

# Dr Agarwals

## Eye Hospital



ANNUAL  
REPORT  
2022-23

**SEE OUR VISION  
FOR SUCCESS**

SEE THE DIFFERENCE

**DR. AGARWAL'S EYE HOSPITAL LIMITED**



# OUR VISION

To become a global healthcare organization with best practices from different sectors and functions.

# CONTENTS

Chairman's Desk	05
Board of Directors	06
Financial Highlights	09
Notice to Shareholders	10
Directors' Report	22
Management Discussions and Analysis Report	32
Corporate Governance Report	39
Independent Auditor's Report	54
Balance Sheet as at March 31, 2023	63
Statement of Profit and Loss for the year ended March 31, 2023	65
Cash Flow Statement as on March 31, 2023	67
Statement of changes in Equity for the year ended March 31, 2023	69
Notes Forming Part of the Financial Statements for the year ended March 31, 2023	71

# CORPORATE INFORMATION

## **DIRECTORS**

Dr. Amar Agarwal (DIN: 00435684)

Dr. Athiya Agarwal (DIN: 01365659)

Dr. Adil Agarwal (DIN: 01074272)

CA Sanjay Anand (DIN: 02501139)

CA Balakrishnan Venkataraman (DIN: 02825465)  
(Appointed on June 23, 2022)

Mrs. Lakshmi Subramanian (DIN: 00001439)

Chairman Cum Managing Director  
Whole Time Director  
Director

Independent Director

Independent Director

Independent Director

## **CHIEF FINANCIAL OFFICER**

Mr. B Udhay Shankar

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Meenakshi Jayaraman

## **AUDITORS**

M/s. Deloitte Haskins & Sells. Chartered Accountants,

ASV N Ramana Towers, 52, Venkatanarayana Road,

T.Nagar, Chennai – 600 017.

Ph: 044-6688500

## **BANKERS TO THE COMPANY**

HDFC Bank, Nungambakkam, Chennai.

Axis Bank, Anna Nagar, Chennai.

## **REGISTERED OFFICE**

3rd Floor, Buhari Towers,

No. 4 Moores Road, Off Greams Road,

Chennai- 600 006

Website: [www.dragarwal.com](http://www.dragarwal.com)

CIN: L85110TN1994PLC027366

Telephone: 91-044-43787777, Email: [investor@dragarwal.com](mailto:investor@dragarwal.com)

## **REGISTRAR SHARE TRANSFER AGENT**

Integrated Registry Management Services Private Limited.

2nd floor, Kences Towers,

No.1 Ramakrishna Street, North Usman Road,

T Nagar, Chennai - 600 017

Tel - 044 2814 0801-03, Email: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)

# CHAIRMAN'S DESK

Dear Shareholders,

66 years ago, my parents - Dr Jaiveer Agarwal and Dr Tahira Agarwal - set the foundation for an organisation that aimed to deliver comprehensive and quality eye care services. Today, I can proudly say that we have grown exponentially on the vision set by them and are anticipating the forthcoming with fervent enthusiasm. Reeling from the COVID impact in FY21 & FY22, FY23 proved to be the year when healthcare was on top of every household's concern, and Dr. Agarwals was at the forefront to serve the eye care needs of all the patients.

FY 2023 was a pathbreaking year for us. We achieved ₹267.89 Crores as Revenue from Operations (FY22: ₹ 201.21 Crores) with Profit After Tax of ₹ 36.92 Crores (FY22: ₹ 24.10 Crores) showing a 33% and 53% increase in Revenue from Operations and PAT respectively. We also recorded a 25% increase in market cap during the year, showcasing the confidence shown by the public investors in the Company.

During the FY23, the Company had strengthened its presence in Southern Tamil Nadu by opening a branch in Nagercoil, and entered the Kerala market with a state-of-the-art branch in Cochin.

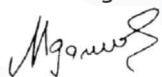
The pursuit to serve the public at large continued with the Company rebranding its vision centres from "20|20 Eyecare" to "Dr. Agarwals Eye Clinic". The Company opened 3 vision centres in Chengalpattu, Gudiyattam, and Sankarankovil - an aimed focus to reach the population that is devoid of quality eye care due to geographical limitations.

In FY22, we initiated the process of establishing a new centre on Cathedral Road. In FY23, we made significant strides towards the construction of the new state-of-the-art hospital which will boast cutting-edge technology, revolutionizing eye care and treatment. With a strong and skilled team of professionals, it will offer personalized patient care with high precision and unrivaled diagnostic accuracy. The Company's commitment towards medical innovation and technological innovation will provide a beacon of hope and improved outcome for patients under a single roof. It will be good to be back home in our new facility.

Finally, I express my heartfelt gratitude to all our investors, doctors, employees, associates, vendors, and all those whose dedication and unwavering efforts contributed towards ensuring exceptional healthcare and well-being of countless individuals. Our steadfast commitment towards visual well-being of our patients remains our top priority, and we aim to continue bringing accessible and high-quality eye care services in an accessible and affordable manner to patients across the world.

Regards,

Dr Amar Agarwal



Chairman cum Managing Director  
Dr. Agarwal's Eye Hospital Limited



# BOARD OF DIRECTORS



**PROF. DR. AMAR AGARWAL**  
CHAIRMAN CUM MANAGING DIRECTOR

**Prof. Dr. Amar Agarwal** – Chairman cum Managing Director (M.S. FRCS, FRC Ophth) is a widely respected Ophthalmic Surgeon

## Various Scientific Contributions

- Developed the Phakonit procedure for Cataract Surgery – First to remove Cataracts through a 1mm incision
- Developed “no anesthesia” Cataract Surgery and FAVIT – a new technique to removed Dropped Nuclei
- First in the world to implant a Glued IOL. First to use Trypan Blue for staining Epiretinal Membranes
- Performed the first innovative PDEK surgery technique (in 2013)
- Discovered a new refractive error called Aberropia
- Trains doctors from all over the world on Phaco, Bimanual Phaco, LASIK and Retina
- Authored 50+ books published in various languages

## Awards & Associates

- Voted #2 on the “100 most influential people in ophthalmology” by “the Ophthalmologist” (leading international publication) published in its 2014 & 2015 “PowerList”
- Has received many awards in ophthalmology including “GOLDEN APPLE AWARD”, “BARRAQUER AWARD” and the “KELMAN AWARD”
- Has received the “BEST DOCTOR AWARD” from the Govt. of Tamilnadu in 2014

## Positions held

- He was the President of International Society of Refractive Surgery (ISRS), partner of the American Academy of Ophthalmology
- He is the Secretary General and Chairman of the Scientific Committee of the Intraocular Implant & Refractive Society (IIRSI), India and Professor of ophthalmology at Ramachandra Medical College in Chennai.



**DR. ATHIYA AGARWAL**  
WHOLE-TIME DIRECTOR

**Dr. Athiya Agarwal** is one of the leading Anterior Segment Surgeons and Ocular Pathologists in India. She was trained in Ophthalmology and Pathology in the world famous Moorfields Eye Hospital in London

An Active Member of the All India Ophthalmology Society and conducts training programs for the post graduate students in modern surgical procedures.

She heads the research activities of the Group.

# BOARD OF DIRECTORS



**DR. ADIL AGARWAL**  
DIRECTOR

**Dr. Adil Agarwal** is an eye surgeon and has specialized in Vitreo-Retinal Surgery. Has performed more than 5000 Cataract surgeries and over 500 retinal surgeries.

Has an MS in Ophthalmology (Gold Medalist) and has completed a stint in Bascom Palmer Eye Institute, Miami, USA. Has an MBA from Stanford Graduate School of Business.

Drives Strategic Initiatives, Investor Relations, M&A, New Business Development and heads Brand/Marketing.

Joined the Group in 2006 as a consultant and took over as Vice President – Strategy in 2010 for 2 years before pursuing his MBA. Rejoined the Group in June 2014.



**CA SANJAY ANAND**  
INDEPENDENT DIRECTOR

**CA Sanjay Anand** is an Independent Director with the Dr. Agarwal's group since 2009. A Chartered Accountant having an excellent Academic record from Delhi Public School Delhi, DAV - Chennai, Bachelors degree of Commerce, University of Madras. Achieved distinction from Academy of Accounting at SIRC, ICAI and Portfolio Management from IIM A.

He owns professionally managed Organized business of Office supplies – "Office # 1". He is the founder promoter of IIGM Private Limited, the largest in the Industrial Garment Machines in India and Waterwoods Resorts, Kabini Mysore.

He has over four decades of expertise in Capital - stock markets and Equity investments. He has been in the Directorship of Dr. Agarwal's group over a decade with immense experience in Health Care and Hospitality Industry.

# BOARD OF DIRECTORS



**CA BALAKRISHNAN VENKATRAMAN**  
INDEPENDENT DIRECTOR

**CA Balakrishnan Venkatraman** known as Bala has more than 30 years of experience in the Strategy, Finance, Business and related areas. Bala served as Head of BPO, Finacle & India Business Unit at Infosys Ltd. He served as the Chief Financial Officer of Infosys Ltd., from May 1, 2006 to October 31, 2012. Bala has significant experience in leadership positions in the finance domain, with expertise in Corporate Finance, International Taxation, Risk Management and Mergers & Acquisitions. He served as Secretary and Senior Vice President – Finance of Infosys Ltd., from 2001 to 2006. He also served in various capacities in Finance department.

**EXPERTISE PROFILE** He served as Chairman of the Board at Infosys BPO Limited and Chairman of Infosys Lodestone. He served as a Whole-Time Director of Infosys Ltd. from June 11, 2011 to December 31, 2013. He served as Director at Infosys Technologies Australia Pty Limited and Infosys Consulting, Inc. He has been a recipient of the “Best CFO” award from CNBC and Finance Asia.



**MRS. LAKSHMI SUBRAMANIAN**  
INDEPENDENT DIRECTOR

**Mrs. Lakshmi Subramanian** is a Practicing Company Secretary. She has done her graduation from S.I.E.T College, Chennai. She founded Lakshmi Subramanian & Associates (LSA) in 2001.

She provides IPO services like drafting of prospectus, due diligence to the issue and has handled Several Merger, De-Merger, Acquisition and Take Over cases.

She has extensive knowledge in all Corporate Law Matters and also provides advisory services at the Board level. She is assisting in the concept of On-line Live Portal “GOAL” covering all corporate laws.

## RECOGNITIONS

LSA was ranked 3rd in India amongst IPO issue advisory firms by Bloomberg (2011), Peer Reviewed Firm (2015-16), Excellent Performance Award by leading Corporate on Due Diligence (2017), Philanthropic award by Trust for the best “CSR support to Society” (2016-2018) and ICSI certificate for supporting the initiative of Institute for education of the Daughters of Martyrs.



# 10 YEARS FINANCIAL HIGHLIGHTS

INR Crores

For the year ended	2022-23	2021-22	2020-21	2019-20	2018-19
Total Income	269.65	202.47	140.62	178.60	172.03
EBITDA	76.45	58.94	31.18	48.87	30.92
EBITDA%	28%	29%	22%	27%	18%
Depreciation	20.18	20.4	19.10	21.23	10.9
PBT	49.4	32.3	5.73	19.94	17.43
PBT %	18.3%	15.96%	4.08%	11.16%	10.13%
PAT	36.92	24.10	-1.44	13.67	11.21
PAT %	13.7%	11.91%	-1.02%	7.65%	6.52%
Equity Share Capital	4.70	4.70	4.70	4.70	4.70
Reserves	108.6	73.47	49.96	51.4	40.88
Net Worth (NW)	113.34	78.17	54.66	56.10	45.58
Loan Funds	39.91	26.52	14.90	13.18	18.75
Capital Employed (CE)	111.2	98.88	64.63	64.59	65.02
Return on Networth %	32.6%	30.83%	-2.63%	24.37%	24.59%
Return on Capital Employed %	68.7%	59.61%	48.25%	75.66%	47.55%
Debt/ Equity Ratio	0.39	0.42	0.40	0.31	0.52
Dividend	30%	30%	NIL	NIL	15%
Earnings per share (Face value of Rs. 10 each)	78.55	51.29	-3.06	29.11	25.35

For the year ended	2017-18	2016-17	2015-16	2014-15	2013-14
Total Income	155.62	150.2	136.84	118.37	115.94
EBITDA	25.73	23.05	14.64	14.73	13.22
EBITDA %	17%	15%	11%	12%	11%
Depreciation	9.78	8.74	11.38	6.15	6.05
PBT	13.36	10.97	-0.48	5.36	3.72
PBT %	8.59%	7.30%	-0.35%	4.53%	3.21%
PAT	6.5	7.07	0.03	5.7	2.43
PAT %	4.18%	4.71%	0.02%	4.82%	2.10%
Equity Share Capital	4.70	4.70	4.70	4.70	4.70
Reserves	30.36	24.7	18.72	19.06	14.28
Net Worth (NW)	35.06	29.4	23.42	23.76	18.98
Loan Funds	17.67	21.73	24.92	18.81	18.89
Capital Employed (CE)	52.73	51.13	41.76	42.57	37.87
Return on Networth %	18.54%	24.05%	0.13%	23.99%	12.80%
Return on Capital Employed %	48.80%	45.08%	35.06%	34.60%	34.91%
Debt/Equity Ratio	0.5	0.74	1.06	0.79	1
Dividend	12%	15%	8%	12%	12%
Earnings per share (Face value of Rs. 10 each)	15.05	13.84	0.08	12.12	5.25

## NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of the Shareholders of the Company will be held on Thursday the 21st day of September, 2023 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, 2023, 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 share (30%) on the paid-up capital consisting of 47,00,000 equity shares, absorbing a sum of Rs. 1,41,00,000, as recommended by the Board, be approved and the same be and is hereby declared payable for the year ended March 31, 2023."

3. To appoint a director in the place of Dr. Athiya Agarwal (DIN 01365659) who retires by rotation and being eligible offers herself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Ratification of Remuneration to Cost Auditor for the Year 2022-23

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. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and re-imbursalment of out of pocket expenses incurred by them and payable for the year 2022-2023 to M/s. BY & Associates, Cost Accountants 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 2022-23, be and is hereby ratified and confirmed".

#### 5. To consider and authorize the Board of Directors to borrow upto Rs. 200 Crores under section 180(1) C of Companies Act, 2013.

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

**"RESOLVED THAT** subject to any approvals, consents, sanctions, permissions as may be necessary from the government authorities and all other appropriate statutory and regulatory authorities, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium, subject to such aggregate borrowings not exceeding the amount of Rs. 200,00,00,000 (Rupees Two Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit"

#### 6. To consider and approve the creation of security in respect of borrowings made under Section 180 (1) (a) of Companies Act, 2013.

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

**"RESOLVED THAT** subject to any approvals, consents, sanctions, permissions as may be necessary from the government authorities and all other appropriate statutory and regulatory authorities, consent of the Company be and is hereby accorded to the Board

in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) for the creation, by the Company of such pledges, mortgages, charges and hypothecation in such form and manner as the Board may direct on the whole or substantially the whole of the undertaking of the Company, both present and future, in such manner and in favour of lenders / financial institutions / banks for securing borrowings subject to the limits approved by the members from time to time under Section 180 (1) (c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

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

Sd/-

**Dr. Amar Agarwal**  
Chairman cum Managing Director  
DIN: 00435684

Place: San Diego  
Date: 06.05.2023

**Notes:**

Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI

Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the 29th Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, without the physical presence of Members at a common venue. The deemed venue shall be the Registered Office of the Company.

1. 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 6 is annexed hereto.
2. 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.
3. 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.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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 Fund are given below.

Financial Year	Dividend %	Date of declaration of Dividend	Due date for transfer to IEPF Authority
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
2021-22	30%	14.09.2022	20.10.2029

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.

- Pursuant to the aforesaid provisions, during the year under review, the Company has, by way of corporate action, transferred 402 shares pertaining to the financial year 2014-15 (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.
- 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](http://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.

- 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 14th September, 2023 ("Cut-Off date"). 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.
- 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.
- 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.
- 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 2023-24 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](mailto:corpserv@integratedindia.in) to avail the benefit by 11:59 P.M. IST on 14th September, 2023. 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](mailto:corpserv@integratedindia.in) The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on 14th September, 2023.

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 14th September, 2023 regarding the tax withholding matters.

12. 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:**

13. In accordance with, the General Circular No. 10/2022 dated 28th December 2022 read with Circular No. 20/2020 dated 05th May 2020 read with and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI, relaxations were provided for dispatching of

physical copies of the Annual Report. The Annual Report for the year 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).

14. 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](mailto: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](mailto:investor@dragarwal.com).
15. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at [www.dragarwal.com](http://www.dragarwal.com), on the website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com).
16. 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.
17. The Register of members and the share transfer books of the company will remain closed from 15th September 2023 to 21st September 2023 (both days inclusive) on account of the Annual General Meeting.
18. 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

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 04th August 2022, appointed M/s. BY & Associates, Cost Accountant in practice (Firm Registration No: 003498) as Cost Auditor, for conducting the Cost Audit for the year 2022-23 at a remuneration of Rs. 75,000/- (Rupees Seventy Five 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 to the extent of their shareholding in the Company, if any.

#### Item No. 5&6- Special Resolution

The members of the Company in their meeting held on September 09, 2014, had approved the overall borrowing limits and the limits for creation of security in respect of borrowings made under Section 180 (1) (c) of Companies Act, 2013 as INR 100 crores.

However, keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered

fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, subject to such aggregate borrowings not exceeding the amount of INR 200 crores over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose). Accordingly, pursuant to Section 180(1)(c) of the Companies Act, 2013, the proposal is placed under Item No.5, seeking the consent of the members of the Company, to authorize the Board to borrow monies more than the aggregate amount of the paid-up capital of the Company and its free reserves.

Further, in order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Accordingly, the proposal is placed under Item No.6, seeking the consent of the members of the Company, pursuant to section 180(1)(a) of the Companies Act, 2013 to provide the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 5& 6 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

INFORMATION IN RESPECT OF ITEM NO. 3 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
Name of the Director	Dr. Athiya Agarwal
DIN	01365659
Date of Birth	04-07-1955
Date of first appointment on the Board	09-05-1994
Qualification	M.D. F.R.S.H (Lon.) D.O.
Experience in specific functional areas	Widely Respected Ophthalmic surgeon
List of other Public Companies in which Directorship held	Nil
Chairman/ Member of the Committee of the Board of Director of the Company	Chairperson: 1
	Member: Nil
Chairman/ Member of the Committee of the other companies in which he/she is a Director	Chairperson: Nil
	Member: Nil
Listed entities from which resigned in the past three years	Nil
Skills and capabilities required for the role and the manner the proposed Independent Director meets such requirement	Not Applicable
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2023	--
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Dr. Amar Agarwal Mother of Dr. Adil Agarwal
Number of meetings attended during the year.	Refer Corporate Governance Report

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

1. 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.
2. 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 atleast 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.
3. 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.
  4. 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.
5. The Board of Directors have appointed Mr. Subramanian Chandrasekar, Practicing Company Secretary (Membership No. FCS 6773), 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](http://www.evotingindia.com).
  6. 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 atleast 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 29th 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](http://www.evotingindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.
  7. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2023 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.
  8. 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](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Ministry's General Circular No. 10/2022 dated December 28, 2022, Circular No. 02/2022 dated May 05, 2022 and Circular No.20/2020 dated May05, 2020.

## **THE INTRUCTIONS OF SHAREHOLDRES FOR E-VOTING AND JOINING VIRTUAL MEETINGS AREAS UNDER:**

### **A) FOR REMOTE E-VOTING**

- (i) The e-voting period would commence on 17th September, 2023 (Sunday) 9:00 A.M. (IST) and conclude on 20th September, 2023 (Wednesday) 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 14th 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 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 Depository	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p>

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(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](http://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](http://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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
  - assent to the Resolution and option NO implies that you dissent to the Resolution.
- (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.
  - (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.
- (viii) For shareholders holding shares in physical form, the details can be used only for 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
  - (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) 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](http://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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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](mailto:investor@dragarwal.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. Members 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](mailto:investor@dragarwal.com) on or before 17th September, 2023 by 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](mailto: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 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.
9. If any Votes are cast by the Members through the e-voting available during the EGM/AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the

meeting is available only to the shareholders attending the meeting.

**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 [corpserv@integratedindia.in](mailto:corpserv@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.
- 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 email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.**

## DIRECTORS' REPORT

Your Directors have pleasure in presenting before you the Twenty Ninth Annual Report of the Company together Audited Financial Statements for the yearended March 31, 2023

### PERFORMANCE:

The highlights of the financial performance of your company are as under

Particulars	March 31 2023	March 31 2022
I Revenue from Operations	267.89	201.21
II Other Income	1.76	1.26
III Total Income (I+II)	269.65	202.47
IV Expenses		
Purchases of Stock-in-trade	30.68	23.67
Changes in inventory of stock- in-trade	(0.87)	(0.81)
Employee benefit expense	53.26	38.51
Finance costs	6.87	6.23
Depreciation and amortization expense	20.18	20.39
Other expenses	110.13	82.17
Total expenses	220.25	170.16
V Profit before tax (III-IV)	49.40	32.31
VI Tax expense		
(a) Current tax (including prior years)	12.33	8.21
(b) Deferred tax	0.15	-
VII Profit for the Year (V-VI)	36.92	24.10
VIII Other Comprehensive Income Items that will not be reclassified to profit or loss		
(a) Remeasurements of the defined benefit liabilities / (asset)	(0.48)	(0.79)

Particulars	March 31 2023	March 31 2022
(b) Income tax relating to items that will not be reclassified to profit or loss	0.13	0.20
Total other comprehensive (loss) / income for the year	(0.35)	(0.59)
IX Total comprehensive income for the year (VII+VIII)	36.57	23.51

### COURSE OF BUSINESS AND OUTLOOK / BUSINESS PERFORMANCE

During the year under review, the company had clocked a turnover of Rs.267.89, as compared to Rs. 201.21 crore in the previous financial year. The Profit before tax is at Rs. 49.40 crore as compared to last year's profit before tax of Rs. 32.31 crore.

The Authorized Equity Share Capital as on March 31, 2023 was Rs. 20 crore and the paid up Equity share capital, as on March 31, 2023 was Rs. 4.70 crore. The company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

### PARTICULARS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company has no Subsidiaries, Associates and Joint ventures during the financial year 2022-23.

### DIVIDEND

Board has recommended a dividend of Rs. 3/- per equity share of Rs.10/- each fully paid-up, (30%) for the financial year 2022-23 subject to approval of the Members at the ensuing Annual General Meeting.

### MEETINGS

During the financial year, the Board of Directors of the Company duly met 5 (Five) times on May 4, 2022, June 23, 2022, August 04, 2022, November 07, 2022 and January 21, 2023. The details of the meetings held and the composition of the Audit Committee are given in the Corporate Governance Report. The meetings of the Board were held periodically and 120 days has not lapsed between two meetings as prescribed under section 173 (1) of the Companies Act 2013.

#### **TRANSFER TO RESERVES:**

Your Company does not propose to transfer any amount to the General Reserve during the year.

#### **DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the said financial year.

#### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:**

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given any loans or guarantees and made any investments as covered under the provisions of section 186 of the Companies Act, 2013 during the financial year -2022-23.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The company has an adequate system of internal control in place, which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulation and for ensuring reliability of financial reporting. The Internal Audit function is carried out by an independent firm of Chartered Accountants. The scope and authority of the Internal Audit is defined by the Audit Committee. The Internal Audit Reports are placed before the Audit Committee for its review and the Auditors attends the Audit Committee meetings.

#### **DIRECTORS / KEY MANAGERIAL PERSONNEL:**

During the year under review, Dr. Amar Agarwal and Dr. Athiya Agarwal were reappointed as Managing Director and Whole-Time Director respectively for a period of three years with effect from 1st October 2022 vide special resolutions dated 14th September 2022 passed by the shareholders.

CA Balakrishnan Venkatraman, who was appointed as an Independent Director for a term of five (5) years on the Board w.e.f. June 23, 2022 was regularized vide

resolution dated 14th September 2022 passed by the shareholders.

In accordance with Section 152 of the Companies Act 2013 and as per the Articles of Association of your Company, Dr. Athiya Agarwal, Whole-time Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers herself for being re-appointed. The Board recommends for her re-appointment.

Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

The composition of the Board of Directors of the Company and other details related to the board is furnished in the Corporate Governance Report annexed to this report. In terms of requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has identified core skills, expertise and competencies of the Directors in the context of the healthcare businesses for effective functioning, which are detailed in the Corporate Governance Report.

#### **DECLARATION FROM INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 read with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6). During the year under review, the Independent Directors met once on January 21, 2023 without the presence of Non-Independent Directors and members of the Management.

#### **BOARD EVALUATION:**

The Nomination & Remuneration committee as well as the board have evaluated the performance of the board as a whole, various committees and also of the individual directors. The manner in which the evaluation was carried out has been disclosed in the Corporate Governance Report attached to this report. A structured analysis is done after taking into consideration the inputs received from Directors, covering various aspects of the Board's functioning such as adequacy of the composition

of the Board and its Committees, Board culture, Execution and Performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and of its minority shareholders etc.

#### **REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The salient features of the Remuneration Policy details are stated in the Corporate Governance Report. The Remuneration Policy approved by the Board of Directors is uploaded on the website of the Company

<https://www.dragarwal.com/wp-content/uploads/2021/10/NOMINATION-ANDREMUNERATION-POLICY.pdf>

#### **STATUTORY AUDITORS:**

M/s. Deloitte Haskins and Sells (Firm Reg. No 0080725) Chartered Accountants, were appointed as the Statutory Auditors of the Company in the 26th Annual General Meeting for the period of five years and to hold office till the conclusion of 31st Annual General Meeting of the Company.

The Auditors' Report for Financial Year ended 31st March 2023 does not contain any qualification, reservation or adverse remark. Hence, there is no requirement for the Board to provide any explanation or comment on the same. The Auditors' Report is enclosed with the financial statements in the Annual Report the same is self-explanatory.

#### **COST AUDITOR:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company is required to maintain Cost audit records and accordingly such accounts and records are made and maintained. Based on the recommendation of the Audit Committee, your Board of Directors at its meeting held on 04th August 2022, appointed M/s. BY & Associates, Cost Accountants in practice (Firm Registration No: 003498) as Cost Auditor, for conducting the Cost Audit for the year 2022-23 and the remuneration payable to the Cost Auditor

is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s. BY & Associates, Cost Accountant is included at Item No. 4 of the Notice convening this Annual General Meeting.

#### **ANNUAL RETURN:**

Pursuant to Section 92 (3) read with Section 134 (3) (a) of the Companies Act, 2013, the Annual Return in Form MGT 7 shall be placed on the website of the company at [www.dragarwal.com](http://www.dragarwal.com) after the conclusion of the 29th Annual General Meeting. Copy of the Annual Return filed during the year under review is available in the website of the Company <https://www.dragarwal.com/wp-content/uploads/2022/12/MGT-7-Annual-Return-2021-22.pdf>

#### **PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are being annexed as part of the Annual Report as Annexure- I to this report.

#### **SECRETARIAL AUDIT REPORT:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. V Vasumathy, Practising Company Secretary (Membership No: FCS 5424) to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit report is annexed as Annexure-II to this report.

#### **MANAGEMENT RESPONSES TO OBSERVATION IN SECRETARIAL AUDIT REPORT:**

The Secretarial Auditor in their report made the following observation:

As per Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. Whereas, the promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group namely Ms. Sunita Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively, in physical form.



**MANAGEMENT RESPONSE:**

The Company is constantly taking all efforts to dematerialize the 6,700 equity shares of the Company held by Promoters / Promoters group, namely Ms. Sunita Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively, in physical form.

**MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Management Discussion and Analysis Report is annexed as Annexure- III to this report.

**RISK MANAGEMENT:**

Your Company continues to have an effective Risk Management process in place. The management and the Board continuously oversees the risk management process including identification, impact assessment and drawing mitigation plans. The details of risks perceived by the Management are annexed as part of the Management Discussion and Analysis Report.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE:**

The Company is exploring new technologies and improving the existing technologies applicable to the Healthcare Business. In all its new locations, the company has been using LED technology lamps to conserve energy as well as costs.

**FOREIGN EXCHANGE EARNINGS / OUTGO:**

Foreign Exchange Earnings: Rs. Nil (Previous Year Nil)  
Foreign Exchange Outgo: Rs. 88,04,921 (Previous Year Rs. 89,98,715).

**CHANGE IN NATURE OF BUSINESS:**

There was no change in the nature of business during the financial year.

**DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12):**

During the year under review, there were no frauds reported by the auditors under Section 143(12) of the Companies Act, 2013.

**INFORMATION ON LISTING WITH STOCK EXCHANGE:**

The Company's equity shares are listed on BSE Limited and the scrip code is 526783.

**SECRETARIAL STANDARDS:**

During the year 2022-2023, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

**APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR:**

No such application is made or no such proceedings is pending under the Insolvency and Bankruptcy Code, 2016 during the year 2022-2023.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

No such transactions were made during the financial year 2022-23.

**CHANGES IN ACCOUNTING POLICIES:**

During the year 2022-2023, the Company has changed its method of depreciation from its existing method of written down value for certain categories of assets to straight line method taking into account its reassessment of the expected pattern of economic benefits from those assets and the details of the same are furnished under notes on account forming part of the Financial Statements.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134 clause (C) of sub-section (3) of the Companies Act, 2013, the Directors would like to state that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) The directors have taken proper and sufficient

care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- (iv) The directors have prepared the annual accounts on a going concern basis.
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the Policy is posted on the website of the Company [www.dragarwal.com](http://www.dragarwal.com).

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

The Company has constituted CSR Committee and following are the members: -

- a. Dr. Athiya Agarwal -Chairperson
- b. Dr. Amar Agarwal -Member
- c. CA Sanjay Anand-Member (From 26/04/2022)

The CSR policy pursuant to the provisions of Section 135 of the Companies Act, 2013 is available in your company's website [www.dragarwal.com](http://www.dragarwal.com). Your Company has incurred an expenditure amounting to Rs. 43,20,707/- by way of contribution towards CSR responsibilities (please refer to the CSR Annual Report annexed as Annexure).

The Company's total spending on CSR is 2% of the average net profit for the immediately preceding three financial years. The report on CSR activities is given in Annexure IV forming part of this Report.

#### **REPORT ON CORPORATE GOVERNANCE:**

A report on Corporate Governance as well as a certificate from a Practicing Company Secretary confirming the compliance with the conditions of the Corporate Governance are annexed as Annexure-V to this Report.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been setup by your Company to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received or disposed off during the financial year 2022-23.

#### **EMPLOYEE RELATIONS:**

Employee relations throughout the year were harmonious. The board wishes to place on record its sincere appreciation of the devoted efforts of all the employees in advancing the company's vision and strategy to deliver another record performance.

#### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business, and the details of the same are furnished under notes on account and also annexed as annexure VI in form AOC-2. There are no materially significant related party transactions made by the company with Promoters, Directors, Key Managerial Personnel or other designated Personnel or other designated persons, which may have potential conflict with interest of the company at large. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, and the Rules there under. This policy was considered and approved by the Board has been uploaded on the website at [www.dragarwal.com](http://www.dragarwal.com)

#### **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company.

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase

or sale of Company shares by the Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

## ANNEXURE PARTICULARS

### ANNEXURES FORMING PART OF THIS REPORT OF THE DIRECTORS:

The following annexures referred in this report and other information which are required to be disclosed are attached and forms an Integral part of this report

1. Information required under section 197 of the Companies Act, 2013
2. Secretarial Audit Report
3. Management Discussions and Analysis Report
4. Report on Corporate Social Responsibility Activities
5. Corporate Governance Report
6. Form AOC-2

### ACKNOWLEDGEMENTS:

Your directors wish to place on record their appreciation for the continuous support received from the members, customers, suppliers, various statutory bodies of the Government of India and the company's employees at all levels.

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

Sd/-

**Dr. Amar Agarwal**  
Chairman cum Managing Director  
DIN: 00435684

Place: San Diego  
Date: 06.05.2023

## ANNEXURE I

**The information required under Section 197 of the Companies Act, 2013 and Rules made there-under, in respect of employees of the Company is as follows:-**

### INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013:

1. Ratio of the remuneration of each director to the median remuneration;

### INFORMATION REQUIRED UNDER SECTION 197 OF

### THE COMPANIES ACT, 2013:

Ratio of the remuneration of each director to the median remuneration;

Director	Designation	Ratio
Dr. Amar Agarwal	Chairman Cum Managing Director	85:1
Dr. Athiya Agarwal	Whole-Time Director	36:1

2. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Director	Designation	% Increase
Dr. Amar Agarwal	Chairman Cum Managing Director	12.5%
Dr. Athiya Agarwal	Whole-Time Director	0.0%
Ms. Meenakshi Jayaraman*	Company Secretary	0.0%
Mr. B Udhay Shankar	CFO	12.0%

\* appointed w.e.f 22nd December 2021

3. The percentage increase in the median remuneration of employees in the financial year was 9.5%.
4. The number of permanent employees on the rolls of company were 974.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification there of; Increase of remuneration for employees varies from 9% to 10% and for Key Managerial Personnel the increase in remuneration was based on their individual performance during the period under review.
6. Affirmation that their remuneration is as per the remuneration policy of the company; The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Individual performance pay is determined by business

performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

**Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report**

(a) Personnel who are in receipt of remuneration aggregating not less than Rs.102,00,000 per annum and employed throughout the financial year: Dr. Amar Agarwal, Chairman Cum Managing Director of the Company is in receipt of a remuneration of Rs. 2,36,21,600.

The details of top ten employees in terms of remuneration drawn during the financial year 2022-2023 as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 duly amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2016, are as follow.

Name and Age	Designation/ Nature of duties	Gross Remuneration paid (₹)	Qualification &Experience (years)	Date of Commencement of Employment	Previous Employment
Dr. Amar Agarwal (63)	Chairman Cum Managing Director	2,36,21,600	M.S. FRCS, FRC Ophth (36 years)	22-Apr-94	N/A
Rahul Agarwal (45)#	COO - Hospital Business	81,78,872	B.Com, PGDM (21 years)	12-Apr-22	Medindia Health Network
Jagannathan V (62)	Director - Prop., Proj. & Ops Excellence	71,13,880	BSC PGDM (41 years)	02-Dec-13	Spencer & Company Limited
Udhay Shankar Davey (49)#	Group - CFO	62,24,791	BBA, ACA (26 years)	02-Dec-20	KIMS Global
Dr.Palanivel V (49)	Senior Consultant - Ophthalmologist	47,98,400	MBBS, MS (22 years)	08-Jan-01	N/A
Yashwanth Venkat (38)	VP - Finance & Business Analytics	46,07,302	BTech, PGDM (14 years)	18-May-18	Intellect Design Arena
Dr.Soundari S (47)	Regional Head - Clinical Services	42,09,150	MBBS, DO, DNB, FRCS (16 years)	20-Jun-06	Appasamy Eye Hospital
Kiran Narayan (51)#	VP - SCM & Operations	38,17,886	BE, MS (26 years)	04-Apr-16	Opto Circuits
Ayushman Chiranevala (39)#	Vice President - Marketing	32,50,734	B.Com, MBA (15 years)	15-Oct-21	Titan Company Limited
Nandhakumar T V (47)*	VP - Operations - South & East	31,69,114	BCA (25 years)	30-Oct-06	Clear Vision Optical
Terence Leo Seqi (46)	General Manager - Projects	30,69,819	BE, PGDM (20 years)	03-Mar-22	Asian paints

\*Mr. Nandhakumar holds 50 equity shares of the Company.

# Employees whose gross remuneration is disclosed on account of services rendered within the group that are cross charged.

Note: None of the employees other than Dr. Amar Agarwal are related to any of the Directors or Key Managerial Personnel of the Company

## ANNEXURE-II

### FORM NO. MR3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members

#### DR. AGARWAL'S EYE HOSPITAL LIMITED

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai – 600006.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DR. AGARWAL'S EYE HOSPITAL LIMITED** (herein after called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by **DR. AGARWAL'S EYE HOSPITAL LIMITED** and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records, including the website of the Company, maintained by **DR. AGARWAL'S EYE HOSPITAL LIMITED** for the financial year ended March 31, 2023 according to the provisions of:
  - (i) The Companies Act, 2013 ("the Act") and the rules made thereunder, as applicable;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
    - (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
2. Provisions of the following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the audit period, since there were no issues during the year which required specific compliance under:
    - (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - (b) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018.
    - (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
    - (d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
    - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

3. I have examined compliance with the following other laws lay applicable to the industry to which the Company is engaged in the business of:

- (a) The Environment Protection Act,1986;
- (b) Bio-Medical Waste (Management & Handling) Rules,1998;
- (c) Pharmacy Act, 1948; and
- (d) Drugs and Cosmetic Rules, 1945.

I have relied on the representations made by the Company and its officers, relating to systems and mechanisms framed by the Company, for ensuring compliance with the other applicable Acts specific to the Industry, Laws and Regulations as applicable to the Company. I further report that the compliance by the Company of other applicable laws like direct and indirect tax laws have not been reviewed in this audit, since the same have been subject to review under statutory financial audit and other designated professional.

4. I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as approved by the Central Government and the amendments w.r.t the same; and
- (ii) The Listing Agreement entered into by the Company with BSE Limited under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. I further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director(s). There was change in the composition of the Board of Directors that took place during the period under review and accordingly the company has complied with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the same.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance and system exists for seeking and obtaining further information

and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- (c) Decisions are carried through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- 6. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 7. Based on the above examination, I hereby report that, during the aforesaid Review Period, the listed entity has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above, except the following observation:

***As per Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. Whereas, the promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group, namely Ms. Sunita Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively, in physical form.***

Hence, there is non-compliance with respect to Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. I further report that during the audit period, the Company did not have any events which had a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc referred to above.

Sd/-

Signature

Name of the Practising Company Secretary:

VasumathyVasudevan

FCS No.: 5424; COP No. : 9451

Peer Review Certificate No. 680/2020

UDIN:F005424E000166805

Place: Chennai

Date: 21/04/2023

This report is to be read with my letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

## ANNEXURE A

To  
The Members  
**DR. AGARWAL'S EYE HOSPITAL LIMITED**  
3rd Floor, Buhari Towers  
No. 4, Moores Road, Off Greams Road, Chennai – 600 006.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We have also relied on scanned / soft copies of various documents / records which were provided by the Company.

Place: Chennai  
Date: 21/04/2023

**Sd/-**  
Signature  
Name of the Practising Company Secretary:  
**Vasumathy Vasudevan**  
FCS No.: 5424; COP No. : 9451  
Peer Review Certificate No. 680/2020

# ANNEXURE-III

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### Company Overview

#### About Dr Agarwals

Founded in 1957, and registered in 1994 as a Company, Dr Agarwal's Eye Hospital is a leading chain of eye hospitals with predominant presence in Tamil Nadu. Under the able leadership of Dr. Amar Agarwal, the Company has been a pioneer and leader in the Indian Ophthalmology market with an established market position, healthy brand recall in the eye care segment. It offers comprehensive services in the eye-care segment including Cataract, Glaucoma, Laser Correction, Cornea and Refractive, Retina, and Squint among others. It has presence in multiple locations in Tamil Nadu, Rajasthan and Kerala.

### Economic Outlook

#### Global Economy

With the pandemic wreaking havoc on the global economy for the most of 2021 and 2022, healthcare played a critical role. But with the World Health Organisation declaring victory over COVID, and with large number of Indian population vaccinated with either single or double dose, and also booster dose, we can safely say it's time to look ahead. However, due to the Russia-Ukraine war, rising inflation in the United States and around the world, and decreased consumer purchasing power, FY2023 presented its own set of economic issues.

As a result, the global economy, which grew at 3.4% in FY22, is expected to rise at 2.8% in FY23 before stabilising at 3.0% in FY24, according to IMF<sup>1</sup> forecasts. So, the current evolution of the global economy is determined by the global financial situation and impact of geopolitical shifts.

#### Indian Economy

India appears to be more resilient than other economies around the world. Due to a lower base in FY21, the Indian economy grew at a 9.1% annual rate in FY22. However, it is predicted to expand by 6.5% in FY23. Global disturbances would have an impact

on the Indian Economy in the forthcoming period. However, there are expectations that the economy will grow at a 6.0% annual rate in FY24.<sup>2</sup>

The RBI is constantly taking steps to reduce the inflation, and the signs will be visible as and when data for subsequent quarters is released. The same can also be witnessed from the de-growth in the Wholesale Price Index (WPI) in April 2023.

The passage of time demonstrates that health and education are the two foundations that guide humans to their goals in life. The Indian government's vision of becoming a \$5 trillion economy, the tremendous growth of the Indian middle class, rising per capita income, and increased healthcare awareness are just a few of the many factors that are supporting the growth of the Indian population, both financially and in terms of lifestyle.

Following the COVID pandemic, the Indian population's attitude towards healthcare and personal hygiene changed dramatically. And this, combined with economic development, has resulted in the healthcare sector becoming one of India's largest and a priority sector.

The present size of the Indian healthcare market is predicted to be over \$372 billion (FY22), which has grown at a CAGR of 22% since 2016. As of 2021, it employs about 4.7 million people and is the fourth largest employer in the country, with nearly 2.7 million jobs generated in last 5 years (over 500,000 jobs every year).<sup>3</sup>

The Indian government is bolstering its healthcare spending, as reflected in the budget allocation. Government spending on healthcare has increased by double digits in recent years, and the government intends to boost it to 3% of Gross Domestic Product (GDP).<sup>3</sup>

#### Indian Healthcare Industry

In addition to the above, the government is working hard to provide a positive and conducive climate for the private sector to contribute to the healthcare business through FDI, tax breaks, and favourable policies. The government has also introduced the PLI scheme under the Atmanirbhar Bharat Abhiyan to stimulate local pharmaceutical and medical device manufacture.

Source:

1 World Economic Outlook – "A Rocky Recovery" – April 2023 by International Monetary Fund

2 India economic outlook dated 27-April-2023 – Dr RumkiMajumdar – Deloitte Insights

3 Healthcare (November 2022) by India Brand Equity Foundation



Increased demand in the hospital segment can also be witnessed from private players aiming to expand into tier 2 and tier 3 cities. All these factors make the Indian healthcare market attractive for investment.

### Indian Eye Care Industry

Out of 10 blind people in the world, 3 are expected to be from India. And as many as 8 out of 10 people go blind in India due to untreated cataract, which in fact is a treatable condition. Similarly, more than a crore Indians suffer from Glaucoma (which can also be treated), of which 12.5% lose their eyesight – primarily because more than 90% of the cases go undiagnosed.<sup>4</sup>

The Indian Eye Care Industry is valued at \$1.4 billion<sup>4</sup>. This industry is characterized by very few corporatized players (hold 5-6% of market share) who can bring best medical and operational efficiencies to the table. This leaves an exponential upside on growth levers. And with the increasing use of screens and ageing Indian population, Eye Care is the need of the time.

### Key Performance Indicators

#### Financial Performance

The company saw a robust growth in FY23. The top line consistently grew at 33% from ₹ 201.21 Cr to ₹267.89 Cr. The revenue growth along with consistent cost control measures, has reflected down on to EBITDA with 30% growth from ₹ 58.94 Cr to ₹76.46 Cr. In the capital markets, the company saw a significant 25% increase in market capitalization.

#### Operational Performance

The total number of patients served showed a robust yearly growth of 26% in FY23. Cataract – the biggest contributor to the revenue – showed a yearly revenue growth of ~37% in FY23. Other streams of revenue including refractive, opticals, and retina have also shown considerable growth over the previous year.

As planned expansion strategy, the Company opened a new centre in Kochi (Kerala). Furthermore, the Company is confident of establishing a strong presence in existing Kerala markets before expanding further in the region. In line with mission to reach more and more patients and serve the lower connected areas of the country, company started operating 3 vision centres under the brand of “Dr Agarwals Eye Clinic” (erstwhile 20|20 Eye Care) in Chengalpattu (Chengalpattu District), Gudiyattam (Vellore District),

and Sankarankovil (Tenkasi District).

### SWOT Analysis

#### Strengths

1. The Company has displayed a resilient rebound following the COVID-19 pandemic, consistently achieving growth in both revenue and EBITDA, while maintaining a positive trend in profit generation.
2. The company is guided by an exceptionally capable team of promoters who possess an ideal blend of clinical expertise and managerial proficiency.
3. With a proven history of therapeutic accomplishments in the field of ophthalmology, the Company is in a favorable position to broaden its reach and attract a larger patient population.

#### Weakness

1. The ongoing concern lies in the Company's reliance on ophthalmologists, given the relatively small numbers of approximately 25,000 ophthalmologists and 45,000 optometrists in India, which is significantly lower compared to the country's vast population.
2. The Company's reliance on the economic, social, and political well-being of specific regions is heightened due to the concentration of branches in those areas. The same is being addressed by expanding into newer markets.

#### Opportunities

1. The healthcare industry has witnessed a significant policy impetus from governments and individuals, especially in the aftermath of the COVID outbreak. This momentum will act as a catalyst for enhanced opportunities.
2. Supported by state-of-the-art technology, the organization boasts a seasoned team of doctors who deliver contemporary eye-care services.
3. Drawing from valuable insights gained from both successes and challenges faced by peers, the Company is actively mitigating risks and leveraging its knowledge.
4. With these factors in mind, the Company foresees a prosperous future not only in the field of ophthalmology but also within the broader healthcare industry.

Source:

4 The Medicine Box: Eye care market - CNBC Publication Dated 31-Aug-2022

## Threats

1. The Company's operations are concentrated in specific geographic locations, with limited expansion amidst intense competition.
2. The global financial crisis and ongoing conflicts have led to the collapse of several economies, reigniting concerns about their potential impact on the overall business landscape.

## Human Resource

In the post-COVID era, the dynamic market landscape has underscored the paramount significance of the human resources team in the organization, especially in terms of talent acquisition and retention.

Throughout the year, the company has fostered a harmonious, enabling, and mutually beneficial relationship. It effectively harnesses its human resources to achieve success, stability, and growth. Detailed descriptions of the advancements in the field of Human Resources are provided in the "Particulars of Employees" section of the Directors' Report.

## Internal Control Systems and Their Adequacy

The organization has implemented a robust system of internal controls, meticulously designed to offer reasonable assurance in maintaining accurate accounting controls, monitoring operations, safeguarding assets against unauthorized use or losses, complying with regulations, and ensuring the reliability of financial reporting. These controls have been thoughtfully implemented to provide the necessary safeguards and reasonable assurance.

## Risk and Mitigation

**a) Competition intensity and new entrants to the market:** There are numerous competitors entering and capturing the market by providing comparable services with antiquated technology. This can have a substantial effect on a company's bottom line.

**Risk Mitigation:** The company has never compromised its ability to conduct high-end surgeries and acquiring state-of-the-art technology because it believes that quality is the only consideration over time.

**b) Pace of obsolescence of technology and treatment methods:** The Eye Care segment utilises a variety of equipment that must be continuously tested and monitored for obsolescence.

**Risk Mitigation:** Utilising a dedicated R&D function, the company develops near-term and incremental enhancements, as well as step-change improvements to existing products and processes, resulting in minimal obsolescence.

**c) Materials Risk:** The non-availability of high-quality materials could delay service delivery to clients.

**Risk Mitigation:** Due to high volumes and prompt payments, the company consistently acquires its materials directly from the manufacturer.

**d) Labour deficit and loss of key staff members, including medical personnel:** The business's qualitative and quantitative performance could be compromised by a lack of essential / skilled physicians.

**Risk Mitigation:** The organisation has been consistently recruiting and training physicians and enhancing its capabilities.

**e) Increasing compliance and regulatory impediments:** The evolution of the global regulatory environment has led to heightened regulatory scrutiny, which has raised the minimum standards that must be maintained. This demonstrates the alignment of corporate performance objectives with regulatory compliance requirements.

**Risk Mitigation:** The company realises that regulatory requirements can be difficult at times and will endeavour to comprehend evolving regulatory standards in order to better its decision-making process and incorporate these into the business plan in which it works.

## Cautionary Statement

The goals, aspirations, or projections of the company may be considered forward-looking within the context of the securities laws and regulations that are now in effect. It is possible that the actual results will be significantly different from those represented in the statement. The global and domestic business climate, changes in government rules and tax laws, economic developments inside the country, and other factors such as litigation and the like are important elements that could influence the operations of the company.

## ANNEXURE-IV

### REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

In alignment with the "Vision" of the Company, Dr. Agarwal's Eye Hospital Limited (AEHL), through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a Socially Responsible Corporate, with environmental concern.

The policy encompasses the company's philosophy its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

This policy shall apply to all CSR initiatives and activities taken up by AEHL, for the benefit of different segments of the society, specifically the deprived, underprivileged and differently abled persons. The web-link on CSR policy:

For the purpose of focusing its CSR efforts in a continued and effective manner, the following Eight Thrust Areas have been identified:

- (i) Education / Literacy Enhancement
- (ii) Environment Protection / Horticulture
- (iii) Infrastructure Development
- (iv) Drinking water / Sanitation
- (v) Healthcare / Medical facility
- (vi) Community Development / Social Empowerment
- (vii) Contribution to Social Welfare funds set up by Central / State Government
- (viii) Relief of victims on Natural Calamities

### 2. The Composition of the CSR Committee

The Company has constituted the CSR Committee with the following Directors:

Sl. No.	Name of Directors	Designation	Number of meetings held during the year	Number of meetings of attended during the year
(i)	Dr. Athiya Agarwal	Chairman	01	01
(ii)	Dr. Amar Agarwal	Member	01	01
(iii)	CA Sanjay Anand	Member	01	01

3. Provide the web link where Composition of the CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company

<https://www.dragarwal.com/wp-content/uploads/2021/02/CORPORATE-SOCIAL-RESPONSIBILITY-CSR-POLICY.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
(i)	2021- 2022	16,500	-

6. Average net profit of the company as per section 135(5)

(In Rupees)

Sl. No.	For the Financial Year	Annual Net Profit
(i)	2021 - 2022	33,57,25,056
(ii)	2020 - 2021	10,15,45,810
(iii)	2019 - 2020	21,08,35,221
	<b>Total</b>	<b>64,81,06,087</b>
	<b>Average Annual Net Profit</b>	<b>21,60,35,362</b>

7. (a) Two percent of average net profit of the company as per section 135(5) 2% of Average Net Profit works out to Rs. 43,20,707/-

(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years. Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 43,20,707/-

8. (a) CSR Amount spent or unspent for the financial year:

Total amount spent for the Financial year (amount in Rs.)	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
43,20,707	Nil		Nil		

(b) Details of CSR Amount spent against ongoing projects for the financial year:

Serial No.	1
Name of the Project	Sevalaya- Construction of Classroom for free school
Item from the list of activities in Schedule VII to the Act.	Promoting Education
Local area (Yes / No)	Yes
Location of the Project (State/District)	Tamil Nadu, Tiruvallur
Project duration	18 months
Amount allocated for the Project (in Rs.)	16,45,165
Amount spent in the current financial Year (in Rs.)	9,20,707
Amount transferred to Unspent CSR account for the project as per Section 135(6) (in Rs.)	Not applicable (As there is no unspent amount from the CSR obligation for the current year) The balance amount has been spent within the date of this report.
Mode of Implementation – Direct (Yes/No)	Yes
Mode of Implementation -Through Implementing Agency Name	Sevalaya
CSR Registration number	CSR00000863

(c) Details of CSR Amount spent against other than ongoing projects for the financial year:

S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No)	Location of the Project		Amount spent in or the Project (in Rs.)	Mode of mplementation - Direct (Yes/No)	Mode of Implementation -Through Implementing Agency	
				State	District			Name	CSR Registration
1.	Cancer care for children	Healthcare	Yes	Tamil Nadu	Chennai	24,00,000	No	MRT No.1-Charitable Trust	CSR00024601
2.	Education Resource Centre	Promoting Education	Yes	Tamil Nadu	Nilgiris	5,00,000	No	Sevalaya	CSR00000863
3.	Learning Centre for girl child	Promoting education	Yes	Rajasthan	Bundi	5,00,000	No	limpact	CSR00002935
<b>Total</b>						<b>34,00,000</b>			

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable : NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs. 43,20,707

(g) Excess amount for set off, if any : Nil

S. No.	Particular	Amount (Rs. In lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	43,20,707
(ii)	Total amount spent for the Financial Year	43,20,707
(iii)	Excess amount spent for the financial year [(ii) - (i)]	-
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years (iii) - (iv)]	-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount (in Rs).	Date of transfer.	
NIL							

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year	Status of the Project - Completed / On going.
NIL								

10. in case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : NIL

(a) Date of creation or acquisition of the capital asset(s) : NIL

(b) Amount of CSR spent for creation or acquisition of capital asset : NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

Name of the Trust :  
 Section 12AA Registration No. :  
 Section 80G Registration No. : NIL  
 Address of the Trust :

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

Capital asset(s) created : NIL

Address where capital assets located : NIL

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5)

The Company has spent 2% of the average net profit during the financial year 2022 – 2023, as per Section 135 (5) of the Companies Act, 2013.

sd/-  
**Dr.Amar Agarwal**  
 Chairman Cum Managing Director  
 DIN: 00435684

sd/-  
**Dr.Athiya Agarwal**  
 Chairperson CSR Committee  
 DIN: 01365659

## ANNEXURE-V

### CORPORATE GOVERNANCE

#### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good Corporate governance practices is intrinsic to the management of the affairs of the company. Its businesses focus on getting best returns on assets and capital deployed with minimum risks. Therefore, it always ensures that its targets and performance are met with integrity and accountability to investors and all other associates, governmental and non- governmental agencies.

With emphasis on transparency, integrity and accountability, the Board of Directors adopted the principles of good corporate governance by setting up an Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

#### 1. BOARD OF DIRECTORS AS ON 31st MARCH, 2023:

(a) As on March 31, 2023, the Company's Board consists of 6 directors comprising of 2 Executive Directors, 1 Non- Executive Director and 3 Independent Directors.

Name	Designation	No. of Shares held by the Director	No. of Board Meetings attended during 2022-23	Whether attended last AGM	No. of director - ships in other public companies	No. of committee memberships/ (chairmanship) in other public companies*	
						Member	Chariman
Dr. Amar Agarwal	Chairman- Cum Managing Director - Promoter	#	5	YES	1	-	-
Dr. Athiya Agarwal	Whole Time Director - Promoter	--	5	YES	-	-	-
CA Sanjay Anand	Independent Director	12603	5	YES	1	1	-
Dr. Adil Agarwal	Non- Executive Director - Promoter	--	5	YES	1	-	-
Mrs. Lakshmi Subramanian	Independent Director	--	5	YES	4	5	-
CA Balakrishnan Venkatraman	Independent Director	--	3	YES	1	1	-

\*Covers only the membership/chairmanship in Audit Committee and Stakeholders Relationship Committee.

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

#### (b) Relationship between Directors inter-se:

Dr.Athiya Agarwal is the wife of Dr. Amar Agarwal. Dr.Adil Agarwal is the son of Dr. Amar Agarwal & Dr.Athiya Agarwal

Name of other listed companies in which Director of the Company is Director and their category:

SI No.	Name of the Director	Name of other listed company	Category of Directorship
1.	Mrs. Lakshmi Subramanian	Indo-National Limited	Non-Executive Independent Director
		Dyna vision Limited	Non- Executive Independent Director
		Sri Sarvaraya Sugars Ltd	Non- Executive Independent Director

**(c) Meetings:**

During the year 2022-23, 5 (Five) Board Meetings were held at Chennai on the following dates: 04/05/2022, 23/06/2022, 04/08/2022, 07/11/2022 & 21/01/2023.

**(d) Disclosure of Director's Interests in Transaction with the Company:**

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 other than that of sitting fees.

Except sitting fees, no director has been paid any remuneration as the Director of the Company except the executive directors who were being paid remuneration for acting as Managing / Whole Time Director of the Company.

**(e) Code of Conduct:**

The Board of directors had implemented a Code of Conduct to be applicable to all Board members and Senior Management of the Company. The same has been posted on the Company's website- [www.dragarwal.com](http://www.dragarwal.com). The Board of Directors and Members of the Senior Management, have affirmed compliance with the code of conduct for the financial year 2022-23.

**(f) List of core skills, expertise and competencies identified by the Board**

The Board of your Company consists of expert Directors who have vast experience in their respective field of specialisation and offers a range of core skills and experience that is relevant to the healthcare sector. The Board of Directors have identified the following core skills, expertise and competencies in the context of the Company's business and healthcare sector for it to function effectively:



## SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

Board of Directors	Dr.Amar Agarwal	Dr. Athija Agarwal	Dr.Adil Agarwal	CA Sanjay Anand	CA Balakrishnan Venkatramann	Mrs. Lakshmi Subramanian
<b>Business Leadership</b> reacting in an effective manner to changing circumstances, ability tap in to the vision to achieve success, decisiveness and collaborative skills	✓	✓	✓	✓	✓	✓
<b>Financial Expertise</b> ability to understand financial statements and functions of an Audit Committee	✓	✓	✓	✓	✓	✓
<b>Strategic planning and General Management-</b> strategic vision, administration of the Company, ability to think expansively, evaluate alternatives and make decisions	✓	✓	✓	✓	✓	✓
<b>Understanding of Technology and innovation-</b> relating to health care sector	✓	✓	✓			
<b>Ability to identify the key risk-</b> invarious are as including operation, finance & marketing	✓	✓	✓	✓	✓	✓
<b>Legal &amp; compliances-</b> Experience in corporate governance and understanding of regulatory environment				✓	✓	✓
<b>Human Resource Management-</b> Understanding of employees and motivates them to deliver superior performance	✓	✓	✓	✓	✓	✓
<b>Stakeholder Management-</b> Experience in dealing with various stakeholders including regulators, suppliers, employees,etc.	✓	✓	✓	✓	✓	✓

Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties, your Board is satisfied with the present composition of the Board of Directors. In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

### (g) Familiarisation programme for Independent Directors

Familiarisation programme for Independent Directors of the Company was being conducted and the details of the familiarisation programme are uploaded on the website of the Company <https://www.dragarwal.com/for-investors-dr-agarwals-eye-hospital-ltd/>

## (h) Confirmation of Independence of Independent Directors

In the opinion of the Board and as per the necessary declarations from all the Independent Directors of the Company as required under Section 149 (7) of the Companies Act, 2013 read with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Independent Directors of the Company meet the criteria of their Independence laid down in Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(i) Minimum Information to be placed before the Board of Directors – All the minimum information under Part A of Schedule II pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) to the extent applicable to the Company were placed before the Board of Directors.

## II. Composition and attendance:

The Audit Committee consists of 3 directors. During the year Audit Committee met Five times as detailed under:

Date of the Meeting / Name of Directors	Designation	May 4, 2022 (VC)	June 23, 2022 (VC)	August 04, 2022 (VC)	November 07, 2022 (VC)	January 21, 2023 (VC)
CA Sanjay Anand	Chairman	Present	Present	Present	Present	Present
Dr. Amar Agarwal	Member	LOA	LOA	LOA	LOA	LOA
Mrs. Lakshmi Subramanian (From 26-04-2022)	Member	Present	Present	Present	Present	Present

Two-thirds of the members of the committee are Independent Directors as required under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. They have considerable financial expertise and experience. The Chief Financial Officer (CFO) and the Statutory Auditors and Internal Auditors are permanent invitees to the committee. The Company Secretary shall act as the secretary to the committee. Based on the requirement, Senior Management Personnel attended the meetings by invitation. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the board.

## 2. BOARD COMMITTEES:

### 2.1 AUDIT COMMITTEE:

#### I. Terms of Reference:

The Audit Committee of the company has been mandated with the same terms of reference as specified in Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

The audit committee reviews the quarterly unaudited/ audited financial results of the Company. The unaudited results are subjected to limited review by the statutory auditors of the Company. The Statutory auditors are eligible to issue limited review report as the audit firm has been subjected to peer review process of Institute of Chartered Accountants of India and certificate issued by the Peer Review Board of ICAI. The Audit Committee approves payment to statutory auditors for audit and non-audit services.

The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), including review of internal auditor observations and statutory compliance.

The Chairman of the Audit Committee was present at the Annual General Meeting held on 14th September 2022.

### 2.2 NOMINATION & REMUNERATION COMMITTEE:

The Company has constituted 'Nomination and Remuneration Committee', meeting the requirements of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as well as Section 178 of the Companies Act, 2013.

### (i) Terms of Reference:

The Nomination & Remuneration Committee has been constituted to formulate, review and recommend a policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The Committee also formulates the criteria for evaluation of Independent Directors and the Board.

### (ii) Composition:

The Nomination and Remuneration Committee consists of 3 directors. All the Members of the Committee are Non-executive Directors and 2/3rd of the members are Independent Directors as required under Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

SI No.	Name of Director	Designation
1.	CA Sanjay Anand	Chairman
2.	Dr Adil Agarwal	Member
3.	Mrs.Lakshmi Subramanian	Member

### (iii) Meetings and Attendance:

During the year 2022-23, Committee met twice during the year i.e., on May 04, 2022 and June 23, 2022 which were attended by all members except Dr. Adil Agarwal.

### Remuneration Policy:

The Nomination and Remuneration committee has adopted a Charter which, inter alia deals with the manner and criteria for determining qualifications and positive attributes of Independent Directors and a remuneration policy for Directors, Key Managerial Personnel and other employees. This Policy is accordingly derived from the said Charter.

(I) Criteria for Determining Qualifications, Positive Attributes & Independence of Director:

#### (i) Qualifications of Independent Director:

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

### (ii) Positive attributes of Independent Directors:

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his/her responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his/her professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees:

#### (a) NON-EXECUTIVE DIRECTORS (NEDs):

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

#### (b) MANAGING DIRECTOR (MD) & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES:

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Chairman Cum Managing Director shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture. The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee & the Board of Directors of the Company.

The Remuneration policy approved by the Board of Directors is uploaded on the website of the Company [www.dragarwal.com](http://www.dragarwal.com).

(ii) None of the non-executive directors had any pecuniary relationship with the Company other than receipt of sitting fees.

(iii) Details of remuneration paid to the Directors: The details of remuneration paid to all the Directors including sitting fees are provided in the "Related Party Disclosure" section of the Notes on Accounts forming part of the Financial Statements.

### 2.3 Independent Directors Meeting:

During the year under review, the Independent Directors met on January 21, 2023 without the attendance of Non-Independent Directors and members of the Management and reviewed the performance of Non-independent Directors, Chairman and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### 2.4 Stakeholders Relationship Committee:

The Stakeholders Relationship Committee was constituted in compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee has been constituted by the Board to monitor the redressal of the shareholder's / investors grievances and covers all the items as mentioned in Part D of Schedule II pursuant to Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements).

The Committee reviews the status of complaints received from shareholders/investors and redressal thereof. A status report of shareholder's complaints and redressal thereof is prepared and placed before the Committee. As on March 31, 2023 no shares are pending for transfer for more than 15 days.

As required by the Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, the issued and listed capital of the Company is reconciled with the aggregate of the number of shares held by Investors in physical mode and in the demat mode. A certificate is being obtained on a quarterly basis to this effect from a Practicing Company Secretary and submitted to the Stock Exchange where the Company's Shares are

listed. As on March 31, 2023, there were no differences between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

### Composition

The Stakeholders Relationship Committee consists of 3 directors. Among the three members of the Committee, two are Independent Directors and the chairperson of the Committee is a Non- executive Independent Director, as required under Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

SI No.	Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
1.	CA Sanjay Anand	Chairman	1	1
2.	Dr. Amar Agarwal	Member	1	1
3.	Mrs. Lakshmi Subramanian	Member	1	1

The Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on September 14, 2022.

Details of the complaints received from the shareholders during the financial year 2022-23

SI No.	Nature of complaints from shareholders	No. of complaints received	No. of complaints redressed	No. of complaints pending
Nil				

The Company is in compliance with the SCORES, which has initiated by Securities and Exchange Board of India for processing the investor complaints through centralized web based redressal system and online redressal of all the shareholder's complaints. There were no outstanding complaints as on 31/03/2023.

As on the date of this report Ms. Meenakshi Jayaraman, Company Secretary is the Compliance Officer of the Company.

### 3. GENERAL BODY MEETINGS:

#### I. Meeting Details:

Year	Location	Date	Time	Number of Special Resolution passed
2020	Through Video Conference / other Audio Visual Means Venue for AGM 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai 600006.	23/09/2020	03.00 pm	Nil
2021	Through Video Conference/ other Audio Visual Means Venue for AGM 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School Chennai 600006	29/09/2021	10.30 AM	1
2022	Through Video Conference/ other Audio Visual Means Venue for AGM 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School Chennai 600006.	14/09/2022	11:00 AM	3

The details of Special Resolutions passed in AGM / EGM in the last 3 years are as follows

Date of AGM	Whether any Special Resolution was passed	Particulars
14/09/2022	Yes	(i) To appoint CA Balakrishnan Venkatraman (DIN:02825465) as an Independent Director.
		(ii) To consider and approve the reappointment of Dr. Amar Agarwal (DIN: 00435684) as Chairman cum Managing Director.
		(iii) To consider and approve reappointment of Dr. Athiya Agarwal (DIN:01365659) as Whole-time Director.
29/09/2021	Yes	(i) To consider and approve revision of remuneration for Dr. Athiya Agarwal, Whole-time Director of the Company
23/09/2020	No	

#### II. Postal Ballot:

No resolutions were passed in the year 2022-2023 through Postal Ballot.

There is no immediate proposal for passing any resolution through postal ballot. However, if required, the same shall be passed in compliance of provisions of the Companies Act, 2013, the Listing Regulations or any other applicable laws.

#### (a) DISCLOSURES:

##### I. Related Party Transactions:

There has been no materially significant related party transaction with promoters, directors, management

or their relatives which may have a potential conflict with the interests of the company. The Board has approved a policy for related party transactions which is uploaded in the Company's website: <https://www.dragarwal.com/wp-content/uploads/2022/04/POLICY-ON-MATERIALITY-OF-RELATED-PARTY-TRANSACTION.pdf>

##### II. Compliance with Regulations:

The company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the company on any matters related to the capital markets, nor as any penalty or stricture

been imposed on the Company by Stock Exchange, Securities Exchange Board of India or any other Statutory authority.

### III. Whistle Blower Policy / Vigil Mechanism:

The Company has adopted Whistle Blower Policy where it has a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct / Business Ethics. No personnel have been denied access to the Audit Committee.

### IV. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the year, the Company has fully complied with the mandatory requirements of the Listing Regulations to the extent applicable

#### 4. CEO/CFO CERTIFICATION:

The Managing Director and Chief Financial Officer of the Company gives Annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual Compliance Certificate given by Managing Director and Chief Financial Officer forms part of the Annual Report.

#### 5. MEANS OF COMMUNICATION:

The quarterly / half-yearly / annual financial results are published in Financial Express, and MakkalKural (Tamil Daily). The financial results are also placed on the Company's website

<https://www.dragarwal.com/for-investors/>

#### GENERAL SHAREHOLDER INFORMATION:

##### I. 29th Annual General Meeting

The 29th Annual General Meeting will be held on Thursday, the 21st day of September, 2023 at 11.00 AM through Video Conferencing ("VC") / other Audio Visual Means ("OAVM").

The financial year pertains to April 1, 2022 to March 31, 2023.

**II. Dividend Payment Date:** The final dividend, if approved, shall be paid / credited within 30 days of its declaration by the members at the AGM.

### III. Tentative Financial Reporting Calendar:

Financial reporting 2023-24	From	To	Date
1st quarter	April	June	On or before August 14, 2023
2nd quarter	July	September	On or before November 14, 2023
3rd quarter	October	December	On or before February 14, 2024
4th quarter	January	March	On or before May 30, 2024
Annual General meeting	April 2023	March 2024	On or before September 30, 2024

### IV. Stock Exchange Listing and Stock Code:

Stock Exchange	Stock Code	Listing Fees Paid Upto	ISINNo.
Bombay Stock Exchange	526783	31-03-2024	INE934C01018

### V. Market price data:

High and low prices of Equity shares in the financial year 2022-23 were as follows

Month	BSE LIMITED	
	HIGH	LOW
Apr-22	799.80	701.00
May-22	788.00	627.05
Jun-22	720.00	545.00
Jul-22	699.90	603.55
Aug-22	845.00	640.45
Sep-22	1,199.00	791.00
Oct-22	1,349.00	1,022.00
Nov-22	1,580.00	1,222.65
Dec-22	1,395.00	1,110.00
Jan-23	1,360.00	971.10
Feb-23	1,045.00	833.00
Mar-23	1,030.00	885.60

## VI. Share price movement of Dr. Agarwal's shares during 2022-23 on BSE Ltd vis-à-vis movement of Sensex



## VII. Registrar and Share Transfer Agent:

Integrated Registry Management Services Private Limited  
2nd Floor, "Kences Towers"  
No.1, Ramakrishna Street North Usman Road, T. Nagar, Chennai- 600 017  
Phone: 044 28140801, 28140803 Fax: 044- 28143378, 28142479  
Email: corpserve@integratedindia.in

## VIII. Share Transfer System:

The Share Transfer work is being handled by Company's Registrar and Share Transfer Agent. Share transfers are processed and share certificates duly endorsed are returned within the stipulated period as specified under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, from the date of receipt of the documents are correct and valid in all respects.

The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and files a copy of the said certificate with the Stock Exchange.

## IX. Equity Shares in Suspense Account:

As per Regulation 39(4) read with Schedule VI of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company reports following details in respect of Equity Shares lying in the "Unclaimed Suspense Account".

Particulars	No of Share-holders	No of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense Account lying as on April 1, 2022	2	200
Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	NIL	NIL
Number of transferred from the suspense account during the year	NIL	NIL
Shares transferred to IEPF Authority from Unclaimed Securities Suspense Account	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2023	2	200

The voting rights of the shares outstanding in the Suspense Account as on March 31, 2023 shall remain frozen till the rightful owner of such shares claims the shares

## X. Distribution of shareholding: As on 31st March 2023

No	Category	No of Share held	% of Holding
1	<b>Promoters</b>	33,79,171	71.90
	-Indian	33,79,171	71.90
	-Foreign	-	-
2	<b>Persons acting in concert</b>	-	-
3	<b>Institutions</b>	-	-
	-Mutual Funds & UTI	-	-
	-Banks, Financial Institutions, Insurance Companies (Central/State Govt. Inst./Non-Govt. Inst)	-	-
	-FIIs/FPIs	-	-
4	<b>Others</b>	13,20,829	28.10
	- Bodies Corporate	57,154	1.22
	- Resident Indians / HUF	10,79,312	22.96
	- NRI/ OCBs/Foreign Nationals	37,314	0.79
	- LLPs	14,484	0.31
	-IEPF authority	1,31,801	2.80
	-Unclaimed Securities Suspense Account	200	0.00
	- Clearing Members	564	0.01
	<b>Total</b>	<b>47,00,000</b>	<b>100.00</b>

## XI. DISTRIBUTION SCHEDULE:

As on 31st March 2023

Distribution Schedule					
SI No.	CATEGORY	SHARES		HOLDERS	
		Nos.	%	Nos.	%
1	Upto500	3,140	91.92	2,07,233	4.41
2	501-1000	108	3.16	82,163	1.75
3	1001-2000	66	1.93	1,02,397	2.18
4	2001-3000	31	0.91	78,344	1.67
5	3001-4000	15	0.44	51,996	1.11
6	4001-5000	15	0.44	68,724	1.46
7	5001-10000	20	0.59	1,50,015	3.19
8	Above 10001	21	0.61	39,59,128	84.24
	<b>Total</b>	<b>3,416</b>	<b>100.00</b>	<b>47,00,000</b>	<b>100.00</b>

CATEGORY	No. of Holders	Shares	% to Capital
Shares held in Physical Form	395	96,429	2.05
Shares held in Electronic Form	3,021	46,03,571	97.95
<b>Total</b>	<b>3,416</b>	<b>47,00,000</b>	<b>100.00</b>

## XII. Address for Correspondence:

Registered Office and Corporate Office:  
3rd floor, Buhari Towers,  
No.4, Moores Road, Off Greams Road,  
Chennai – 600 006.

## XIII. Dematerialisation of Shares and Liquidity:

The equity shares of the company are required to be compulsorily Traded and settled only in the dematerialised form. 46,03,571 being 97.95 % shares have already been dematerialized.

## XIV. Credit rating:

CRISIL Limited, Credit rating agency has rated the following facilities which are availed from Bank as detailed below:

Instrument Type	Size of Issue (Crores)	Rating / Outlook	Rating Action
Long term Loan	60.00	CRISILA/ Stable	Rating Upgraded
CashCredit	4.00	CRISILA/ Stable	Rating Upgraded
Term Loan	16.00	CRISIL A/ Stable	Rating Upgraded



#### **XV. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity:**

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the company.

#### **XVI. Fees paid to Statutory Auditors:**

The Members at the 26<sup>th</sup> Annual General Meeting of the Company have appointed M/s. Deloitte Haskins and Sells, Chartered Accountants as the Statutory Auditors of the Company and to hold office till the conclusion of the 31st Annual General Meeting of the Company.

The total fee paid for M/s. Deloitte Haskins and Sells, Chartered Accountants for the financial year 2022-23 is given below:

SI No.	Description of Service	Fees paid (Amount in Crores.)
1	Statutory Audit and Limited Review Report	0.48

#### **XVII. Certificate from Practising Company Secretary confirming that Directors are not debarred disqualified:**

A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority shall be obtained by the Company and such certificate has been obtained from Mr. Subramanian Chandrasekar, Practising Company Secretary (Membership No. FCS 6773).

#### **XVIII. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The company has complied with provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013

No.of Complaints Filed during the Financial year	No.of Complaints disposed during the Financial year	No.of Complaints spending during the Financial year
NIL		

#### **XIX.Foreign Exchange Risk and Hedging activity:**

Foreign exchange during the financial year 2022-23 is negligible and hence risk did not arise.

#### **XX.Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries**

The Company does not have any subsidiaries. Hence, not applicable.

#### **XXI. Book Closure:**

The period of book closure is from 15th September 2023 to 21st September 2023 (Inclusive of both days).

For and on behalf of the Board

sd/-

**DR AMAR AGARWAL**

Chairman Cum Managing Director

DIN: 00435684

Place: San Diego

Date: 06-05-2023

## ANNEXURE-VI

### DR. AGARWAL'S EYE HOSPITAL LIMITED

CIN: L85110TN1994PLC027366

REGD.OFFICE: 3RD FLOOR, BUHARI TOWERS,

NO.4, MOORES ROAD CHENNAI – 600 006

Email: investor@dragarwal.com

### FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis- None
2. Details of material contracts or arrangement or transactions at arm's length basis Please refer to Note No.36 of the Notes on Accounts forming part of the Financial Statements

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

sd/-

**Dr.Amar Agarwal**

Chairman Cum Managing Director

DIN:00435684

sd/-

**Dr.Athiya Agarwal**

Whole-time Director

DIN:01365659

# CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
**The Board of Directors,**  
**Dr. Agarwal's Eye Hospital Ltd**  
**Chennai-600006**

We the undersigned in our respective capacity as CEO AND CFO of the company to the best of our knowledge and belief certify that:

- A. We have examined the financial statement and the cash flow statement for the year ended 31/03/2022 and based on our knowledge and belief we state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are significant changes in accounting policies during the year and that the details of the same have been disclosed in the notes to the financial statements; and
  - (iii) that there are no Instances of significant fraud of which they have become aware and the involvement there in, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

sd/-  
**Dr. Amar Agarwal**  
Chairman cum Managing Director

sd/-  
**Mr. B Udhay Shankar**  
Chief Financial Officer

Place : San Diego  
Date : 06.05.2023

Place : Chennai  
Date : 06.05.2023

## ANNUAL COMPLIANCE OF THE CODE OF CONDUCT FOR THE FINANCIAL YEAR 2022-2023

I, Dr. Amar Agarwal, Chairman cum Managing Director of the Company, hereby declare that the Board of Directors has laid down a code of conduct for its Board Members and Senior Management Personnel of the Company pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 and the Board Members and Senior Management Personnel have affirmed compliance with the said code of conduct.

For and on behalf of the Board

sd/-

Place: San Diego  
Date: 06.05.2023

**Dr. Amar Agarwal**  
Chairman cum Managing Director

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## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Dr. Agarwal's Eye Hospital Limited

I have examined the compliance of conditions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Corporate Governance by Dr. Agarwal's Eye Hospital Limited, for the year ended March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai  
Date: 06.05.2023

sd/-

**Subramanian Chandrasekar**  
Practising Company Secretary  
FCS No.6773/ COP No.13761  
UDIN: F006773E000263205  
Peer Review Certificate No.2902/2023

# CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

## To the Members of Dr. Agarwal's Eye Hospital Limited

I have examined the relevant registers, records, forms, returns, declarations and disclosures received from the Directors of Dr. Agarwal's Eye Hospital Limited, having CIN: L85110TN1994PLC027366 and having registered office at 3rd Floor, Buhari Towers, No. 4, Moores Road, Off. Greams Road, Chennai – 600 006 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) and Schedule V - Para C 10 (i) in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in of Ministry of Corporate Affairs) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ended March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Dr. Amar Agarwal	00435684	22.04.1994
2.	Dr. Athiya Agarwal	01365659	09.05.1994
3.	Dr. Adil Agarwal	01074272	03.06.2019
4.	CA Sanjay Anand	02501139	27.01.2009
5.	Mrs. Lakshmi Subramanian	00001439	03.06.2019
6.	CA Balakrishnan Venkatraman	02825465	23.06.2022

Ensuring the eligibility for appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is only to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai  
Date: 06.05.2023

sd/-  
**Subramanian Chandrasekar**  
Practising Company Secretary  
FCS No.6773/ COP No.13761  
UDIN: F006773E000263117  
Peer Review Certificate No.2902/2023

## INDEPENDENT AUDITOR'S REPORT

To The Members of Dr. Agarwal's Eye Hospital Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Dr. Agarwal's Eye Hospital Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis report, Board Report, Corporate Governance Report but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds

and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to

evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. The Company's daily backup of its accounting records are maintained in servers physically located outside India (Refer Note 37.A to the financial statements).
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid financial statements comply with the IndAS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The observation relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 34 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed for the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is

applicable to the Company w.e.f. 01 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No. 008072S)

sd/-  
**R. Prasanna Venkatesh**  
Partner  
(Membership No. 214045)  
(UDIN: 23214045BGWJZB3052)

Place: Chennai  
Date: 06 May 2023

#### **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Dr. Agarwal's Eye Hospital Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal

control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us with, the Company has, in all material respects, an adequate

internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2023, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No. 008072S)  
sd/-  
**R. Prasanna Venkatesh**  
Partner  
(Membership No. 214045)  
(UDIN: 23214045BGWJZB3052)

Place: Chennai  
Date: 06.05.2023

## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of property, plant and equipment and intangible assets:

(a) (i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment, Capital work-in-progress and relevant details of right-of-use assetsexcept in the case of Property, Plant and Equipment, wherethe Company is in the process of updating the records for quantitative details and situation of certain assets.

(ii) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Property, Plant and Equipment, capital work-in-progress, and right-of-use assetswere physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification at reasonable intervals. According to the information

and explanation given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties, which are reported under Property, Plant and Equipment and, hence, reporting under clause(i)(c) of the CARO 2020 is not applicable.

In respect of immovable properties of land and building that have been taken on lease and disclosed as Right of use assets as at the Balance sheet date, the lease agreements are duly executed in favour of the Company.

(d) The Company has not revalued any of its property, plant and equipment (including right of use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b)Accordingtotheinformationandexplanations given to us, the Company has beensanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements (comprising stock statements and other stipulated financial information) filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters.

- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and, hence, reporting under clause (iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees/ security to any other entity during the year and, hence, reporting under clause (iv) of the CARO 2020 is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) In our opinion and according to the information and explanations given to us, the Company has maintained the cost records which has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities except for few delays in respect of dues towards provident fund due to delay in KYC verification and labour welfare fund.
- (b) There were no undisputed amounts payable in respect of Goods and Service tax, Employees' State Insurance, Income-tax, Goods and Services Tax, duty of Custom, Professional Tax, cess and other material statutory dues in arrears as at 31 March 2023 for a period of more than six months from the date they became payable except for provident fund and labour welfare fund aggregating Rs.0.04 crores.
- (c) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on 31 March 2023.
- (viii) In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender during the year.
- (b) In our opinion and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application.
- (d) In our opinion and according to the information and explanations given to us, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and, hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company did not have any subsidiary or associate or joint venture during the year and, hence, reporting on clause (ix)(f) of the Order is not applicable.

- (x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and, hence, reporting under clause (x)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and, hence, reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) To the best of our knowledge and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and, hence, reporting under clause (xii) of the CARO 2020 Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year and covering the period up to 31 March 2023, in determining the nature, timings and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and, accordingly, reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) In our opinion and according to the information and explanations given to us, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the

date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) In our opinion and according to the information and explanations given to us, The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (xxi) The Company does not have any subsidiary or associate or joint venture during the year and hence, is not required to prepare consolidated financial statements. Accordingly, clause (xxi) of the Order is not applicable.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No. 008072S)

sd/-  
**R. Prasanna Venkatesh**  
Partner  
(Membership No. 214045)  
(UDIN: 23214045BGWJZB3052)

Place:Chennai  
Date: 06 May 2023

# BALANCE SHEET AS AT 31ST MARCH 2023

(Amount in Rs. Crores)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	5(A)	85.31	58.82
(b) Right-of-use assets	6	173.92	153.73
(c) Capital work-in-progress	5(B)	62.21	26.47
(d) Goodwill	7	0.18	0.18
(e) Other intangible assets	7	0.96	1.48
(f) Financial assets			
(i) Other financial assets	8	7.11	6.76
(g) Deferred tax assets (net)	10.1	9.71	9.74
(h) Non-Current tax assets (Net)	9.1	0.41	1.22
(i) Other non-current assets	11	3.59	5.61
<b>Total non-current assets</b>		<b>343.40</b>	<b>264.01</b>
<b>(2) Current assets</b>			
(a) Inventories	12	6.00	5.73
(b) Financial assets			
(i) Trade receivables	13	10.11	8.67
(ii) Cash and cash equivalents	14(a)	27.38	28.11
(iii) Bank balances other than cash and cash equivalents	14(b)	0.72	0.69
(iv) Other financial assets	15	2.11	3.76
(c) Other current assets	11	0.22	3.04
<b>Total current assets</b>		<b>46.54</b>	<b>50.00</b>
<b>TOTAL ASSETS</b>		<b>389.94</b>	<b>314.01</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	16	4.70	4.70
(b) Other equity	17	108.64	73.47
<b>Total Equity</b>		<b>113.34</b>	<b>78.17</b>
<b>(2) Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	35.77	20.71
(ia) Lease Liabilities	38	177.97	156.42
(ii) Other financial liabilities	23	1.58	0.70
(b) Provisions	19	6.20	4.66
<b>Total Non - Current Liabilities</b>		<b>221.52</b>	<b>182.49</b>

## BALANCE SHEET AS AT 31ST MARCH 2023

(Amount in Rs. Crores)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>3) Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	8.06	11.23
(ia) Lease liabilities	38	10.67	5.10
(ii) Trade payables	22		
- Total outstanding dues of micro enterprises and small enterprises		2.28	1.93
- Total outstanding dues of creditors other than micro enterprises and small enterprises		24.41	23.74
(iii) Other financial liabilities	23	4.52	6.86
(b) Other current liabilities	20	4.10	3.66
(c) Provisions	19	1.04	0.83
<b>Total current liabilities</b>		<b>55.08</b>	<b>53.35</b>
<b>Total liabilities</b>		<b>276.60</b>	<b>235.84</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>389.94</b>	<b>314.01</b>

See accompanying notes forming part of the financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells**  
**Chartered Accountants**  
FRN : 008072S

For and on behalf of the Board of Directors

sd/-  
**R. Prasanna Venkatesh**  
Partner  
Membership No. 214045

sd/-  
**Dr. Amar Agarwal**  
Chairman & Managing Director  
DIN: 00435684

sd/-  
**Dr. Athiya Agarwal**  
Wholetime Director  
DIN: 01365659

Place : Chennai  
Date: 06 May 2023

Place: San Diego  
Date: 06 May 2023

Place: Doha  
Date: 06 May 2023

sd/-  
**Mr. B. Udhay Shankar**  
Chief Financial Officer

sd/-  
**Ms. Meenakshi Jayaraman**  
Company Secretary

Place : Chennai  
Date: 06 May 2023

Place : Chennai  
Date: 06 May 2023



## Statement of Profit and Loss account for the year ended 31st March 2023

(Amount Rs. in Crores)

Particulars	Note No.	For the year Ended 31st March 2023	For the year Ended 31st March 2022
I Revenue from operations	24	267.89	201.21
II Other income	25	1.76	1.26
<b>III Total income (I+II)</b>		<b>269.65</b>	<b>202.47</b>
<b>IV Expenses</b>			
Purchases of stock-in-trade	26	30.68	23.67
Changes in inventory of stock-in-trade	27	(0.87)	(0.81)
Employee benefits expense	28	53.26	38.51
Finance costs	29	6.87	6.23
Depreciation and amortisation expense	30	20.18	20.39
Other expenses	31	110.13	82.17
<b>Total expenses</b>		<b>220.25</b>	<b>170.16</b>
<b>V Profit before tax (III-IV)</b>		<b>49.40</b>	<b>32.31</b>
<b>VI Tax expense</b>			
(a) Current tax	9.2	12.33	8.21
(b) Deferred tax	10.2	0.15	0.00
		<b>12.48</b>	<b>8.21</b>
<b>VII Profit for the year (V-VI)</b>		<b>36.92</b>	<b>24.10</b>
<b>VIII Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans	35.3	(0.48)	(0.79)
(b) Income tax relating to items that will not be reclassified to profit or loss		0.13	0.20
<b>Total other comprehensive loss for the year</b>		<b>(0.35)</b>	<b>(0.59)</b>
<b>IX Total comprehensive income for the year (VII+VIII)</b>		<b>36.57</b>	<b>23.51</b>
<b>Earnings per equity share</b>			
<b>(Face value of Rs.10/- each)</b>	39		
(a) Basic (in Rs.)		78.55	51.29
(b) Diluted (in Rs.)		78.55	51.29

## Statement of Profit and Loss account for the year ended 31st March 2023

See accompanying notes forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**

**Chartered Accountants**

**FRN : 008072S**

**For and on behalf of the Board of Directors**

sd/-

**R. Prasanna Venkatesh**

Partner

Membership No. 214045

Place : Chennai

Date: 06 May 2023

sd/-

**Dr. Amar Agarwal**

Chairman & Managing Director

DIN: 00435684

Place: San Diego

Date: 06 May 2023

sd/-

**Dr. Athiya Agarwal**

Wholetime Director

DIN: 01365659

Place: Doha

Date: 06 May 2023

sd/-

**Mr. B. Udhay Shankar**

Chief Financial Officer

Place : Chennai

Date: 06 May 2023

sd/-

**Ms. Meenakshi Jayaraman**

Company Secretary

Place : Chennai

Date: 06 May 2023

## Cash Flow Statement as on 31st March 2023

(Amount in Rs. Crores)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>A. Cash flows from operating activities</b>		
Profit for the year	36.92	24.10
<b>Adjustments for:</b>		
Add: Income taxes (current and deferred taxes)	12.48	8.21
Add: Depreciation and amortisation expenses	20.18	20.39
Add: Finance costs / Interest expense	6.87	6.23
Less: Interest income on deposits with banks	(0.20)	(0.16)
Less: Profit from sale of Property, Plant and Equipments / assets discarded (Net)	(0.03)	(0.22)
Add: Allowance for expected credit losses (including bad debts written off)	0.80	1.32
Less: Liabilities written back	(0.24)	-
Less: Other financial assets at amortized cost	(0.58)	(0.38)
<b>Operating profit before working capital and other changes</b>	<b>76.20</b>	<b>59.49</b>
<b>Movements in working capital:</b>		
(Increase) / Decrease in inventories	(0.27)	(0.51)
(Increase) / Decrease in trade receivables	(1.98)	(1.22)
(Increase) / Decrease in other non current and current financial assets	1.30	2.18
(Increase) / Decrease in other assets (current)	2.82	(2.67)
Increase / (Decrease) in trade payables, other current and non-current liabilities and provisions	3.07	8.34
<b>Changes in working capital and other changes</b>	<b>4.94</b>	<b>6.12</b>
<b>Cash generated from operations</b>	<b>81.14</b>	<b>65.61</b>
Income taxes (paid) - net of refunds	(11.52)	(8.93)
<b>Net cash generated from operating activities</b>	<b>69.62</b>	<b>56.68</b>
<b>B. Cash flows from investing activities</b>		
Payment towards acquisition of Property, Plant and Equipment	(70.84)	(46.73)
Proceeds from sale of Property, Plant and Equipment	0.07	0.32
Increase in bank balances not considered as cash and cash equivalents	(0.04)	(0.03)
Interest received on fixed deposit	0.20	0.16
<b>Net cash (used in) investing activities</b>	<b>(70.61)</b>	<b>(46.28)</b>

## Cash Flow Statement as on 31st March 2023

(Amount in Rs. Crores)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>C. Cash flows from financing activities</b>		
Long-term borrowing taken	20.00	25.75
Long-term borrowing (repaid)	-	(14.57)
Short-term borrowings taken	0.94	(3.87)
Short-term borrowings taken (repaid)	(9.05)	3.00
Dividend paid	(1.41)	(0.02)
Finance costs paid on borrowings	(1.78)	(1.79)
Payment of lease liabilities	(8.44)	(12.31)
<b>Net cash from/(used in) financing activities</b>	<b>0.26</b>	<b>(3.81)</b>
<b>Net increase/(decrease) in cash and cash equivalents [A+B+C]</b>	<b>(0.73)</b>	<b>6.59</b>
Cash and cash equivalents at the beginning of the year	28.11	21.52
<b>Cash and cash equivalents at the end of the year</b>	<b>27.38</b>	<b>28.11</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.57	0.53
Balances with banks	26.81	27.58
<b>Cash and cash equivalents at the end of the year</b>	<b>27.38</b>	<b>28.11</b>

See accompanying notes forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**

**Chartered Accountants**

**FRN : 008072S**

sd/-

**R. Prasanna Venkatesh**

Partner

Membership No. 214045

Place : Chennai

Date: 06 May 2023

For and on behalf of the Board of Directors

sd/-

**Dr. Amar Agarwal**

Chairman & Managing Director

DIN: 00435684

Place: San Diego

Date: 06 May 2023

sd/-

**Dr. Athiya Agarwal**

Wholetime Director

DIN: 01365659

Place: Doha

Date: 06 May 2023

sd/-

**Mr. B. Udhay Shankar**

Chief Financial Officer

Place : Chennai

Date: 06 May 2023

sd/-

**Ms. Meenakshi Jayaraman**

Company Secretary

Place : Chennai

Date: 06 May 2023

## Statement of Changes in Equity for the year ended 31st March 2023

### A. Equity share capital

(Amount in Rs. Crores)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Balance as at beginning of the current reporting period	4.70	4.70
Changes in Equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the year	-	-
<b>Balance at the end of current reporting period</b>	<b>4.70</b>	<b>4.70</b>

### B. Other Equity

Particulars	Reserves and Surplus			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings*	
<b>Balance as at 1st April 2021</b>	<b>5.51</b>	<b>0.83</b>	<b>43.62</b>	<b>49.96</b>
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	5.51	0.83	43.62	49.96
Total comprehensive income for the current year	-	-	23.51	23.51
Dividends	-	-	-	-
<b>Balance as at 31st March 2022</b>	<b>5.51</b>	<b>0.83</b>	<b>67.13</b>	<b>73.47</b>
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
<b>Profit for the year</b>	-	-	<b>36.92</b>	<b>36.92</b>
<b>Other comprehensive income:</b>				
Remeasurements of the defined benefit plans (net of taxes)	-	-	(0.35)	(0.35)
Total comprehensive income for the current year	-	-	36.57	36.57
Dividends	-	-	(1.41)	(1.41)
<b>Balance as at 31st March 2023</b>	<b>5.51</b>	<b>0.83</b>	<b>102.30</b>	<b>108.64</b>

## Statement of Changes in Equity for the year ended 31st March 2023

See accompanying notes forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**

**Chartered Accountants**

**FRN : 008072S**

**For and on behalf of the Board of Directors**

sd/-

**R. Prasanna Venkatesh**

Partner

Membership No. 214045

Place : Chennai

Date: 06 May 2023

sd/-

**Dr. Amar Agarwal**

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Date: 06 May 2023

sd/-

**Mr. B. Udhay Shankar**

Chief Financial Officer

Place : Chennai

Date: 06 May 2023

sd/-

**Ms. Meenakshi Jayaraman**

Company Secretary

Place : Chennai

Date: 06 May 2023

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 1 Corporate Information

Dr. Agarwal's Eye Hospital Limited ('the Company') (CIN: L85110TN1994PLC027366) was incorporated on 22 April 1994 and is primarily engaged in providing eye care and related services. As at 31 March 2023, the Company is operating in 31 locations and has one central store. Dr. Agarwal's Health Care Limited is the holding Company as at 31 March 2023.

### 2 Application of new and revised Ind AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements. There is no other Indian Accounting Standard that has been issued as of that date but was not mandatorily effective. Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below: Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023.

The Company is in the process of evaluating the impact of the above on the financial statements.

### 3 Significant Accounting Policies

#### 3.1 Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued from time to time.

The company has consistently applied accounting policies to all periods.

#### 3.2 Basis of Preparation and Presentation of Financial Statements

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

### **3.3 Use of Estimates**

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for expected credit losses, provision for employee benefits, useful lives of fixed assets, lease term, provision for contingencies etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

### **3.4 Cash and Cash Equivalents (for the purpose of Cash Flow Statement)**

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Bank balances other than the balance included in cash and cash equivalents represents balance on account of unpaid dividend and margin money deposit with banks.

### **3.5 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **3.6 Functional and Presentation Currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the “functional currency”). The financial statements are presented in Indian Rupees (Rs.), the national currency of India, which is the functional currency of the Company. All the financial information have been presented in Indian Rupees except for share data and as otherwise stated.

### **3.7 Operating Cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### **3.8 Property, Plant & Equipment**

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment loss (if any). The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates and includes taxes, duties, freight, and any cost directly attributable to bringing the asset to the location and condition necessary for it to be capable for operating in the manner intended by the management and is net of Goods and Service Tax (GST), wherever the credit is availed. Borrowing costs paid during the period of construction in respect of borrowed funds pertaining to construction / acquisition of qualifying property, plant and equipment is adjusted to the carrying cost of the underlying property, plant and equipment.



Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalized separately, based on the technical assessment of the Management.

Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are disclosed as "Capital Advances" under Other Non Current Assets and cost of Property, Plant and Equipment not ready to use before such date are disclosed under "Capital Work-in-Progress".

### Depreciation

Depreciable amount for assets is the cost of an asset less its estimated residual value.

Depreciation on tangible property, plant and equipment has been provided on the straight line method( refer Note 5.1(a) for change in method of depreciation effective 1st April 2022) as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in cases of certain assets where the management's estimate of the useful life based on technical assessment is less than the life prescribed in Schedule II in which case depreciation is provided on the useful life as assessed by the management.

Category	Useful life
Leasehold Improvements	Over lease term
Medical Equipments	1-15 years
Office Equipments	5 - 8 years
Vehicles	8 years
Computers	3-6 years
Electrical Fittings	10 years
Furniture and Fixtures	8-10 years
Lab Equipments	10 years

### 3.9 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses (if any). Software is amortised on a straight line basis over the license period or three years, whichever is lower. Other intangibles are amortised based on the estimated useful life as determined. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An Intangible assets is derecognised on disposal or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible assets measured as the difference between the net disposal proceeds and the carrying amount of the asset as recognised in profit or loss when the asset is derecognised.

### 3.10 Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating

unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### **3.11 Inventories**

Inventory of Traded Goods comprising Opticals, Pharmaceutical Products, Contact Lenses and Accessories, Consumables and Provisions - Food Items are valued at lower of cost ascertained using the First-in-First-out method and net realisable value. Cost includes cost of purchase, freight, taxes, duties and other charges incurred for bringing the goods to the present location and condition and are net of GST credit, where applicable.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Due allowance is estimated and made for unusable/ non-saleable/ expired items of inventory wherever necessary, based on the past experience of the Company and such allowances are adjusted against the inventory carrying value.

### **3.12 Revenue Recognition**

#### **A (i) Revenue from Operations**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Sales and Service Income exclude Goods and Service Tax (GST) and are net of trade / volume discounts, where applicable.

Sale of products comprising Sale of Optical Frames and Lens, Pharmaceutical Products, Contact Lens and related accessories and food items is recognised on delivery of items to the customers and when control on goods is passed on to the customers. Sale of services comprising Income from Consultation, Surgeries, Treatments and Investigations performed are recognised when performance obligation is satisfied at a point in time, on rendering the related services. Other Operating Income comprises medical support services provided by the Company and is recognised on rendering the related services.

#### **A (ii) Other Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial

asset to that asset's net carrying amount on initial recognition. Dividend Income is accounted for when right to receive it is established.

## **B. Cross Charges**

The Company accounts for costs incurred by / on behalf of the Related Parties based on the actual invoices / debit notes raised and accruals as confirmed by such related parties. The Company incurs certain costs on behalf of other companies in the group. These costs have been allocated/recovered from the group companies on a basis mutually agreed to with the group companies.

### **3.13 Foreign Currency Transactions**

**Initial Recognition:** On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Subsequent Recognition:** As at the reporting date, non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### **Treatment of Exchange Differences:**

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate and exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss.

### **3.14 Employee Benefits**

#### **Retirement benefit costs and termination benefits:**

##### **i) Defined Benefit Plans:**

Employee defined benefit plans include gratuity. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the Statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows - Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); - Net interest expense or income; and - Remeasurement.

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

The Company makes contribution to a scheme administered by the insurer to discharge gratuity liabilities to the employees.

### **Short-term and other long-term employee benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

### **ii) Defined Contribution Plans**

Employee defined contribution plans include Provident Fund and Employee State Insurance.

#### **Provident Fund and Employee State Insurance:**

All employees of the Company receive benefits from Provident Fund and Employee's State Insurance, which are defined contribution plans. Both, the employee and the Company make monthly contributions to the plan as applicable on employment. The Company has no further obligations under the plan beyond its monthly contributions. The Company contributes to the Employee Provident Fund and Employee's State Insurance scheme maintained by the Central Government of India and the contribution thereof is charged to the Statement of Profit and Loss in the year in which the services are rendered by the employees.

### **3.15 Borrowing Costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### **3.16 Government Grants, Subsidies and Export Incentives**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidies will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits, if any, are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are accounted in Reserves and Surplus in Other Equity. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded

at a nominal value. Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

### **3.17 Segment Reporting**

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief operating decision maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

### **3.18 Leases**

The Company's lease asset classes consists of leases for buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

### **3.19 Share Based Payments :**

The Company is covered under the employee stock option scheme of Dr. Agarwal's Health Care Limited, India (the holding company). Under the plan, the employees and doctors of the Company are granted shares and other stock awards of the holding company, in accordance with the terms and conditions as specified in the plan. The plan is assessed, managed and administered by the holding

company, whose shares and share based benefits have been granted to the employees and doctors of the Company. The holding company currently operates the plan / scheme of employee stock option (ESOP) and a share appreciation rights (SAR). The Company has accounted for the amount of expense under Ind AS 102 considering the invoice received from the holding company taking into account the valuation carried out in respect of the same and has made the related disclosures required under INDAS 102 based on information obtained from the holding company (Refer Note 41)

**ESOPs:** Equity settled share based payments to the employees of the company are measured at the fair value of the equity instruments at the grant date.

Compensation expense for the Employee Stock Option Plan (ESOP) is measured at the option value as on grant date and the cost of the option will be amortised on a systematic basis which reflects pattern of the vesting of the options over the period of 4 years.

**SARs:** Cash settled share based payments to the doctors of the company is remeasured at the value of option at the end of every reporting period. Compensation expense for the Share Appreciation Rights (SAR) will be accounted at every reporting date till the date of exercise of the SARs based on the information provided by the holding company (Refer Note 41.2).

### 3.20 Earnings Per Share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease earnings per share from continuing operations. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

### 3.21 Taxes on Income

Income tax expense represents the sum of the tax currently payable and deferred tax. Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Minimum Alternate Tax (MAT) paid as current tax expense in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as tax credit and recognised as deferred tax asset when there is reasonable certainty that the Company will pay normal income tax in the future years and future economic benefit associated with it will flow to the Company. The carrying amount is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### **3.22 Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date and measured using the present value of cash flows estimated to settle the present obligations (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

### **3.23 Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably.

### **3.24 Financial Instruments**

#### **Initial Recognition**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

#### **3.24.1 Financial Assets**

##### **(a) Recognition and initial measurement**

(i) The Company initially recognises loans and advances, deposits and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

##### **(b) Classification of financial assets**

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through

other comprehensive income (FVTOCI) or FVTPL. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy in financial assets measured at amortised cost, refer Note 3.24.1 (e)

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognized at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

### **(c) Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item.

### **(d) Financial assets at fair value through profit or loss (FVTPL)**

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### **(e) Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the



Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The Company has implemented a policy to write off uncollected receivables from non government parties aged more than two years, based on analysis of the collection trends from such parties. The Company has also implemented a policy to write back unapplied receipts aged more than two years. (Refer Note 13.3)

#### **(f) Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### **(g) Foreign exchange gains and losses:**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss.
- Changes in carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains or losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in the Statement of Profit and Loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

## **3.24.2 Financial Liabilities and equity instruments**

### **(a) Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **(b) Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### **(c) Financial Liabilities at FVTPL:**

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking;

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Companying is provided internally on that basis;

### **(d) Financial liabilities subsequently measured at amortised cost:**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly

discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### **(e) Foreign exchange gains and losses:**

For financial liabilities that are denominated in a foreign currency and measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on amortised cost of the instruments and are recognised in the Statement of Profit and Loss.

The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses recognised in the Statement of profit and Loss.

#### **(f) Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised the Statement of Profit and Loss.

### **3.25 Goods & Service Tax Input Credit**

Goods & Service Tax Input Credit is accounted for in the books during the period in which the underlying Goods and services received is accounted and where there is no uncertainty in availing/utilizing the same.

## **4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty**

The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require a material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (i) Useful lives of Property, plant and equipment (Refer Note 3.8)
- (ii) Lease Term of Leases entered by the Company (Refer Note 3.18)
- (iii) Assets and obligations relating to employee benefits (Refer Note 3.14)
- (iv) Valuation and measurement of income taxes and deferred taxes (Refer Note 3.20)
- (v) Provisions for disputed statutory and other matters (Refer Note 3.22)
- (vi) Allowances for expected credit losses (Refer Note 3.24.1(e))
- (vii) Fair value of Financial Assets and Liabilities (Refer Note 3.24.1 and 3.24.2)

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 5(A) PROPERTY, PLANT AND EQUIPMENT

(Amount in Rs. Crores)

<i>Particulars</i>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Carrying amounts of :		
Leasehold improvements	30.75	21.80
Medical equipments	38.11	27.52
Office equipments	0.27	0.28
Vehicles	4.10	1.21
Computers	1.59	0.64
Electrical fittings	7.97	5.42
Furniture and fixtures	2.48	1.90
Lab equipments	0.04	0.05
<b>Total</b>	<b>85.31</b>	<b>58.82</b>

## 15.1 Details of movement in the carrying amounts of Property, Plant and Equipment

(Amount in Rs. Crores)

Description of assets	Leasehold improvements	Medical equipments	Office equipments	Vehicles	Computers	Electrical fittings	Furniture and fixtures	Lab equipments	Total
<b>I. Gross carrying value</b>									
<b>As at 1 April 2021</b>	33.24	39.81	1.40	3.20	1.93	15.27	3.83	0.24	98.91
Additions	2.30	9.12	0.04	0.62	0.52	0.30	0.23	-	13.13
Disposals / Deletions during the year	-	-	-	(1.80)	(0.01)	-	-	-	(1.81)
Acquisitions through business combinations	-	0.18	-	-	0.00	-	-	-	0.18
<b>As at 31st March 2022</b>	<b>35.54</b>	<b>49.11</b>	<b>1.44</b>	<b>2.02</b>	<b>2.44</b>	<b>15.56</b>	<b>4.06</b>	<b>0.24</b>	<b>110.41</b>
As at 1 April 2022	35.54	49.11	1.44	2.02	2.44	15.56	4.06	0.24	110.41
Additions	12.69	14.13	0.07	3.36	1.32	3.39	0.85	-	35.81
Disposals / Deletions during the year	-	-	-	(0.50)	-	-	-	-	(0.50)
Acquisitions through business combinations	-	-	-	-	-	-	-	-	-
<b>As at 31st March 2023</b>	<b>48.23</b>	<b>63.24</b>	<b>1.51</b>	<b>4.88</b>	<b>3.76</b>	<b>18.95</b>	<b>4.91</b>	<b>0.24</b>	<b>145.72</b>
<b>II. Accumulated depreciation &amp; impairment</b>									
As at 1 April 2021	10.39	16.87	0.99	2.11	1.52	8.22	1.62	0.16	41.89
Charge for the year	3.35	4.72	0.16	0.41	0.30	1.92	0.54	0.02	11.42
Disposals / Deletions during the year	-	-	-	(1.71)	(0.01)	-	-	-	(1.72)
<b>As at 31st March 2022</b>	<b>13.74</b>	<b>21.59</b>	<b>1.15</b>	<b>0.81</b>	<b>1.81</b>	<b>10.14</b>	<b>2.16</b>	<b>0.18</b>	<b>51.59</b>
As at 1 April 2022	13.74	21.59	1.15	0.81	1.81	10.14	2.16	0.18	51.59
Charge for the year	3.74	3.54	0.08	0.44	0.37	0.84	0.27	0.01	9.29
Disposals / Deletions during the year	-	-	-	(0.47)	-	-	-	-	(0.47)
<b>As at 31st March 2023</b>	<b>17.48</b>	<b>25.13</b>	<b>1.23</b>	<b>0.78</b>	<b>2.18</b>	<b>10.98</b>	<b>2.43</b>	<b>0.19</b>	<b>60.41</b>
<b>Net carrying value as at 31st March 2023</b>	<b>30.75</b>	<b>38.11</b>	<b>0.27</b>	<b>4.10</b>	<b>1.59</b>	<b>7.97</b>	<b>2.48</b>	<b>0.04</b>	<b>85.31</b>
<b>Net carrying value as at 31st March 2022</b>	<b>21.80</b>	<b>27.52</b>	<b>0.28</b>	<b>1.21</b>	<b>0.64</b>	<b>5.42</b>	<b>1.90</b>	<b>0.05</b>	<b>58.82</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

5.1 (a) During the period ended 31st March 2023, the Company has changed its method of depreciation from its existing method of written down value for certain categories of assets to straight line method taking into account its reassessment of the expected pattern of economic benefits from those assets. Had the Company continued its previous method of written down value for these assets, depreciation expense for the year ended 31st March 2023 would have been higher by Rs. 5.58 crores.

### 5(B) CAPITAL WORK-IN PROGRESS

#### (a) Ageing schedule

As at 31st March 2023

(Amount in Rs. Crores)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years 3 years	More than	
<b>Total</b>					
-Projects in progress	37.23	24.98	-	-	62.21
-Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>37.23</b>	<b>24.98</b>	<b>-</b>	<b>-</b>	<b>62.21</b>

Note :- An amount of Rs.10.24 crores has been capitalised to the value of projects in progress as borrowing costs under Ind As 23.

As at 31st March 2022

(Amount in Rs. Crores)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Total</b>					
-Projects in progress	26.47	-	-	-	26.47
-Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>26.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26.47</b>

### 6 RIGHT-OF-USE ASSETS

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Carrying amounts of:		
Right-of-use assets (Land)	114.86	119.12
Right-of-use assets (Buildings)	59.06	34.61
<b>Total</b>	<b>173.92</b>	<b>153.73</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 6.1 Details of movement in the carrying amounts of right-of-use assets

(Amount in Rs. Crores)

Description of assets	Land	Buildings	Total
<b>I - Gross carrying value</b>			
As at 1 April 2021	-	52.74	52.74
Additions	121.13	2.87	124.00
Disposals / Adjustments during the year	-	-	-
<b>As at 31st March 2022</b>	<b>121.13</b>	<b>55.61</b>	<b>176.74</b>
As at 1 April 2022	121.12	55.61	176.73
Additions	-	34.82	34.82
Disposals / Adjustments during the year	-	(0.57)	(0.57)
<b>As at 31st March 2023</b>	<b>121.12</b>	<b>89.86</b>	<b>210.98</b>
<b>II. Accumulated depreciation and impairment</b>			
As at 1 April 2021	-	14.67	14.67
Charge for the year	2.02	6.33	8.35
Disposals / Adjustments during the year	-	-	-
<b>As at 31st March 2022</b>	<b>2.02</b>	<b>21.00</b>	<b>23.02</b>
As at 1 April 2022	2.02	21.00	23.02
Charge for the year	-	10.37	10.37
Transferred to CWIP	4.24	-	4.24
Disposals / Adjustments during the year	-	(0.57)	(0.57)
<b>As at 31st March 2023</b>	<b>6.26</b>	<b>30.80</b>	<b>37.06</b>
<b>Net carrying value as at 31st March 2023</b>	<b>114.86</b>	<b>59.06</b>	<b>173.92</b>
<b>Net carrying value as at 31st March 2022</b>	<b>119.12</b>	<b>34.61</b>	<b>153.73</b>

### 7 INTANGIBLE ASSETS (Including Goodwill)

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Carrying amounts of:		
Computer software	0.11	0.36
Goodwill	0.18	0.18
Other intangible assets	0.85	1.11
<b>Total</b>	<b>1.14</b>	<b>1.65</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 7.1 Details of movement in the carrying amounts of intangible assets

(Amount in Rs. Crores)

Description of Assets	Computer Software	Goodwill	Other intangible assets	Total
<b>I - Gross carrying value</b>				
As at 1 April 2021	6.18	-	-	6.18
Additions	0.18	-	-	0.18
Additions through business combination	-	0.18	1.31	1.49
Disposals / Adjustments during the year	-	-	-	-
<b>As at 31st March 2022</b>	<b>6.36</b>	<b>0.18</b>	<b>1.31</b>	<b>7.85</b>
As at 1 April 2022	6.36	0.18	1.31	7.85
Additions	0.01	-	-	0.01
Additions through business combination	-	-	-	-
Disposals / Adjustments during the year	-	-	-	-
<b>As at 31st March 2023</b>	<b>6.37</b>	<b>0.18</b>	<b>1.31</b>	<b>7.86</b>
<b>II. Accumulated amortization and impairment</b>				
As at 1 April 2021	5.57	-	-	5.57
Charge for the year	0.43	-	0.20	0.63
Disposals / Adjustments during the year	-	-	-	-
<b>As at 31st March 2022</b>	<b>6.00</b>	<b>-</b>	<b>0.20</b>	<b>6.20</b>
As at 1 April 2022	6.00	-	0.20	6.20
Charge for the year	0.26	-	0.26	0.52
Disposals / Adjustments during the year	-	-	-	-
<b>As at 31st March 2023</b>	<b>6.26</b>	<b>-</b>	<b>0.46</b>	<b>6.72</b>
<b>Net Carrying value as at 31st March 2023</b>	<b>0.11</b>	<b>0.18</b>	<b>0.85</b>	<b>1.14</b>
<b>Net Carrying value as at 31st March 2022</b>	<b>0.36</b>	<b>0.18</b>	<b>1.11</b>	<b>1.65</b>

### 7.2 Breakup of Goodwill and Other intangible assets of Kallakurchi

(Amount in Rs. Crores)

Year of acquisition	Particulars	Non compete agreement (Other intangible assets)	Customer relationship (Other intangible assets)	Goodwill accounted on business combination
2021-22	On acquisition of business	0.80	0.05	0.18



## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 8 Other Financial Asset (Unsecured, considered good)

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current, at amortised cost		
(a) Rental Deposits		
- Related parties (Refer Note 36)	0.36	0.36
- Others	5.71	5.83
(b) Security deposits	1.04	0.57
<b>Total</b>	<b>7.11</b>	<b>6.76</b>

### 9 INCOME TAX

#### 9.1 Non-current tax assets

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Income tax payments made against returns filed / demands received (including taxes deducted at source)	41.73	30.09
Less: Provision for tax as carried for the respective years netted off against the payments made	(41.32)	(28.87)
Tax receivable (net)	0.41	1.22

#### 9.2 Income tax expense

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(A.1) Income Tax recognised in statement of profit and loss</b>		
(i) Current Tax:		
- in respect of current year	12.33	8.21
- in respect of prior years ( Refer Note 34 (iv))	-	-
<b>Total (A)</b>	<b>12.33</b>	<b>8.21</b>
(ii) Deferred Tax:		
- in respect of current year	0.15	0.00
<b>Total (B)</b>	<b>0.15</b>	<b>0.00</b>
Total income tax expense recognised in profit and loss account (A+B)	12.48	8.21

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(A.2) Income tax recognised in other Comprehensive income</b>		
Deferred tax related to items recognised in other comprehensive income during the year:		
- Remeasurement of defined benefit obligations	0.13	0.20
<b>Total</b>	<b>0.13</b>	<b>0.20</b>
Classification of income tax recognised in other comprehensive income		
- Income taxes related to items that will be reclassified to profit or loss	-	-
- Income taxes related to items that will not be reclassified to profit or loss	0.13	0.20
<b>Total</b>	<b>0.13</b>	<b>0.20</b>
<b>(A.3) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:</b>		
Profit before tax	49.40	32.31
Income Tax using the Company's domestic Tax rate	12.43	8.13
Tax Effect of :		
- Effect of expenses that are non-deductible in determining taxable profit	0.05	0.08
<b>Income Tax expense recognised in statement of profit or loss from continuing operations</b>	<b>12.48</b>	<b>8.21</b>

The tax rate used for the year ended 31 March 2023 and 31 March 2022 reconciliations above are the corporate tax rate of 25.17% payable by corporate entities in India on taxable profits under Indian Income Tax Laws.

### 10 DEFERRED TAXES

#### 10.1 Deferred Tax Balances

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
The following is the analysis of the net deferred tax asset/ (liability) position as presented in the financial statements		
Deferred tax assets	9.71	9.74
Less: Deferred tax liabilities	-	-
<b>Deferred tax asset - net</b>	<b>9.71</b>	<b>9.74</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 10.2 Movement in Deferred Tax Balances

(Amount in Rs. Crores)

Particulars	For the Year Ended 31st March 2023				As at 31st March 2023
	Charge/(Credit) recognised in				
	As at 1st April 2022	Statement of Profit and Loss	Other Comprehensive Income	Directly in Other Equity	
Tax effect of items constituting (deferred tax liabilities)/ deferred tax assets					
Property, plant and equipment and Intangible assets	5.19	(1.01)	-	-	4.18
Financial assets at fair value through profit & loss	0.16	0.03	-	-	0.19
Employee Benefits	1.53	0.48	0.13	-	2.14
Provisions	0.95	0.10	-	-	1.05
Lease liabilities	1.91	0.24	-	-	2.15
<b>Net Tax Asset /(Liabilities)</b>	<b>9.74</b>	<b>(0.15)</b>	<b>0.13</b>	<b>-</b>	<b>9.71</b>
Particulars	For the Year Ended 31st March 2022				As at 31st March 2022
	Charge/(Credit) recognised in				
	As at 1st April 2021	Statement of Profit and Loss	Other Comprehensive Income	Directly in Other Equity	
Tax effect of items constituting (deferred tax liabilities)/ deferred tax assets					
Property, plant and equipment and Intangible assets	5.05	0.14	-	-	5.19
Financial assets at fair value through profit & loss	0.15	0.01	-	-	0.16
Employee Benefits	1.16	0.17	0.20	-	1.53
Provisions	0.62	0.33	-	-	0.95
Lease liabilities	2.56	(0.65)	-	-	1.91
<b>Net Tax Asset /(Liabilities)</b>	<b>9.54</b>	<b>0.00</b>	<b>0.20</b>	<b>-</b>	<b>9.74</b>

### 11 OTHER ASSETS

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
(i) Capital advances		
- Towards construction of property	2.71	4.53
- Others	0.88	1.08
<b>Total</b>	<b>3.59</b>	<b>5.61</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current</b>		
(i) Prepaid expenses	0.17	0.52
(ii) Advances to suppliers	0.03	0.84
(iii) Balances with government authorities	0.02	1.68
<b>Total</b>	<b>0.22</b>	<b>3.04</b>

### 12 INVENTORIES (at lower of cost and net realisable value)

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
a) Traded goods		
- Opticals	2.07	2.08
- Pharmaceutical products	1.50	1.14
- Contact lens and accessories	0.91	0.39
(b) Surgical lens including other consumables (goods held for use in rendering services)	1.52	2.12
<b>Total</b>	<b>6.00</b>	<b>5.73</b>

Notes:

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
1. The cost of inventories recognised as an expenses during the year (Refer Notes 26,27 and 31 (b))	60.96	46.64
2. The cost of inventories recognised as an expense, includes write downs of inventory to net realisable value, amounting to	0.16	0.06
3. The mode of valuation of inventories has been stated in Note 3.11	-	-

### 13 TRADE RECEIVABLES

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
(a) Undisputed trade receivables -considered good	14.16	12.15
Allowance for doubtful debts - secured - considered good	(4.05)	(3.48)
(b) Undisputed trade receivables -considered doubtful	-	-
(c) Disputed trade receivables - considered good	-	-
(d) Disputed trade receivables -considered doubtful	-	-
<b>Total</b>	<b>10.11</b>	<b>8.67</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### As at 31st March 2023

Particulars	Less than 6 months	6 months - 1year	1- 2 years	2-3 years	More than 3 years	Total
(a) Undisputed trade receivables - considered good	9.19	0.93	1.62	1.34	1.08	14.16
Allowance for doubtful debts - secured - considered good	(0.56)	(0.34)	(0.92)	(1.20)	(1.03)	(4.05)
(b) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(c) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(d) Disputed trade receivables - considered good	-	-	-	-	-	-
(e) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(f) Disputed trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>8.63</b>	<b>0.59</b>	<b>0.70</b>	<b>0.14</b>	<b>0.05</b>	<b>10.11</b>

### As at 31st March 2022

Particulars	Less than 6 months	6 months - 1year	1- 2 years	2-3 years	More than 3 years	Total
(a) Undisputed trade receivables - considered good	7.58	1.51	1.58	1.32	0.16	12.15
Allowance for doubtful debts - secured - considered good	(0.67)	(0.43)	(0.91)	(1.32)	(0.16)	(3.48)
(b) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(c) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(d) Disputed trade receivables - considered good	-	-	-	-	-	-
(e) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(f) Disputed trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>6.91</b>	<b>1.08</b>	<b>0.66</b>	<b>0.01</b>	<b>(0.00)</b>	<b>8.67</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 13.1 Credit period and risk

Significant portion of the Company's business is against receipt of advance. Credit is provided mainly to Insurance Companies, Corporate customers and customers covered by Government accorded health benefits. The Insurance Companies are required to maintain minimum reserve levels and pre-approve the insurance claim, Government undertakings and the Corporate Customers are enterprises with high credit ratings. Accordingly, the Company's exposure to credit risk in relation to trade receivables is low.

Trade receivables are non-interest bearing and are generally due immediately when the invoice is raised. Of the Trade Receivable as at 31 March 2023, Rs. 11.74 Crores (As at 31 March 2022: Rs. 8.82 crores) are due from seven of the Company's customers i.e. having more than 5% of the total outstanding trade receivable balance. There are no other customers who represent more than 5% of the total balance of trade receivables.

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

### 13.2 Expected credit loss allowance

The Company has used a practical expedient by computing the expected loss allowance for trade receivables based on provision matrix. The provision matrix takes into account the historical credit loss experience and adjustments for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix, considering the amounts due from the government undertakings and the other undertakings.

The provision matrix at the end of the reporting period (31 March 2023) is as follows:

Particulars	Expected Credit loss (%)
Less than 90 days past due	1% to 10%
91-180 days past due	18% to 36%
181-270 days past due	31% to 40%
271-360 days past due	36% to 56%
361-450 days past due	40% to 100%
451-540 days past due	46% to 100%
541-630 days past due	60% to 100%
631-720 days past due	67% to 100%
721-810 days past due	79% to 100%
More than 810 days past due	100%

### 13.3 Movement in the allowance for doubtful receivables (including expected credit loss allowance)

(Amount in Rs. Crores)

Particulars	2022-23	2021-22
Balance at beginning of the year	3.48	2.16
Add: Provision Created during the year	0.80	1.32
Less : Provision utilised during the year (Bad debts written off)	(0.23)	-
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	0.57	1.32
<b>Balance at end of the year</b>	<b>4.05</b>	<b>3.48</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 14 CASH AND BANK BALANCES

#### 14 (a) Cash and cash equivalents

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
(a) Cash on hand	0.57	0.53
(b) Balances with banks		
- In current accounts	16.79	15.08
- Fixed deposits with maturity less than 3 months	10.02	12.50
<b>Total</b>	<b>27.38</b>	<b>28.11</b>

#### 14 (b) Other bank balances

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
(a) In fixed deposits		
- Under lien (Refer Note (i) below)	0.64	0.61
(b) In earmarked accounts		
- Unpaid dividend accounts	0.08	0.08
<b>Total</b>	<b>0.72</b>	<b>0.69</b>

Note:

(i) Deposit under Lien represents deposits placed for Bank Guarantees (maturity of less than 12 months) obtained by the Company from Banks towards:

- Central Government Health Scheme (CGHS)	0.13	0.08
- Ex-Servicemen Contributory Health Scheme (ECHS)	0.19	0.19
- Southern Railways	0.05	0.09
- ICF	0.02	0.01
- National Savings Certificate	0.00	0.00
- Rajasthan Commercial Tax	0.24	0.24
- North Western Railways	0.01	0.00

**Total**

**0.64**

**0.61**

### 15 OTHER FINANCIAL ASSETS

(Unsecured, considered good)

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
(a) Rental deposits	1.83	1.07
(b) Interest accrued but not due on fixed deposits	-	0.00
(b) Advances to employees	0.03	0.13
(c) Others		
- Receivable from related parties (Refer Note 36.4)	0.25	2.42
- Receivable from bank (Refer Note (i) below)	-	0.14
<b>Total</b>	<b>2.11</b>	<b>3.76</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 16 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number of shares	Rs. in Crores	Number of shares	Rs. in Crores
<b>Authorised share capital :</b> 20,000,000 Equity shares of Rs. 10 each	2,00,00,000	20.00	2,00,00,000	20.00
<b>Issued and subscribed capital comprises:</b> 4,700,000 fully paid equity shares of Rs. 10 each	47,00,000	4.70	47,00,000	4.70
<b>Total</b>		<b>4.70</b>		<b>4.70</b>

#### 16.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number of shares	Rs. in Crores	Number of shares	Rs. in Crores
Shares outstanding as at the beginning of the year	47,00,000	4.70	47,00,000	4.70
Add: Fresh issue of shares during the year	-	-	-	-
Less: Buy-back of shares during the year	-	-	-	-
Shares outstanding as at the end of the year	47,00,000	4.70	47,00,000	4.70

#### 16.2 Terms / rights attached to equity shares :

The Company has only one class of equity shares having a par value of Rs. 10. Each holder is entitled to one vote per equity share. Dividends are paid in Indian rupees. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the annual general meeting except in case of interim dividend. Repayment of capital will be in accordance with the terms of the Articles of Association and in proportion to the number of equity shares held.

#### 16.3 Details of shares held by Dr. Agarwal's Health Care Limited (Holding Company)

Class of Shares	Number of Shares As at 31st March 2023	Number of Shares As at 3 1st March 2022
Equity shares of Rs. 10/- each	33,72,408	33,72,408



## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 16.4 Details of shares held by each shareholder holding more than 5% shares

Class of Shares	As at 31st March 2023		As at 31st March 2022	
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares
Dr. Agarwal's Health Care Limited	33,72,408	71.75	33,72,408	71.75

**16.5** There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues or brought back during the last five years immediately preceding 31 March 2023.

### 16.6 Details of shares held by the promoters

Promoters name	No. of Shares as at 31st March	% of total Shares	No. of Shares as at 31st March	% of total Shares	% change during the Year
Dr. Agarwal's Health Care Limited	33,72,408	71.75%	33,72,408	71.75%	0.00%
Dr Sunita Agarwal	6,663	0.14%	18,662	0.40%	-0.26%
Pankaj Sondhi	100	0.00%	100	0.00%	0.00%
<b>Total</b>	<b>33,79,171</b>	<b>71.90%</b>	<b>33,91,170</b>	<b>72.15%</b>	<b>-0.26%</b>

## 17 OTHER EQUITY

(Amount in Rs. Crores)

Particulars	Note	As at 31st March 2023	As at 31st March 2022
General reserve	17.1	0.83	0.83
Securities premium	17.2	5.51	5.51
Retained earnings	17.3	102.30	67.13
<b>Total</b>		<b>108.64</b>	<b>73.47</b>

### 17.1 General reserve

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	0.83	0.83
Add: Transferred from surplus in statement of profit and loss	-	-
<b>Closing balance</b>	<b>0.83</b>	<b>0.83</b>

The general reserve represents appropriation of retained earnings by transferring profits. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 17.2 Securities premium

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Opening balance	5.51	5.51
Add : Premium on shares issued during the year	-	-
<b>Closing balance</b>	<b>5.51</b>	<b>5.51</b>

Note - Amounts received on issue of shares in excess of the par value has been classified as securities premium.

### 17.3 Retained earnings\*

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	67.13	43.62
Adjustments		
Profit attributable to owners of the Company	36.92	24.10
Other comprehensive loss (Refer Note below)	(0.35)	(0.59)
Dividends distributed to equity shareholders - Rs.3 per share	(1.41)	-
<b>Closing Balance</b>	<b>102.30</b>	<b>67.13</b>

\* Retained earnings comprise of the Company's undistributed earnings after taxes.

Note:-

- (i) In accordance with Notification G.S.R 404(E), dated 6 April 2016, remeasurement of defined benefit plans is recognised as part of retained earnings.
- (ii) In respect of the year ended 31 March 2023, the directors propose that a dividend of Rs. 3 per share to be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the annual general meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares.

### 18 NON-CURRENT BORROWINGS

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Borrowings measured at amortized cost:</b>		
Secured borrowings : term loans (Refer Note (18.ii) below)		
- From banks	35.77	20.71
<b>Total</b>	<b>35.77</b>	<b>20.71</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 18.1 Details of Term Loan from Banks / Others - Secured

The details of tenor, interest rate, repayment terms of the same are given below:

S.No.	Original Tenor (in Months)	Interest Rate	No. of Instalments outstanding as at 31 March 2023	Repayment Terms	Loan Amount As at 31 March 2023	Loan Amount As at 31 March 2022
<b>I - Term Loans from Axis Bank (Refer Note (i), (ii) below)</b>						
1	7	Repo + 3.5%	0	Principal / Interest Monthly	-	0.26
2	20	Repo + 3.5%	7	Principal / Interest Monthly	2.27	6.78
3	120	Repo + 3.5%	96	Principal / Interest Monthly	35.82	15.73
			<b>Sub-Total</b>		<b>38.09</b>	<b>22.77</b>
<b>II - GECL Loan from Axis Bank (Refer Note (ii) below)</b>						
1	30	Repo + 3.5%	17	Principal / Interest Monthly	1.67	3.00
			<b>Sub-Total</b>		<b>1.67</b>	<b>3.00</b>
<b>III - Vehicle Loans from Axis Bank (Refer Note (iv) below)</b>						
1	60	9%	14	Principal / Interest Monthly	0.13	0.23
			<b>Sub-Total</b>		<b>0.13</b>	<b>0.23</b>
<b>Total of borrowings from Banks</b>					<b>39.89</b>	<b>26.00</b>
Less : Current Maturities of long-term borrowings (Refer Note 21)					(4.12)	(5.29)
<b>Long-term Borrowings from Banks</b>					<b>35.77</b>	<b>20.71</b>

Notes:

- (i) The details of Security provided against the Term Loans are as follows:
- First and exclusive charge on the entire current assets of the Company.
  - First and exclusive charge on the Plant and Machinery owned by the company other than those funded by other banks.
  - Pledge of 1,350,000 Shares of the Company held by Dr. Agarwal's Health Care Limited.
  - Corporate Guarantee provided by Dr. Agarwal's Health Care Limited.
  - Personal Guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal Dr. Ashvin Agarwal, being the promoter and relatives of the promoter.
- (ii) The Government of India under "Emergency Credit Line Guaranteed Scheme (ECLGS) has directed the banks to provide Guaranteed emergency Credit Line (GECL) by way of working capital term loan (WCTL). This facility is covered by 100% guarantee from NCGTC (National Credit Guarantee Trustee Company Ltd - Ministry of Finance). The amount sanctioned is INR 3.52 Crore with a moratorium period of 12 months, further Security provided against GECL loan are as follows:

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

- Personal Guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal, Dr. Ashvin Agarwal, and Dr. Agarwal's Health Care Limited .
- (iii) As at the year ended 31 March 2023, the Company had borrowed term loan from Axis Bank Limited for construction of New Chennai Main Hospital (CMH). Of the sanction amount of INR 60 Crores, the company has utilised INR 35.81 Crores. The security against which is listed below"
- Equitable Mortgage on the Land belonging to Dr. Agarwal's Eye Institute, a related party, for 6,555 Ground,
  - Equitable Mortgage on the Land belonging to Dr. Agarwal's Eye Institute, a related party, for 3.125 Ground on second charge basis , whereas the first charge will be by Axis Finance Limited,
  - Equitable Mortgage on Building proposed to be constructed on the entire land of 9.68 grounds at cathedral road Chennai.
- (iv) The loans are secured by hypothecation of respective vehicles financed by the Banks.
- (v) The Company has obtained a written acknowledgement from the Bank that there were no non compliances with the loan terms and conditions as at 31 March 2023.

### 19 PROVISIONS

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-current		
(a) Provision for Employee Benefits:		
- Gratuity (Refer Note 35.3(b))	4.64	3.53
- Compensated Absences (Refer Note 35.2)	1.56	1.13
<b>Total Non-current</b>	<b>6.20</b>	<b>4.66</b>
Current		
(a) Provision for Employee Benefits:		
- Compensated Absences (Refer Note 35.2)	0.77	0.56
(b) Provision for Contingencies (Refer Note 19.1)	0.27	0.27
<b>Total Current</b>	<b>1.04</b>	<b>0.83</b>

19.1 The Company carries a 'provision for contingencies' towards various claims against the Company not acknowledged as debts (Refer Note 34), based on Management's best estimate. The details are as follows:

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance	0.27	0.18
Provision made during the year	-	0.09
Amounts Utilised during the year	-	-
Unused Amounts Reversed during the year	-	-
<b>Closing Balance</b>	<b>0.27</b>	<b>0.27</b>

Note:

Whilst the provision as at 31 March 2023 is considered as short term in nature, the actual outflow with regard to said matters depends on the exhaustion of remedies available under the law based on various developments. No recoveries are expected against the provision.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 20 OTHER LIABILITIES

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Current		
(a) Statutory Remittances	1.99	1.84
(b) Advances from Customers	1.08	0.97
(c) Gratuity Payable (Refer Note 35.3(b))	1.03	0.85
<b>Total current liabilities</b>	<b>4.10</b>	<b>3.66</b>

### 21 CURRENT BORROWINGS

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
(a) Loans Repayable on Demand		
(i) From Banks - Secured		
- Cash Credit Facility (Refer Note (i) & (ii))	-	2.94
- Overdraft facility (Refer Note (i) & (iii))	3.94	3.00
(ii) Current Maturities of Long-Term Borrowings		
- from Banks - Secured (Refer Note 18.1)	4.12	5.29
<b>Total</b>	<b>8.06</b>	<b>11.23</b>

Notes :

(i) The details of interest rate, repayment and other terms of the Short Term Borrowings are as follows:

(Amount in Rs. Crores)

Type	Name of the Party	Interest Rate	Repayment Terms	As at 31st March 2023	As at 31st March 2022
Cash Credit facility from HDFC Bank	HDFC	MCLR + 0.80%	On Demand	-	2.94
Overdraft facility from Axis Bank	Axis	Repo +3.5%	On Demand	3.94	3.00

(ii) The Cash credit facility availed by the Company as at 31 March 2023 & 31 March 2022 is secured by the following:

- First and exclusive charge on the entire current assets of the Company.
- First and exclusive charge on the Plant and Machinery owned by the company other than those funded by other banks.
- Pledge of 1,350,000 shares of the Company held by Dr. Agarwal's Health Care Limited.
- Corporate Guarantee provided by Dr. Agarwal's Health Care Limited and Dr. Agarwal's Eye Institute
- Personal Guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal and Dr. Ashvin Agarwal being the promoter and relatives of the promoter.

(iii) The Overdraft facility availed by the Company as at 31 March 2023 is secured by the following:

- Pari- passu charge with Axis Bank Limited on the landed property of 9.68 Grounds belonging to Dr. Agarwal's Eye Institute, a related party and proposed building to be constructed there at Cathedral road, Chennai.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 22 TRADE PAYABLES

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
- Dues of Micro Enterprises and Small Enterprises (Refer Note 32)	2.28	1.93
- Dues of Creditors Other than Micro Enterprises and Small Enterprises (Refer Note 36.4)	24.41	23.74
- Disputed dues of Micro Enterprises and Small Enterprises (Refer Note 32)	-	-
- Disputed dues of Creditors Other than Micro Enterprises and Small Enterprises	-	-
<b>Total</b>	<b>26.69</b>	<b>25.67</b>

#### As at 31st March 2023

Particulars	Not Due	Less than 1 year	1-2 years	2-3 Years Years	More than 3	Total
- MSME	-	2.28	-	-	-	2.28
- Others	18.86	4.74	0.30	0.20	0.31	24.41
- Disputed dues - MSME	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>18.86</b>	<b>7.02</b>	<b>0.30</b>	<b>0.20</b>	<b>0.31</b>	<b>26.69</b>

#### As at 31st March 2022

Particulars	Not Due	Less than 1 year	1-2 years	2-3 Years Years	More than 3	Total
- MSME	-	1.93	-	-	-	1.93
- Others	17.81	5.42	0.20	0.31	-	23.74
- Disputed dues - MSME	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>17.81</b>	<b>7.35</b>	<b>0.20</b>	<b>0.31</b>	<b>-</b>	<b>25.67</b>

### 23 OTHER FINANCIAL LIABILITIES

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Non-Current liabilities Measured at Fair Value		
(a) Acquisition Liabilities (Also refer Note 5 & 7.2)	0.48	0.70
(b) Others	1.10	-
<b>Total</b>	<b>1.58</b>	<b>0.70</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

(Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current liabilities</b>		
<u>Measured at Amortized cost</u>		
(a) Payables towards purchase of Property, Plant and Equipment	4.00	5.82
(b) Interest Accrued on Borrowings - from Banks But not due on borrowing	0.02	0.53
(c) Unpaid Dividends	0.08	0.08
<u>Measured at fair Value</u>		
(a) Acquisition Liabilities (Also refer Note 5 & 7.2)	0.42	0.43
<b>Total</b>	<b>4.52</b>	<b>6.86</b>

**Note: Acquisition Liabilities represents the estimated fair value of the contingent consideration relating to the acquisition of various eye clinics which was acquired up to 31 March 2023.**

### 24 REVENUE FROM OPERATIONS

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Sale of Products (Refer Note 24.1 (i) below)	65.30	48.89
(b) Sale of Services (Refer Note 24.1 (ii) below)	201.93	152.07
(c) Other Operating Revenues	0.66	0.25
<b>Total</b>	<b>267.89</b>	<b>201.21</b>

#### 24.1 Disaggregation of the revenue Information

The tables below presents disaggregated revenues from contracts with customers for the year ended 31 March 2023. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

##### (i) Sale of Products comprises the following:

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Traded Goods :		
(i) Opticals	42.16	31.90
(ii) Pharmaceutical Products	21.07	15.47
(iii) Contact Lens and Accessories	1.57	1.09
(iv) Sale of Food Items	0.50	0.43
<b>Total - Sale of Products</b>	<b>65.30</b>	<b>48.89</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### (ii) Sale of Services comprises the following :

Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(i) Income from Surgeries	166.38	114.03
(ii) Income from Consultation	11.85	23.13
(iii) Income from Treatments and Investigations	23.70	14.91
<b>Total - Sale of Services</b>	<b>201.93</b>	<b>152.07</b>

The services are rendered to various patients and there are no patients who represent more than 10% of the total revenue. However, the Hospital also serves patients who are covered under insurance/health schemes run by insurance companies, corporates and the central/state government agencies, wherein the services rendered to the patient is on credit to be reimbursed by the said insurance company, corporate or government agency.

### 24.2 Trade Receivables and Contract Balances

The company classifies the right to consideration in exchange for deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognized as and when the related goods / services are delivered / performed to the customer.

Trade receivable are presented net of impairment in the Balance Sheet.

Contract liabilities include payments received in advance of performance under the contract, and are realized with the associated revenue recognized under the contract.

### 24.3 Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in IND AS - 115, the Company has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

## 25 OTHER INCOME

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Interest Income - Bank Deposits	0.20	0.16
(b) Interest income - Other Financial Asset at amortised cost	0.58	0.38
(c) Profit on sale of Property, Plant and Equipment (Net)	0.03	0.22
(d) Income from Business Support Services (Refer Note 36.2)	-	0.23
(e) Miscellaneous Income	0.95	0.27
<b>Total</b>	<b>1.76</b>	<b>1.26</b>



## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 26 PURCHASE OF STOCK IN TRADE

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Opticals	15.41	12.15
(b) Pharmaceuticals Products	13.36	10.32
(c) Contact Lens and Accessories	1.51	0.87
(d) Provisions - Food Items	0.40	0.33
<b>Total</b>	<b>30.68</b>	<b>23.67</b>

### 27 CHANGES IN INVENTORIES OF STOCK IN TRADE

#### A. Inventories at the beginning of the year:

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Opticals	2.08	1.51
(b) Pharmaceuticals Products	1.14	1.09
(c) Contact Lens and Accessories	0.39	0.20
<b>Total (A)</b>	<b>3.61</b>	<b>2.80</b>

#### B. Inventories at the end of the year:

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Opticals	2.07	2.08
(b) Pharmaceuticals Products	1.50	1.14
(c) Contact Lens and Accessories	0.91	0.39
<b>Total (B)</b>	<b>4.48</b>	<b>3.61</b>
<b>Total (A) - (B)</b>	<b>(0.87)</b>	<b>(0.81)</b>

### 28 EMPLOYEE BENEFITS EXPENSE (Net of recoveries)

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Salaries and Bonus	47.46	34.87
(b) Contributions to Provident and Other Funds (Refer Note 35)	3.20	2.47
(c) Staff Welfare Expenses	1.64	1.17
(d) Employee stock option expenses (Refer Note 41.4)	0.96	-
<b>Total</b>	<b>53.26</b>	<b>38.51</b>

Note :- Salaries and Bonus is after netting of cross charge expenses charged to Dr. Agarwal's Health Care Limited of Rs.1.12 crores. (Refer Note 36.2)

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 29 FINANCE COSTS (Net of recoveries)

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Interest on Loan		
(i) On Term Loans	0.95	1.52
(ii) On Others	0.34	0.27
(b) Other Borrowing Costs - Corporate Guarantee charges (Refer Note 36.2)	-	0.11
(c) Interest on Lease Liability (Refer Note 38)	5.58	4.33
<b>Total</b>	<b>6.87</b>	<b>6.23</b>

Note :- Interest on others includes an amount of Rs.0.07 crores against the corporate guarantee charges which is payable to Dr. Agarwal's Health Care Limited.

### 30 DEPRECIATION & AMORTISATION

(Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Depreciation on property, plant and equipment (Refer Note 5)	9.29	11.42
(b) Depreciation on right-of-use assets (Refer Note 6 & 38)	10.37	8.35
(c) Amortisation of intangible assets (Refer Note 7)	0.52	0.62
<b>Total</b>	<b>20.18</b>	<b>20.39</b>

### 31 OTHER EXPENSES (Net of recoveries)

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Consultancy Charges	38.55	28.60
(b) Surgical lens including other consumables	31.15	23.78
(c) Power and Fuel	3.29	2.53
(d) Water Consumption	0.11	0.13
(e) Rent (Refer Note 36.2 & Note 38)	3.22	2.89
(f) Repairs & Maintenance		
- Equipments	1.93	1.48
- Others	2.92	2.08
(g) Hospital Maintenance Charges	5.02	3.87
(h) Brokerage and Commission	-	-
(i) Insurance	0.10	0.10
(j) Rates and Taxes	(0.05)	0.21
(k) Communication	0.92	0.85
(l) Travelling and Conveyance	3.58	1.85
(m) Printing and Stationery	1.24	0.87
(n) Legal and Professional Charges	2.19	1.75
(o) Software Maintenance Charges	1.62	0.90
(p) Business Promotion and Entertainment	2.82	1.50
(q) Marketing Expenses	7.41	4.23
(r) Payments to Auditors (Refer Note 31.1 below)	0.48	0.39

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(s) Bank Charges	1.17	0.98
(t) Net Loss on Foreign Currency Transactions and Translation	0.11	0.01
(u) Expenditure on Corporate Social Responsibility (CSR) (Refer Note 31.2 below)	0.43	0.29
(v) Allowance for Expected Credit Losses (Refer Note 13.3)	0.80	1.32
Less:		
Bad debts written off	0.24	-
(Release of provision)	(0.24)	-
	0.80	1.32
(w) Miscellaneous Expenses	1.12	1.56
<b>Total</b>	<b>110.13</b>	<b>82.17</b>

Note :- Repairs and maintenance and Software maintenance charges is after netting of cross charge expenses to Dr. Agarwal's Health Care Limited of Rs.0.41 crores and Rs.0.70 crores.

### 31.1 Payments to the Auditors Comprises :

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
- For Statutory Audit and Limited Review	0.40	0.34
- Goods and Service Tax	0.07	0.05
- Reimbursement of Expenses	0.01	0.00
<b>Total</b>	<b>0.48</b>	<b>0.39</b>

### 31.2 Details of Corporate Social Responsibility expenditure

The Company identifies and incurs expenses towards Corporate Social Responsibility ('CSR'), in accordance with its CSR Policy in compliance of Section 135 of the Companies Act, 2013 read with relevant schedule and rules made thereunder. The necessary disclosures are as below:

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(i) Gross amount required to be spent by the Company during the year [Determined in accordance with the notification as issued by the Ministry of Corporate Affairs]	0.43	0.29
(ii) Amount spent during the financial year		
a) Construction or acquisition of any asset	-	-
b) On purpose other than (a) above		
- Paid	0.43	0.28
- Utilised from excess amount spent in previous financial year	-	0.01
- Yet to be Paid	-	-

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### As at 31st March 2023

Particulars	Project / NGO	Amount
Opening Balance		
- With company		
i) Health care services	-	-
ii) Promotion of education	-	-
- In separate CSR unspent A/c	-	-
Amount Required to be spent by the company during the year		
Amount Spent		
- From Company's bank account	-	-
i) Health care services	0.24	0.24
ii) Promotion of education	0.19	0.19
- From Separate CSR unspent account	-	-
Closing balance		
- With company	-	-
- In separate CSR unspent A/c	-	-
- Shortfall at the end of the year (if any)	-	-
- Total of previous year shortfall (if any)	-	-
- Remarks (To detail the reason for the shortfall if any)	-	-
- Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR exp.	-	-
- Provision for the year (where provision is made wrt a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately)	-	-

### 32 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(Amount in Rs. Crores)

Particulars*	2022-23	2021-22
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	2.28	1.93
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year (included in Trade Payables)	0.10	0.09
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	0.10	0.09
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	0.10	0.09
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	0.01	0.01

\*Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 33 Capital Commitments

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
(i) The estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for		
- Towards construction of Cathedral Road premises	36.17	4.53
- Others	0.27	0.46
<b>Total</b>	<b>36.44</b>	<b>4.98</b>

### 34 Contingent Liabilities

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Consumer Claims against the Company not acknowledged as debt	2.08	1.67

Notes:

- (i) Based on Professional Advice / Management's assessment of all the above claims, the Company expects a favourable decision in respect of the above claims and hence no specific provision has been considered for the above claims. Also refer Note 19.1.
- (ii) The amounts shown above represent the best possible estimates arrived at on the basis of the available information. The uncertainties and possible reimbursement are dependent on the outcome of the various legal proceedings which have been initiated by the Company or the Claimants, as the case may be and, therefore, cannot be predicted accurately.

### 35 Employee Benefits

#### Defined Contribution plans

(a) The Company makes Provident and Pension Fund contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Company also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### (b) Expenses recognised :

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(i) Included under 'Contributions to Provident and Other Funds (Refer Note 28)		
Contributions to provident and pension funds	2.08	1.60
(ii) Included under 'Staff Welfare Expenses (Refer Note 28)		
Contributions to Employee State Insurance	0.26	0.25

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 35.2 Compensated Absences

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(a) Included under ' Salaries and Bonus ' (Refer Note 28)	0.74	0.35

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>(b) Net asset / (liability) recognised in the Balance Sheet</b>	<b>(2.33)</b>	<b>(1.70)</b>
Current portion of the above	(0.77)	(0.56)
Non - current portion of the above	(1.56)	(1.13)

The Key Assumptions used in the computation of provision for compensated absences are as given below:

Particulars	2022-2023	2021-2022
Discount Rate (% p.a)	7.30%	6.10%
Salary growth rate (% p.a)	10.00%	10.00%
Withdrawal rate (% p.a)	22% at all ages	22% at all ages

### 35.2 Defined benefit plans

The Company operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972 and the benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death or disability while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India.

In respect of the plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31 March 2023 by Kapadia Actuaries & Consultants, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit credit method.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

(a) Amount recognised in the statement of profit & loss (including other comprehensive income) in respect of the defined benefit plan are as follows :

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Amounts recognised in Statement of Profit &amp; Loss in respect of these defined benefit plans are as follows:</b>		
Service Cost [Refer Note(i) below] :		
- Current Service Cost	0.88	0.68
- Net interest expense	0.24	0.16
<b>Components of defined benefit costs recognised in the Statement of Profit and Loss</b>	<b>1.12</b>	<b>0.84</b>
<b>Remeasurement on the net defined benefit liability:</b>		
Return on plan assets (excluding amount included in net interest expense)	0.04	(0.02)
Actuarial gains and loss arising from changes in financial assumptions	0.13	0.19
Actuarial gains and loss arising from changes in demographic assumptions	-	0.09
Actuarial gains and loss arising from experience adjustments	0.31	0.53
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>0.48</b>	<b>0.79</b>
<b>Total defined benefit cost recognised in Statement of Profit and Loss and Other Comprehensive Income</b>	<b>1.60</b>	<b>1.63</b>

- (i) The current service cost and interest expense for the year are included in Note 28 - "Employee Benefit Expenses" in the statement of profit & loss under the line item "Contribution to Provident and Other Funds"
- (ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows :

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Net Asset/(Liability) recognised in the Balance Sheet</b>		
1. Present value of defined benefit obligation	7.97	(6.65)
2. Fair value of plan assets	(2.30)	2.28
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>5.67</b>	<b>(4.37)</b>
Current portion of the above	1.03	0.85
Non - current portion of the above	4.64	3.53

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

(c) Movement in the present value of the defined benefit obligation are as follows :

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Present value of defined benefit obligation at the beginning of the year</b>	<b>6.65</b>	<b>5.21</b>
Expenses Recognised in Statement of Profit and Loss:		
- Current Service Cost	0.88	0.68
- Interest Expense (Income)	0.35	0.23
Recognised in Other Comprehensive Income:		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Demographic Assumptions	-	0.09
ii. Financial Assumptions	0.13	0.19
iii. Experience Adjustments	0.30	0.54
Benefit payments	(0.34)	(0.29)
<b>Present value of defined benefit obligation at the end of the year</b>	<b>7.97</b>	<b>6.65</b>

(d) Movement in fair value of plan assets are as follows :

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Fair value of plan assets at the beginning of the year	2.28	1.95
Expenses Recognised in Statement of Profit and Loss:		
- Expected return on plan assets	0.11	0.07
Recognised in Other Comprehensive Income:		
Remeasurement gains / (losses)		
- Actuarial gains and loss arising from changes in financial assumptions	-	-
- Return on plan assets (excluding amount included in net interest expense)	(0.04)	0.02
Contributions by employer	0.30	0.53
Benefit payments	(0.35)	(0.29)
<b>Fair value of plan assets at the end of the year</b>	<b>2.30</b>	<b>2.28</b>

(e) The fair value of plan assets plan at the end of the reporting period are as follows:

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Investment Funds with Insurance Company		
- Life Insurance Corporation of India	2.30	2.28

(i) The plan assets comprise insurer managed funds. None of the assets carry a quoted market price in active market or represent the entity's own transferable financial instruments or property occupied by the entity.

(f) The Actual return on plan asset for the year ended 31 March 2023 was Rs. 0.07 crores ( For the year ended - 31 March 2022: Rs. 0.09 crores).



## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### (g) Actuarial assumptions

#### Investment Risk:

The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

#### Interest Risk:

A decrease in the yield of Indian government securities will increase the plan liability.

#### Longevity Risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries. In particular, there is a risk for the Company that any adverse salary growth can result in an increase in cost of providing these benefits to employees in future.

#### The principal assumptions used for the purpose of actuarial valuation were as follows :

( Amount in Rs. Crores)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Discount rate	7.30%	6.10%
Expected rate of salary increase	10.00%	8.00%
Expected return on plan assets	7.30%	6.10%
Expected Attrition rate based on Past Service (PS) (% p.a)	22%	22%
Mortality	Indian Assured Lives (2012-2014)	Indian Assured Lives (2012-2014)

1. The discount rate is based on the prevailing market yields of Indian Government securities as at balance sheet date for the estimated term of the obligation.
2. The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
3. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are maintained with an insurer managed fund (maintained by the Life Insurance Corporation ("LIC")) and is well diverse.

#### Sensitivity Analysis

The benefit obligation results of a such a scheme are particularly sensitive to discount rate, longevity risk, salary growth and employee attrition, if the plan provision do provide for such increases on commencement of pension. The following table summarizes the impact in financial terms on the reported defined benefit obligation at the end of the reporting period arising on account changes in these four key parameters:

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

(Amount in Rs. Crores)

Impact on the Defined benefit Obligation	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
<b>(i) Discount Rate</b>		
Increase by 50 bps	7.83	6.42
Decrease by 50 bps	8.11	6.90
<b>(ii) Salary growth rate</b>		
Increase by 50 bps	8.09	6.86
Decrease by 50 bps	7.85	6.45
<b>(iii) Attrition rate</b>		
Increase by 100 bps	7.90	6.64
Decrease by 100 bps	8.05	6.66

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore in presenting the above sensitivity analysis the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

### (h) Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

### (i) Effect of Plan on Entity's Future Cash Flows

#### a) Funding Arrangements and Funding Policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) The Company expects to make a contribution of INR 1.02 crores during the next financial year.

c) The weighted average duration of the benefit obligation as at 31 March 2023 is 3.86 years (as at 31 March 2022 is 3.86 years)

d) Maturity profile of defined benefit obligation:

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

Expected cash flows over the next (valued on undiscounted basis):	(Amount in Rs. Crores)
Within 1 year	2.27
2 to 5 years	4.29
6 to 10 years	2.74
more than 10 years	-

### (j) Experience Adjustments\*

(Amount in Rs. Crores)

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Defined Benefit Obligations	7.96	6.65	5.21	4.87	4.11
Plan Assets	2.30	2.28	1.95	1.79	1.54
Surplus / (Deficit)	5.66	(4.37)	(3.27)	(3.09)	(2.58)
Experience Adjustments on Plan Liabilities	0.30	0.54	0.06	0.13	0.93
Experience Adjustments on Plan Assets	-	-	-	-	-

\*Experience adjustments related to prior years have been disclosed based on the information to the extent available.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 36 Related Party Disclosure

#### 36.1 Names of Related Parties and Nature of Relationships

	Nature of Relationship	2022-2023	2021-2022
(i)	Holding Company	Dr. Agarwal's Health Care Limited (AHCL)	Dr. Agarwal's Health Care Limited (AHCL)
(ii)	Fellow Subsidiaries	Orbit Healthcare Services (Mauritius) Limited	Orbit Healthcare Services (Mauritius) Limited
		Orbit Healthcare Services International Operations Limited (Merged with OHCL w.e.f. 01 April 2022)	Orbit Healthcare Services International Operations Limited
		Orbit Health care services (Tanzania) Limited	Orbit Health care services (Tanzania) Limited
		Orbit Healthcare Services Limited, Rwanda	Orbit Healthcare Services Limited, Rwanda
		Orbit Healthcare Services Ghana Limited	Orbit Healthcare Services Ghana Limited
		Orbit Healthcare Services Mozambique Limited	Orbit Healthcare Services Mozambique Limited
		Orbit Healthcare Services SARL, Madagascar	Orbit Healthcare Services SARL, Madagascar
		Orbit Healthcare Services Uganda Limited	Orbit Healthcare Services Uganda Limited
		Orbit Healthcare Services Zambia Limited	Orbit Healthcare Services Zambia Limited
		Orbit Thelish Healthcare Services (Nigeria) Limited (up to 31 July 2022)	Orbit Thelish Healthcare Services (Nigeria) Limited
		Orbit Healthcare Services Kenya Limited	Orbit Healthcare Services Kenya Limited
		Aditya Jyot Eye Hospital Private Limited	Aditya Jyot Eye Hospital Private Limited (w.e.f 08 October 2021)
		-----	Advance Eye Institute Private Limited ( Merged with AHCL w.e.f 01 November 2021)
	Elisar Life Sciences Private Limited	Elisar Life Sciences Private Limited	
(iii)	Associate entities of the Holding Company	IdeaRx Services Private Limited	IdeaRx Services Private Limited
(iv)	Entities with significant influence over the Holding Company	Value Growth Investment Holdings PTE Ltd (up to 05 May 2022)	Value Growth Investment Holdings PTE Ltd
		Claymore Investments (Mauritius) Pte. Ltd	Claymore Investments (Mauritius) Pte. Ltd
		Hyperion Investments Pte. Ltd (w.e.f 05 May 2022)	-
		Arvon Investments Pte.	-

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

	Nature of Relationship	2022-2023	2021-2022
(v)	Enterprise over which the Key Management Personnel (of the Company and the Holding Company) is in a position to exercise control/joint control	Dr. Agarwal's Eye Institute	Dr. Agarwal's Eye Institute
		Dr. Agarwal's Eye Institute Private Limited	Dr. Agarwal's Eye Institute Private Limited
		Maatrum Technologies and Legal Ventures Private Limited	Maatrum Technologies and Legal Ventures Private Limited
		Orbit International	Orbit International
(vi)	Key Management Personnel of the Company and the Holding Company	Dr. Amar Agarwal, Managing Director	Dr. Amar Agarwal, Managing Director
		Dr. Athiya Agarwal, Whole-time Director	Dr. Athiya Agarwal, Whole-time Director
		CA Balakrishnan Venkataraman (w.e.f 23 June 2022)	----
		–	Mr.Trichur Ramasubramanian Ramachandran (up to 28 March 2022)
		CA Sanjay Anand	CA Sanjay Anand
		Dr. Ashvin Agarwal	Dr. Ashvin Agarwal
		Dr. Ashar Agarwal	Dr. Ashar Agarwal
		Dr. Adil Agarwal	Dr. Adil Agarwal
		Dr. Anosh Agarwal	Dr. Anosh Agarwal
		Mrs. Meenakshi Jayaraman	Mrs. Meenakshi Jayaraman (w.e.f 16 December 2021)
		Mr. Shiv Agarwal (AHCL)	Mr. Shiv Agarwal (AHCL)
		-----	Ms. Jully H Jivani (up to 13 Aug 2021)
		Mrs. Lakshmi Subramanian	Mrs. Lakshmi Subramanian
		Mr. Suresh Eshwara Prabhala (AHCL) (up to 04 May 2022)	Mr. Suresh Eshwara Prabhala (AHCL)
Mr. Venkatesh Ratnasami (AHCL) (up to 05 May 2022)	Mr. Venkatesh Ratnasami (AHCL)		
Mr. B. Udhay Shankar (Group CFO)	Mr. B. Udhay Shankar (Group CFO)		

\*Related party relationships are as identified by the Management and relied upon by the auditors.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 36.2 Transactions carried out with related parties referred to above in the ordinary course of business during the Year:

Amount in Rs. Crores

Particulars	Related Party	2022-2023	2021-2022
<b>Transactions during the Year</b>			
<b>Revenue</b>			
Other Income - Business support service	Dr. Agarwal's Health Care Limited	-	0.22
<b>Expenses</b>			
Rent	Dr. Agarwal's Eye Institute	6.64	5.26
Rent	Dr. Ashvin Agarwal - Guesthouse	0.36	0.33
Reimbursement of employee expenses (ESOP)	Dr. Agarwal's Health Care Limited	0.96	-
Reimbursement of expenses (SAR)	Dr. Agarwal's Health Care Limited	0.37	-
Repairs & Maintenance	Dr. Agarwal's Health Care Limited	0.34	0.17
<b>Other Expenses</b>			
Purchases	Elisar Life Sciences Private Limited	0.05	-
Sales	IdeaRx Services Private Limited	7.88	7.42
Cost sharing arrangement	Aditya Jyot Eye Hospital Private Ltd	0.01	-
Asset Purchase	Agarwal's Health Care Limited	-	11.96
Sale of Asset	Elisar Life Sciences Private Limited	0.03	0.03
Corporate Guarantee charges	Dr. Agarwal's Eye Institute	0.04	-
	Dr. Agarwal's Health Care Limited	0.07	0.11
<b>Recovery of Expenses</b>			
Salary	Dr. Agarwal's Health Care Limited	1.12	1.25
Consultancy Charges	Dr. Agarwal's Health Care Limited	-	0.35
Interest	Dr. Agarwal's Health Care Limited	0.02	0.03
Software maintenance expenses	Dr. Agarwal's Health Care Limited	0.70	0.53
<b>Others</b>			
Dividend Paid	Dr. Agarwal's Health Care Limited	1.01	-
	Dr. Sunita Agarwal	0.00	-
	CA Sanjay Anand	0.00	-
Purchase of Property, plant and equipment	Orbit Healthcare Services (Cambodia) Limited	-	-

Notes:

- (i) The Company accounts for costs incurred by / on behalf of the Related Parties based on the actual invoices / debit notes raised and accruals as confirmed by such related parties. The Related Parties have confirmed to the Management that as at 31 March 2023 and 31 March 2022, there are no further amounts payable to / receivable from them, other than as disclosed above. The Company incurs certain costs on behalf of other companies in the group. These costs have been allocated/recovered from the group companies on a basis mutually agreed to with the group companies.
- (ii) For "Reimbursement of employee expenses (ESOP)" refer Note 28(d) and 41.4

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 36.3 Compensation of key management personnel

Amount in Rs. Crores

Particulars	Related Party	2022-2023	2021-2022
<b>Short-term employee benefits</b> (Refer Note (i))	Dr. Amar Agarwal	2.36	1.82
Remuneration (Refer Note (iii) below)	Dr. Athiya Agarwal	0.92	0.87
	Mr. B. Udhay Shankar	1.24	0.50
	Ms. Jully H Jivani	-	0.04
	Ms. Meenakshi Jayaraman	0.11	0.04
<b>Post-employee benefits</b> (Contribution to Provident Fund) (Refer Note( iii) below)	Dr. Amar Agarwal	0.00	0.00
	Dr. Athiya Agarwal	0.00	0.00
	Mr. B. Udhay Shankar	0.00	0.00
	Ms. Meenakshi Jayaraman	0.00	0.00
<b>Consultancy services</b> Consultancy	Dr. Ashvin Agarwal	0.88	0.69
	Dr. Ashar Agarwal	-	0.16
<b>Others</b> Reimbursement of Expenses	Dr. Amar Agarwal	0.93	0.32
	Dr. Ashvin Agarwal	0.62	0.21
Director sitting fees	Mr. TR Ramachandran	-	0.01
	CA Balakrishnan	0.01	-
	CA Sanjay Anand	0.01	0.01
	Mrs. Lakshmi Subramanian	0.01	0.01

Notes:

- Excludes gratuity and compensated absences which cannot be separately identifiable from the composite amount advised by the actuary.
- Also Refer Note 18(i) and Note21(ii).
- The remuneration payable to key management personnel is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends. The contribution to PF amounts to Rs. 0.01 crs as of 31 March 2023.
- The above remuneration for KMP's does not include vehicle allowance, communication expenses and other expenses for which the perquisite value is nil.

### 36.4 Balances outstanding as at year end

Amount in Rs. Crores

Particulars	Related Party	As at 31 March 2023	As at 31 March 2022
<b>Assets - Receivables</b>			
Other Current Financial Assets	Dr. Agarwal's Health Care Limited	0.25	2.42
Trade Receivables	Aditya Jyot Eye Hospital Private Limited	0.01	-
Non-Current Financial Asset - Loans (Rental Deposit)	Dr. Agarwal's Eye Institute	4.58	4.58
<b>Liabilities</b>			
Other financial liabilities	Dr. Agarwal's Health Care Limited	0.37	-
Trade Payables	IdeaRx Services Private Limited	0.93	1.88
Trade Payables	Dr. Agarwal's Health Care Limited	0.07	-

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

Amount in Rs. Crores

Particulars	Related Party	As at 31 March 2023	As at 31 March 2022
	Dr. Amar Agarwal	0.22	-
	Mr. Udhay Davey	0.10	0.03
	Ms. Meenakshi Jayaraman	0.01	
	Elisar Life Sciences Private Limited	-	0.03
	Dr. Agarwal's Eye Institute	0.49	0.50

Notes:-

- (i) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. There have been no instances of amounts due to or due from related parties that have been written back or written off or otherwise provided for during the year.
- (ii) Also refer Note 8, 15, and 22.

### 37 Segment Reporting

The Company is engaged in providing eye care and related services provided from its hospitals which are located in India. Based on the management approach as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by the overall business segment, i.e. Eye care related sales and services. As the allocation of resources and profitability of the business is evaluated by the CODM on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly no additional disclosure has been made for the segmental revenue, segmental results and the segmental assets & liabilities. All of the Company's on current assets and fixed assets are in India."

**37.A** The Company has maintained backup on daily basis of its accounting records maintained in electronic mode. The backup is maintained in servers physically located outside India.

### 38 Leases

#### A. The following is the breakup of current and non-current lease liabilities as at year end:

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Current	10.67	5.10
Non-current	177.97	156.42
<b>Total</b>	<b>188.64</b>	<b>161.52</b>

#### B. The contractual maturities of undiscounted lease liabilities as at year end on an undiscounted basis is as follows:

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Payable - Not later than one year	21.90	5.10
Payable - Later than one year but not later than five years	73.05	15.58
Payable - Later than five years	355.00	140.84
<b>Total</b>	<b>449.95</b>	<b>161.52</b>



## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### C. Amounts recognised in the Statement of Profit and Loss:

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Interest on lease liabilities	5.58	4.33
Expenses relating to short term leases	3.22	2.89
Depreciation on right-of-use assets	10.37	8.35

### D. Amounts recognised in the Cash Flow Statement:

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Total cash outflow for leases	(8.44)	(12.31)

### 39 Earnings Per Share

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Earnings Per Share - Basic – Rs.	78.55	51.29
Earnings Per Share - Diluted – Rs.	78.55	51.29
Net Profit attributable to Equity Shareholders - Rs. in crores (Basic and Diluted)	36.92	24.10
Weighted Average Number of Equity Shares (Face Value Rs. 10 Each)- Basic and Diluted (Nos.)	47,00,000	47,00,000

### 40 Financial Instruments

#### 40.1 Capital Management

The Company manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure. For the purpose of the Company's capital management, capital includes equity share Capital and Other Equity and Debt includes Borrowings and Other Financial Liabilities net of Cash and bank balances. The Company monitors capital on the basis of the following gearing ratio. There is no change in the overall capital risk management strategy of the Company compared to last year.

#### Gearing Ratio :

( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
Borrowings and Other Financial Liabilities	238.57	201.02
Cash and Bank Balance	(28.10)	(28.80)
<b>Net Debt (A)</b>	<b>210.47</b>	<b>172.22</b>
<b>Total Equity (B)</b>	<b>113.34</b>	<b>78.17</b>
<b>Net Debt to equity ratio (A/B)</b>	<b>1.86</b>	<b>2.20</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 40.2 Categories of Financial Instruments

The carrying value of the financial instruments by categories as on 31 March 2023 and 31 March 2022 is as follows:

(Amount in Rs. Crores)

Particulars	Carrying Value		Fair Value	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>(a) Financial Assets</b>				
Measured at amortised cost				
- Cash and Bank balances	27.38	28.11	27.38	28.11
- Other Bank balances	0.72	0.69	0.72	0.69
- Trade receivables	10.11	8.67	10.11	8.67
- Other financial assets	9.22	10.52	9.22	10.52
	<b>47.43</b>	<b>47.99</b>	<b>47.43</b>	<b>47.99</b>
<b>(b) Financial Liabilities :</b>				
Measured at amortised cost				
- Borrowings	43.83	31.94	43.83	31.94
- Trade Payables	26.69	25.67	26.69	25.67
- Lease Liabilities	188.64	161.52	188.64	161.52
- Other financial liabilities	6.10	7.56	6.10	7.56
	<b>265.26</b>	<b>226.69</b>	<b>265.26</b>	<b>226.69</b>

The management assessed that fair value of cash and cash equivalents, trade receivables, loans, borrowings, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value/amortized cost

- 1) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual losses and creditworthiness of the receivables
- 2) The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the unquoted instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- 3) Fair values of the Company's interest-bearing borrowings and loans are determined by using the Effective Interest Rate method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2023 was assessed to be insignificant.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### Fair Value Hierarchy

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

There were no items of financial assets or financial liabilities which were valued at fair value as of 31 March 2023 and 31 March 2022.

### 40.3 Financial Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages financial risk relating to the operations through internal risk reports which analyse exposure by degree and magnitude of risk. The Company's activities expose it to a variety of financial risks: liquidity risk, credit risk and market risk (including interest rate risk and other price risk). The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

#### (a) Liquidity Risk Management :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company maintains adequate reserves and banking facilities, and continuously monitors the forecast and actual cash flows by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of the Company periodically. The Company believes that the working capital (including banking limits not utilised) and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

#### Liquidity and Interest Risk Tables :

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Particulars	Less 1 year	1 to 5 than years	5 years and above	Total
<b>31st March 2023</b>				
Interest bearing*	19.15	50.10	164.12	233.38
Non-interest bearing	30.79	1.10	-	31.89
<b>Total</b>	<b>49.94</b>	<b>51.20</b>	<b>164.12</b>	<b>265.26</b>
<b>31st March 2022</b>				
Interest bearing	12.22	26.30	156.69	195.21
Non-interest bearing	31.48	-	-	31.48
<b>Total</b>	<b>43.70</b>	<b>26.30</b>	<b>156.69</b>	<b>226.69</b>

\*Includes Lease liabilities

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

The following tables detail the Company's remaining contractual maturity for its non-derivative financial Assets with agreed repayment periods. The Company does not hold any derivative financial instrument.

Particulars	Less 1 year	1 to 5 than years	5 years and above	Total
<b>31st March 2023</b>				
Interest bearing	12.77	-	7.11	19.88
Non-interest bearing	27.55	-	-	27.55
<b>Total</b>	<b>40.32</b>	<b>-</b>	<b>7.11</b>	<b>47.43</b>
<b>31st March 2022</b>				
Interest bearing	13.84	3.89	4.72	22.45
Non-interest bearing	22.64	2.33	0.57	25.54
<b>Total</b>	<b>36.48</b>	<b>6.22</b>	<b>5.29</b>	<b>47.99</b>

### b) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company result in material concentration of credit risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The carrying amount of the financial assets recorded in these financial statements, grossed up for any allowance for losses, represents the maximum exposures to credit risk.

Trade receivables: The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and credit history, also has an influence on credit risk assessment.

Refer Note 24 and Note 13 for the details in respect of revenue and receivable from top customers.

Credit risk on current investments, cash & cash equivalent and derivatives is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in fixed deposits.

### (b.1) Financing arrangements:

The Company has access to the following undrawn borrowing facilities at the end of the reporting period :  
( Amount in Rs. Crores)

Particulars	As at 31st March 2023	As at 31st March 2022
From banks - Working capital limit	0.06	3.00

### (c) Market Risk :

Market risk is the risk of loss of any future earnings, in realizable fair values or in future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

### (c.1) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's management monitors the interest fluctuations, if any, and accordingly, take necessary steps to mitigate any interest rate risk.

### Interest rate sensitivity analysis

A change (decrease/increase) of 100 basis points in interest rates at the reporting date would increase/(decrease) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

#### Impact on Profit and Loss for the reporting period

Particulars	For the Year Ended 31st March 2023		For the Year Ended 31st March 2022	
	Increase by 100 bps	Decrease by 100 bps	Increase by 100 bps	Decrease by 100 bps
Impact on Profit and Loss for the reporting period	(0.44)	0.44	(0.25)	0.25

#### Impact on Total Equity as at end of the reporting period

Particulars	For the Year Ended 31st March 2023		For the Year Ended 31st March 2022	
	Increase by 100 bps	Decrease by 100 bps	Increase by 100 bps	Decrease by 100 bps
Impact on Total Equity as at end of the reporting period	(0.44)	0.44	(0.25)	0.25

### 40.4 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The Management considers that the carrying amount of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

### 40.5 Offsetting of financial assets and financial liabilities

The Company has not offset financial assets and financial liabilities.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 41 Share-based payments

#### 41.1 Awards from the Holding Company

The Company is covered under the employee stock option scheme of Dr. Agarwal's Health Care Limited, India (the holding company). Under the plan, the employees and doctors of the Company are granted shares and other stock awards of the holding company, in accordance with the terms and conditions as specified in the plan. The plan is assessed, managed and administered by the holding company, whose shares and share based benefits have been granted to the employees and doctors of the Company. The holding company currently operates an employee stock option ("ESOP") and a share appreciation rights ("SAR"). The Company has accounted for the amount of expense under Ind AS 102 considering the invoice received from the holding company and has made the related disclosures required under INDAS 102 based on information obtained from the holding company. Also Refer Note 38.4 below.

#### 41.2 ESOP

The stock awards granted generally vest over a four service period. The annual stock awards are granted effective of the 28th November 2022; this effective date is the "award date" used for stock plan administration purposes and shown in the awards agreement. The grants are made by the holding company in its sole discretion and not by the Company. The maximum number of shares in a stock award is, not exceeding 2% of the Paid Up Capital of the holding, as on August 12, 2022, comprising 1,58,522 Options to or for the benefit of the employees of the Company and the holding Company.

The following reconciles the share options at the beginning and at the end of the year:

Amount in Rs.		
Particular	Number of options 31 March 2023	Weighted average price of option 31 March 2023
Options outstanding as at the beginning of the year	-	-
Add: Options granted during the year	34,880	1,594
Less: Options lapsed/forfeited during the year	-	-
Less: Options exercised during the year	-	-
Less: Options Transferred during the year	-	-
<b>Options outstanding as at the year end</b>	<b>34,880</b>	<b>1,594</b>

The fair value of each award was estimated on the date of grant using the following assumptions:

Amount in Rs.	
Particulars	2022-23
Option price at the grant date	1,593.06
Option life	4 years
Exercise price	2,548

#### 41.3 SAR

The share appreciation rights (SAR) gives consultant doctors of the Company the opportunity to receive a cash bonus equal to the appreciation in the value of the units which shall, for each Unit, be the difference between Fair Market Value of the equity shares as at Payment Event Trigger(PET)\* of Dr. Agarwal's Health Care Limited (the holding company) and Rs. 2,548/- (exercise price) as stated under the Plan.

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

\*PET is defined as either 1 of the 3 below:

- On the occurrence of an Initial Public Offer (IPO) by the Holding Company
- Entry of any new investor in the Holding Company acquiring more than 30% shareholding or change of shareholding by more than 30% of the paid up capital in any manner
- Any other event that the Board of Directors of holding Company may decide at its own discretion.

However, the payment timing shall not exceed 4 (four) years from the date of grant. If PET occurred only after 4 (four) years from the date of grant, then the 100% of the payment will be made at the end of the fourth year.

Amount in Rs.

Particular	Number of options 31 March 2023	Weighted average price of option 31 March 2023
SARs outstanding as at the beginning of the year	-	-
Add: SARs granted during the year	15,876	2,827
Less: SARs lapsed/forfeited during the year	-	-
Less: SARs exercised during the year	-	-
Less: SARs Transferred during the year	-	-
<b>Options outstanding as at the year end</b>	<b>15,876</b>	<b>2,827</b>

The fair value of each award was estimated on the date of year end using the following assumptions:

Amount in Rs.

Particulars	2022-23
Share Appreciation Right price at the grant date	2,827
Option life	4
Exercise price	2,548

### 41.4 Total expense accounted for by the Company on account of the above are given below:

Rs. In Crores

Particulars (Refer Note 28 and 36)	For the year ended 31 March 2023
ESOP cost accounted by the Company	0.96
SAR cost accounted by the Company	0.37
<b>Total</b>	<b>1.34</b>

## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

### 42.A Ratios

The following are the analytical ratios for the year ended 31st March 2023 and 31st March 2022

Particulars	Numerator	Denominator	31st March 2023	31st March 2022	variance
Current ratio	Current assets	Current liabilities	0.84	0.94	-10%
Debt Equity	Total Debt	Shareholder's Equity	2.05	2.47	-17%
Debt coverage ratio	Earnings available for debt service	Debt Service	2.57	2.29	12%
Return on equity %	Net Profits after taxes	Average Shareholder's Equity	0.39	0.36	7%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	28.53	23.06	24%
Trade payables turnover ratio	Purchases	Average Trade Payables	2.36	2.18	8%
Net Capital Turnover ratio (Refer Note below)	Revenue (Refer Note below)	Working Capital	(31.37)	(60.16)	-48%
Net profit ratio	Net Profit	Revenue	0.14	0.12	15%
Return on capital employed	Earning before interest and taxes	Capital Employed	0.38	0.39	-2%
Return on investment	Income generated from investment	Time weighted average investment	NA	NA	NA
Inventory Turnover ratio	Cost of Goods sold	Average Inventory	10.39	8.53	22%

Note : The ratios for the period ended 31 March 2022 is not comparable with the period ended 31 March 2023 due to the impact of COVID'19 in previous year.

### 42.B Undisclosed Income

The Company does not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

### 42.C Transactions with companies whose name is struck-off

The Company reviewed the status of all its customers and vendors, as at 31 March 2023, in MCA portal, and observed that the Company does not have any transaction or outstanding with struck off Companies under Section 248 of Companies Act, 2013 or Section 560 of Companies Act,1956.

### 42.D Other Disclosures

- The Company neither has any immovable property nor any title deeds of Immoveable Property not held in the name of the Company.
- The Company neither has traded nor invested in Crypto currency or Virtual Currency during the Financial year.



## Notes forming part of the Financial Statements for the Year Ended 31st March 2023

- (c) The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period, as at the year ended 31 March 2023 and 31 March 2022.
- (d) During the Financial year, the Company has not revalued any of its Property, Plant and Equipment, Right of Use Asset and Intangible Assets.
- (e) The Company does not have any investment properties as at 31 March 2023 and 31 March 2022 as defined in Ind AS 40.
- (f) No proceedings have been initiated during the year or are pending against the group as at 31 March 2023 and 31 March 2022 for holding any benami property under Benami Property Transactions (Prohibition) Act, 1988.
- (g) The Company has not advanced or loaned or invested funds to any person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
    - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
    - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (h) As at 31 March 2023, the Company does not have any subsidiaries and hence, the Company complies with clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- (i) The Company has not granted any loans or advance in the nature of loans to promoters, directors, Key Managerial Personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

### 43 Approval of Financial Statements

The Board of Directors of the Company has reviewed the realisable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 06 May 2023.

For and on behalf of the Board of Directors

sd/-  
**Dr. Amar Agarwal**  
Chairman & Managing Director  
DIN: 00435684

sd/-  
**Dr. Athiya Agarwal**  
Whole-time Director  
DIN: 01365659

sd/-  
**Mr. B. Udhay Davey**  
Chief Financial Officer

sd/-  
**Ms. Meenakshi Jayaraman**  
Company Secretary

Place: San Diego  
Date: 06 May 2023

Place: Doha  
Date: 06 May 2023

Place : Chennai  
Date: 06 May 2023

Place : Chennai  
Date: 06 May 2023

# Dr Agarwals

## Eye Hospital

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