

REPORT OF FACTUAL FINDINGS IN CONNECTION WITH AGREED-UPON PROCEDURES RELATED TO THE STATEMENT OF UTILISATION OF LOAN FOR THE PURPOSE AVAILED

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, Tamil Nadu,
600006.

1. We have performed the procedures agreed with you, vide engagement letter dated 16 December 2024 and enumerated below with respect to the accompanying statement titled "Statement of Utilisation of Loan for the Purpose Availed for the period from 01 November 2021 to 31 December 2024" (the "Statement") as set forth in Annexure I in relation to the borrowings proposed to be repaid from the proceeds of the proposed issue of its equity shares (the "Issue"). Our engagement was undertaken in accordance with the Indian Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India. The procedures were performed solely to assist Dr. Agarwal's Health Care Limited (the "Company") in relation to the Statement prepared by the Company for meeting its requirement in relation to the red herring prospectus ("RHP") and Prospectus (collectively, the "Offer Documents") for the Issue in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The sufficiency of these procedures is solely the responsibility of the Board of Directors of the Company. Consequently, we make no representation regarding the sufficiency of the procedures enumerated below either for the purpose for which this report has been requested or for any other purpose.
2. The Management of the Company is responsible for the preparation of the Statement as per the requirements of the SEBI ICDR Regulations, based on unaudited books of account of the Company. The Management of the Company is also responsible for the preparation and maintenance of all the records supporting its contents. The responsibility includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant to the preparation of the Statement that is free from material misstatement, whether due to fraud or error and establishing the procedures to be performed. The Management is also responsible for ensuring the utilisation of loan for the purpose availed and compliance with the requirements of the SEBI ICDR Regulations. The Statement has been prepared by the Management of the Company and stamped by us for identification purpose only.
3. We performed the following procedures on the Statement and included our findings:
 - a. Obtained the loan sanction letters for the loans included in the Statement from the Management and agreed the purpose of the loan and the sanctioned amount as per the said sanction letter with the purpose of the loan and amount mentioned in the Statement (Refer Columns 1, 2 and 3 of Annexure I), and found such purpose of the loan and amounts to be in agreement;
 - b. Obtained the details of loan drawdown and traced the amount of loan drawdown as mentioned in the Statement (Refer Columns 2, 4, 5 and 6 of Annexure I) to the amount as per the bank statement provided by the Company for such drawdown dates and found such amounts to be in agreement;



- c. Obtained the schedule prepared by the Management of the Company giving details of loan utilised based on unaudited books of account (the "Schedule") and traced the amount appearing under the column "Utilisation of loan" in the Statement (Refer Column 7 of Annexure I) to the corresponding amounts included in the Schedule (including sub totals and totals of the Schedule) and found such amounts to be in agreement. We have not traced individual transactions forming part of such Schedule to the unaudited books of account of the Company;
 - d. Traced the outstanding balance of loans as at 31 December 2024 as set forth in the Statement (Refer Column 8 of Annexure I) with the amounts appearing in the unaudited books of account of the Company as at 31 December 2024 and found such amounts to be in agreement;
 - e. Traced the outstanding balance of loans as at 31 December 2024 as set forth in the Statement (Refer Column 9 of Annexure I) with the bank confirmations obtained for the balance as at 31 December 2024 and found such amounts to be in agreement; and
 - f. Re-computed the mathematical accuracy of the Statement and found it to be correct.
4. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
 5. Because the above procedures do not constitute either an audit or a review made in accordance with Standards on Auditing or Standards on Review Engagements issued by Institute of Chartered Accountants of India ("ICAI"), we do not express any assurance on the accompanying Statement.
 6. Had we performed additional procedures, or had we performed an audit or review of the financial statements in accordance with Standards on Auditing or Standards on Review Engagements issued by ICAI, other matters might have come to our attention that would have been reported to you.
 7. Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties or to be distributed to any other person without our written consent except that this report can be shared with the book running lead managers and the legal advisors involved in the Issue for onward submission to Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Chennai at Tamil Nadu or any other regulatory authorities as required by law in India. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. This report relates only to the Statement and items specified above and does not extend to any financial statements of the Company, taken as a whole.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)



R. Prasanna Venkatesh

R. Prasanna Venkatesh
Partner

(Membership No. 214045)
UDIN: 25214045BMNWGN5267

Place of Signature: Chennai
Date: 14 January 2025

Annexure I

Dr. Agarwal's Health Care Limited

Statement of Utilisation of Loan for the Purpose Availed by Dr. Agarwal's Health Care Limited as at 31 December 2024

Loan reference	Name of the lender	Nature of loan, Date and Purpose as mentioned in the sanction letter	Amount mentioned as per Sanction Letter	Bank Account Number for drawdown	Date of Drawdown	Amount of drawdown as per bank statement	Amount of utilisation	Amount outstanding as per books of account as at 31 December 2024	Amount outstanding as per the Bank Statement as at 31 December 2024
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
			(Rs. In Millions)			(Rs in millions)	(Rs in millions)	(Rs in millions)	(Rs in millions)
Loan 1	ICICI Bank	Nature of Loan: Term loan Date of Sanction letter: 05 April 2023 Purpose as mentioned in the sanction letter: For the purpose of refinancing of existing NCDs outstanding with British International Investment (erstwhile CDC Group) in whole or in part including any incidental expenses associated with such refinancing. The loan shall also be availed for the purpose of capex/ Reimbursement of capex for an amount not exceeding Rs.300 million.	1,650.00	000905035570	30-May-23	300.00	300.00	1,141.14	1,141.14
				< Note 1 >			1,350.00		
Loan 2	HDFC Bank	Nature of Loan: Term loan Date of Sanction letter: 13 June 2022 Purpose as mentioned in the sanction letter: Part re-financing of Non convertible debentures availed from CDC Group plc (CDC) which was used for Capital expenditure, full or partial repayment of existing debt or other bankable end-use in accordance with applicable RBI guidelines.	450.00		< Note 3 >		450.00	299.77	299.77
		Nature of Loan: Term loan Date of Sanction letter: 26 Nov 2021 Purpose as mentioned in the sanction letter: 1. To close Rs. 300 million existing working capital demand loan 2. Expansion and Capex	550.00		< Note 2 >		300.00		
				10978110000038	31-Dec-21	250.00	250.00	368.33	368.33
Loan 3	Yes Bank	Nature of Loan: Term loan Date of Sanction letter: 26 April 2023 Purpose as mentioned in the sanction letter: Part finance for purchase of asset related to acquisition of target business entities.	500.00	059481400005032	31-May-23	500.00	500.00	437.44	437.44

< Note 1 > The loan proceeds of ICICI bank were used for refinancing the Non-Convertible Debentures (NCDs) payable to British International Investment (Erstwhile CDC group PLC) which aggregated to Rs. 1,350 million and was directly settled to British International Investment (Erstwhile CDC group PLC) by ICICI bank without routing the funds through bank accounts of Dr. Agarwal's Health Care Limited. The balance amount of Rs. 300 million is routed through the Bank accounts of Dr. Agarwal's Health Care Limited and was used to repay the NCDs.

< Note 2 > Out of the total sanctioned loan amount of Rs. 550 million, Rs. 300 million was directly adjusted against the Short Term Loan maintained by the Company with HDFC bank without routing the funds through bank accounts of Dr. Agarwal's Health Care Limited. An amount of Rs. 246.10 million (net of Rs. 1.62 million, Rs. 0.20 million and Rs. 2.08 million pertaining to Processing fee, Pre EMI payment and Interest on Short Term Loan, respectively) was received in the bank accounts of Dr. Agarwal's Health Care Limited

< Note 3 > The entire loan proceeds of HDFC bank were used for refinancing the Non-Convertible Debentures (NCDs) payable to British International Investment (Erstwhile CDC group PLC) and was directly settled to British International Investment (Erstwhile CDC group PLC) by HDFC bank without routing the funds through bank accounts of Dr. Agarwal's Health Care Limited.

< Note 4 > Above loans are utilised as per the purpose mentioned in the loan agreement.

For and behalf of Board of Directors of Dr. Agarwal's Health Care Limited

Name : Dr. Adil Agarwal
Designation : Wholetime Director

Place : Chennai
Date : 14 January 2025

