

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 Buhari Towers, No.4, Moores Road, Off Greams Road, Chennai – 600 006 on Wednesday, the 28th, Day of August, 2024 at 3.00 PM to transact the following special businesses:

Special Business:

1. APPROVAL OF THE AMENDMENT TO THE TERMS OF CONVERSION OF SERIES D1 0.001% FULLY AND COMPULSORILY CONVERTIBLE NON-CUMULATIVE PARTICIPATING PREFERENCE SHARES

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on the July 27, 2023, the existing Clause 6 of the Terms of Issue of the Series D1 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares (**Series D1 CCPS**) shall be deleted and it be substituted by the following new Clause 6:

“6. Terms of Conversion:

(a) Subject to the relevant terms of the Shareholders' Agreement dated April 12, 2022 entered into, inter alia, among the Investors, the Company and the Promoters (as amended/to be amended from time to time), the Series D1 CCPS will become eligible for conversion into one Equity Share of INR 10.00 each for every One Series D1 CCPS, upon such Series D1 CCPS being made fully paid-up.

(b) The Equity Shares issued and allotted to the holders of the Series D1 CCPS, on conversion, will carry, from the date of conversion, all rights ranking *pari passu* with the Equity Shares existing as on that date.

(c) Subject to the relevant terms of the Shareholders' Agreement dated April 12, 2022 entered into, inter alia, among the Investors, the Company and the Promoters (as amended/to be amended from time to time), the holders of the Series D1 CCPS, which are fully paid up, will not be required to pay any amounts to the Company for the issuance of Equity Shares at the time of conversion of the Series D1 CCPS.”

RESOLVED FURTHER THAT all the other terms governing the issue of the Series D1 CCPS shall remain the same.”

2. APPROVAL OF THE AMENDMENT TO THE TERMS OF CONVERSION OF SERIES D2 0.001% FULLY AND COMPULSORILY CONVERTIBLE NON-CUMULATIVE PARTICIPATING PREFERENCE SHARES

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company at the Extra Ordinary General Meeting held on the 27th July, 2023, the existing Clause 6 of the Terms of Issue of the Series D2 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares (**Series D2 CCPS**) shall be deleted and it be substituted by the following new Clause 6:

“6. Terms of Conversion:

“(a) Subject to the terms of the Shareholders’ Agreement dated April 12, 2022 entered into, inter alia, among the Investors, the Company and the Promoters (as amended/to be amended from time to time), the Series D2 CCPS will become eligible for conversion into one Equity Share of INR 10.00 each for every One Series D2 CCPS, upon such Series D2 CCPS being made fully paid-up.”

(b) The Equity Shares issued and allotted to the holders of the Series D2 CCPS, on conversion, will carry, from the date of conversion, all rights ranking *pari passu* with the Equity Shares existing as on that date.

(c) Subject to the relevant terms of the Shareholders’ Agreement dated April 12, 2022 entered into, inter alia, among the Investors, the Company and the Promoters (as amended/to be amended from time to time), the holders of the Series D2 CCPS, which are fully paid up, will not be required to pay any amounts to the Company for the issuance of Equity Shares at the time of conversion of the Series D2 CCPS.

RESOLVED FURTHER THAT all the other terms governing the issue of the Series D2 CCPS shall remain the same.”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 and the rules made thereunder, as amended and other applicable provisions, if any and in order to align the Articles of Association of the Company (the “**Articles of Association**”) with the listing requirements of the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Securities and Exchange Board of India

(Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, subject to the necessary approvals required, of the shareholders of the Company and that of the Registrar of Companies, Tamil Nadu at Chennai (“ROC”), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, and the Securities and Exchange Board of India and stock exchanges in connection with the listing of the Equity Shares, and the amendment cum termination agreement to the Shareholders’ Agreement dated 26th August 2024 entered into amongst the Company, Hyperion Investments Pte. Ltd., Claymore Investments (Mauritius) Pte. Ltd., Arvon Investments Pte. Ltd., the Promoters of the Company and the Company and 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, as placed before the shareholders of the Company, be and is hereby substituted with the amended set of Articles of Association, also placed before the shareholders of the Company and they be approved and be adopted as the Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Company Secretary of the Company and such other persons as may be authorised by the Board of Directors of the Company, be and are hereby jointly and severally authorised to issue certified true copies of this resolution and it may be forwarded to the concerned authorities for necessary action and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Tamil Nadu at Chennai.

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



A. Thanikainathan
A. Thanikainathan
Company Secretary
ACS: 25829

Place: Chennai
Date: 26-08-2024

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. THE EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE BUSINESSES OF THE MEETING, AS SET OUT IN THE NOTICE, ARE ANNEXED.**
- 3. A ROUTE MAP DEPICTING THE VENUE OF THE MEETING ALONG WITH A PROMINENT LANDMARK IS ATTACHED HEREWITH.**

4. 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.
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 HAS BEEN OBTAINED FOR CALLING THE MEETING AT A SHORT NOTICE.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 26-08-2024

ITEM NO 1 & 2:

The Shareholders, at the Extraordinary General Meeting held on the 27th July, 2023, approved the issuance of 10,65,948 Series D1 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (**Series D1 CCPS**) and 21,31,898 Series D2 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (**Series D2 CCPS**). The terms governing the issue of the Series D1 CCPS and Series D2 CCPS were also approved at the said meeting.

As per the existing terms of issue, the Series D1 CCPS shall convert into an equal number of Equity Shares of INR.10.00 each in three equal tranches across the three years that follow the allotment. The Series D2 CCPS shall convert into a pre-determined number of Equity Shares subject to achievement of conversion milestones in three tranches across the three years that follow the allotment. There are also other conditions prescribed for effecting the conversion.

The Board, after careful consideration at its meeting held on the 18th March, 2024, has decided, subject to the approval of the Shareholders, to do away with all the existing terms and conditions that govern the conversion of both Series D1 and Series D2 CCPS and to fix the conversion ratio at one Equity Share of INR 10.00 each for every one Series D1 and Series D2 CCPS, upon making such CCPS fully paid-up. This revision in the terms of conversion requires the approval of the Shareholders of the Company again through a Special Resolution. The Special Resolutions appearing in the accompanying Notice are sought to be passed in this context.

Except the Directors, Dr. Amar Agarwal, Dr. Adil Agarwal and Dr. Anosh Agarwal, none of the other Directors/Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise, in the Resolutions except as a member of the Company.

The Board of Directors recommends the Special Resolutions as set forth in the Item Nos. 1 and 2 of the Notice for the approval of the Shareholders of the Company.

ITEM NO 3:

IT IS PROPOSED TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY IN THE CONTEXT OF THE FOLLOWING DEVELOPMENTS:

The Company is proposing to modify the terms of conversion of the Series D Compulsorily Convertible Non-cumulative Preference Shares, as set out in Item Nos, 1 and 2 of the accompanying Notice. The terms agreed upon earlier as per the First Amendment to the Shareholders Agreement dated July 27, 2023, executed among Hyperion Investments Pte. Ltd, Claymore Investments (Mauritius) Pte. Ltd, Arvon Investments Pte. Ltd, the Promoters of the Company and the Company, shall also get amended simultaneously and such amended provisions need to be incorporated in the Articles of Association.

Further, the Company is proposing to undertake an initial public offer of the eEquity Shares of (“**Equity Shares**”) of the Company comprising fresh issuance of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders (“**Selling Shareholders**”) (“**Offer for Sale**”) together with the Fresh Issue (the “**Offer**”) and list the Equity Shares on one or more of the recognised Stock Exchanges in India. The Company intends to undertake the Offer and list its Equity

Shares at an opportune time in consultation with the book running lead managers appointed for the Offer and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The Articles of Association are required to be amended in order to align them with the listing requirements of the Stock Exchanges, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Company, therefore, proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the Stock Exchanges prior to the filing of the draft red herring prospectus with the Securities and Exchange Board of India ("SEBI") and the relevant Stock Exchanges and contain such articles as may be required by a listed public limited company under applicable laws (including the Companies Act, 2013).

The copies of the existing Articles of Association and the revised Articles of Association will be made available for inspection at the Registered Office of the Company during the business hours of the Company on any working day up to the date of the Extraordinary General Meeting.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment to the Articles of Association requires the approval of the shareholders of the Company through a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or the relatives of the aforementioned persons are 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. 3 of the accompanying Notice for your approval.

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



A. Thanikainathan
A. Thanikainathan
Company Secretary
ACS: 25829

Place: Chennai
Date: 26-08-2024

PROXY FORM

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

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
CIN: U85100TN2010PLC075403

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

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

(1) Name
Address.....

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

(2) Name
Address.....

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

(3) Name
Address.....

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of Dr. Agarwal's Health Care Limited to be held at the Registered office of the Company at 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on Wednesday, the 28th, Day of August, 2024 at 3.00 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

Special Business:

1. Approval of the amendment to the terms of conversion of series D1 0.001% fully and compulsorily convertible non-cumulative participating preference shares.
2. Approval of the amendment to the terms of conversion of series D1 0.001% fully and compulsorily convertible non-cumulative participating preference shares.
3. Adoption of new set of 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 Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on Wednesday, the 28th, Day of August, 2024 at 3.00 p.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

