

**DR AGARWAL'S HEALTH CARE LIMITED**

CIN: U85100TN2010PLC075403

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

**Tel:** 91-044-43787777;

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited will be held at the Registered Office of the Company at 1<sup>st</sup> Floor Buhari Towers, No.4, Moores Road, Off Greams Road, Chennai – 600 006 on Monday, the 21<sup>st</sup> November, 2022 at 10.00 a.m. to transact the following businesses

**SPECIAL BUSINESS**

**ITEM NO. 1: APPROVAL OF DR. AGARWAL'S HEALTH CARE LIMITED EMPLOYEES STOCK OPTION SCHEME – 2022**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded to Dr. Agarwal's Health Care Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) and the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”**) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 2 % of the Paid Up Capital of the Company, as on August 12, 2022, comprising 1,58,522 (One Lakh Fifty-Eight Thousand Five Hundred and Twenty-Two) Employees Stock Option (**“Options”**) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company (as permitted under the applicable laws) and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (**“Eligible Employees”**), exercisable into 1,58,522 (One Lakh Fifty-Eight Thousand Five Hundred and Twenty-Two) Equity Shares (**“Shares”**) of face value Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme along with the applicable laws as may be prevailing at the relevant time.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration Committee ("**Committee**") of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee, for the purpose of administration and implementation of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route for extending the benefits to the Eligible Employees by the way of fresh allotment and will follow cash mechanism.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

**ITEM NO. 2: APPROVAL FOR THE GRANT OF EMPLOYEES STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANIES, IN INDIA OR OUTSIDE INDIA, OF THE COMPANY UNDER DR. AGARWAL'S HEALTH CARE LIMITED EMPLOYEES STOCK OPTION SCHEME – 2022**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/ or sanction(s) as may be

necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”**) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution to create, grant, offer, issue and allot under the Dr. Agarwal's Health Care Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) the Employees Stock Option (**“Options”**) convertible into Equity Shares (**“Shares”**), at any time, to or for the benefit of Employees and Directors of the Subsidiary Companies, in India or outside India, of the Company (*as permitted under the applicable laws*), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

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

**A.Thanikainathan  
Company Secretary**

**Place: Chennai**

**Date: 12<sup>th</sup> November 2022**

**NOTE:**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company.**
2. Proxy forms complete in all respects must reach the Registered office of the Company at least 48 hours before the commencement of the Meeting. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 are annexed.
5. The consent of the all the Shareholders for calling the Meeting at a Short Notice has been obtained.
6. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
7. Members/ proxies are requested to produce the Attendance Slip (enclosed herewith) duly filled and signed as per the specimen signature recorded with the Company for admission to the meeting room.
8. A route map depicting the venue of the meeting along with a prominent landmark is attached herewith.
9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on all working days, during business hours up to the date of the Meeting and will also be made available at the Meeting.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **Item Nos. 1 and 2**

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement and to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on 12<sup>th</sup> August 2022, approved Dr. Agarwal's Health Care Limited Employees Stock Option Scheme – 2022 (“*Scheme*”).

In terms of Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares (“*Shares*”) to the Employees of the Company, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 1 is for seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

Further, as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the Members by way of separate resolution is also required for grant of Employees Stock Option (“*Options*”) to the Employees of the Subsidiary Companies. The resolution set out at Item No. 2 is sought to be passed for the said purpose.

The main features and other details of the Scheme as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, of Chapter IV of the Companies Act, 2013, are as under:

#### **1. The total number of Stock Options to be granted:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 2% of the Paid-Up Capital of the Company, presently comprising as on August 12, 2022, into 1,58,522 (One Lakh Fifty-Eight Thousand Five Hundred and Twenty-Two) Options which shall be convertible into equal number of Shares.

If any Options granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Options shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors.

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action.

**2. Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:**

- a) A Permanent Employee of the Company who has been working in India or outside India;
- b) A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
- c) An employee as defined in clause (a) or (b) of a subsidiary, in India or outside India, of the company;

But does not include:

- a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
- b) A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

**3. The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme:**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Options under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company/ Subsidiary Company.
- Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Company/ Subsidiary Company.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Board of Directors from time to time.

**4. The requirement of vesting and period of vesting:**

Vesting period shall commence from the grant date subject to a minimum 1 (One) year from the grant date and maximum 4 (Four) years from the grant date, at the discretion of and in the manner prescribed by the Board of Directors.

The actual vesting will be subject to the continued employment of the Grantee and may further be linked with performance or other criteria's, as determined by the Board of Directors and mentioned in the Grant Letter.

**5. The maximum period within which the Options shall be vested:**

The Options granted under the Scheme shall be vested within a maximum period of 4 (Four) years.

**6. The Exercise Price or the formula for arriving at the same:**

The exercise price will be based on the Fair Market Value of the Shares of the Company, as on date of the grant of Options.

The Board of Directors has the power to provide a suitable discount of a maximum of 20% on such price as arrived above. However, in any case, the exercise price shall not go below the par value of Share of the Company.

**7. Exercise period and process of Exercise:**

The exercise period will be 1 (One) year from the date of last vesting. Within the exercise period, the Committee shall open exercise windows as per its own discretion in which the Grantees can exercise either wholly or partly, through Cash Mechanism.

Failure to comply within this time period, after accepting the same, shall result in lapsing of vested Options in the hands of Grantee.

**8. Lock in period:**

The Shares so allotted to the Grantees pursuant to exercise of Options will not be subject to any lock-in period.

**9. The Maximum number of Employees Stock Option to be granted per employee and in aggregate:**

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, in accordance with the applicable laws.

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 2% of the Paid-Up Capital of the Company, presently comprising as on August 12, 2022, into 1,58,522 (One Lakh Fifty-Eight Thousand Five Hundred and Twenty-Two) Options which shall be convertible into equal number of Shares.

**10. The method which the company shall use to value its Employees Stock Option:**

The Company shall comply with the disclosure and accounting policies as prescribed by appropriate authority from time to time. Presently it is to be done as per ICAI Guidance Note 18 (The Accounting note on the Share based employee benefit). The Company shall use Fair Market Value method to value its Options.

**11. The conditions under which Employees Stock Option vested in employees may lapse e.g. in case of termination of employment for misconduct:**

The conditions under which Options vested in employees may lapse are:

- Non – exercise of Options according to terms and condition of the scheme and
- In case of termination of employment due to misconduct.

**12. The specified time period within which the employee shall exercise the vested Options in the event of proposed termination of employment or resignation of the employee**

In the event of cessation of employment due to Resignation or Termination (not due to misconduct or ethical/ compliance violations)

All unvested Options, on the date of cessation, shall expire and stand terminated with effect from the last working day of the employee with the Company unless otherwise determined by the Board of Directors whose decision will be final and binding.

All vested Options as on that date shall be exercisable by the Grantee by last day of employment in the Company or before expiry of exercise period, whichever is earlier. The vested Options not so exercised shall lapse irrevocably and the rights thereunder shall be extinguished.

**13. Statement to the effect that the company shall comply with the applicable accounting standards.**

The Company shall comply with the disclosure and accounting policies / standards, as applicable from time to time.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 1 and 2 for approval of the Members.

**For Dr. Agarwal's Health Care Limited**

**A.Thanikainathan**

**Company Secretary**

**PROXY FORM**

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

**CIN: U85100TN2010PLC075403**

**DR. AGARWAL'S HEALTH CARE LIMITED**

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

**Tel:91-44-43787777**

**Name of the Member(s):**

**Registered address:**

**E-mail ID:**

**Folio / Client ID:**

**DP ID:**

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited to be held at the Registered office of the Company at 1<sup>st</sup> Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai-600 006 on 21<sup>st</sup> November 2022 at 10.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

**RESOLUTIONS**

**Special Business:**

1. Approval of Dr. Agarwal's Health Care Limited employees stock option scheme – 2022
2. Approval for the grant of employees stock options to the employees of subsidiary company in India or outside India of the company under Dr. Agarwal's Health Care Limited employees stock option scheme – 2022

Signed this ..... day of ....., 2022

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue

**Notes:**

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



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

**Phone: 91-44-43787777**

**ATTENDANCE SLIP**

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

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

I hereby record my presence at the Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited being held at the Registered office of the Company at 1<sup>st</sup> Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on 21<sup>st</sup> November 2022 at 10.00 a.m

Members/Proxy's Signatures \_\_\_\_\_

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

**ROUTEMAP INDICATING VENUE OF EGM AND ITS NEAREST LANDMARK**

