

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the Shareholders of the Company will be held on Wednesday the 14th day of September 2022 at 11.00 AM through Video Conferencing ("VC") /other Audio Visual Means ("OAVM"), to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022, along with the Report of the Board of Directors and Auditors thereon.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend of Rs. 3.00 per equity share (30%) on the paid-up capital consisting of 47,00,000 equity shares of Rs. 10/-each, as recommended by the Board, be approved and the same be and is hereby declared payable for the year ended March 31, 2022."

3. To re-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. Ratification of Remuneration to Cost Auditor for the Year 2021-22

To consider and if thought fit, to pass with or without modification(s), 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(s) thereof, for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them and payable for the year 2021-2022 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 appoint Mr. Balakrishnan Venkatraman (DIN:02825465) as Independent Director

To consider and, if thought fit, to pass, the following resolution as a **Special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013 ("the Act") read with Schedule IV and other applicable provisions of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 (including any statutory Modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Balakrishnan Venkatraman (DIN: 02825465), who was appointed as an Additional Director in the category of Independent Director with effect from 23rd June, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the relevant provisions of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and to hold office for a term of 5 (five) consecutive years, from 23rd June 2022.

RESOLVED FURTHER THAT the Board of Directors and company secretary of the company be are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. To consider and approve the reappointment of Dr. Amar Agarwal as Chairman cum Managing Director

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the re-appointment of Dr. Amar Agarwal (DIN: 00435684) as the Chairman cum Managing Director of the Company, on the following terms and conditions as set out in this resolution and sanctioned with the authority to the Board of Directors of the Company to alter or vary the terms and conditions of the said re-appointment in such manner as the Board deem fit but subject to complying applicable provisions of the law at that point of time and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act and whose directorship is not liable to retirement by rotation.

i. Period of appointment: Three year with effect from 1st October 2022

ii. Remuneration:

a) Salary:

Rs. 2,16,00,000/- (Rupees Two Crore Sixteen Lakhs Only) per annum.

b) Perquisites:

Use of car with driver, travel reimbursements 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. 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) Annual Performance Commission:

The annual performance Commission subject to a ceiling of INR 20,00,000/- based on the achievement of revenue slabs as may be decided by the Nomination & Remuneration Committee and Board of Directors of the company from time to time which will be paid in addition to the salary, perquisites and contribution to fund etc. mentioned above.

(e) The aforesaid remuneration shall be with effect from 01st 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 Chairman and Managing Director, the above remuneration, and annual performance commission, 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 the Board of Directors and company secretary of the of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

7. To consider and approve reappointment of Dr. Athiya Agarwal as Whole-time Director

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

"RESOLVED THAT in accordance with the

provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Dr. Athiya Agarwal (DIN 01365659) as a Whole-Time Director of the Company, on the following terms and conditions as set out in this resolution and sanctioned with the authority to the Board of Directors of the Company to alter or vary the terms and conditions of the said re-appointment in such manner as the Board deem fit but subject to complying applicable provisions of the law at that point of time and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act and whose directorship is liable to retirement by rotation.:

i. Period of appointment: Three years with effect from 1st October 2022

ii. Remuneration:

(A) Salary:

Rs. 92,40,000 /- (Ninety-Two Lakh Forty Thousand only) Per annum

(b) Perquisites:

Use of car with driver, travel reimbursements 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. 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, 1961 and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

“RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the currency of the tenure of the Whole-Time Director, the above remuneration, and annual performance commission if any, excluding the perquisites mentioned under Section IV of Part II of 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 the Board of Directors and company secretary of the company be are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**By order of the Board
For Dr. Agarwal's Eye Hospital Ltd.**

Sd/-

Dr. Amar Agarwal

Chairman cum Managing Director
DIN: 00435684

Place: Chennai

Date: June 23, 2022

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide their circulars dated, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 read with May 05, 2022 (collectively referred to as “MCA Circulars”) permitted to holding the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The explanatory statement setting out the

material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting under item no. 4 to 7 is annexed hereto.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. As the AGM is being held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Under the provisions of Section 124 of the Companies Act, 2013 (Section 205A of the Companies Act, 1956), dividends remaining unpaid for a period of 7 years will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company or Registrar and Share Transfer Agent for claiming the amount before it is transferred to

the IEP Fund. As per Section 124(6) of the Companies Act, 2013 all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEP Fund. The shareholders are entitled to claim the shares and the dividend transferred to IEP Fund in accordance with the procedures and on submission of such documents as prescribed in the Companies Act, 2013. The details of due dates for transfer of such unclaimed dividend to the said IEP

Financial Year	Dividend %	Date of declaration of Dividend	Due date for transfer to IEPF Authority
2014-15	12%	10.09.2015	16.10.2022
2015-16	8%	23.08.2016	29.09.2023
2016-17	15%	23.08.2017	29.09.2024
2017-18	12%	30.08.2018	05.10.2025
2018-19	15%	24.09.2019	30.10.2026
2019-20	NIL	NA	NA
2020-21	NIL	NA	NA

Fund are given below.

The Shareholders who have not claimed the dividends are requested to claim the same before the due dates as mentioned above after which the amount will be transferred to IEP Fund.

7. Pursuant to the aforesaid provisions, during the year under review, the Company has, by way of corporate action, transferred 12107 shares pertaining to the financial year 2013-14 (final dividend) to the Demat Account of the IEPF Authority maintained with NSDL, in respect of which dividend had remained unpaid / unclaimed for a consecutive period of seven years.
8. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online

application to the IEPF Authority in web Form No. IEPF-5 (as prescribed by MCA) available on the website of IEPF at www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Company for verification of the claim.

9 The dividend, as recommended by the Board of Directors, if declared at the meeting, shall be paid to those members whose name(s) appear in the Register of Members of the Company as on September 07, 2022. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.

10. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical form and desirous of registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or Registrar & Transfer Agents, M/s. Integrated Registry Management Services Private Limited, 2nd floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants and for the members holding shares in physical form can submit their PAN and Bank mandate to the Company / RTA.

12. Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 01, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs. 5,000/-. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed Rs. 5,000/- and also in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Form 15G / 15H can be submitted through e-mail to corpserv@integratedindia.in or alternatively, the said Form may also be submitted in the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx> to avail the benefit by 11: 59 P.M. IST on September 7, 2022. For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess or as notified by the Government of India on the amount of dividend payable. Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required. to avail the Tax Treaty benefits, by sending an email to corpserv@integratedindia.in The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on September 7, 2022. Any clarification required in this regard, you may contact Ms. Anusha, Senior Manager, Integrated Registry Management Services Private Limited (Ph. No. 044 2814 0801-03). No communication would be accepted from Members after September 7, 2022 regarding the tax withholding matters.

13 Wherever the name of the Director appears the same to be read with the DIN of the concerned Director as appearing above in this Notice.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

14. In accordance with, the General Circular No. 02/2022 dated 05th May 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

15. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the RTA at corpserv@integratedindia.in along with the Form ISR-1 as available in the website of the Company at <https://www.dragarwal.com/for-investors/> along with the necessary supporting documents. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@dragarwal.com.

16. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at www.dragarwal.com, on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evoting.india.com.

17. Corporate members are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney authorizing the representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

18. The Register of members and the share

transfer books of the company will remain closed from 8th September 2022 to 14th September 2022 (both days inclusive) on account of the Annual General Meeting.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all the documents referred to in the notice will be available for inspection in electronic mode during the AGM.

Annexure to the Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4- Ordinary Resolution

Ratification of Remuneration to Cost Auditor for the Year 2021-22

In terms of Section 148 of the Companies Act 2013 and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 23rd July 2021, appointed M/s. BY & Associates, Cost Accountant in practice (Firm Registration No: 003498) as Cost Auditor, for conducting the Cost Audit for the year 2021-22 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

Rule 14 of The Companies (Audit and Auditors) Rules, 2014, as amended, requires that the remuneration payable to the Cost Auditor be ratified by the members.

The Board recommends that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.4 of the accompanying Notice be confirmed, approved and ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or

interested, financially or otherwise, in the resolution except as a member of the company.

Item No. 5- Special Resolution

To appoint Mr. Balakrishnan Venkatraman (DIN:02825465) as Independent Director

Nomination and Remuneration Committee (NRC), and the Board of Directors at their meeting held on June 23, 2022, appointed Mr. Balakrishnan Venkatraman, as an additional director in the category of Independent Director, not liable to retire by rotation, for a period of five years from 23rd June 2022 to 22nd June 2027 subject to approval of the shareholders in terms of the provisions of Section 161 of the Companies Act, 2013 and rules made thereunder.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Balakrishnan Venkatraman shall hold office as Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Balakrishnan Venkatraman are provided as Annexure to this Notice. Mr. Balakrishnan Venkatraman has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Balakrishnan Venkatraman is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Balakrishnan Venkatraman has confirmed that he

is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Balakrishnan Venkatraman on the Board of the Company and accordingly the Board recommends the appointment of Mr. Balakrishnan Venkatraman as an Independent Director as proposed in the Resolution no. 5 for approval by the Members as a special resolution.

Except for Mr. Balakrishnan Venkatraman and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.dragarwal.com/for-investors/>

Item No. 6 & 7- Special Resolution

Reappointment of Dr. Amar Agarwal as Chairman cum Managing Director and Dr. Athiya Agarwal as Whole-Time Director

Dr. Amar Agarwal and Dr. Athiya Agarwal were appointed as Chairman cum Managing Director and Whole-Time Director of the Company respectively w.e.f. 1st October, 2019 for a period of three years by the members of the Company in the Annual General Meeting held on 24th September 2019. Their appointments were approved in accordance with Schedule V of the Companies Act, 2013.

Since their appointments ceases on 30th September 2022, the Board of Directors at the meeting held on 23rd June 2022, on the recommendations of Nomination and Remuneration Committee has accorded its approval proposing the re-appointment of Dr. Amar Agarwal and Dr. Athiya Agarwal as Chairman cum Managing Director and Whole-Time Director of the Company respectively to the members for a period

of 3 years with effect from 1st October 2022 on a remuneration as set out in item number 6 and 7 of this notice to the Members of the Company.

The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individuals, remuneration to similarly placed executives in the industry and the like. Since the Company is having inadequacy of profits, the proposed remuneration would be in accordance with the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, subject to the Company obtaining the approval of the Members through a Special Resolution. The terms of reference contained in the resolution may also be

treated as an abstract/ compliance under section 190 of the Companies Act, 2013. The Special Resolutions at Item No.6 and 7 of the Notice is sought to be passed for this purpose.

Except Dr. Amar Agarwal, Dr. Athiya Agarwal being the appointee and Dr. Adil Agarwal relative of the appointee, none of the other directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions except as a shareholder of the company. The Board of Directors recommends the above Special Resolutions for the approval of the shareholders.

Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 (Item No. 6 & 7)

1. GENERAL INFORMATION

Nature of Industry	Eye Hospital	
Date of Commencement of Business	July 12, 1994	
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable	
Financial Performance as on March 31, 2022	Rs. In Lakhs	
	Revenue from Operations	20121.45
	Paid-up Share Capital	470.00
	Reserve & Surplus	7347.45
	Long term loans	2070.80
	Total	9888.25
	Less. Investment	Nil
	Preliminary Expenses (To the extent not written off)	Nil
Effective Capital as on 31-03- 2022	9888.25	
Export performance and net Foreign Exchange Collaborations, if any	Nil	
Foreign investments or Collaborations, if any	Nil	

2. INFORMATION ABOUT APPOINTEE DIRECTORS

Sl.No.	Particulars	Dr. Amar Agarwal (DIN: 00435684)	Dr. Athiya Agarwal (DIN: 01365659)
1.	Background details	Dr. Amar Agarwal, 62 years, has been the Director of the company since its inception. He is MS, FRCS, FRC. Opht. (London) He has over 33 years of experience in Eye Care Industry.	Dr. Athiya Agarwal aged 67 years, has been the Director of the company since its inception. She is M D, FRSH (London), DO, She has over 30 years of experience in Eye Care Industry.
2.	Past Remuneration	Rs. 16,00,000/- per month	Rs.7,70,000/- per month
3.	Recognition or awards	Kelman Award by Hellenic Society of Greece, Barraquer Award by the Keretomileusis Study Group, American Academy Achievement Award by the American Academy and many Video awards at American Academy of Ophthalmology, American Society of Cataract & Ref. Surgery convention and European Society of Cataract & Refractive Surgery convention. He has won National Awards like Scientific innovation award, Champion of Humanity award and Outstanding achievement award for his invention of Phakonit, Microphakonit and PDEK a significant milestone in cataract surgery, including the best Doctor Award from the Tamil Nadu Govt on the occasion of Independence day celebrations during the year 2014	She has won many International video awards / presented case studies in several international forums.
4.	Job Profile and suitability	Dr. Amar Agarwal is entrusted with overall control and supervision of the company. He is having substantial powers of management and is responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.	Dr. Athiya Agarwal is entrusted with substantial powers of management and is responsible for the general conduct and management of the business and affairs apart from mentoring the research initiatives of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.
5.	Remuneration proposed	As set out in the Resolution	As set out in the Resolution

Sl.No.	Particulars	Dr. Amar Agarwal (DIN: 00435684)	Dr. Athiya Agarwal (DIN: 01365659)
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration, is fixed keeping in mind the industry trends / profile and intellectual abilities / knowledge in the field of ophthalmology and is also comparable with other companies in the same line of business and of similar size.	The remuneration, is fixed keeping in mind the industry trends / profile and intellectual abilities / knowledge in the field of ophthalmology and is also comparable with other companies in the same line of business and of similar size.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He is related to Dr. Athiya Agarwal and Dr. Adil Agarwal	She is related to Dr. Amar Agarwal and Dr. Adil Agarwal

3. OTHER INFORMATION

1.	Reasons for loss or inadequate profits	As on March 31, 2022 the Company has invested in substantial sums in high end technology, skilled manpower resulting in higher depreciation and increased operating cost and also due to Covid-19 Pandemic. As per the provisions of Schedule V of the Companies Act, 2013, the net profit would be inadequate for payment of remuneration to the Wholetime Director and Managing Director.
2.	Steps taken for improvement	The above investment in a new centre is expected to benefit the company in the long run through higher revenues/margin.
3.	Expected increase in productivity and profits in measurable terms	The Company expects that improvement in business environment and several steps being taken to enhance revenue and reduce costs, which may yield better Profit in the years to come.

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and Secretarial Standards-2, brief profile of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting is as follows:

INFORMATION IN RESPECT OF ITEM NO. 3, 5, 6 & 7 IN ACCORDANCE WITH REGULATION 36 (3) OF THE

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ABOUT THE DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER

Particulars		Item No. 3, 5 to 7		
Name of the Director	Dr. Adil Agarwal	Dr. Amar Agarwal	Dr. Athiya Agarwal	Mr. Balakrishnan Venkatraman
DIN	01074272	00435684	01365659	02825465
Date of Birth	13-10-1983	20-07-1960	04-07-1955	30-10-1964
Date of first appointment on the Board	28-03-2005	22-04-1994	09-05-1994	23-06-2022
Qualification	M B B S , M . S . Ophthalmology, MBA Finance (Stanford)	MS, F.R.C.S, F.R.C Ophth. (Lon)	M.D. F.R.S.H (Lon.) D.O.	Chartered Accountant
Experience in specific functional areas	Ophthalmology (Gold Medalist) and has specialized in Vitreo-Retinal Surgery. He has led the strategic initiatives for the group with a focus on Mergers & Acquisitions, JV's, Brand & Marketing and new businesses.	Widely Respected Ophthalmic surgeon, Inventor of Phakonit, Microphakonit and PDEK a Significant Milestone in cataract surgery	Widely Respected Ophthalmic surgeon	Significant experience in the Strategy, Finance, Business and related areas. He is the Founder & Chairman of the Exfinity Venture Partners. He served as Head of BPO, Finacle & India Business Unit at Infosys Ltd and was a CFO of Infosys Ltd., From May 1, 2006 to October 31, 2012. He also has significant experience in leadership positions in the finance domain, with expertise in Corporate Finance, International Taxation, Risk Management and Mergers & Acquisitions
List of other Public Companies in which Directorship held	1. Dr. Agarwal's Health Care Limited	1. Dr. Agarwal's Health Care Limited	Nil	1. Dr. Agarwal's Health Care Limited
Chairman/ Member of the Committee of the Board of Director of the Company	Chairman: Nil	Chairman: Nil	Chairman: 1	Chairman: Nil
	Member: 1	Member: 3	Member: Nil	Member: Nil
Terms and conditions of Appointment / Re-Appointment along with details of remuneration sought to be paid and the last remuneration drawn:	Refer Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013			

Particulars		Item No. 3, 5 to 7		
Chairman/ Member of the Committee of the other companies in which he/she is a Director	Chairman: Nil	Chairman: Nil	Chairman: Nil	Chairman: 1
	Member: Nil	Member: Nil	Member: Nil	Member: 1
Listed entities from which resigned in the past three years	Nil	Nil	Nil	Nil
Skills and capabilities required for the role and the manner the proposed Independent Director meets such requirement	Not Applicable			Please refer corporate governance report
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2022	-	-#	-	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Dr. Amar Agarwal and Dr. Athiya Agarwal	Spouse of Dr. Athiya Agarwal	Wife of Dr. Amar Agarwal	He is not related to any of the Directors/KMP.
		Father of Dr. Adil Agarwal	Mother of Dr. Adil Agarwal	
Number of board meetings attended during the year.	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	NA

#Dr. Sunita Agarwal holds 6600 shares jointly with Dr. Amar Agarwal

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM

1. As you are aware, in view of the prevailing situation of COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide 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. 02/2022 dated 05th May 2022. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend

and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with

Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC/OAVM but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The procedures and instructions for 'remote e-voting', 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice.

6. The Board of Directors have appointed Ms. V. Vasumathy, Practicing Company Secretary (Membership No. FCS 5424), Chennai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Company has engaged the services of CDSL to provide e-voting

facilities enabling the members to cast their vote in a secure manner. The e-voting facility will be available at www.evotingindia.com.

7. The Scrutinizer shall, immediately after the conclusion of the meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two days after the conclusion of the Meeting. Thereafter, the Results of remote e-voting and e-voting during the 28th AGM shall be declared by the Chairman or a person authorized by him in writing. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at <https://www.dragarwal.com/for-investors/> and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

8. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 07, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

9. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cDSLindia.com.

10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 02/2022 dated May 05, 2022, 02/2021 dated January 13, 2021, MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDRES FOR E-VOTING AND JOINING VIRTUAL MEETINGS AREASUNDER:

A) FOR REMOTE E-VOTING

- (i) The e-voting period would commence on September 10, 2022 (Saturday) 9:00 A.M. (IST) and conclude on September 13, 2022 (Tuesday) 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed

entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is

Type of shareholders	Login Method
	<p>available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(V) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for

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

e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Dr. Agarwal's Eye Hospital Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to www.evotingindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@dragarwal.com or scrutinizervasumathy@gmail.com, (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B) FOR ATTENDING THE AGM THROUGH VC /OAVM

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

e-mail ID, mobile number to investor@dragarwal.com on or before September 10, 2022 @ 5:00 P.M. (IST) only. The members who do not wish to speak during the AGM but have queries may send their queries to investor@dragarwal.com mentioning their name, demat account number / folio number, e-mail ID, mobile number. The Company will reply to these queries suitably by e-mail.

7. The members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES / RTA / COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) along with Form ISR-1 and its supporting documents by email to corperv@integratedindia.in
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting &

joining virtual meetings through Depository.

C) FOR E-VOTING DURING THE AGM:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- iii. Only those members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM. Further, members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC / OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at Toll free no.: 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43