

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;

Email ID: investor@dragarwal.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited will be held at the Registered Office of the Company at 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Chennai – 600 006 on Thursday, the 5th September, 2024 at 10.00 am to transact the following special business:

ITEM NO 1: SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY AND THE CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

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

RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder, and in accordance with the Articles of Association of the Company and subject to any other approvals, consents, permissions and sanctions, if any, required from any competent authority, the consent of the members of the Company be and is hereby accorded to the proposal to sub-divide the existing authorised equity share capital of the Company from INR 54,20,00,000 (Indian Rupees Fifty-Four Crores Twenty Lakhs Only) consisting of 5,42,00,000 (Five Crores Forty-Two Lakhs) equity shares of INR 10 (Indian Rupees Ten Only) each, **to** INR 54,20,00,000 (Indian Rupees Fifty-Four Crores Twenty Lakhs Only) consisting of 54,20,00,000 (Fifty-Four Crores Twenty Lakhs) equity shares of face value of INR 1 (Indian Rupee One Only) each.

RESOLVED FURTHER THAT consequently pursuant to Section 13, the consent of the members of the Company be and is hereby accorded to altering the Memorandum of Association of the Company for substituting the existing Clause V of the Memorandum of Association with the following revised Clause V:

“V. The Authorised Share Capital of the Company is INR 90,00,00,000 (Indian Rupees ninety crores only), consisting of INR 54,20,00,000 (Indian Rupees fifty four crores twenty lakhs only) equity share capital, divided into 54,20,00,000 (Fifty-Four Crores Twenty Lakhs) equity shares of INR 1 each and INR 35,80,00,000 (Indian Rupees Thirty Five Crores Eighty Lakhs only) preference share capital, divided into 35,80,000 (Thirty Five Lakhs and Eighty Thousand only) 0.001% (zero point zero zero one percentage) fully and compulsorily convertible non-cumulative participating preference shares of INR 100 (Indian Rupees one hundred only) each.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 and the rules made thereunder, as amended and other applicable provisions, if any, and in accordance with the enabling provisions of the Memorandum and Articles of Association, the existing Definition of **“Equity Shares”** under Article 2.1 of Article 2 (Definitions) of Part B of the Articles of Association be and is hereby amended as below:

“Equity Shares” means equity shares of the Company having a par value of INR 1 (Indian Rupee One) per equity share or such other subdivided/consolidated value, and having, terms and privileges attached to them, all as set forth in the Shareholders' Agreement and the Articles of Association”.

RESOLVED FURTHER THAT pursuant to the aforesaid sub-division of the authorized equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value of INR 10 (Indian Rupees Ten Only) of the Company, existing as on date, shall stand subdivided into equity shares of nominal value INR 1 (Indian Rupee One Only) each, fully paid up, without altering the share capital and shall rank *pari passu* in all respects with the erstwhile fully paid equity shares of INR 10 each of the Company and the holders of such sub divided equity shares shall be entitled to full dividend that may be declared after the sub division and/or any bonus/rights issue after the sub division.

RESOLVED FURTHER THAT more specifically, pursuant to the sub-division of the authorised equity share capital of the Company, the existing -

- i) issued equity share capital of the Company amounting to INR 14,36,45,040 (Indian Rupees Fourteen Crores Thirty Six Lakhs Forty Five Thousand and Forty only), divided into 1,43,64,504 (One Crore Forty Three Lakhs Sixty Four Thousand Five Hundred and Four) equity shares of face value of INR 10 (Indian Rupees Ten) each shall automatically, and without any further corporate action on the part of the Company, its shareholders, or any other party, be sub-divided into 14,36,45,040 (Fourteen Crores Thirty Six Lakhs Forty Five Thousand and Forty only) equity shares of face value of INR 1 each.
- ii) paid-up and subscribed share capital of the Company, amounting to INR 10,25,18,640 (Indian Rupees Ten Crore Twenty Five Lakhs Eighteen Thousand Six Hundred and Forty), divided into 1,02,51,864 (One Crore Two Lakhs Fifty One Thousand Eight Hundred and Sixty Four) equity shares of INR 10 each, shall automatically, and without any further corporate action on the part of the Company, its shareholders, or any other party, be sub-divided into 10,25,18,640 (Ten Crore Twenty Five Lakhs Eighteen Thousand Six Hundred and Forty) equity shares of face value of INR 1 each.”

RESOLVED FURTHER THAT pursuant to the aforesaid sub-division of the equity shares of the Company, all the future issue of equity shares shall carry the nominal value of INR1 each and shall rank *pari passu* in all respects with the already issued/allotted sub divided fully paid equity shares of INR 1 each of the Company.

RESOLVED FURTHER THAT upon the sub-division of the equity shares of the Company as aforesaid, the equivalent number of sub-divided equity shares of nominal value of INR 1 each shall be credited to the respective beneficiary accounts of all the shareholders with the depository participants, in lieu of the existing credits representing the equity shares of INR 10 each.

RESOLVED FURTHER THAT Dr. Adil Agarwal, Chief Executive Officer and Whole-time Director, Dr. Anosh Agarwal, Whole-time Director, Mr. B. Udhay Shankar, Chief Financial Officer and Mr. A. Thanikainathan, Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above resolution, including filing of the necessary forms with the Registrar of Companies, Chennai

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary is authorised to certify the true copy of this resolution for submission to any concerned authorities for necessary action.

RESOLVED FURTHER THAT none of the Directors, Key Managerial Personnel of the Company or their relatives. is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

ITEM NO. 2: CAPITALIZATION OF RESERVES AND THE ISSUE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY

To consider, and if thought fit, to pass with or without modifications, the following resolution as an

Ordinary Resolution:

“RESOLVED THAT pursuant to Section 23, 63 and 123(5) of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including the rules framed thereunder and in accordance with the Memorandum of Association of the Company (“**Memorandum**”) and the enabling provisions of the Articles of Association of the Company and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“**Board**”), and on recommendations of the Board of Directors, the consent and approval of the shareholders of the Company be and is hereby accorded for capitalising a sum of INR 20,50,37,280, out of the Company's securities premium account and free reserves, as per the audited accounts of the Company for the financial year ended March 31, 2023 and that such amount be transferred to the share capital account and be applied for the issue and allotment of 20,50,37,280 Equity Shares of face value INR 1 (Indian Rupee One only) each (“**Equity Shares**”) of the Company as bonus shares (“**Bonus Equity Shares**”), credited as fully paid up, to the Equity Shareholders of the Company whose names appear in the Register of Members of the Company on the 4th September, 2024, being the Record Date fixed by the Board of Directors for the purpose, in the proportion of 2 (two) Bonus Equity Shares for every 1 (one) Equity Share of the Company held by them s on the aforementioned record date and that the Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by such members and not as income in lieu of dividend credited.”

“RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Bonus Issue shall be credited in dematerialised form to the respective beneficiary accounts of the shareholders of the Company.”

“RESOLVED FURTHER THAT the Equity Shares of the Company proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid up Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to make application, file forms with the Registrar of Companies, Tamil Nadu at Chennai, and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution, including, without limitation make requisite entries in its register of members of the Company (“**Register of Members**”) in this respect and settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment.”

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

ITEM NO 3: - AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

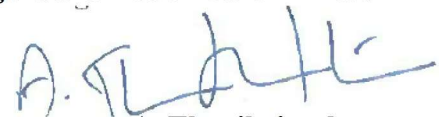
“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions and consequent upon the sub division of the Equity Shares of the Company into shares of Re.1 each and the Third Amendment Agreement to the original Shareholders’ Agreement dated April 12, 2022, approved by the Board of Directors in accordance with the enabling provisions of the Memorandum and Articles of Association and subject to the provisions of any other applicable law, the set of existing Articles of Association, be and is hereby substituted with the amended set of Articles of Association (AOA) placed before the shareholders of the Company and such amended AOA be approved and adopted as the Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association.

RESOLVED FURTHER THAT Dr. Adil Agarwal, Chief Executive Officer and Whole-time Director, Dr. Anosh Agarwal, Whole-time Director, Mr. B. Udhay Shankar, Chief Financial Officer and Mr. A. Thanikainathan, Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above resolution, including filing of the necessary forms with the Registrar of Companies, Chennai

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary is authorised to certify the true copy of this resolution for submission to any concerned authorities for necessary action.

RESOLVED FURTHER THAT none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

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



A. Thanikainathan
Company Secretary
ACS: A25829

Place: Chennai

Date: September 4, 2024

Note:

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

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED SEPTEMBER 4, 2024.

ITEM NO 1:

The Company proposes that the existing Authorised Equity Share Capital of the Company of INR 54,20,00,000 (Indian Rupees Fifty-Four Crores Twenty Lakhs Only), consisting of 5,42,00,000 (Five Crores Forty-Two Lakhs) Equity Shares of INR 10 (Rupees Ten Only) each, shall be sub divided into 54,20,00,000 (Fifty-Four Crores Twenty Lakhs) Equity Shares of face value of INR 1 each.

Accordingly, the authorised share capital of the Company, amounting to INR 90,00,00,000 (Rupees Ninety Crores only), consisting of INR 54,20,00,000 Equity Share Capital (Rupees Fifty Four Crores Twenty Lakhs only), divided into 5,42,00,000 (Five Crores Forty Two Lakhs only) Equity Shares of INR 10/- (Rupees Ten only) each and the Preference Capital of INR 35,80,00,000 (Rupees Thirty Five Crores Eighty Lakhs only), divided into 35,80,000 (Thirty Five Lakhs Eighty Thousand) 0.001% (zero point zero zero one percentage) fully and compulsorily convertible non-cumulative participating preference shares of INR 100 (Rupees One Hundred only) each, shall stand altered to INR 90,00,00,000 (Rupees Ninety Crores only), consisting of 54,20,00,000 (Fifty-Four Crores Twenty Lakhs) Equity Shares of face value of INR 1 each, amounting to INR 54,20,00,000 (Rupees Fifty Four Crores Twenty Lakhs only) and INR 35,80,00,000 (Rupees Thirty Five Crores Eighty Lakhs), divided into 35,80,000 (Thirty Five Lakhs Eighty Thousand) 0.001% (zero point zero zero one percentage) fully and compulsorily convertible non-cumulative participating preference shares of INR 100 (Rupees One Hundred only) each.

In this regard, as per the current Articles of Association, the existing Definition of “Equity Shares” under clause 2.1 of Clause 2 (Definitions) of Part B is also required to be amended since the definition currently envisaged is at a fixed Face Value of INR.10 (Indian Rupees Ten) per Equity Share. In order to authorise and accommodate the proposed subdivision of Equity Shares and also provide flexibility with regard to any future subdivision and/or consolidation or such other corporate action, it is now proposed to amend the Definition of “Equity Shares” under clause 2.1 of Clause 2 (Definitions) of Part B the Articles of Association as under-

“Equity Shares” means equity shares of the Company having a par value of INR 1 (Indian Rupee One) per equity share or such other subdivided/consolidated value, and having terms and privileges attached to them, all as set forth in the Shareholders’ Agreement and the Articles of Association;

The Members are requested to note that Article 1.(j) of Part A of the Articles of Association also captures the definition of Equity Shares by which the Equity Shares shall mean the issued, subscribed and fully paid-up equity shares of the Company having *a face value of such amount as prescribed under the Memorandum of Association*. In case of any inconsistency or contradiction, conflict or overlap between Part A of the Articles of Association and Part B of the Articles of Association, the provisions of Part B of the Articles of Association shall, subject to Applicable Law, prevail over Part A until Listing. However, all provisions of Part B shall automatically stand deleted and cease to have any force and effect from Listing, and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by our Company or by its shareholders.

Consequent upon the decision taken to sub-divide the Equity Shares as aforesaid, both the Memorandum and Articles of Association would need to be amended and the accompanying Resolution is sought to be passed in this context. As a direct consequence of the sub division, all the existing Equity Shares and any future issue shall be in conformity with the sub division.

The difference between the issued capital and the paid-up capital, as indicated in the accompanying Special Resolution, is on account of the allotment of rights issue of Equity Shares on August 2, 2023,

wherein 55,11,057 Equity Shares were issued to the then existing shareholders, but only, 13,98,417 shares were subscribed to and paid up. The difference of 41,12,640 shares are the ones issued but not allotted to any shareholder.

The copies of the existing and the altered Articles of Association and Memorandum of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

None of the Directors and the Key Managerial Personnel of the Company or the relatives of the aforementioned persons, is in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the special resolution set out at Item No. 1 of the accompanying Notice for your approval.

ITEM NO 2:

In continuation of the Company's constant endeavour to maximize and unlock the shareholders' value in the Company, it is proposed to evaluate various methods for unlocking shareholders' value in the Company, by examining options available and the process and cost involved, their commercial and legal viability, market conditions, and overall interest of the Company and its stakeholders ("the Proposal"). The balance in the securities premium account as per the last audited financial statements, i.e., as at March 31, 2023, stands at INR 756.07 crores. In order to achieve the objects of the Proposal, the Board of Directors of the Company, in its meeting held on September 4, 2024, has recommended that the Company should capitalise the free reserves and the amount standing to the credit of the securities premium account to the extent of INR 20,50,37,280 (Rupees Twenty crores fifty lakhs thirty seven thousand two hundred and eighty only) for issuing 20,50,37,280 (Twenty crores fifty lakhs thirty seven thousand two hundred and eighty) Bonus Shares in the ratio of 2 (two) Equity Shares of INR 1 each for every 1 (one) Equity Share of INR 1 each held by the holders of the Equity Shares of the Company

The Board, while recommending the issue of bonus shares, has also fixed the Record Date for determining the list of Equity Shareholders as the 4th September, 2024.

Pursuant to the provisions of Sections 23, 63(2) and 123(5) of the Companies Act, 2013 and the rules framed thereunder, any issue of Bonus Shares out of the capital redemption reserve account/free reserves/ securities premium account requires approval of the shareholders of the Company in a general meeting and the Ordinary Resolution at Item No.2 of the accompanying Notice is sought to be passed in this context.

The Bonus Equity Shares, on allotment, shall rank *pari-passu* with the existing Equity Shares of the Company and the Bonus Equity Shares are entitled to any dividend declared after the allotment of shares. The proposed Bonus Issue shall be treated for all purposes as an increase of the nominal amount of equity share capital of the Company held by each such member and is not in lieu of dividend.

The issue of Bonus Equity Shares shall result in the increase in the paid-up share capital of the Company.

The details of Equity Share Capital of the Company pre and post the Bonus Issue shall be as under:

- Number of Subscribed / Paid-up Equity Shares pre-Bonus Issue: 10,25,18,640 Equity Shares of INR 1 each aggregating to an Equity Share Capital of INR 10,25,18,640.
- Number of Subscribed / Paid-up Equity Shares post-Bonus Issue: 30,75,55,920 Equity Shares of INR 1 each aggregating to an Equity Share Capital of INR 30,75,55,920.

None of the Directors, the Key Managerial Personnel of the Company or their relatives are interested in the said resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for the approval of the shareholders.

ITEM NO 3:

Pursuant to the subdivision of the Authorised Equity Share Capital of the Company of INR 54,20,00,000 (Indian Rupees Fifty-Four Crores Twenty Lakhs Only), consisting of 5,42,00,000 (Five Crores Forty-Two Lakhs) Equity Shares of INR 10 (Rupees Ten Only) each, into 54,20,00,000 (Fifty-Four Crores Twenty Lakhs) Equity Shares of face value of INR 1 each (**SUBDIVISION**), as enumerated in greater detail in Item No. 1 above, the Members are requested to note that the existing Definition of "Equity Shares" under clause 2.1 of Clause 2 (Definitions) of Part B of the current Articles of Association (AoA), is also required to be amended since the definition refers to the Face Value of INR.10 (Indian Rupees Ten) per Equity Share.

In addition to the above Amendment to the AoA, which captures the change in Face Value of Equity Shares, there are additional amendments that are warranted in the AoA on account of the Third Amendment to the Shareholders' Agreement that has been approved by the Board and is in the process of getting executed. Certain clarificatory disclosures etc., which are included in that Amendment Agreement will also have to be included in the AoA. Since these changes occur in numerous pages of the existing AoA, instead of making page wise changes, it is proposed to substitute the existing Articles of Association with a new set of Articles of Association which shall also capture, among other things, the revised definition of "Equity Shares" under clause 2.1 of Clause 2 (Definitions) of Part B.

None of the Directors, the Key Managerial Personnel of the Company or their relatives are interested in the said resolution except to the extent of their shareholding in the Company.

The copies of the existing and the altered Articles of Association the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be placed on the table at the meeting.

The Board of Directors of the Company recommends the Special Resolution set out at Item No.3 of the accompanying Notice for the approval of the shareholders.

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



A. Thanikainathan
Company Secretary
ACS: A25829

Place: Chennai
Date: September 4, 2024

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 Greems Road, Near Asan Memorial School Chennai Chennai TN 600006 IN **Tel:**91-44-43787777

| |
|-------------------------------|
| Name of the Member(s): |
| Registered address: |
| E-mail ID: |
| Folio / Client ID: |
| DP ID: |

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

(1) Name
Address.....

Email Id:..... Signature..... or failing him;

(2) Name
Address.....

Email Id:..... Signature..... or failing him;

(3) Name
Address.....

Email Id:..... Signature..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited to be held at the Registered office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greems Road, Chennai - 600006 on 5th September, 2024 at 10.00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

Special Business:

1. Sub-division of face value of equity shares of the company and the consequent amendment to the memorandum of association and Articles of Association of the company.
2. Issue of Bonus shares to the existing equity shareholders of the company
3. Amendment to the Articles of Association of the Company

Signed this day of, 2024

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.

ATTENDANCE SLIP

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

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

I hereby record my presence at the Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited being held at the Registered office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on Thursday, the 5th September, 2024.

Members/Proxy's Signatures

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

ROUTEMAP INDICATING VENUE OF EGM AND ITS NEAREST LANDMARK

