

STATEMENT OF SPECIAL TAX BENEFITS

Statement Of Special Tax Benefits available to Dr. Agarwal's Health Care Limited (the "Company"), its Material Subsidiaries and the Shareholders of the Company prepared in accordance with the requirement under Schedule VI –Part A -Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations")

To

**The Board of Directors
Dr. Agarwal's Health Care Limited**
1st Floor, Buhari Towers, No.4,
Moores Road, Off Greams Road,
Near Asan Memorial School,
Chennai-600006

Subject: Statement of Possible Special Tax Benefits available to the Company, its Material Subsidiaries and the shareholders of the company under the direct and indirect tax laws

Dear Sirs,

We Deloitte Haskins & Sells, Chartered Accountants, the statutory auditors of Dr. Agarwal's Health Care Limited refer to the proposed initial public offering of equity shares of **Dr. Agarwal's Health Care Limited** (the Company" and such offering the "Offer"). We enclose herewith the statement in Annexure II showing the current position of special tax benefits available to the Company, its material subsidiaries, which are defined in Annexure I and to the shareholders of the Company as per the provisions of the Indian direct and indirect tax laws, including the Income Tax Act 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the "Taxation Laws"), including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws and the Foreign Trade Policy 2023 vide Notification No. 1/2023 dated 31 March 2023 for the assessment year 2025-26 relevant to the Financial Year (FY) 2024-25 for inclusion in the Red Herring Prospectus ("RHP") and Prospectus for the proposed initial public offering of shares of the Company, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company, its material subsidiaries or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws, including the Income-tax Act 1961. Hence, the ability of the Company, its material subsidiaries or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.



The benefits discussed in the enclosed Annexure II are neither exhaustive nor conclusive. The contents stated in the Annexure II are based on the information and explanations obtained from the Company and its material subsidiaries and on the basis of our understanding of the business activities and operations of the Company and its Material subsidiaries. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the Offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

- The Company, its material subsidiaries or its shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;

We hereby give our consent to include this statement and the enclosed Annexure II regarding the special tax benefits available to the Company, its material subsidiaries and the shareholders of the Company in the RHP and Prospectus for the proposed public offering of equity shares of the Company, which the Company intends to submit to the Securities and Exchange Board of India, Registrar of Companies (Tamil Nadu at Chennai) and the stock exchanges (i.e. National Stock Exchange of India Limited and BSE Limited) where the equity shares of the Company are proposed to be listed, provided that the below statement of limitation is included in the RHP and Prospectus.

LIMITATIONS

Our views expressed in the enclosed Annexure II are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the Annexure is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed Offer relying on the Annexure.

This statement has been prepared solely in connection with the Offer under the ICDR Regulations.

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



R. Prasanna Venkatesh

R. Prasanna Venkatesh
Partner

Membership Number: 214045
UDIN: 25214045BMNWGM9045

Place: Chennai
Date: 14 January 2025

**ANNEXURE I TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO
DR. AGARWAL'S HEALTH CARE LIMITED ("THE COMPANY"), ITS MATERIAL
SUBSIDIARIES AND THE COMPANY'S SHAREHOLDERS**

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

1. Income-tax Act, 1961 and Income Tax Rules, 1962 read with applicable circulars and notifications
2. Central Goods and Services Tax Act, 2017
3. Integrated Goods and Services Tax Act, 2017
4. State Goods and Services Tax Act, 2017
5. Customs Act, 1962 and Customs Tariff Act, 1975 read with corresponding rules, circulars and notifications made thereunder and Regulations
6. Foreign Trade Policy 2023 read with Handbook of Procedures

LIST OF MATERIAL SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT (Note :1)

1. Dr. Agarwal's Eye Hospital Limited
2. Orbit Healthcare Services (Mauritius) Ltd.- Group

(Collectively referred to as "Material Subsidiaries")

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended includes a subsidiary whose income or net worth in the immediately preceding year (i.e. 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediately preceding year.



ANNEXURE II TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO DR. AGARWAL'S HEALTH CARE LIMITED ("THE COMPANY"), ITS MATERIAL SUBSIDIARIES AND THE COMPANY'S SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company, its Material Subsidiaries and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current tax laws presently in force. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfil. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement. The statement below covers only relevant special direct and indirect tax law benefits and does not cover benefits under any other law.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARIES AND TO THE SHAREHOLDERS OF THE COMPANY

Under the Income Tax Act, 1961 (the Act)

I. Special tax benefits available to the Company

- A.** Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified deductions or Set-off of any loss carry forward or unabsorbed depreciation, and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. Further, if the conditions mentioned in section 115BAA are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years,



and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

The company has represented to us that the Company and its material subsidiary in India – Dr. Agarwal's Eye Hospital Limited has opted for section 115BAA of the Act from the Assessment Year 2020-21 onwards.

B. Deductions from Gross Total Income

Deduction in respect of employment of new employees:

Subject to the fulfillment of prescribed conditions, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

Deduction in respect of inter-corporate dividends – Section 80M of the Act

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April 2020 is liable to tax in the hands of the shareholder, other than dividend on which tax under section 115-O has been paid. The company is required to deduct Tax at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a shareholder which is a domestic company as defined in section 2(22A) of the Income-tax Act, 1961, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.



C. Deduction in respect of specified expenditure under section 35D (Public issue expenses)

As the company is expecting to raise capital through public issue, the expenses incurred w.r.t share issue expenses is allowable under section 35D from AY 2025-26, at the discretion of the management.

II. Special tax benefits available to the Material Subsidiaries

Dr. Agarwals Eye Hospital Limited, being resident Indian entity can claim the above mentioned benefits as is available to the Company under the provisions of the Income-tax Act, 1961.

There are no special tax benefits available to the material subsidiary Orbit Health Care Services (Mauritius) Ltd- Group, under the Indian tax laws.

III. Special direct tax benefits available to Shareholders

- The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates based in the provisions of the Act. In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend. The shareholders would be eligible to claim the credit of such tax in their return of income.
- With respect to a domestic corporate shareholder, deduction shall be available under section 80M of the Act on fulfilling the conditions (as detailed above).
- As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share shall be taxed at 12.5% plus applicable surcharge and cess (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act. It is worthwhile to note that tax shall be payable where such long-term capital gains exceed INR 1,25,000.
- As per Section 111A of the Act, short term capital gains arising from transfer of a listed equity share, shall be taxed at 20% plus applicable surcharge and cess subject to fulfilment of prescribed conditions under the Act.
- In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and subject to entitlement to such treaty benefit.



Notes:

1. The benefits in I and II above are as per the current tax law as amended by the Finance Act, 2024 and Finance (No.2) Bill, 2024 dated 23rd July 2024.
2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.
3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.
4. We note that if the Company opts for concessional income tax rate under section 115BAA of the Act, surcharge shall be levied at the rate of 10% irrespective of the amount of total income.
5. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of tax payers.
6. Business losses, arising during the year can be set off against the income under any other head of income. Balance business loss can be carried forward and set off against business profits for 8 subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of the IT Act, however, subject to section 115BAA.
7. We note that if the Company opts for concessional tax rate under section 115BAA of the Act it will not be allowed to claim any of the following deductions:
 - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
 - Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
 - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
 - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
 - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
 - Deduction under section 35CCD (Expenditure on skill development)
 - Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA and section 80M;
 - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;



- No set-off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above
8. Further, it is also clarified in section 115JB(5A) that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.
9. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

STATEMENT OF POSSIBLE INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARIES AND THE SHAREHOLDERS OF THE COMPANY

I. *Special indirect tax benefits available to the Company*

- The company's core healthcare services, including diagnosis, treatment, and medical care provided by its clinical establishments and authorized medical practitioners, are exempt from Goods and Services Tax (GST) as per Notification No. 12/2017-Central Tax (Rate) dated 28-06-2017.
- Income from Surgeries, Income from Consultation, Treatment and Investigations which are service income for the company are exempt from Goods and Service Tax (GST).
- Services provided by senior doctors/ consultants/ technicians hired by the company, whether employees or not, are healthcare services which are exempt from Goods and Service Taxes (GST).
- Fee from the patients including the retention money and the fee/payments made to the doctors etc., is towards the healthcare services provided by the company to the patients and is exempt.
- Other supplies of food by a hospital to patients (not admitted) or their attendants or visitors are taxable.
- Medicines sold through the hospital pharmacy to out-patients or external customers are considered retail sales and GST is discharged. The applicable GST rates are 5% and 18% depending on the tariff items.
- Income from opticals is taxed subject to GST where the lens, spectacles and accessories are majorly covered under 12% GST.



II. Special Indirect tax benefits available to the Material Subsidiaries

Dr. Agarwals Eye Hospital Limited, being resident Indian entity can claim the above mentioned Indirect tax benefits as is available to the Company.

There are no special tax benefits available to the material subsidiary Orbit Health Care Services (Mauritius) Ltd- Group, under the Indian Indirect tax laws.

III. Special Indirect tax benefits available to Shareholders

There are no special indirect tax benefits available to the shareholders of the Company under Indirect tax regulations.

Notes:

The above statement of possible indirect tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

