of shareholders (promoters)	5
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(b) SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/ Hindu Undivided Family				
	(i) Indian	10,27,690	21.87	0	
	(ii) Non - resident Indian (NRI)	14,089	0.30	0	

	(iii) Foreign national (other than NRI)	0	0	0	
2	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3	Insurance companies	0	0	0	
4	Banks	0	0	0	
5	Financial institutions	0	0	0	
6	Foreign institutional investors	0	0	0	
7	Mutual funds	0	0	0	
8	Venture capital	0	0	0	
9	Body corporate (not mentioned above)	59,708	1.27	0	
10	Others	1,19,389	2.54	0	
	(i) Clearing Members			0	
	(ii) Directors & their Relatives			0	
	(iii) Hindu undivided family			0	
	(iv) Investor Education and protection Fund			0	
	Total	12,06,787	25.98	0	0

Total number of shareholders (other than promoters)	2865
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Total number of shareholders (promoters + Public / other than promoters)	2870
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(c) Details of Foreign institutional investors' (FIIs) holding shares of the company

NA

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	2925	2865
Debenture holders	--	--

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non - Executive	Executive	Non - Executive	Executive	Non-Executive
A. Promoter	2	1	2	1	0	0
B. Non-Promoter						
(i) Non-Independent						
(ii) Independent	0	3	0	3	0	0.27
C. Nominee Directors Representing						
(i) Banks & FIs						
(ii) Investing institutions						
(iii) Government						
(iv) Small share holders						
(v) Others						
Total	2	4	2	4	0	0.27

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : if any)
AMAR AGARWAL	00435684	Managing Director	--	--
ATHIYA AGARWAL	01365659	Whole-time director	--	--
ADIL AGARWAL	01074272	Director	--	--
SANJAY DHARAMBIR ANAND	02501139	Director	12,603	--
TRICHUR RAMACHANDRAN RAMASUBRAMANIAN	08207929	Director	--	--
LAKSHMI SUBRAMANIAN	00001439	Director	--	--
SARADHA	BEPPS3361Q	CFO	--	31.07.2020

B UDHAY SHANKAR	AAIPU0561C	CFO	--	--
JULLY H JIVANI	AYMPJ0977 D	CS	--	--

(ii) Particulars of change in director(s) and Key managerial personnel during the year - 1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ change in designation/ Cessation)
SARADHA	BEPPS3361Q	CFO	31.07.2020	Cessation
B UDHAY SHANKAR	AAIPU0561C	CFO	07.12.2020	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
Annual General Meeting [AGM]	23/09/2020	2988	35	74.89

B. BOARD MEETINGS:

Number of meetings held

5

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	19-05-2020	6	6	100
2	12-08-2020	6	6	100
3	30-10-2020	6	6	100
4	07-12-2020	6	6	100
5	25-01-2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of Meeting	Date of meeting	Total No. of Members as on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1	Audit Committee	19-05-2020	3	2	66.67
2	Audit Committee	12-08-2020	3	2	66.67
3	Audit Committee	30-10-2020	3	2	66.67
4	Audit Committee	25-01-2021	3	2	66.67
5	Nomination and Remuneration Committee	30-10-2020	4	4	100
6	Corporate social Responsibility committee	25-01-2021	3	3	100
7	Stakeholders Relationship Committee	15-10-2020	3	3	100
8	Stakeholders Relationship Committee	03-02-2021	3	3	100

D. ATTENDANCE OF DIRECTORS

Sl. N	Name of the Director	Board of Meetings			Committee Meetings			Whether attended AGM held on 10.08.2020 (Y/N/N A)
		No. of meeting which director was entitled to attend	No. of Meeting attended	% of attendance	No. of meetings which director was entitled to attend	No. of Meeting attended	% of attendance	
1	AMAR AGARWAL	5	5	100	7	4	57.14	Y
2	ATHIYA AGARWAL	5	5	100	1	1	100	Y
3	ADIL AGARWAL	5	5	100	1	1	100	Y
4	SANJAY DHARAMBIR ANAND	5	5	100	7	7	100	Y
5	TRICHUR RAMACHANDRAN RAMASUBRAMANIAN	5	5	100	8	8	100	Y
6	LAKSHMI SUBRAMANIAN	5	5	100	1	1	100	Y

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Dr. Amar Agarwal	Managing Director	1,54,00000	--	--	--	1,54,00000
2	Dr. Athiya Agarwal	Whole-time Director	67,38000	--	--	--	67,38000
	Total		2,21,38,000				2,21,38,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Saradha	CFO	15,17000	--	--	--	15,17000
2	B Udhay Shankar	CFO	16,10000	--	--	--	16,10000
3	Jully Hasmukh Jivani	Company Secretary	9,80,000	--	--	--	9,80,000
	Total		41,07,000	--	--	--	41,07,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SANJAY DHARAMBIR ANAND	INDEPENDENT DIRECTOR	--	--	--	1,25,000	1,25,000
2	TRICHUR RAMACHANDRAN RAMASUBRAMANIAN	INDEPENDENT DIRECTOR	--	--	--	1,25,000	1,25,000
3	LAKSHMI SUBRAMANIAN	INDEPENDENT DIRECTOR	--	--	--	1,05,000	1,05,000
	Total					2,55,000	2,55,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

Nil

Name of the company/directors/officers	Name of the court/concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Details of penalty/punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil +

Name of the company/directors/officers	Name of the court /concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Core rupees or more or turnover of Fifty Core rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate

Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorized by the Board of Directors of the company vide resolution no.

dated (DD/MM/YYYY) to sign this form and declare that all requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company Secretary in Practice

Membership Number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM
3. Copy of MGT-8
4. Optional Attachment(s), if any