



**CONSOLIDATED SCRUTINIZER'S REPORT**

**(On voting through Remote E-Voting and E-Voting during the AGM)**

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014)**

September 30, 2021

The Chairman  
DR. AGARWAL'S EYE HOSPITAL LIMITED  
3<sup>rd</sup> Floor, Buhari Towers  
No. 4, Moores Road Off  
Greems Road  
Chennai – 600 006.

Dear Sir,

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING AND E-VOTING AT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF DR. AGARWAL'S EYE HOSPITAL LIMITED HELD ON WEDNESDAY, SEPTEMBER 29, 2021 AT 10:30 A. M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VIDEO MEANS ('OAVM')**

1. I, V. Vasumathy, Practising Company Secretary, have been appointed by the Board of Directors of **Dr. Agarwal's Eye Hospital Limited** ("the Company) as a Scrutinizer on July 23, 2021 for the purpose of scrutinizing the Remote E-voting and E-voting during the 27<sup>th</sup> Annual General Meeting ("AGM") of the Company, in a fair and transparent manner in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolutions set out in the notice dated July 23, 2021 of the 27<sup>th</sup> Annual General Meeting of the Members of the Company held on September 29, 2021 at 10.30 A. M. through video conferencing.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 has permitted conducting of Annual General Meeting of a Company through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue and Securities and



Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 has provided Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID - 19 pandemic (collectively referred to as "SEBI Circulars").

Since the AGM is held in accordance to the aforesaid circulars, the physical presence of Members has been dispensed with and the facility for appointment of proxies by the Members was not applicable and hence dispensed with.

Members who attended the meeting through VC or OAVM have been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The Management of the Company is responsible to ensure compliance with the requirements of the statutory requirements w.r.t. the following for conducting the Annual General Meeting of the Company through VC / OAVM on the resolutions contained in Notice of the 27<sup>th</sup> Annual General Meeting of the Company:
  - (i) the Companies Act, 2013 and Rules made thereunder read with the relevant Circulars of Ministry of Corporate Affairs (MCA) w.r.t. conduct of Annual General Meeting and E-voting;
  - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Remote E-Voting and E-voting at the Annual General Meeting.
4. The Company had availed the voting facility offered by Central Depository Services (India) Limited ("CDSL"), for conducting Remote E-voting ("Remote E-Voting") and E-voting ("E-voting") at the Annual General Meeting to enable the Members to exercise their right to vote by electronic means.
5. My responsibility as Scrutinizer for the voting process is restricted to make a "Consolidated Scrutinizer's Report" of the votes cast as "for" or "against" / "assent" or "dissent" for the resolution as stated in the notice of the 27<sup>th</sup> Annual General Meeting, based on reports generated from the Electronic voting service facility provided by Central Depository Services (India) Limited ("CDSL"), engaged by the Company, to provide voting through electronic means i.e. by Remote E-voting and on E-voting at the 27<sup>th</sup> Annual General Meeting.



6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Tuesday, September 21, 2021) were entitled to vote on the resolutions as set out in the Notice of the 27<sup>th</sup> Annual General Meeting.
7. The Remote E-voting commenced on Saturday, September 25, 2021 at 9.00 A. M. IST to Tuesday, September 28, 2021 at 5.00 P. M. IST and the CDSL Remote E-voting Platform was closed in due time. After declaration of voting by the Chairman during the Annual General Meeting, the shareholders who were present through VC / OAVM during the Annual General Meeting voted through the E-voting facility provided by CDSL at the Annual General Meeting.
8. The shareholders who had voted by Remote E-voting through the facility provided by CDSL had been blocked and only those shareholders who were present through VC / OAVM during the Annual General Meeting and who had not voted using the Remote e-voting facility were allowed to cast their votes through E-voting system during the Annual General Meeting.
9. After closure of E-voting during the Annual General Meeting, votes cast through E-voting during the AGM and through Remote E-voting prior to the date of AGM were unblocked in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time from the E-voting System of CDSL, scrutinized, reviewed and the votes were counted and the voting results were prepared.
10. I have relied on information provided by Integrated Registry Management Services Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signatures of shareholders.
11. **Based on the data downloaded from CDSL E-voting System, the total votes cast in "favour" or "against" all resolutions proposed in the Notice of the 27<sup>th</sup> Annual General Meeting are submitted by me as under:**

**Resolution No. 1:** To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2021, along with the Report of the Board of Directors and Auditors thereon. ***(Ordinary Resolution)***



(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
23	34,87,326	99.9469%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
3	1,853	0.0531%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
1	18,000

**Resolution No. 2:** To appoint a director in the place of Dr. Athiya Agarwal (DIN: 01365659) who retires by rotation and being eligible offers herself for re-appointment. **(Ordinary Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
20	34,75,129	99.5973%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
6	14,050	0.4027%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
1	18,000



**Resolution No. 3:** Ratification of Remuneration to Cost Auditor for the Year 2020-21.  
**(Ordinary Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
23	34,87,326	99.9469%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
3	1,853	0.0531%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
1	18,000

**Resolution No. 4:** To consider and approve revision of remuneration for Dr. Athiya Agarwal, Whole-time Director of the Company. **(Special Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
20	34,75,129	99.5973%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
6	14,050	0.4027%



(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
1	18,000

**Resolution No. 5:** To consider and approve Related Party Transactions. (*Ordinary Resolution*)

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
19	98,222	84.1151%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
5	18,549	15.8849%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
1	18,000

12. Shareholders who have abstained from voting while exercising their voting rights through Remote E-voting / E-voting during the Annual General Meeting, have been excluded in the aforesaid calculation of voting.
13. With respect to Corporate Shareholders who have voted through Remote E-Voting and E-voting during the Annual General Meeting, I have scrutinised whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.



**I report that all Resolutions have been passed by the Members of the Company through E-voting during the Annual General Meeting and Remote E-voting with requisite majority as proposed in the Notice of the 27<sup>th</sup> Annual General Meeting of the Company. You may accordingly declare the results.**

Electronic data and relevant records relating to Remote E-voting / E-voting during the 27<sup>th</sup> Annual General Meeting held on September 29, 2021, shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours' faithfully,  
**For V. VASUMATHY & ASSOCIATES,**

**V. VASUMATHY**  
**Practising Company Secretary**  
COP: 9451, FCS: 5424

UDIN: F005424C001041021  
Place: Chennai

Countersigned:  
**For DR. AGARWAL'S EYE HOSPITAL LIMITED**

**DR. AMAR AGARWAL**  
Chairman Cum Managing Director