

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 TN 600006

Tel: 91-044-43787777;

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited will be held at the Registered Office of the Company at 1st Floor Buhari Towers, No.4, Moores Road, Off Greams Road, Chennai – 600 006 at Shorter Notice on May 5, 2022 at 8.00 P.M. to transact the following businesses

SPECIAL BUSINESS

1. RE-APPOINTMENT OF DR. ADIL AGARWAL (DIN: 01074272) AS WHOLETIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V to the Companies Act, 2013 (the Act) and 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 Rules made thereunder to the extent possible, pursuant to the recommendations of the Nomination & remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the reappointment of Dr. Adil Agarwal (DIN: 01074272) as a Wholetime Director of the Company for a period of three years with effect from May 01, 2022 and shall hold office till April 30 2025 on the following terms.”

(a) Salary :

Rs. 6,50,000 /- (Rupees Six Lakh Fifty Thousand) per month for the financial year 2022-23 and salary will be increased by Rs. 75,000 (Rupees Seventy Five Thousand) per month for every completed year of service.

(b) Perquisites:

Rent free accommodation with a rental value of Rs. 3,91,526 (Rupees Three Lakhs Ninety One Thousand Five Hundred and Twenty Six) per month till July 2022 and 5% rental escalation 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. Other Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Seven personal staff with total remuneration at Rs. 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand) per month shall be provided which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. 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 linked to the performance and EBITDA of the Company as follows:

% EBITDA	EBITDA post salary expense
0.50%	INR 100-110 crore
1%	INR 110-120 crore
1.5%	INR 120 crore and above

(e) Other Allowances:

Other allowances shall be Rs.16,00,000/- (Rupees Sixteen Lakhs) p.a.

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

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.”

2. RE-APPOINTMENT OF DR. ANOSH AGARWAL, (DIN: 02636035) AS WHOLETIME DIRECTOR

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 Sections 196, 197, read with Schedule V to the Companies Act, 2013 (the Act) and 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 Rules made thereunder to the extent possible, pursuant to the recommendations of the Nomination & remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the reappointment of Dr. Anosh Agarwal (DIN:02636035) as a Wholetime Director of the Company for a period of three years with effect from May 01, 2022 and shall hold office till April 30, 2025 on the existing terms of appointment including remuneration.”

(a) Salary: Rs. 5,50,000/- (Rupees Five Lakh Fifty Thousand only) Per Month

(b) Perquisites:

Rent free accommodation with a rental value of Rs. 3,45,000 (Rupees Three Lakhs Forty Five Thousand) per month, 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 reimbursement will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. 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 linked to the performance and EBITDA of the Company as follows:

% EBITDA	EBITDA post salary expense
0.50%	INR 100- 110 crore
1%	INR 110-120 crore
1.5%	INR 120 crore and above

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 prerequisite.

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.”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), re-enactment(s) thereof for the time being in force and as may be enacted from time to time), and pursuant to the (i) Share Subscription Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd., Arvon Investments Pte. Ltd., the promoters of the Company and the Company; (ii) Shareholders Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd., Claymore Investments (Mauritius) Pte. Ltd., Arvon Investments Pte. Ltd., the promoters of the Company and the Company (collectively, “**Agreements**”); and (iii) the existing Articles of Association of the Company, the consent of the members be and are hereby accorded to adopt the new set of Articles of Association in substitution for and to the exclusion, of the existing Articles of Association of the Company .

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies, Chennai and to comply with all other requirements in this regard.”

4. APPOINTMENT OF MR. VED PRAKASH KALANORIA (DIN: 08950500) AS A DIRECTOR OF THE COMPANY AS AN INVESTOR'S NOMINEE DIRECTOR ON THE BOARD.

“**RESOLVED THAT** pursuant to the provisions of Section 152, Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s), re-enactment(s) thereof for the time being in force and as may be enacted from time to time), the enabling provisions of the Memorandum and Articles of Association of the Company, the Shareholders Agreement dated April 12, 2022 between Hyperion., Claymore Investments (Mauritius) Pte. Ltd. (“**Claymore**”), Arvon Investments Pte. Ltd. (“**Arvon**”), the promoters of the Company and the Company (collectively, “**Agreements**”), as amended and supplemented from time to time, pursuant to the recommendations of the Nomination & remuneration Committee and the Board of Directors , Mr. Ved Prakash Kalanoria DIN: 08950500, be and is hereby appointed as Nominee Director of the Company, representing Claymore and Arvon , with immediate effect.

RESOLVED FURTHER THAT Mr. Ved Prakash Kalanoria shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Adil Agarwal, Whole-Time Director, Dr. Anosh Agarwal, Whole-Time Director and Mr. A. Thanikainathan, Company Secretary of the Company be and are hereby severally authorized to take all actions, including making representations to and filing necessary forms with the Registrar of Companies, Chennai, and to do all such acts and deeds necessary to give effect to this resolution, including to sign and file Form No DIR-12 with the Registrar of Companies or any other documents as may be required from time to time for the purpose of the above mentioned 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 resolution.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to certify and issue a copy of this resolution.”

5. APPOINTMENT OF MR. ANKUR THADANI DIN 03566737 AS A DIRECTOR OF THE COMPANY AS AN INVESTOR'S NOMINEE DIRECTOR ON THE BOARD

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 152, Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s), re-enactment(s) thereof for the time being in force and as may be enacted from time to time), the enabling provisions of the Memorandum and Articles of Association of the Company, the (i) Share Subscription Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd. (“**Hyperion**”), Arvon Investments Pte. Ltd (“**Arvon**”), the promoters of the Company and the Company; and (ii) Shareholders Agreement dated April 12, 2022 between Hyperion, Claymore Investments (Mauritius) Pte. Ltd., Arvon, the promoters of the Company and the Company (collectively, “**Agreements**”), as amended and supplemented from time to time, pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors Mr. Ankur Thadani DIN 03566737, be and is hereby appointed as Nominee Director of the Company, representing Hyperion, with immediate effect;

RESOLVED FURTHER THAT Mr. Ankur Thadani shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Adil Agarwal, Whole-Time Director, Dr. Anosh Agarwal, Whole-Time Director and Mr. A. Thanikainathan, Company Secretary of the Company be and are hereby severally authorized to take all actions, including making representations to and filing necessary forms with the Registrar of Companies, Chennai, and to do all such acts and deeds necessary to give effect to this resolution, including to sign and file Form No DIR-12 with the Registrar of Companies or any other documents as may be required from time to time for the purpose of the above mentioned

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 resolution.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to certify and issue a copy of this resolution.”

**By the Order of the Board
For Dr. Agarwal’s Health Care Limited**

**A.Thanikainathan
Company Secretary**

**Place: Chennai
Date: May 5, 2022**

NOTE:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company.**
2. Proxy forms complete in all respects must reach the Registered office of the Company at least 48 hours before the commencement of the Meeting. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 are annexed.
5. The consent of the all the Shareholders for calling the Meeting at a Short Notice has been obtained.
6. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
7. Members/ proxies are requested to produce the Attendance Slip (enclosed herewith) duly filled and signed as per the specimen signature recorded with the Company for admission to the meeting room.
8. A route map depicting the venue of the meeting along with a prominent landmark is attached herewith.
9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company at Registered office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on all working days, during business hours up to the date of the Meeting, and will also be made available at the Meeting.

10. Pursuant to Secretarial Standards-2 brief profile of the Directors as follows:

Particulars	Item No. 1	Item No. 2
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., Ophthalmology, MBA (Harvard)
Experience	Ophthalmology	Ophthalmology
Date of first appointment on the Board	01-05-2019	01-05-2019
No. of shares held in the Company	418743	524263
Relationship with other Directors, Manager and KMPs	He is related to Dr. Amar Agarwal and Dr. Anosh Agarwal	He is related to Dr. Amar Agarwal and Dr. Adil Agarwal
No. of meeting of the Board attended during the year	5	5
Particulars	Item No. 4	Item No. 5
Name of the Director	Mr. Ved Prakash Kalanoria	Mr. Ankur Thadani
Date of Birth	10-04-1983	01-04-1984
Qualification	Chartered Accountant	-
Experience	Service	Service
Date of first appointment on the Board	05-05-2022	05-05-2022
No. of shares held in the Company	NIL	NIL
Relationship with other Directors, Manager and KMPs	NIL	NIL
No. of meeting of the Board attended during the year	1	1

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

RE-APPOINTMENT OF DR. ADIL AGARWAL (DIN: 01074272) AS WHOLETIME DIRECTOR

The Members may kindly note that the Term of Appointment of Dr. Adil Agarwal (DIN: 01074272), Whole-Time Director of the Company expired on April 30, 2022. In terms of the requirements of Companies Act, 2013, Nomination and Remuneration Committee (NRC) of the Company have considered the proposal for his reappointment for a further period of three years in its meeting held on April 26, 2022 and the Board at their Meeting held on April 26, 2022 have approved the same and place the appointment for the consideration of the Members. Members may kindly consider and approve the proposal for reappointment for a further period of three years with effect from May 01, 2022 on the existing terms of appointment of Dr. Adil Agarwal in accordance with the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as amended.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Dr. Adil Agarwal has been received by the Company. Additional information in respect of Dr. Adil Agarwal, pursuant to the Secretarial Standard on General Meetings has been presented for your reference.

The consent of the Members is sought by way of a Special Resolution as set out in Item No.1 of the Notice. A copy of the draft letter of re-appointment of Dr. Adil Agarwal as Whole Time Director along with the consent to act as Director in form DIR-2 and other declarations including in Form DIR-8 and Form MBP 1 for disclosing interest of the director would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Dr. Adil Agarwal, being the appointee, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

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

Dr. Adil Agarwal

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, 2021	<table border="1"><thead><tr><th></th><th><i>Rs. in lakhs</i></th></tr></thead><tbody><tr><td>Revenue</td><td>22,342.78</td></tr><tr><td>Loss after Tax</td><td>5,538.98</td></tr><tr><td>Paid-up Share Capital</td><td>686.00</td></tr></tbody></table>		<i>Rs. in lakhs</i>	Revenue	22,342.78	Loss after Tax	5,538.98	Paid-up Share Capital	686.00
	<i>Rs. in lakhs</i>									
Revenue	22,342.78									
Loss after Tax	5,538.98									
Paid-up Share Capital	686.00									

		Securities Premium Account	42,722.83
		Long term loans	15,805.83
		Total (A)	76,018.46
		Less: Investments	14,637.54
		Accumulated Losses	23,522.84
		Total (B)	37,858.08
5.	Foreign investments or Collaborations, if any	<p>No foreign collaborations exists</p> <p>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.</p>	

II. INFORMATION ABOUT DIRECTOR

1	Background details	Dr. Adil Agarwal, aged 37 years, is in the Board of the Company since May 01, 2016. He is a highly qualified vitreoretinal surgeon, Dr. Adil has completed his M.S. 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).
2	Past Remuneration	As approved by the shareholders in the EGM dated August 12, 2021.
3	Recognition or awards	-
4	Job Profile and his suitability	<p>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.</p> <p>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.</p>
5	Remuneration proposed	As mentioned in the Resolution

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is Commensurate with his Qualification/Experience and the size of the Company. The 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.

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 Rs. 22,342.78 Lakhs and a net loss after tax of Rs. 5,538.98 Lakhs for the year ended March 31, 2021.</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	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.
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.</p> <p>This, coupled with several steps being taken to reduce costs, would result in improved growth, performance and profitability.</p>

Dr. Adil Agarwal was re-appointed as the Whole-time Director of the Company w.e.f May 01, 2019 for a period of three years by the members of the Company in the Annual General Meeting held on September 30, 2019.

Item No. 2

RE-APPOINTMENT OF DR. ANOSH AGARWAL (DIN: 02636035) AS WHOLETIME DIRECTOR

The Members may kindly note that the Term of Appointment of Dr. Anosh Agarwal (DIN: 02636035), Whole-Time Director of the Company expires on April 30, 2022. In terms of the requirements of Companies Act, 2013, Nomination and Remuneration Committee (NRC) of the Company have considered the proposal for his reappointment for a further period of three years in its meeting held on April 26, 2022 and the Board at their Meeting held on April 26, 2022 have approved the same and place the appointment for the consideration of the Member. Members may kindly consider and approve the proposal for reappointment for a further period of three years with effect from May 01, 2022 on the existing terms of appointment of Dr. Adil Agarwal in accordance with the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as amended.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Dr. Anosh Agarwal has been received by the Company. Additional information in respect of Dr. Anosh Agarwal, pursuant to the Secretarial Standard on General Meetings has been presented for your reference.

The consent of the Members is sought by way of a Special Resolution as set out in Item No.2 of the Notice. A copy of the draft letter of re-appointment of Dr. Anosh Agarwal as Whole Time Director along with the consent to act as Director in form DIR-2 and other declarations including in Form DIR-8 and Form MBP 1 for disclosing interest of the director would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Dr. Anosh Agarwal, being the appointee, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Dr. Anosh Agarwal

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 31 st March 2021	<table border="1"><thead><tr><th></th><th><i>Rs. in lakhs</i></th></tr></thead><tbody><tr><td>Revenue</td><td>22,342.78</td></tr><tr><td>Loss after Tax</td><td>5,538.98</td></tr><tr><td>Paid-up Share Capital</td><td>686.00</td></tr><tr><td>Securities Premium Account</td><td>42,722.83</td></tr></tbody></table>		<i>Rs. in lakhs</i>	Revenue	22,342.78	Loss after Tax	5,538.98	Paid-up Share Capital	686.00	Securities Premium Account	42,722.83
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		Total (A)	76,018.46
		Less: Investments	14,637.54
		Accumulated Losses	23,522.84
		Total (B)	37,858.08
5.	Foreign investments or Collaborations, if any	<p>No foreign collaborations exists</p> <p>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.</p>	
II. Information about the Director, Dr. Anosh Agarwal			
1	Background details	<p>Dr. Anosh Agarwal, aged 36 years, is in the Board of the Company since September 30, 2014. He is a highly qualified vitreoretinal surgeon. Dr. Anosh has completed his M.S. Ophthalmology (Residency) (Gold Medalist) from R.M. Medical 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).</p> <p>With a surgical experience of close to 5 years, Dr. Anosh has performed over 2,000 eye surgeries including cataract, vitrectomy and retinal detachment.</p> <p>Apart from this illustrious academic career, Dr. Anosh has also completed his M.B.A. from Harvard Business School.</p>	
2	Past Remuneration	As approved by the shareholders in the EGM dated August 12, 2021.	
3	Recognition or awards	-	
4	Job Profile and his suitability	<p>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.</p> <p>At Dr. Agarwals 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</p>	

		<p>team that is responsible for the execution of the Groups strategic initiatives.</p> <p>Dr. Anosh plays a key role in Group expansion plans including Fund Raising (Private Equity & Debt), Mergers & Acquisitions, Restructuring and exploring diversification opportunities.</p>
5	Remuneration proposed	As mentioned in the Resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is Commensurate with his Qualification/Experience and the size of the Company. The 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 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 Rs. 22,342.78 Lakhs and a net loss after tax of Rs. 5,538.98 Lakhs for the year ended March 31, 2021.</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	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.
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.</p> <p>This, coupled with several steps being taken to reduce costs, would result in improved growth, performance and profitability.</p>

Dr. Anosh Agarwal was re-appointed as the Whole-time Director of the Company w.e.f May 31, 2019 for a period of three years by the members of the Company in the Annual General Meeting held on September 31, 2019.

Item No. 3

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Company has issued 9,41,716 (Nine lakh Forty One Thousand Seven Hundred and Sixteen) equity shares of face value of INR 10/- (Indian Rupees Ten only) each in dematerialised form on a private placement basis (“**Issue**”) in one or two tranche(s). Pursuant to the Issue of the equity shares certain terms in relation to the Issue have been agreed upon in terms of the (i) Share Subscription Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd, Arvon Investments Pte. Ltd, the promoters of the Company and the Company; and the (ii) Shareholders Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd., Claymore Investments (Mauritius) Pte. Ltd., Arvon Investments Pte. Ltd., the promoters of the Company and the Company (collectively, “**Agreements**”). The terms of the Agreements, as applicable, need to be incorporated in the Articles of Association of the Company (“**Articles**”). Since the changes are voluminous in nature, it has been decided to substitute the existing Articles with a completely new set of Articles.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration to the Articles requires the approval of the shareholders by way of a Special Resolution. The Special Resolution appearing in the accompanying notice is sought to be passed in this context.

The copies of the existing as well as the new set of Articles are available for inspection by the members at the Registered Office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai – 600 006 on all working days during business hours and will also be available at the venue of the meeting. The draft of the new set of Articles proposed for member’s approval is being circulated along with this notice convening the Extra-Ordinary General Meeting.

The Board of Directors of the Company in their meeting held on May 5, 2022 have approved the adoption and amendment of the existing articles of association of the Company, subject to approval of the members of the Company. The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and or their relatives are, in any way, concerned or interested, financially or otherwise, directly or indirectly, in the said Special Resolution set out at Item No. 3, except to the extent of their shareholding in the Company.

Item No. 4

APPOINTMENT OF MR. VED PRAKASH KALANORIA AS NOMINEE DIRECTOR OF THE COMPANY

As per the terms agreed in Shareholders Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd., Claymore Investments (Mauritius) Pte. Ltd. (“**Claymore**”), Arvon Investments Pte. Ltd. (“**Arvon**”), the promoters of the Company and the Company (collectively, “**Agreements**”), Claymore and Arvon have nominated their representative to the Board of Directors of the Company who shall hold office as nominee Director and shall not be liable to retire by rotation. The Board of Directors have approved the appointment of Mr. Ved Prakash Kalanoria (DIN: 08950500), as an additional director and as nominee Director of Arvon and Claymore of in their meeting held on May 5, 2022, subject to the approval of the members of the Company.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Ved Prakash Kalanoria has been received by the Company. Additional information in respect of Mr. Ved Prakash Kalanoria, pursuant to the Secretarial Standard on General Meetings has been presented for your reference.

Particulars	Item No. 4
Name of the Director	Mr. Ved Prakash Kalanoria
Date of Birth	10-04-1983
Qualification	Chartered Accountant
Experience	Service
Date of first appointment on the Board	05-05-2022
No. of shares held in the Company	NIL
Relationship with other Directors, Manager and KMPs	NIL
No. of meeting of the Board attended during the year	1

The resolution appearing in the accompanying notice is sought to be passed in this context.

The copies of the draft letter of appointment and the consents received in Form DIR-2 are available for inspection by the members at the Registered Office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai – 600 006 on all working days during business hours and will also be available at the venue of the meeting.

The Board recommends the Special Resolution set forth in Item No.4 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and or their relatives are, in any way, concerned or interested, financially or otherwise, directly or indirectly, in the said Special Resolution set out at Item No. 4, except to the extent of their shareholding in the Company.

Item No. 5

APPOINTMENT OF MR. ANKUR THADANI AS NOMINEE DIRECTOR OF THE COMPANY

As per the terms agreed in (i) Share Subscription Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd, Arvon Investments Pte. Ltd, the promoters of the Company and the Company; and (ii) Shareholders Agreement dated April 12, 2022 between Hyperion Investments Pte. Ltd., (“**Incoming Investor**”) Claymore Investments (Mauritius) Pte. Ltd., Arvon Investments Pte. Ltd., the promoters of the Company and the Company (collectively, “**Agreements**”), the Incoming Investor has nominated their representative to the Board of Directors of the Company who shall hold office as nominee Director and shall not be liable to retire by rotation. The Board of Directors have approved the appointment of Mr. Ankur Thadani (DIN: 03566737), as an additional director and as nominee Director of the Incoming Investor in their meeting held on May 5, 2022, subject to the approval of the members of the Company.

The resolution appearing in the accompanying notice is sought to be passed in this context.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Ankur Thadani has been received by the Company. Additional information in respect of Mr. Ankur Thadani, pursuant to the Secretarial Standard on General Meetings has been presented for your reference

Particulars	Item No. 5
Name of the Director	Mr.Ankur Thadani
Date of Birth	01-04-1984
Qualification	-
Experience	Service
Date of first appointment on the Board	05-05-2022
No. of shares held in the Company	NIL
Relationship with other Directors, Manager and KMPs	NIL
No. of meeting of the Board attended during the year	1

The copies of the draft letter of appointment and the consents received in Form DIR-2 are available for inspection by the members at the Registered Office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai – 600 006 on all working days during business hours and will also be available at the venue of the meeting.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and or their relatives are, in any way, concerned or interested, financially or otherwise, directly or indirectly, in the said Special Resolution set out at Item No. 5, except to the extent of their shareholding in the Company.

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

**Place: Chennai
Date: May 5, 2022**

**A.Thanikainathan
Company Secretary**

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: 91-44-43787777

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 Extra Ordinary 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 May 05, 2022 at 8.00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

Special Business:

1. Re-Appointment of Dr.Adil Agarwal as Wholetime Director
2. Re-Appointment of dr. Anosh Agarwal as Wholetime Director
3. Adoption of new set of Articles of Association
4. Appointment Mr. Ved Prakash Kalanoria as a Director of the Company as an investor's Nominee Director on the Board.
5. Appointment of Mr. Ankur Thadani as a Director of the Company as an investor's Nominee Director on the Board

Signed this day of, 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue

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 Extra Ordinary 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 May 05, 2022 at 8.00 P.M

Members/Proxy's Signatures

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

ROUTEMAP INDICATING VENUE OF EGM AND ITS NEAREST LANDMARK

