

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 Wednesday, the 14th February 2024 at 11.00 a.m. to transact the following businesses

ITEM NO. 1: APPROVAL OF THE MODIFICATION TO 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 the rules made thereunder (including any statutory modification(s) or re-enactment thereof), relevant provisions of the 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 amend the sub clauses 11.1 and 11.2 of Clause 11 of the Dr. Agarwal's Health Care Limited Employees Stock Option Scheme (“Scheme”) – 2022 relating to the pricing of the Options exercised under the Scheme, by substituting the following clause in the place of the existing Sub Clause 11.1 of Clause 11 and Sub Clause 11.2 of Clause 11 shall be deleted.

“**11.1 Under this Scheme, the exercise price shall be fixed at Rs. 2,548 (Rupees Two Thousand Five Hundred and Forty-Eight) for all options granted under this Scheme.**”

RESOLVED FURTHER THAT that the said modification shall be applicable to all eligible employees, presently beneficiaries under the Scheme and to future options that may be granted under the Scheme to both the employees of the Company and its Subsidiaries in India or outside India, of the Company (as permitted under the applicable laws).

RESOLVED FURTHER THAT the Board of Directors 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 modified 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.

ITEM NO. 2: APPROVAL TO INCREASE THE REMUNERATION AND VARIABLE PAY FOR DR. ADIL AGARWAL (DIN: 01074272)

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

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members at the Extra Ordinary General Meeting held on 5th May, 2022/Annual General Meeting held on 30th September, 2022 and in accordance with Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V of the Act and the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and, on the recommendation of the Nomination & Remuneration Committee and subject to such other approvals as may be required, the approval of the Members of the Company be and is hereby accorded for the increase in the remuneration of Dr. Adil Agarwal (DIN: 01074272), Whole-time Director / CEO with effect from 1st April, 2023 on the following terms and conditions till the expiry of his current tenure:

(a) Salary: Rs. 1,78,26,802 /- (Rupees One Crore Seventy-Eight Lakh Twenty-Six Thousand Eight Hundred and Two only) per annum.

(b) Perquisites:

Use of car with chauffeur, travel reimbursements for official travel, reimbursement of expenses incurred towards attending conferences, reimbursement of credit card expenses to the extent pertaining to official use and use of telephone and internet reimbursements will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. The value of the car shall not exceed Rs.1,00,00,000 (Rupees One Crore only) and the age of the car shall not be more than four years. Personal staffs with total remuneration of Rs. 32,27,200 (Rupees Thirty-Two Lakhs Twenty-Seven Thousand Two Hundred) per annum shall be provided which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Leave Encashment shall be provided as per the Company's policy from time to time.

(c) Contribution to funds:

Company's contribution to Provident Fund and Superannuation Fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

(d) Variable pay on achievement of combined Consolidated EBITDA of the Company excluding Elisar Life Sciences Private Limited as follows:

EBITDA	Eligible variable pay (as a % of EBITDA)
INR 250 Crore – INR 270 Crore	0.90%
INR 270 Crore – INR 290 Crore	1.00%
INR 290 Crore and above	1.25%

(e) An annual Club Membership fees be paid to the Young Presidents Organization for the membership of Dr. Adil Agarwal and travel reimbursement shall be paid.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the tenure of the whole-time Director, the above remuneration, and variable pay, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated as minimum remuneration, subject to limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time shall be paid.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised and empowered to do all such acts and deeds, including but not limited to signing and filing the necessary forms or any other documents, with the Registrar of Companies, Chennai and any other regulatory authority and to make suitable entries in the statutory registers and all other relevant records, as may be required from time to time t and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby, severally, authorized and empowered to certify a copy of this resolution and issue it to all concerned persons.”

ITEM NO. 3: APPROVAL TO INCREASE THE REMUNERATION AND VARIABLE PAY FOR DR. ANOSH AGARWAL (DIN: 02636035)

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

RESOLVED THAT in supersession of the earlier resolutions passed by the Members at the Extra Ordinary Meeting held on 05th May 2022/Annual General Meeting held on 30th September, 2022 and in accordance with Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and, on the recommendation of the Nomination & Remuneration Committee and subject to such other approvals as required, the approval of the Members of the Company be and is hereby accorded for the increase in the remuneration of Dr. Anosh Agarwal (DIN: 02636035), Whole-time Director, with effect from 1st April 2023 on the following terms and conditions:

(a) Salary: Rs. 1,75,76,066 /- (Rupees One Crore Seventy-Five Lakh Seventy-Six Thousand and Sixty-Six only) Per Annum

(b) Perquisites:

Use of car with chauffeur, travel reimbursements for official travel, reimbursement of expenses incurred towards attending conferences, reimbursement of credit card expenses to the extent pertaining to official use and use of telephone and internet reimbursements will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. The value of the car shall not exceed Rs.1,00,00,000 (Rupees One Crore only) and the age of the car shall not be more than four years. Personal staffs with total remuneration of Rs. 31,95,000 (Rupees Thirty One Lakhs Ninety Five Thousand) per annum shall be provided which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Leave Encashment shall be provided as per the Company's policy from time to time

(c) Contribution to funds:

Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

(d) Variable pay on achievement of combined Consolidated EBITDA of the Company excluding Elisar Life Sciences Private Limited as follows:

EBITDA	Eligible variable pay (as a % of EBITDA)
INR 250 - 270 Crore	0.90%
INR 270 - 290 Crore	1.00%
INR 290 crore and above	1.25%

(e) An annual Club Membership fees be paid to the Young Presidents Organization for the membership of Dr. Anosh Agarwal and travel reimbursement shall be paid.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the tenure of the whole-time Director, the above remuneration, and variable pay, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated as minimum remuneration, subject to limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time shall be paid.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorised and empowered to do all such acts and deeds, including but not limited to signing and filing the necessary forms or any other documents, with the Registrar of Companies, Chennai and any other regulatory authority, and to make suitable entries in the statutory registers and all other relevant records, as may be required from time to time and to do all such acts, matters, deeds and things necessary or desirable in connection with

or incidental to giving effect to the above resolutions and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be, and are hereby, severally authorized and empowered to certify a copy of this resolution and issue it to all concerned persons.”

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



A. Thanikainathan
Company Secretary
ACS: 25829

Place: Chennai
Date: 05.02.2024

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. 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.
5. Pursuant to Secretarial Standards-2, the brief profile of the Directors whose remuneration is sought to be increased at the ensuing Extraordinary General Meeting is as follows:

Particulars	Item No.2	Item No.3
Name of the Director	Dr. Adil Agarwal, (DIN 01074272)	Dr. Anosh Agarwal (DIN: <u>02636035</u>)
Date of Birth	13-10-1983	01-10-1984
Qualification	MBBS, M.S., Ophthalmology, MBA (Stanford)	MBBS, M.S., Ophthalmology, MBA (Harvard)
Experience	Ophthalmology	Ophthalmology
Last drawn Remuneration	As approved by the shareholders in the Annual General Meeting held on 30 th September 2022.	As approved by the shareholders in the Annual General Meeting held on 30 th September 2022.
Date of first appointment on the Board	19-04-2010	30-09-2014
Shareholding in the Company	418743 Equity Shares of the Company (5.28%) and 1,68,945 - 0.001% fully & compulsorily Convertible Non-Cumulative Participating Preference Shares	524263 Equity Shares of the Company (5.28%) and 2,11,518 - 0.001% fully & compulsorily Convertible Non-Cumulative Participating Preference Shares

Relationship with other Directors, Manager and KMPs	He is related to Dr. Amar Agarwal and Dr. Anosh Agarwal, Directors of the Company	He is related to Dr. Amar Agarwal and Dr. Adil Agarwal, Directors of the Company
No. of meeting of the Board attended during the year	6	6

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.

Item No. 01

In order to reward and retain the employees and to create a sense of ownership and participation amongst the employees, the Members of the Company had, at the Extra Ordinary General Meeting held on 21st November 2022, approved the Dr. Agarwal's Health Care Limited Employees Stock Option Scheme – 2022 (“Scheme”).

The Company currently envisages issue of Options to various new employees as well as employees who were earlier consultants. These Consultants who have now become Employees were the earlier beneficiaries under the Doctors’ Incentive Plan – 2022. In order to extend the proportionate benefit to such Employees and also to ensure uniformity to all future options, it is now proposed to fix the Exercise price under the Scheme at Rs. 2,548 (Rupees Two Thousand Five Hundred and Forty-Eight) for all the Options granted and to be granted under the Scheme. Further, fixing the Exercise Price would also provide greater ease in the execution of the Scheme.

As per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the approval of the Members by way of a special resolution is required to vary the terms of the Employees Stock Option Scheme not yet exercised by the employees provided such variation is not prejudicial to the interests of the option holders.

Disclosures required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014:

I) Full details of the variation

Clause	Old Provision	New provision proposed
11.1	Under this Scheme, the exercise price will be based on the Fair Market Value, as on date of grant of Options.	Under this Scheme, the exercise price will be fixed at Rs. 2,548 (Rupees Two Thousand Five Hundred and Forty-Eight) for all options granted under this Scheme.
11.2	The Committee has a power to provide suitable discount of maximum 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.	Omitted

Clause 11.3 and Clause 11.4 shall be renumbered as 11.2 and 11.3 respectively.

II) Rationale

- i) The Consultants who have now become employees shall receive reciprocal benefit for holding units under the Doctors' Incentive Plan – 2022. Hence, when such Employees now receive Options under the Scheme, the exercise price shall be Rs. 2,548/-.
- ii) Fixing the Exercise Price and removal of discount shall ensure uniformity and ease of operation and execution of the Scheme.

III) Details of the employees who are beneficiaries of such variation

All the eligible employees of the Company and its Subsidiaries to whom options are granted

All other main features and other details of the Scheme including the total number of Stock Options to be granted, identification of classes of Employees entitled to participate in the Employees Stock Option Scheme, the appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme, the requirement of vesting and period of vesting, the maximum period within which the Options shall be vested, Exercise period and process of Exercise, Lock in period, the Maximum number of Employees Stock Option to be granted per employee and in aggregate, , the conditions under which Employees Stock Option vested in employees may lapse e.g. in case of termination of employment for misconduct, 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 and compliance of Accounting Standards, shall all remain the same

The Board of Directors of the Company recommends the Special Resolution as set out at Item No.1 for the approval of the Members.

Item No. 02 & 03

Dr. Adil Agarwal and Dr. Anosh Agarwal were re-appointed as the Whole-time Director of the Company w.e.f 1st May 2022 for a period of three years by the members of the Company at the Extra-Ordinary General Meeting held on 05th May 2022. The remuneration payable to them, approved at this Meeting, was revised and the revisions were approved by the shareholders at the Annual General Meeting held on 30th September 2022.

Considering the contribution made by Dr. Adil Agarwal and Dr. Anosh Agarwal and the progress made by the Company under their leadership and guidance and based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on the 5th February 2024, approved the further revision in the remuneration of Dr. Adil Agarwal and Dr. Anosh Agarwal, as set out in Item Nos. 2 and 3 of the accompanying Notice, subject to the approval of the Members of the Company in a General Meeting, through a Special Resolution.

Pursuant to Sections 196 and 197, read with Schedule V to the Companies Act, 2013, the revised remuneration payable to Dr. Adil Agarwal and Dr. Anosh Agarwal, as decided by the Board upon the recommendation of the Nomination and Remuneration Committee, is required to be approved by the Members through a Special Resolution due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

Except Dr. Amar Agarwal, Dr. Adil Agarwal and Dr. Anosh Agarwal, none of the other Directors/Key Managerial Personnel of the Company and 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. 2 and 3 for the approval of the members of the Company.

Information to be provided pursuant to (B) (iv) of Section II of Part II of Schedule V to the Companies Act, 2013.

I. GENERAL INFORMATION			
1.	Nature of Industry	Eye Hospital	
2.	Date of Commencement of Business	May 10, 2010	
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable	
4.	Financial Performance as on March 31, 2023	<i>Rs. in Crore</i>	
		Revenue	597.64
		Profit after Tax	31.59
		Paid-up Share Capital	7.93
		Securities Premium Account	756.07
		Long term loans	266.09
		Total (A)	1659.32
		Investments	153.66
		Accumulated Losses	204.31
	Total (B)	357.97	
5.	Foreign investments or Collaborations, if any	As per Annexure I to this table	

Annexure I

The details of Foreign Investments in the Company as on 31st December 2023 are as under:

Sl. No.	Name of the shareholder	No. of shares	Percentage of Equity paid-up capital
1	Arvon Investment Pte. Ltd	1278616	13.70%
2	Claymore Investments Mauritius Pte. Ltd	1614815	17.31%
3	Hyperion Investments Pte. Ltd.	3464986	37.15%

The details of Foreign Investments by the Company as on 31st December 2023 are as under:

Sl. No.	Name of the shareholder	No. of shares	Percentage of paid-up capital
1	Orbit Health Care Services (Mauritius) Limited	68,23,20,738	100%

II. INFORMATION ABOUT DIRECTOR

Sl.No.	Particulars	Dr. Adil Agarwal	Dr. Anosh Agarwal
1	Background details	Dr. Adil Agarwal, aged 40 years, is in the Board of the Company since April 19, 2010. He is a highly qualified vitreoretinal surgeon, Dr. Adil has completed his M.S. Ophthalmology (Residency) (Gold Medalist) from SRMC & Research Institute, Sri Ramachandra University. He has also completed his observer-ship at Bascom Palmer Eye Institute, Miami, USA (# 1 Ranked Eye Hospital in USA).	Dr. Anosh Agarwal, aged 38 years, is in the Board of the Company since January 30, 2014. He is a highly qualified vitreoretinal surgeon. Dr. Anosh has completed his M.S. Ophthalmology (Residency) (Gold Medalist) from R.M. Medical College & Hospital, Annamalai University and his M.B.B.S (First Class) from SRMC. He has also completed his observer-ship at Bascom Palmer Eye Institute, Miami, USA (# 1 Ranked Eye Hospital in USA). With a surgical experience of close to 5 years, Dr. Anosh has performed over 2,000 eye surgeries including cataract, vitrectomy and retinal detachment. Apart from this illustrious academic career, Dr. Anosh has also completed his M.B.A. from Harvard Business School.
2	Past Remuneration	As approved by the shareholders in the AGM dated September 30, 2022.	As approved by the shareholders in the AGM dated September 30, 2022.
3	Recognition or awards	-	-
4	Job Profile and his suitability	He will be spearheading / drawing up expansion plans. He shall be responsible for the general conduct and management of the business and affairs of the Company and will operate subject to the control and supervision of the Board of Directors of the Company. At Dr. Agarwal's Group of Eye Hospitals, Dr. Adil Agarwal has responsibility for Global	He will be entrusted with the overall control of the Systems Design/ Marketing/HR initiatives of the Company. He will also supervise the day to day administration of the Company and will act subject to the supervision and control of the Board of Directors of the Company. At Dr. Agarwal's Group of Eye Hospitals, Dr. Anosh Agarwal has overall responsibility for the


		Strategic Initiatives, New Business Development, Medical Operations and the Retina Foundation. He is a core member of the leadership team that is responsible for the execution of the Groups strategic initiatives.	Finance, Human Resources and Information Technology functions. He is a core member of the leadership team that is responsible for the execution of the Groups strategic initiatives. Dr. Anosh plays a key role in Group expansion plans including Fund Raising (Private Equity & Debt), Mergers & Acquisitions, Restructuring and exploring diversification opportunities.
5	Remuneration proposed	As mentioned in the Resolution	As mentioned in the Resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is Commensurate with his Qualification/Experience and the size of the Company. The remuneration proposed to be paid is in line with the Industry standards.	The remuneration is Commensurate with his Qualification/Experience and the size of the Company. The remuneration proposed to be paid is in line with the Industry standards.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He holds 418743 Equity Shares of the Company (5.28%) and 1,68,945- 0.001% fully & compulsorily Convertible Non-Cumulative Participating Preference Shares. He is related to Dr. Anosh Agarwal and Dr. Amar Agarwal, Directors of the Company.	He holds 524263 Equity Shares of the Company (6.61%) and 2,11,518- 0.001% fully & compulsorily Convertible Non-Cumulative Participating Preference Shares. He is related to Dr. Adil Agarwal and Dr. Amar Agarwal, Directors of the Company.

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	The Company's operations involve huge capital investment and a long gestation period. The Company also faces stiff competition. The Company was incorporated during April, 2010 and the quantum of losses has been steadily coming down on account of the continuous efforts being made towards making the operations profitable. The Company posted a revenue of Rs.597.64 crores and a net profit after tax of Rs.31.59 Crores for the year ended March 31, 2023. The performance of the company is in good state and it is a clear indication that the Company is slowly overhauling its fixed and variable expenses in its efforts to achieve the breakeven and profitability.
2	Steps taken for improvement	The Company is taking steps to reduce costs and to increase the volume and the quality of the business by opening a large network of Branches. These steps are already showing results and it is hoped that the Company would start making handsome profits in the next few years.

3	Expected increase in productivity and profits in measurable terms	The Company is in the process of opening new Centres across the country and strengthening the existing ones, with continued emphasis on the quality of service on the basis of new investment. This, coupled with several steps being taken to reduce costs, would result in improved growth, performance and profitability.
---	---	--

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



A. Thanikainathan
Company Secretary
ACS: 25829

Place: Chennai
Date: 05-02-2024

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 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 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on 14-02-2024 at 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS

Special Business:

1. Approval of modification to Dr. Agarwal's Health Care Limited Employees Stock Option Scheme – 2022
2. Approval to increase the Remuneration and Variable Pay for Dr. Adil Agarwal (DIN: 01074272)
3. Approval to increase the Remuneration and Variable Pay for Dr. Anosh Agarwal (DIN: 02636035)

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.

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 1st Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Chennai- 600 006 on 14.02.2024 at 11.00 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

