

DR AGARWAL'S HEALTH CARE LIMITED

CIN: U85100TN2010PLC075403

Registered Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road,
Near Asan Memorial School Chennai Chennai TN 600006

Tel: 91-44-43787777;

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting of the Shareholders of the Company will be held on Friday, the 30th September 2022 at 4.00 P.M. at the Registered Office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai - 600 006, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2022, comprising the Standalone and Consolidated Balance Sheets as at 31st March, 2022, the Standalone and Consolidated Statements of Profit and Loss, Changes in Equity and the Cash Flows for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Dr. Anosh Agarwal (DIN: 02636035) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Dr. Adil Agarwal (DIN: 01074272) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify the Remuneration to the Cost Auditor for the Financial Year 2021-22

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) (excluding all taxes and re-imburement of out of pocket expenses incurred by him) payable for the year 2021-22 to M/s. BY & Associates., Cost Accountant in Practice (Firm Registration No: 003498), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22, be and is hereby ratified and confirmed.”

5. To consider and approve the borrowing under Section 180(1)(c) by way of Issue of Non-Convertible Debentures to British International Investment plc (earlier known as CDC Group Plc).

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 71, Section 179 and Section 180(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities), Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, other applicable provisions/rules made under the Companies Act, 2013 (each as may be amended, modified, restated, re-enacted from time to time) and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to any approvals, consents, sanctions, permissions as may be necessary from government authorities and all other appropriate statutory and regulatory authorities and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the Board of Directors of the Company (“Board”), the approval of the shareholders of the Company be and is hereby accorded for the issue and allotment by the Company of unlisted, collateralised, redeemable, non-convertible debentures for an aggregate amount not exceeding Rs. 55,00,00,000 (Indian Rupees Fifty Five Crores only) on a private placement basis (the “Issue”) on such terms as set out in the Debenture Trust Deed dated November 5, 2019 (as amended from time to time) between the Company and IDBI Trusteeship Services Limited (the “DTD”), and other Transaction Documents (as such term is defined in the DTD).

RESOLVED FURTHER THAT the shareholders of the Company hereby authorise the Board to undertake all acts, deeds and things as may be necessary for giving effect to the above resolution and/or as may be required in connection with the Issue.

RESOLVED FURTHER to furnish a certified true copy of the above Resolutions to any persons or authorities (including, but not limited to, the Registrar of Companies, Ministry of Corporate Affairs, any stock exchanges, National Securities Depository Limited) concerned for their information and records.”

6. To increase the remuneration and variable pay for Dr. Adil Agarwal (DIN: 01074272)

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Extra Ordinary Meeting held on 05th May 2022 and in accordance with Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V of the Act and Companies (Appointment and

Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made thereunder to the extent possible, on the recommendation of the Nomination & Remuneration Committee and subject to such other approvals as may be required, the approval of the Members of the Company be and is hereby accorded for the increase in the remuneration of Dr. Adil Agarwal (DIN: 01074272), Whole-time Director / CEO with effect from 1st April 2022 on the following terms and conditions till the expiry of his current tenure:

(a) Salary :

Rs. 97,80,000 /- (Ninety-Seven Lakh Eighty Thousand only) per annum.

(b) Perquisites:

Rent free accommodation with a rental value of Rs. 46,42,368 per annum plus GST, if applicable and 5% rental escalation from September 2022 for every eleven completed months, use of car with chauffeur, travel reimbursements for official travel, reimbursement of expenses incurred towards attending conferences, reimbursement of credit card expenses to the extent pertaining to official use and use of telephone and internet reimbursements will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. The value of the car shall not exceed Rs.1,00,00,000 (Rupees One Crore only) and the age of the car shall not be more than four years. Personal staffs with total remuneration of Rs. 28,50,912 (Rupees Twenty Eight Lakhs Fifty Thousand Nine Hundred and Twelve) per annum shall be provided which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Leave Encashment shall be provided as per the Company's policy from time to time.

(c) Contribution to funds:

Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

(d) Variable pay on achievement of combined Consolidated EBITDA post salary expense of the Company excluding Elisar Life Sciences Private Limited as follows:

EBITDA	Eligible variable pay in Rs.
INR 161.50 crore	Nil
INR 161.50-178.50 crore	1.50 crore
INR 178.50 crore and above	2.00 crores

(e) Other Allowances:

Other allowances shall be Rs.15,16,180/- (Rupees Fifteen Lakhs Sixteen Thousand One Hundred and Eighty) per annum.

RESOLVED FURTHER THAT an annual Club Membership fees and travel reimbursement to be paid to the Young Presidents Organization for the membership of Dr. Adil Agarwal, as an additional prerequisite, with effect from 1st April, 2022.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the tenure of the whole-time Director, the above remuneration, and variable pay, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated as minimum remuneration, subject to limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time shall be paid.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorised and empowered to do all such acts and deeds, including but not limited to signing and filing the necessary forms or any other documents, with the Registrar of Companies, Chennai and any other regulatory authority, and to make suitable entries in the statutory registers and all other relevant records, as may be required from time to time for the purpose of the abovementioned re-appointment and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be, and are hereby, severally authorized and empowered to certify a copy of this resolution and issue the same to all concerned persons.”

7. To increase the remuneration and variable pay for Dr. Anosh Agarwal (DIN: 02636035)

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

RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Extra Ordinary Meeting held on 05th May 2022 and in accordance with Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made thereunder to the extent possible, on the recommendation of the Nomination & Remuneration Committee and subject to such other approvals as required, approval of the Members of the Company be and is hereby accorded for the

increase in the remuneration of Dr. Anosh Agarwal (DIN: 02636035), Whole-time Director with effect from 1st April 2022 on the following terms and conditions

(a) Salary: Rs. 97,80,000/- (Ninety-Seven Lakh Eighty Thousand only) Per Annum

(b) Perquisites:

Rent free accommodation with a rental value of Rs. 46,57,500 (Forty Six Lakhs Fifty Seven Thousand Five Hundred) per annum plus GST, if applicable use of car with chauffeur, travel reimbursements for official travel, reimbursement of expenses incurred towards attending conferences, reimbursement of credit card expenses to the extent pertaining to official use and use of telephone and internet reimbursements will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. The value of the car shall not exceed Rs.1,00,00,000 (Rupees One Crore only) and the age of the car shall not be more than four years. Personal staffs with total remuneration of Rs. 28,25,400 (Rupees Twenty Eight Lakhs Twenty Five Thousand Four Hundred) per annum shall be provided which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Leave Encashment shall be provided as per the Company's policy from time to time

(c) Contribution to funds:

Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

(d) Variable pay on achievement of combined Consolidated EBITDA post salary expense of the Company excluding Elisar Life Sciences Private Limited as follows:

EBITDA	Eligible variable pay in Rs.
INR 161.50 crore	Nil
INR 161.50-178.50 crore	1.50 crore
INR 178.50 crore and above	2.00 crores

(e) Other Allowances:

Other allowances shall be Rs.13,63,536/- (Rupees Thirteen Lakhs Sixty Three Thousand Five Hundred and Thirty Six) per annum.

RESOLVED FURTHER THAT an annual Club Membership fees be paid to the Young Presidents Organization for the membership of Dr. Anosh Agarwal, as an additional perquisite.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the tenure of the whole-time Director, the above remuneration, and variable pay, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall

be treated as minimum remuneration, subject to limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time shall be paid.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorised and empowered to do all such acts and deeds, including but not limited to signing and filing the necessary forms or any other documents, with the Registrar of Companies, Chennai and any other regulatory authority, and to make suitable entries in the statutory registers and all other relevant records, as may be required from time to time for the purpose of the abovementioned re-appointment and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be, and are hereby, severally authorized and empowered to certify a copy of this resolution and issue the same to all concerned persons.”

By order of the Board
For **Dr. Agarwal's Health Care Limited**

A.Thanikainathan
Company Secretary
ACS: 25829

Place: Chennai
Date: 12/08/2022

Note:

- 1. A Member of the Company, who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him / her and proxy need not be a Member of the Company. Proxy forms complete in all respects must reach the Registered Office of the Company at least 48 hours before the commencement of the Meeting. A Proxy form is attached.**
2. The consent of the all the Shareholders for calling the Meeting at a Short Notice has been obtained.
3. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business set out in the notice is annexed.
4. A route map depicting the venue of the meeting along with a prominent landmark is attached herewith.
5. All the relevant documents referred to in the Notice and the Statutory Registers under the Companies Act, 2013 will be available for inspection by the members at the AGM.

6. Pursuant to Secretarial Standards-2, brief profile of the Directors whose remuneration is sought to be increased at the ensuing Annual General Meeting is as follows:

Particulars	Item No.2	Item No.3
Name of the Director	Dr. Adil Agarwal, (DIN 01074272)	Dr. Anosh Agarwal (DIN: 02636035)
Date of Birth	13-10-1983	01-10-1984
Qualification	MBBS, M.S., Ophthalmology, MBA (Stanford)	MBBS, M.S., Opthamology, MBA (Harvard)
Experience	Ophthalmology	Ophthalmology
Last drawn Remuneration	As approved by the shareholders in the EGM dated 05 th May 2022.	As approved by the shareholders in the EGM dated 05 th May 2022.
Date of first appointment on the Board	19-04-2010	30-09-2014
Shareholding in the Company	418743	524263
Relationship with other Directors, Manager and KMPs	He is related to Dr. Amar Agarwal and Dr. Anosh Agarwal, Directors of the Company	He is related to Dr. Amar Agarwal and Dr.Adil Agarwal, Directors of the Company
No. of meeting of the Board attended during the year	5	5

EXPLANATORY STATEMENTS U/S 102 OF THE COMPANIES ACT, 2013:

Item No. 4

At the Board Meeting held on the 30th June 2021, after considering the recommendation of the Audit Committee, the Board of Directors have appointed M/s. S. BY & Associates., Cost Accountant (Firm Registration No: 003498), as the Cost Auditors of the Company for the year 2021-22 on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only), excluding all taxes and re-imbursement of the out of pocket expenses incurred in connection with the aforesaid audit. Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders.

None of the Directors or the Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise, in the Resolution except as a member of the Company.

The Board of Directors recommends the Ordinary Resolution as set forth in the item No. 4 of the Notice for approval of the members of the Company.

Item No. 5

Borrowing under Section 180(1)(c) by way of Issue of Non-Convertible Debentures to British International Investment plc (earlier known as CDC Group plc).

The Members are requested to note that, with a view to augmenting the resources of the Company for general corporate related expenditure (other than any funding of, or expenditure relating to, AEHL), which may include: (i) capital expenditure; (ii) mergers & acquisitions; (iii) full or partial repayment of certain existing financing of the Company; (iv) funding shareholder loans to Orbit Healthcare Services Limited, the Company has approached British International Investment plc (earlier known as CDC Group plc) (“**BII**”) for a total funding of INR 215,00,00,000 (Indian Rupees Two Hundred and Fifteen crores). BII has agreed to subscribe to senior, collateralised, unlisted, redeemable non-convertible debentures as per the terms and conditions mentioned in the debenture trust deed dated November 05, 2019 between the Company and IDBI Trusteeship Services Limited (as debenture trustee), as amended from time to time (the “**DTD**”).

Accordingly, the first tranche of 1,000, second tranche of 400 & third tranche of 200 senior, collateralised, unlisted, redeemable, non-convertible debentures of the face value of Rs. 10,00,000 (Rupees Ten Lakhs only) were issued and allotted on 11th December 2019, 17th February 2020 & 17th March, 2020 respectively in dematerialised form on a private placement basis at par.

The Board in its meeting held on 12th August 2022 have authorized the issue of 550 senior, secured, unlisted, redeemable, non-convertible debentures of the face value Rs.

10,00,000 (Rupees Ten Lakhs only) each, aggregating to a principal amount of upto INR 55,00,00,000 (Indian Rupees Fifty-Five crores only) in dematerialised form on a private placement basis at par (collectively “**Debentures**”).

This offer of Debentures is subject to the special resolution of the shareholders of the Company passed at a general meeting pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 read with sub-clause (c) of sub-section (1) of section 180 of the Companies Act, 2013, as the proposed issue of the Debentures exceeds the limits under sub-section (c) of sub-section (1) of section 180 of the Companies Act, 2013 and no previous special resolution has been passed for all the offers or invitations for such debentures during the year, and this is hence being placed for the consideration of the shareholders of the Company at this Annual General Meeting.

The Debentures would be issued on the terms and conditions specified in the (i) draft of the private placement offer cum application letter (“**Offer Letter**”) inviting BII for subscription to the Debentures which, *inter-alia*, would contain the disclosures required to be made by the Company as prescribed in Form PAS-4 under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, read with Section 42 of the Companies Act, 2013 and (ii) **DTD** along with the other documents in connection with the issue of Debentures.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No. 6 & 7

Dr. Adil Agarwal and Dr. Anosh Agarwal were re-appointed as the Whole-time Director of the Company w.e.f 1st May 2022 for a period of three years by the members of the Company in the Extra-Ordinary General Meeting held on 05th May 2022.

Considering the contribution made by Dr. Adil Agarwal and Dr. Anosh Agarwal and the progress made by the Company under their leadership and guidance and based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on the 12th August 2022, approved the revision in the remuneration of Dr. Adil Agarwal and Dr. Anosh Agarwal, as set out in Item Nos. 6 and 7 of the accompanying Notice, subject to the approval of the Members of the Company in a General Meeting, through a Special Resolution.

Pursuant to Sections 196 and 197, read with Schedule V to the Companies Act, 2013, the revised remuneration payable to Dr. Adil Agarwal and Dr. Anosh Agarwal as decided by the Board, upon the recommendation of the Nomination and Remuneration Committee, is required to be approved by the Members through a Special Resolution at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

Except Dr. Amar Agarwal, Dr. Adil Agarwal and Dr. Anosh Agarwal, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the Resolutions except as a member of the Company.

The Board of Directors recommends the Special Resolutions as set forth in the Item Nos. 6 and 7 for approval of the members of the Company.

Information to be provided pursuant to (B) (iv) of Section II of Part II of Schedule V to the Companies Act, 2013.

I. GENERAL INFORMATION																						
1.	Nature of Industry	Eye Hospital																				
2.	Date of Commencement of Business	May 10, 2010																				
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable																				
4.	Financial Performance as on March 31, 2022	<table border="1"> <thead> <tr> <th></th> <th><i>Rs. in lakhs</i></th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>36,158.98</td> </tr> <tr> <td>Loss after Tax</td> <td>-147.42</td> </tr> <tr> <td>Paid-up Share Capital</td> <td>810.3</td> </tr> <tr> <td>Securities Premium Account</td> <td>44,074.31</td> </tr> <tr> <td>Long term loans</td> <td>19,330.30</td> </tr> <tr> <td>Total (A)</td> <td>64,067.49</td> </tr> <tr> <td>Less: Investments</td> <td>14,740.66</td> </tr> <tr> <td>Accumulated Losses</td> <td>23,520.95</td> </tr> <tr> <td>Total (B)</td> <td>40,546.54</td> </tr> </tbody> </table>		<i>Rs. in lakhs</i>	Revenue	36,158.98	Loss after Tax	-147.42	Paid-up Share Capital	810.3	Securities Premium Account	44,074.31	Long term loans	19,330.30	Total (A)	64,067.49	Less: Investments	14,740.66	Accumulated Losses	23,520.95	Total (B)	40,546.54
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5.	Foreign investments or Collaborations, if any	No foreign collaborations exists Investments made in overseas subsidiaries and investments made by the foreign shareholders in the Company are provided in the Annual Report and Annual Report is available for inspection at the Registered office of the Company during office hours.																				

II. INFORMATION ABOUT DIRECTOR

Sl.No.	Particulars	Dr. Adil Agarwal	Dr. Anosh Agarwal
1	Background details	Dr. Adil Agarwal, aged 38 years, is in the Board of the Company since April 19, 2010. He is a highly qualified vitreoretinal surgeon, Dr. Adil has completed his M.S.	Dr. Anosh Agarwal, aged 37 years, is in the Board of the Company since January 30, 2014. He is a highly qualified vitreoretinal surgeon. Dr. Anosh has completed his M.S. Ophthalmology (Residency) (Gold Medalist) from R.M. Medical

		Ophthalmology (Residency) (Gold Medalist) from SRMC & Research Institute, Sri Ramachandra University. He has also completed his observer-ship at Bascom Palmer Eye Institute, Miami, USA (# 1 Ranked Eye Hospital in USA).	College & Hospital, Annamalai University and his M.B.B.S (First Class) from SRMC. He has also completed his observer-ship at Bascom Palmer Eye Institute, Miami, USA (# 1 Ranked Eye Hospital in USA). With a surgical experience of close to 5 years, Dr. Anosh has performed over 2,000 eye surgeries including cataract, vitrectomy and retinal detachment. Apart from this illustrious academic career, Dr. Anosh has also completed his M.B.A. from Harvard Business School.
2	Past Remuneration	As approved by the shareholders in the EGM dated May 05, 2022.	As approved by the shareholders in the EGM dated May 05, 2022.
3	Recognition or awards	-	-
4	Job Profile and his suitability	He will be spearheading / drawing up expansion plans. He shall be responsible for the general conduct and management of the business and affairs of the Company and will operate subject to the control and supervision of the Board of Directors of the Company. At Dr. Agarwal's Group of Eye Hospitals, Dr. Adil Agarwal has responsibility for Global Strategic Initiatives, New Business Development, Medical Operations and the Retina Foundation. He is a core member of the leadership team that is responsible for the execution of the Groups strategic initiatives.	He will be entrusted with the overall control of the Systems Design/Marketing/HR initiatives of the Company. He will also supervise the day to day administration of the Company and will act subject to the supervision and control of the Board of Directors of the Company. At Dr. Agarwal's Group of Eye Hospitals, Dr. Anosh has overall responsibility for the Finance, Human Resources and Information Technology functions. He is a core member of the leadership team that is responsible for the execution of the Groups strategic initiatives. Dr. Anosh plays a key role in Group expansion plans including Fund Raising (Private Equity & Debt), Mergers & Acquisitions, Restructuring and exploring diversification opportunities.
5	Remuneration proposed	As mentioned in the Resolution	As mentioned in the Resolution
6	Comparative remuneration profile with respect to industry,	The remuneration is Commensurate with his Qualification/Experience	The remuneration is Commensurate with his Qualification/Experience and the size of the Company. The

	size of the company, profile of the position and person	and the size of the Company. The remuneration proposed to be paid is in line with the Industry standards.	remuneration proposed to be paid is in line with the Industry standards.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He holds 418743 Equity Shares of the Company (5.28%) and is related to Dr. Anosh Agarwal and Dr. Amar Agarwal, Directors of the Company.	He holds 524263 Equity Shares of the Company (6.61%) and is related to Dr. Adil Agarwal and Dr. Amar Agarwal, Directors of the Company.

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	<p>The Company's operations involve huge capital investment and a long gestation period. The Company also faces stiff competition. The Company was incorporated during April, 2010 and the quantum of losses has been steadily coming down on account of the continuous efforts being made towards making the operations profitable.</p> <p>The Company posted revenue of 36,158.98 Lakhs and a net loss after tax of Rs.147.42 Lakhs for the year ended March 31, 2022.</p> <p>The performance of the company is in good state and it is a clear indication that the Company is slowly overhauling its fixed and variable expenses in its efforts to achieve the breakeven and profitability.</p>
2	Steps taken for improvement	<p>The Company is taking steps to reduce costs and to increase the volume and the quality of the business by opening a large network of Branches. These steps are already showing results and it is hoped that the Company would start making handsome profits in the next few years.</p>
3	Expected increase in productivity and profits in measurable terms	<p>The Company is in the process of opening new Centres across the country and strengthening the existing ones, with continued emphasis on the quality of service on the basis of new investment. This, coupled with several steps being taken to reduce costs, would result in improved growth, performance and profitability.</p>

By order of the Board
For **Dr. Agarwal's Health Care Limited**

A. Thanikainathan
Company Secretary
ACS: 25829

Place: Chennai
Date: 12/08/2022

PROXY FORM

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

CIN: U85100TN2010PLC075403

DR. AGARWAL'S HEALTH CARE LIMITED

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School Chennai
Chennai TN 600006 IN

Tel: 91-44-4378777

Name of the Member(s):

Registered address:

E-mail ID:

Folio / Client ID:

DP ID:

I/We being a member(s) of equity shares of the above named Company hereby appoint:

(1) Name Address.....
Email Id:..... Signature..... or failing him;

(2) Name Address.....
Email Id:..... Signature..... or failing him;

(3) Name Address.....
Email Id:..... Signature..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the members of Dr. Agarwal's Health Care Limited to be held at the Registered office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on September 30, 2022 at 4.00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS:

Ordinary Business:

1. Adoption of financial statements for the year ended 31.03.2022
2. To re-appoint the Director Dr. Anosh Agarwal (DIN: 02636035) who retires by rotation and being eligible, offers himself for re-appointment
3. To re-appoint the Director Dr. Adil Agarwal (DIN: 01074272) who retires by rotation and being eligible, offers himself for re-appointment

Special Business:

4. To ratify the Remuneration to the Cost Auditor for the financial year 2021-22
5. To consider and approve the borrowing under Section 180(1)(c) by way of Issue of Non-Convertible Debentures to British International Investment plc (earlier known as CDC Group Plc)
6. To increase the remuneration and variable pay for Dr. Adil Agarwal (DIN: 01074272)
7. To increase the remuneration and variable pay for Dr. Anosh Agarwal (DIN: 02636035)

Signed this day of, 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Re.1/-

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

CIN: U85100TN2010PLC075403
DR. AGARWAL'S HEALTH CARE LIMITED
Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan
Memorial School Chennai Chennai TN 600006 IN
Phone: 91-44-43787777

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

Name of the attending	Membership Folio No.
	DPID No.
	Client ID No.
	Number of Shares held

I hereby record my presence at the Annual General Meeting of the members of Dr. Agarwal's Health Care Limited being held at the Registered office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on September 30, 2022 at 4.00 P.M.

Members/Proxy's Signatures _____

(To be signed at the time of handing over the slip)

ROUTEMAP INDICATING VENUE OF AGM AND ITS NEAREST LANDMARK

