

**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: 91-44-43787777; Email: secretarial@dragarwal.com**

**DIRECTORS' REPORT TO THE MEMBERS OF THE COMPANY**

Your Directors have pleasure in presenting their Fourteenth Annual Report together with the Audited Stand alone and consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024.

**PERFORMANCE:**

The highlights of the financials of your Company are as under:

**Rs. In Crores**

Particulars		March 31, 2024	March 31, 2023
I	Revenue from Operations	835.06	597.64
II	Other Income	47.28	17.70
III	Total Income (I+II)	<b>882.34</b>	<b>615.34</b>
IV	Expenses		
	Purchases of Stock-in-trade	81.55	64.70
	Changes in inventory of stock-in-trade	(1.56)	(2.51)
	Consumption of surgical lens including other consumables	120.80	84.57
	Consultancy charges for Doctors	145.69	101.64
	Employee benefit expense	126.94	90.85
	Finance costs	85.08	61.86
	Depreciation and amortisation expense	129.35	91.76
	Other expenses	140.54	99.11
	Total expenses (IV)	<b>828.39</b>	<b>591.98</b>
V	Profit/(Loss) before exceptional items and tax (III-IV)	<b>53.95</b>	<b>23.36</b>
VI	Exceptional Items	9.29	29.20
VII	Profit/(Loss) before tax (V-VI)	44.66	(5.84)
VIII	Tax expense		
	(a) Current tax (including prior years)	-	1.57
	(b) Deferred tax	20.83	(39.00)
IX	Profit/(Loss) for the Year (VII-VIII)	<b>23.83</b>	<b>31.59</b>
X	Other Comprehensive Income		
	Items that will not be reclassified to profit or loss		
	(a) Remeasurements of the defined benefit liabilities / (asset)	(0.44)	(0.68)
	(b) Income tax relating to items that will not be reclassified to profit or loss	0.11	-

	Total other comprehensive (loss) / income for the year	(0.33)	(0.68)
XI	Total comprehensive (loss)/ income for the year (VII+VIII)	<b>23.50</b>	<b>30.91</b>

## STATE OF THE AFFAIRS OF THE COMPANY:

### Course of Business and Outlook / Business Performance:

During the year under review, the Company achieved a turnover of Rs. 835.06 Crores as compared to Rs. 597.64 Crores in the previous financial year 2022-23. On account of efficient operations, the Company has achieved a Standalone after tax net profit of Rs. 23.83 crore (Previous Year – Profit Rs. 31.59 crore).

During the year under review, your Company has opened **Twenty-Three (23)** Branches, comprising , Twelve (12) Branches in Maharashtra located at Mumbai (Nine), Gadhinglaj (One), Nipani (One) and Belgaum East (One); Three (3) Branches in Telengana, located at Kukatpally (One), Uppal (One) and AS Roa Nagar (One); Two (2) Branches in Punjab, located at Barnala (One) and Raikot (One); Two (2) Branches in Jammu, located at Akhnoor (One) and Janipur (One); One (1) Branch in Karnataka, located at Belgaum; One (1) branch in Gujarat, located at Rajkot; One (1) Branch in Kerala, located at Calicut and One (1) Branch in West Bengal, located at Salt Lake, Kolkata.

A new centre normally takes a couple of years to turn around and the Management is hopeful that the operations of these Branches would ramp up the revenue resulting in a positive turnaround in the coming years.

### Issue and Allotment of Shares

#### Rights Issue of Series D1 and Series D2, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares

During the Financial Year, the Board of Directors, at their meeting held on the 20<sup>th</sup> June, 2023 and the Shareholders, at the Extra Ordinary General Meeting held on the 27<sup>th</sup> July, 2023, approved the issue of 10,65,948 (Ten Lakh Sixty Five Thousand Nine Hundred and Forty Eight) Series D1 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (“**Series D1 CCPS**”) of the face values of Rs.100 each and 21,31,898 (Twenty One Lakh Thirty One Thousand Eight Hundred and Ninety Eight) Series D2 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (“**Series D2 CCPS**”) of the face values of Rs.100 each, both on Rights Basis, at a premium of Rs.4018.94, with an initial paid up amount of Re.1 per SERIES D1 CCPS and SERIES D2 CCPS. The Board, after scrutinising the offer acceptance letters and complying with the applicable provisions, allotted 3,07,401 SERIES D1 CCPS and 6,14,804 SERIES D2 CCPS to those Shareholders who accepted the Rights offer, at the meeting held on the 2<sup>nd</sup> August, 2023.

#### Allotment of Equity Shares through Rights Issue

During the Financial Year, the Board of Directors, at their meeting held on the 2<sup>nd</sup> August, 2023, approved the issue of 55,11,057 (Fifty Five Lakh Eleven Thousand Fifty Seven) Equity Shares of Rs.10 each, at a premium of Rs.4,566.60 per Share, on Rights Basis. The Board, after complying with the applicable provisions, allotted 13,98,417 Equity Shares to those Shareholders who accepted the Rights offer, at the meeting held on 10<sup>th</sup> August 2023.

### Allotment of Equity Shares pursuant to exercise of Options vested under the ESOP Scheme

During the financial year, your Company, allotted 4,772 fully paid-up Equity Shares of Rs. 10 each at a premium of Rs. 2,538.00 per Share, to the eligible Employees who exercised the Options vested in them under the ESOP Scheme

### Redemption of Non-Convertible Debentures

The Company, on the 31<sup>st</sup> May 2024, has fully redeemed the outstanding 1700 Non-Convertible Debentures at par after obtaining the refinancing from the ICICI Bank Ltd.

### **Employee Stock Option Scheme:**

As already reported in the last year's Directors' Report, the Company has formulated an Employee Stock Option Plan for the key employees of the Company and its subsidiaries Share Equity.

The details of Employee stock options as on March 31, 2024 under the ESOP Scheme are given below.

	Particulars	Grant Date			
		28/11/2022	05/02/2024	18/03/2024	18/03/2024
1.	Options Granted;	66,008	17,552	18,736	4,212
2.	Options Vested	15,851	Nil	Nil	Nil
3.	Options Exercised	5,139	Nil	Nil	Nil
4.	Total No. of Shares arising because of exercise of option.	5,139	Nil	Nil	Nil
5.	Options Lapsed	2,604	Nil	Nil	Nil
6.	Exercise price;	Rs. 2,548 per Option	3896.48 per Option	3896.48 per Option	3896.48 per Option
7.	Variation of terms of options;	Nil	Nil	Nil	Nil
8.	Money realized by exercise of options	Rs. 1,30,94,172	Nil, since all the options are in vesting period	Nil, since all the options are in vesting period	Nil, since all the options are in vesting period
9.	Total number of options in force	58,265	17,552	18,736	4,212
10.	Employee wise details of options granted to; (i) key managerial personnel;	8,204 options were granted to the Key Managerial Personnel	3,292 options were granted to the Key Managerial Personnel	1,456 options were granted to the Key Managerial Personnel	Nil
	(ii) any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year.	i. 3,812 options were granted to Dr Soundari S. ii. 6,708 options were granted to	i. 4,440 options were granted to Ayushman Chiranewala. ii. 3,812 options were granted to Dr Soosan Jacob. iii. 3,812 options were granted to Dr R Kala Devi. iv. 4,260 options were granted to Rahul Agarwal. v. 10,000 options were granted to Dr Vandana Jain.		

		Jagannathan V. iii. 3,812 options were granted to Ugandhar N R. iv. 3,812 options were granted to Nandhakumar T V. v. 5,740 options were granted to Rahul Agarwal. vi. 4,776 options were granted to Yashwanth Venkat.			
	(iii) identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued Capital (excluding outstanding warrants and conversions) of the company at the time of grant;	Nil	Nil	Nil	Nil

**MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

**I. Developments relating to Share Capital of the Company:**

**a) Allotment of Shares pursuant to ESOP Scheme, 2022:**

On May 31, 2024, the Company allotted 367 Equity Shares of face value of ₹10 each to Mr. Ganesh Subramanian, pursuant to the ESOP Scheme, 2022;

**b) Reclassification of the Authorized Share Capital:**

On July 26, 2024, the Company reclassified its Authorized Share Capital of Rs. 900,000,000, divided into Equity Share Capital of Rs. 542,000,000 consisting of 54,200,000 Equity Shares of Rs. 10 each and Preference Share Capital of Rs. 358,000,000, consisting of 3,580,000 Preference Shares of Rs. 100 each. Previously, the Authorized Share Capital of Rs. 900,000,000 was divided into Equity Share Capital of Rs.

192,000,000 consisting of 19,200,000 Equity Shares of Rs. 10 each and Preference Share Capital of Rs. 70,80,00,000 consisting of 7,080,000 0.001% fully paid up and compulsorily convertible non-cumulative participating preference Shares (“CCPS”) of Rs. 100 each.

***c) Conversion of Compulsory Convertible Preference Shares (CCPS) – D1 Series:***

On August 28, 2024, the Company allotted 56,934 Equity Shares of face value of ₹10 each to Dr. Amar Agarwal, 68,865 Equity Shares of face value of Rs. 10 each to Dr. Athiya Agarwal, 56,315 Equity Shares of face value of Rs. 10 each to Dr. Adil Agarwal, 70,506 Equity Shares of face value of Rs. 10 each to Dr. Anosh Agarwal, 2,757 Equity Shares of face value of Rs. 10 each to Farah Agarwal, 2,757 Equity Shares of face value of Rs. 10 each to Urmila Agarwal and 49,267 Equity Shares of face value of Rs. 10 each to Dr. Agarwal Eye Institute pursuant to the conversion of the CCPS – D1 Series.

***d) Conversion of Compulsory Convertible Preference Shares (CCPS) – D2 Series:***

On August 28, 2024, the Company allotted 113,869 Equity Shares of face value of Rs. 10 each to Dr. Amar Agarwal, 137,730 Equity Shares of face value of ₹10 each to Dr. Athiya Agarwal, 112,630 Equity Shares of face value of Rs. 10 each to Dr. Adil Agarwal, 141,012 Equity Shares of face value of Rs. 10 each to Dr. Anosh Agarwal, 5,514 Equity Shares of face value of Rs. 10 each to Farah Agarwal, 5,514 Equity Shares of face value of Rs. 10 each to Urmila Agarwal and 98,535 Equity Shares of face value of Rs. 10 each to Dr. Agarwal Eye Institute, pursuant to the conversion of the CCPS – D2 Series.

***e) Sub Division of Shares – Equity Stock Split:***

On September 05, 2024, the Company sub divided its 54,200,000 Equity Shares of Rs. 10 each to 542,000,000 Equity Shares of face value Re. 1 each.

***f) Allotment pursuant to Bonus Issue:***

On September 09, 2024, the Company allotted Equity Shares to each of the existing Shareholders pursuant to a bonus issue in the ratio of 2 Equity Shares for each Equity Share held by the Shareholders on September 04, 2024.

**II. Developments relating to Acquisitions made by the Company**

- a)** On April 04, 2024, Dr. Thind Eye Care Private Limited (“**TECPL**”) entered into business transfer agreements with Thind Eye Hospital Private Limited, Thind Opticals and Medicines and Thind Eye Hospital to acquire their respective businesses and further the Company acquired 51% Equity Shareholding of Dr. Thind Eye Care Private Limited vide Share Subscription Agreement between **Dr. Agarwal’s Health Care Limited, Dr. Jaswant Singh Thind, Mrs. Harjinder Kaur and Dr. Thind Eye Care Private Limited (“TECPL”)** dated April 04, 2024.
- b)** The Company acquired business of RKN Eye Care LLP vide Business Transfer Agreement between **Dr. Agarwal’s Health Care Limited and RKN Eye Care LLP** dated May 10, 2024.

**III. Initial Public Offering:**

The Board of Directors at their meeting held on March 18, 2024, has given their approval for evaluating various options for raising additional capital including through an Initial

Public Offering (IPO) by way of issue of fresh equity shares and/or offer for sale to interested and/ or existing shareholders of the Company.

#### **IV. Other material developments:**

The Company made an additional investment of Rs. 20,000,000 on June 13, 2024 in one of the Subsidiaries, **M/s. Elisar Life Science Private Limited**, by acquiring 2,000,000 Equity Shares of the said subsidiary at the face value of Rs. 10 each.

#### **DIVIDEND**

In order to conserve the funds for the future expansion of the Company, your Directors have decided not to recommend any dividend for the year 2023-24.

#### **MEETINGS OF BOARD OF DIRECTORS**

During the year 2023-24, Eight (8) meetings of the Board of Directors of the Company were held on 19<sup>th</sup> April, 2023, 20<sup>th</sup> June, 2023, 2<sup>nd</sup> August, 2023, 10<sup>th</sup> August 2023, 7<sup>th</sup> December, 2023, 12<sup>th</sup> December, 2023, 5<sup>th</sup> February, 2024 and 18<sup>th</sup> March 2024.

#### **AUDIT COMMITTEE**

During the year 2023-24, Six meetings of the Audit Committee of the Company, comprised the following Directors, were held on 20<sup>th</sup> June, 2023, 2<sup>nd</sup> August, 2023, 10<sup>th</sup> August, 2023, 12<sup>th</sup> December, 2023, 5<sup>th</sup> February, 2024 and 18<sup>th</sup> March, 2024.

<b>S. No</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Designation</b>
<b>1</b>	Mr. V Balakrishnan	Independent Director	Chairman
<b>2</b>	Mr. Sanjay Anand	Independent Director	Member
<b>3</b>	Mr. Shiv Agrawal	Independent Director	Member
<b>4</b>	Mr. Ved Prakash Kalanoria	Nominee Director	Member
<b>5</b>	Mr. Ankur Nand Thadani	Nominee Director	Member

The composition of the Audit Committee of the Board is in conformity with the requirements of Section 177 of the Companies Act 2013.

Reconstitution of Audit Committee:

The Board of Directors of the Company, at their meeting held on September 25, 2024, have reconstituted the Audit Committee as follows:

<b>Name</b>	<b>Position on the Committee</b>	<b>Designation</b>
Mr. Balakrishnan Venkatraman	Chairperson	Non-Executive Independent Director
Mr. Ankur Nand Thadani	Member	Non-Executive Nominee Director

<b>Name</b>	<b>Position on the Committee</b>	<b>Designation</b>
Mr. Ved Prakash Kalanoria	Member	Non-Executive Nominee Director
Mr. Sanjay Dharambir Anand	Member	Non-Executive Independent Director
Mr. Nachiket Madhusudan Mor	Member	Non-Executive Independent Director
Dr. Ranjan Ramdas Pai	Member	Non-Executive Independent Director
Ms. Archana Bhaskar	Member	Non-Executive Independent Director

## **AUDITORS**

Pursuant to Section 139 of the Companies Act, 2013, at the Annual General Meeting held on 23<sup>rd</sup> September 2021, M/s., Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No: 0080725), Chennai, were re-appointed for a period of 5 (Five) years as the Statutory Auditors of the Company, to hold office till the conclusion of the Sixteenth Annual General Meeting of the Company.

## **DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

### **INVESTMENTS**

The Company has made fresh investments during the year under review in the Equity Shares of its subsidiaries, M/s. Dr. Agarwal's Eye Hospital Limited and M/s. Aditya Jyot Eye Hospital Private Limited, as disclosed in the financial statements.

### **PARTICULARS OF LOAN & GUARANTEES**

The particulars of loans & guarantees given as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate system of internal control in place which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting.

## **CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

There were no changes in the Directors and Key Managerial Personnel during the year. The Board of Directors at their meeting held on July 24, 2024 have appointed Dr Amar Agarwal as the Chairman of the Company with effect from July 25, 2024. The Board of Directors at their meeting held on September 17, 2024 have appointed Dr Ranjan Ramdas Pai (DIN: 00863123), Mr. Nachiket Mor (DIN: 00043646) and Ms. Archana Jayaraman Bhaskar (DIN: 02235456) as additional Directors and the Shareholders at their meeting held on September 24, 2024 have appointed them as Directors in the category of Independent Directors. Mr. Shiv Agrawal (DIN: 00040199), Independent Director has resigned from the Board effective from September 25, 2024.

Mr. Balakrishna Udhay Shankar, Chief Financial Officer (CFO) of the Company has resigned from the position of CFO with effect from September 17, 2024. Mr. Yashwanth Venkat has been appointed as the Chief Financial Officer of the Company with effect from September 17, 2024.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board had carried out a formal evaluation of its own performance, as well as the evaluation of the working of its Committees and also of the individual Directors. A structured analysis was done after taking into consideration the inputs received from Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, Execution and Performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and of its minority Shareholders, etc.

## **DECLARATION FROM INDEPENDENT DIRECTORS**

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors meet the criteria of their Independence laid down in Section 149(6).

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprised of four Directors. Mr. Shiv Agarwal, Independent Director, is the Chairman of the Committee and the other members of the Committee are, Mr. Sanjay Anand, Independent Director, Mr. Ved Praksh Kalanoria and Mr. Ankur Nand Thadani, both Nominee Directors.

Reconstitution of Nomination and Remuneration Committee:

The Board of Directors of the Company, at their meeting held on September 25, 2024, have reconstituted the Nomination and Remuneration Committee as follows:



Name	Position in the Committee	Designation
Ms. Archana Bhaskar	Chairperson	Non-Executive Independent Director
Mr. Ankur Nand Thadani	Member	Non-Executive Nominee Director
Mr. Ved Prakash Kalanoria	Member	Non-Executive Nominee Director
Mr. Sanjay Dharambir Anand	Member	Non-Executive Independent Director
Mr. Nachiket Madhusudan Mor	Member	Non-Executive Independent Director
Mr. Venkatraman Balakrishnan	Member	Non-Executive Independent Director

### **Meeting and Attendance:**

The Nomination and Remuneration Committee met four times during the year on 19<sup>th</sup> April, 2023, 12<sup>th</sup> December, 2023, 5<sup>th</sup> February, 2023, and 18<sup>th</sup> March, 2023. The requisite quorum was present at the Meetings.

### **Terms of Reference**

The Nomination & Remuneration Committee has been constituted to formulate, review and recommend a policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The Committee also formulates the criteria for evaluation of Independent Directors and the Board.

### **Remuneration Policy:**

The Nomination and Remuneration Committee has adopted a Charter which, inter alia, deals with the manner and criteria for determining qualifications and positive attributes of the Independent Directors and a remuneration policy for Directors, Key Managerial Personnel and other employees. This Policy is accordingly derived from the said Charter

(i) Criteria for Determining Qualifications, Positive Attributes of Independence of Directors:

(a) Qualifications of Independent Director:

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

(b) Positive attributes of Independent Directors: An independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the

company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

(c) Independence of Independent Directors: An Independent Director should meet the requirements of the Companies Act, 2013 concerning independence of directors.

## **(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees:**

(a) NON-EXECUTIVE DIRECTORS (NEDs): The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(b) MANAGING DIRECTOR (MD) & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES: The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Executive Directors shall take into account the Company's overall performance, Director's contribution for the same and trends in the industry in general, in a manner which will ensure and support a high performance culture. The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks. Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.

## **AUDITORS' REPORTS**

### **Statutory Auditors' Reports, both Stand-alone and Consolidated**

The Auditors' Reports have no qualifications, reservations or adverse remarks or disclaimers.

## **SECRETARIAL AUDIT**

The Secretarial Audit Report is annexed to this Report.

## **MANAGEMENT RESPONSES TO THE OBSERVATION IN THE SECRETARIAL AUDIT REPORT:**

**a) Observation:** *Having crossed the turnover of Rs.300 Crores, the Company was yet to appoint a woman Director on its Board, as provided under Section 149 of the Act, read with the Rules framed thereunder, as on the 31st March, 2024.*

**b) Management Response:** The Company was looking out for a woman Director with an ideal profile and only recently the Board of Directors could identify a suitable person. The Board of Directors, in their meeting held on September 17, 2024, has appointed Ms. Archana Jayaraman Bhaskar (DIN: 02235456) as an Additional Director of the Company in the category of an Independent Director with effect from that date, subject to the approval of the Shareholders within the timelines stipulated under the law.

## **COST AUDITOR(S)**

Pursuant to Section 148 of the Companies Act, 2013, read with the relevant Rules and based on the recommendation of the Audit Committee, M/s. BY & Associates., Cost Accountants in Practice (Firm Registration No: 003498), were appointed as the Cost Auditors of the Company for the Financial Year 2023-24. Accordingly, a resolution seeking the ratification of the remuneration payable to M/s. BY & Associates., Cost Accountants in Practice, by the Members of the Company, is being included on the Agenda of the ensuing Annual General Meeting.

## **MAINTENANCE OF COST RECORDS**

The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is applicable to the Company and accordingly, such accounts and records are made and maintained.

## **VIGIL MECHANISM**

The Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The Audit Committee oversees the function of the vigil mechanism.

## **EXTRACT OF ANNUAL RETURN**

A copy of the Annual Return in Form MGT-7 will be uploaded to the Website of the Company at [www.dragarwal.com](http://www.dragarwal.com).

## **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY AND THE COMPANY'S OPERATIONS IN FUTURE**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Considering gender equality, the Company has zero tolerance for sexual harassment at workplace. The Company has an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the reporting period:

- No. of complaints received: Nil
- No. of complaints disposed of: Nil
- No. of complaints pending as on the end of the financial year: Nil

## **SUBSIDIARY/ASSOCIATE COMPANIES**

As on 31.03.2024, the Company had four direct subsidiaries, namely, Dr. Agarwal's Eye Hospital Limited, Elisar Life Sciences Private Limited Aditya Jyot Eye Hospital Private Limited and Orbit Health Care

Services (Mauritius) Limited (wholly owned subsidiary). . The Orbit Health Care Services (Mauritius) Limited had Eight stepdown subsidiaries, as on 31.03.2024. The names of these stepdown subsidiaries are given below:

1	Orbit Healthcare Services Ghana Limited
2	Orbit Health Care Services SARL, Madagascar
3	Orbit Health Care Services Mozambique Limited
4	Orbit Health Care Services Limited, Rwanda
5	Orbit Health Care Services Zambia Limited
6	Orbit Health Care Services Uganda Limited
7	Orbit Health Care Services Kenya Limited
8	Orbit Health Care Services (Tanzania) Limited

There has been no material change in the nature of business of the Subsidiaries.

Idearx Services Private Limited continues to be an Associate Company.

In terms of the proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statements of the Subsidiaries and the Associate Company are set out in the prescribed Form AOC-1 (**ANNEXURE-I**), which forms part of this Report.

Your Company has acquired 51% of the equity share capital of Dr. Thind Eye Care Private Limited on April 10, 2024, Consequently, Dr. Thind Eye Care Private Limited has become a subsidiary of your company.

## **PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARIES**

The details of the performance and financial position of the subsidiaries/Associate of the Company are furnished under the Form AOC-1 enclosed as Annexure-1 to this report.

## **CONSOLIDATED FINANCIAL STATEMENTS**

As required by the Companies Act, 2013, the consolidated Financial Statements, prepared in accordance with the relevant Accounting Standard, are also presented along with the stand-alone Statements.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company are annexed as **ANNEXURE – II** to this report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC.**

The Company continues to do everything possible towards conserving energy. The Company is yet to take any steps for utilizing alternative sources of energy. In the opinion of the Directors, the matters relating to Research and Development, Technology Absorption etc. are not applicable to the Company, as yet.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Earnings: Rs. 5.66 Crores (Previous year Rs. 14.41 Crores)

Outgo: Rs. 0.56 Crores (Previous year Rs. 1.01 Crores)

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- i) In the preparation of the annual accounts, the applicable Accounting Standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the Profit of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws, including the applicable Secretarial Standards and that this system is adequate and operating effectively.

## **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Act became applicable from 1<sup>st</sup> April, 2023, by virtue of the Net Worth of the Company as on the 31<sup>st</sup> March, 2023 amounting to Rs.561.57 Crores and Net Profit before tax of the Company for the year ended 31<sup>st</sup> March, 2023 amounting to Rs. 31.59 Crores. Accordingly, a Corporate Social Responsibility Committee (CSR) was constituted and the Board took further steps upon receiving the recommendations of that Committee. The CSR Report is enclosed as **Annexure-IV**.

Your Company, as part of its Corporate Social Responsibility activity, contributed to the Mid-Day Meals and Breakfast support project for Government Schools through 'Akshaya Patra', an Implementing Agency. The total cost per meal per child was budgeted at INR 1,500/- per annum per student and the total contribution amounted to Rs. 27,83,092, being 2% of the average Net Profits of the Company during the immediately preceding 3 financial years.

As on the date of this Report, the Corporate Social Responsibility Committee comprised of three Directors. Mr. V Balakrishnan, Independent Director, is the Chairman of the Company and the other members of the Committee are Mr. Ved Kalanoria and Mr. Ankur Thandani, both Nominee Directors.

Reconstitution of Corporate Social Responsibility Committee:

The Board of Directors of the Company at their meeting held on September 25, 2024 have reconstituted the Corporate Social Responsibility Committee as follows:

Name	Position in the Committee	Designation
Mr. Nachiket Madhusudan Mor	Chairperson	Non-Executive Independent Director
Mr. Ankur Nand Thadani	Member	Non-Executive Nominee Director
Mr. Ved Prakash Kalanoria	Member	Non-Executive Nominee Director

#### **RISK MANAGEMENT:**

The Board has formulated the Company's Risk Management Policy, identifying the elements of risk that the Company may face, such as strategic, financial, credit, market, liquidity, security, property, legal, regulatory and other risks, pursuant to the provisions of Section 134 (3) (n) of the Act.

The management continuously reviews the risk management process including identification, impact assessment and draws up mitigation plans.

#### **EMPLOYEE RELATIONS:**

Employee relations were cordial through the year at the Registered Office and across all the centres of the Company. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy. Their support has helped the Company to significantly improve its performance during the year.

#### **TRANSACTIONS WITH RELATED PARTIES**

During the year under review, the Company has entered into contracts / arrangements with related parties (wholly owned subsidiaries excluded) in the ordinary course of its business and on arm's length basis. Thus, the provisions of Section 188(1) of the Act are not applicable.

The particulars of the arm's length transactions have been provided in the prescribed Form AOC-2 (**ANNEXURE-III**), which forms part of this Report. Since the number and nature of such arm's length transactions are voluminous and that they have already been detailed under the Notes to Accounts, the attached Form AOC 2 refers to the relevant Note to avoid the repetition.

## **APPRECIATION**

Your Directors wish to place on record their appreciation for the continuous support received from the members, customers, suppliers, various statutory bodies of the Government of India and the Company's employees at all levels.

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

Dr. Amar Agarwal  
Chairman of the Board  
DIN: 00435684

**Place: Chennai**  
**Date: 25/09/2024**

**ANNEXURE -I****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the Financial Statement of Subsidiaries/ Associate Companies / Joint ventures**

**Part “A”: Subsidiaries**

<b>Particulars</b>	<b>Details</b>	<b>Details</b>	<b>Details</b>	<b>Details</b>
Name of the subsidiary	<b>Dr Agarwal's Eye Hospital Limited</b>	<b>Orbit Health Care Services (Mauritius) Limited @</b>	<b>Elisar Life Sciences Private Limited</b>	<b>Aditya Jyot Eye Hospital Private Limited</b>
The date since when subsidiary was acquired	<b>19.04.2012</b>	<b>10.01.2017</b>	<b>31.10.2019</b>	<b>08.10.2021</b>
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	<b>1<sup>st</sup> April to 31<sup>st</sup> March 2024</b>	<b>1<sup>st</sup> April to 31<sup>st</sup> March 2024</b>	<b>1<sup>st</sup> April to 31<sup>st</sup> March 2024</b>	<b>1<sup>st</sup> April to 31<sup>st</sup> March 2024</b>
Reporting currency and Exchange rate as on on the last date of the relevant Financial Year in the case of foreign subsidiaries	<b>INR (In Crores)</b>	<b>MUR 1 MUR = 1.798 INR</b>	<b>INR (In Crores)</b>	<b>INR (In Crores)</b>
Share Capital	4.70	74.92	2.38	3.40
Reserves & surplus	152.45	16.75	(34.76)	3.41
Total assets	495.76	173.81	9.50	18.32
Total Liabilities	338.61	82.14	41.88	11.51
Investments	0.00	0.00	0.00	0.00
Turnover	319.30	170.38	4.07	14.38
Profit before taxation	62.25	35.20	(3.62)	2.49
Provision for taxation	15.89	7.85	0.30	0.64
Profit after taxation	46.40	20.00	(3.89)	1.85
Proposed Dividend	1.18	2.38	-	-
Extent of Shareholding (in percentage)	71.75%	100%	75.95%	75.50%

@ All the figures except the Share Capital, are after the consolidation of the financials of all the step down subsidiaries.

1. Names of subsidiaries which are yet to commence operations - None
2. Names of subsidiaries which have been liquidated or sold during the year – None



**Part “B”: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

<b>Name of associates/Joint Ventures</b>	<b>IDEARX SERVICES PRIVATE LIMITED</b>
<b>1. Latest audited Balance Sheet Date</b>	<b>31/03/2024</b>
<b>2. Shares of Associate held by the company on the year end</b>	
Nos.	<b>49,254 shares of Re.1/- each</b>
Amount of Investment in Associates/ Joint Venture	<b>2.01 Crores</b>
Extent of Holding	<b>14.54%</b>
<b>3. Description of how there is significant influence</b>	<b>Control of more than 15% of the voting Power</b>
<b>4. Reason why the Associate/Joint venture is not consolidated</b>	<b>Not Applicable</b>
<b>5. Net worth attributable to Shareholding as per latest Audited Balance Sheet</b>	<b>(16.85) Crore</b>
<b>6. Profit/(Loss) for the year</b>	
Considered in Consolidation	<b>(2.01) Crore</b>
Not Considered in Consolidation	<b>(3.59) Crore</b>

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

Dr. Amar Agarwal  
Chairman of the Board  
DIN: 00435684

Place: Chennai  
Date: 25/09/2024

## Annexure-II

### Annexure to the Directors' Report for the year ended 31st March, 2023.

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report.

Name and Age	Designation / Nature of Duties	Gross Remuneration Paid (Rs. in Crores)	Qualification & Experience (in Years)	Date of commencement of employment	Previous employment
Dr. Adil Agarwal, 40 years	Whole-time Director & CEO	4.87	MBBS M.S. Ophthalmology MBA (Stanford) 13 Years of Experience	19.04.2010	-
Dr. Anosh Agarwal, 39 years	Whole-Time Director	4.92	MBBS, M.S., Ophthalmology, MBA (Harvard) 11 Years of Experience	30.01.2014	-

a. The above employments are contractual.

b. As per the disclosures available with the Company, Dr. Adil Agarwal who is related to Dr. Amar Agarwal and Dr. Anosh Agarwal and holds 418743 Shares (5.28%) in the Company and Dr. Anosh Agarwal who is related to Dr. Amar Agarwal and Dr. Adil Agarwal, holds 524263 Shares (6.61%) in the Company as on March 31, 2024.

The details of top ten employees in terms of remuneration drawn during the financial year 2023-2024 as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 duly amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2016, are as follow:

Name and Age	Designation/ Nature of duties	Gross Remuneration paid (₹)	Qualification & Experience (years)	Date of Commencement of Employment	Previous Employment
Rahul Agarwal (46)	COO - Hospital Business	1,02,65,200	Bcom, PGDM (21 years)	12-Apr-22	Medindia Health Network
Udhay Shankar Davey (50)	Group - CFO	76,03,494	BBA, ACA (25 years)	02-Dec-20	KIMS Global
Niti Gupta (45)	Vice President - Properties	66,70,847	MBA (18 years)	21-Apr-23	Bharathi Retail Limited

Thanikainathan A (43)	General Manager - Secretarial	56,42,000	CS, (19 years)	12-Aug-19	Kothari Petrochemicals Limited
Ganesh Subramaniam P (57)	VP - Operations	53,97,584	B Sc, MBA (30 years)	13-Apr-16	WLC College
Yashwanth Venkat (39)#	Senior Vice President - Business Finance & M&A	50,66,304	BTech, PGDM (11 years)	18-May-18	Intellect Design Arena
Stephen Johnson (46)	Vice President - M&A	50,62,106	B Sc, MBA (20 years)	19-Aug-19	INFIGO Life Science Pvt Ltd
Ayushman Chiranewala (40)	Chief Marketing Officer	46,74,302	Bcom, MBA (15 years)	15-Oct-21	Titan Company Limited
Dheeraj E T (41)	Associate Vice President - Operations	45,50,397	Bsc MBA (18 years)	24-Jul-18	Reliance Jio Infocomm Ltd
Ramanathan Venkatraman (41)	Chief Human Resources Officer	44,52,806	MA (HR) (15 years)	03-May-23	United Breweries Group

#Employees whose gross remuneration is disclosed on account of services rendered within the group that are cross charged.

By Order of the Board

For **Dr. Agarwal's Health Care Limited**

Dr. Amar Agarwal  
Chairman of the Board  
DIN: 00435684

**Place: Chennai**  
**Date: 25/09/2024**

## ANNEXURE -III

### FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

*(Pursuant to clause (h) of sub-section(3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**1. Details of contracts or arrangements or transactions not at arm's length basis**

None

**2. Details of material contracts or arrangement or transactions at arm's length basis**

Please refer to Note No.38 of the Notes on Accounts forming part of the standalone Financial Statements

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

Dr. Amar Agarwal  
Chairman of the Board  
DIN: 00435684

**Place: Chennai**  
**Date: 25/09/2024**

## ANNEXURE - IV

### Annual Report on CSR activities forming part of the Board's Report

#### 1. Brief outline on CSR Policy of the Company;

In alignment with the “Vision” of the Company, Dr. Agarwal’s Health Care Limited (AHCL), through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a socially responsible corporate, with environmental concern.

The policy encompasses the company’s philosophy its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

This policy shall apply to all CSR initiatives and activities taken up by AHCL, for the benefit of different segments of the society, specifically the deprived, underprivileged and differently abled persons.

For the purpose of focusing its CSR efforts in a continued and effective manner, the following eight thrust areas have been identified:

- (i) Education / Literacy Enhancement
- (ii) Environment Protection / Horticulture
- (iii) Infrastructure Development
- (iv) Drinking water / Sanitation
- (v) Healthcare / Medical facility
- (vi) Community Development / Social Empowerment
- (vii) Contribution to Social Welfare funds set up by Central / State Government
- (viii) Relief of victims on Natural Calamities

#### 2. Composition of CSR Committee:

The Company has constituted the CSR Committee with the following Directors:

SI No.	Name of Directors	Designation	Number of meetings held during the year	Number of meetings attended
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				during the year
1	Mr. Balakrishnan Venkatraman	Chairman	2	2
2	Mr Ved Prakash Kalanoria	Member	2	2
3	Mr Ankur Nand Thadani	Member	2	2

Note: The CSR Committee was reconstituted on 25<sup>th</sup> September, 2024 as disclosed in the Directors' Report.

Provide the web link where composition of the CSR committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company:

<https://dragarwals.co.in/wp-content/uploads/2024/09/Corporate-Social-Responsibility-Policy.pdf>

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any – Nil

6. Average net profit of the company as per section 135(5)

SI No.	For the Financial Year	Annual Net Profit
(i)	2022-2023	59,42,08,167
(ii)	2021-2022	15,33,42,667
(iii)	2020-2021	-33,00,87,000
(iii)	Total	41,74,63,834
(iv)	Average Annual Net Profit	13,91,54,611
(v)	<b>2% of average net profit of the Company</b>	<b>27,83,092</b>

7. (a) Surplus arising out of the CSR projects or programs or activities of the previous financial years – Nil

(b) Amount required to be set off for the financial year, if any: Nil

(c) Total CSR obligation for the financial year (7a+7b-7c): **INR 27,83,092** /-

**8. CSR Amount spent or unspent for the financial year:**

Total amount spent for the Financial year (amount in INR)	Total Amount transferred to CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
<b>27,83,092</b>	Nil		Nil		

(a) Details of CSR Amount spent against ongoing projects for the financial year:

S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No)	Location of the Project		Project duration	Amount allocated for the Project (in Rs.)	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR account for the project as per Section 135(6) (in Rs.).	Mode of Implementation Direct (Yes/No)	Mode of Implementation Through - Implementing Agency	
											Name	CSR Registration number

No ongoing project was approved during the financial year 2023 – 2024

(b) Details of CSR Amount spent against other than ongoing projects for the financial year:

S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No)	Location of the Project		Amount spent in or the Project (in Rs.)	Mode of mplementation - Direct (Yes/No)	Mode of Implementation	
				State	Distri ct			Name	CSR Registrati on number
1.	Mid- Day Meal Program	Eradicati ng hunger (i)	No	Aj mer	Rajast han	27,84,077	No	The Akshay a Patra Foundat ion	CSR00000 286
<b>Total</b>						<b>27,84,077</b>			

(c) Amount spent in Administrative Overheads : Nil

(d) Amount spent on Impact Assessment, if applicable : NA

(e) Total amount spent for the Financial Year: Rs. 27,84,077

(f) Excess amount for set off, if any : Nil



<b>S. No.</b>	<b>Particular</b>	<b>Amount (Rs. In lakhs)</b>
(i)	Two percent of average net profit of the company as per section 135(5)	27,84,077
(ii)	Total amount spent for the Financial Year	27,84,077
(iii)	Excess amount spent for the financial year [(ii) - (i)]	-
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years (iii) - (iv)]	-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

<b>Sl. No.</b>	<b>Preceding Financial Year</b>	<b>Amount transferred to Unspent CSR Account under section 135(6)</b>	<b>Amount spent in the reporting Financial Year</b>	<b>Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.</b>			<b>Amount remaining to be spent in succeeding financial years</b>
				<b>Name of the Fund</b>	<b>Amount (in Rs).</b>	<b>Date of transfer.</b>	
NIL							

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year	Status of the Project - Completed/ On going.
NIL								

10. in case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): NIL

(a) Date of creation or acquisition of the capital asset(s) : NIL

(b) Amount of CSR spent for creation or acquisition of capital asset : NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

Name of the Trust :

Section 12AA Registration No. :

Section 80G Registration No. : NIL

Address of the Trust :

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

Capital asset(s) created: NIL

Address where capital assets located : NIL

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): The Company has spent 2% of the average net profit during the financial year 2023 – 2024, as per Section 135 (5) of the Companies Act, 2013.

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

Mr. Balakrishnan Venkatraman  
Chairman of CSR Committee  
DIN: 02825465

Dr. Amar Agarwal  
Chairman of the Board  
DIN: 00435684

**Place: Chennai**  
**Date: 25/09/2024**

**K.Rajagopalan** B.Com., F.C.S  
Company Secretary  
[F.C.S No.1622; C.P.No.3812]

25.09.2024

**Secretarial Audit Report**  
(For the Financial Year ended 31.03.2024)

To

The Members,  
Dr.Agarwal's Health Care Limited (CIN: U85100TN2010PLC075403),  
First Floor, Buhari Towers,  
Moores Road,  
Chennai – 600006.

Dear Members,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company for the year 2023-24. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done to ensure that correct facts are reflected in the said Records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.

I have not verified the correctness and appropriateness of the financial records and the books of accounts of the Company

Wherever required, I have obtained the Management Representation about the compliance of laws, rules, and regulations and happening of events, etc.

The compliance of the Company with the applicable financial laws, including the Direct and Indirect Tax Laws, has not been reviewed in this Audit since that has been subjected to the review by the Statutory Auditors and other designated professionals. The compliance with the provisions of other applicable sector specific laws, rules, regulations and standards is the responsibility of the Management. My examination was limited to the verification of the procedures on a test basis.

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Plot No.2, Shah Avenue Extension, Rajakilpakkam, Chennai – 600 073.

Phone: Residence & Office: Mobile: 94443 48767

E-mail: [raju\\_1954@yahoo.com](mailto:raju_1954@yahoo.com) - [raju1954@gmail.com](mailto:raju1954@gmail.com)

PAN: AAAPR3361H

Based on my verification of the books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31.03.2024 (Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the year ended on 31.03.2024 according to the provisions of:
  - I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
  - II. The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
  - III. The Memorandum and Articles of Association of the Company.
  - IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - V. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder, governing the Foreign Direct Investment received;

The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) are not directly applicable to the Company, since the Company is an unlisted one. However, the Company's obligations as one of the major Shareholders of a listed company, flowing out of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, were fully met, to the extent applicable.

I have examined the compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India and it was found that the Company had generally complied with the spirit behind those Standards.

During the Audit Period under review, the Company has complied with the provisions of the Act, Rules, Regulations and the Guidelines mentioned above.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 (the Act) as notified by the Ministry of Corporate Affairs from time to time and the Memorandum and Articles of Association of the Company, with regard to -
  - a) the maintenance of the various statutory registers and documents and making necessary entries therein;
  - b) the forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government.
  - c) the service of documents by the Company on its Members, Auditors and the Registrar of Companies;
  - d) the notice of Board meetings and Committee meetings of Directors;
  - e) the meetings of Directors and Committees of Directors;

- f) the 13th Annual General Meeting held on the 30<sup>th</sup> September, 2023;
- g) the minutes of the proceedings of the Annual General Meeting, the Extraordinary General Meetings held on 27.07.2023 and 14.02.2024 and of the Board and its Committee Meetings;
- h) the approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i) the constitution of the Board of Directors/Committee(s) of Directors, appointment, retirement and reappointment of Directors, including the Independent and Whole-time Directors; *However, having crossed the turnover of Rs.300 Crores, the Company was yet to appoint a woman Director on its Board, as provided under Section 149 of the Act, read with the Rules framed thereunder, as on the 31<sup>st</sup> March, 2024.* However, this requirement was complied with upon the appointment of a Woman Director on the 17<sup>th</sup> September, 2024.
- j) the payment of remuneration to the Whole-time Directors;
- k) the appointment and remuneration of the Statutory Auditors and the Cost Auditors;
- l) the borrowings and registration, modification and satisfaction of charges, wherever applicable;
- m) the Directors' Report for the year ended 31.03.2023;
- n) the contracts, common seal, registered office and publication of name of the Company;
- o) generally, all other applicable provisions of the Act and the Rules made under the Act.

The Company made fresh investments and gave loan to a subsidiary during the Audit Period in compliance with the provisions of the Act. The Corporate Guarantee originally given to HDFC Bank, was cancelled and given to Axis Bank during the Audit period. The Company was not required to close its Register of Members during the Audit Period. The Company has not declared any dividend since its incorporation and hence the question of transferring the unpaid/unclaimed dividends to the Investor Education and Protection Fund does not arise.

3. I further report that:

**Subject to the observation made in 2(i) above,** the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. There has been no change in the composition of the Board of Directors during the Audit Period.

While scheduling the Board Meetings, adequate notice was given to all the Directors and whenever the Meetings were held at short notice, the consent of the Directors had been obtained and so recorded in the respective minutes themselves; the agenda and detailed notes on agenda were sent in advance except in the case of those meetings which had to be held at short notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting; All the decisions at the Board and Committee meetings were taken unanimously;

During the Audit Period, the Company was not required to obtain any approval under the various provisions of the Act.

and

There was no prosecution initiated and no fines or penalties were imposed during the year under review, under the Act, SCRA, Depositories Act and the Rules, Regulations and Guidelines framed under these Acts against/on the Company, its Directors and Officers.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment;

4. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization of securities.

5. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

6. I further report that based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

I further report that based on the information received and explanations offered, process explained and records maintained, there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with other applicable laws, including sector specific laws. The Company has confirmed that it has complied with/in the process of complying with all those laws and that there are necessary systems in place to ensure such compliance at all levels.

#### **Events/Actions having a major bearing on the Company's affairs during the Audit Period.**

#### **Rights Issue of Series D1 and Series D2, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares.**

During the Audit Period, the Company issued and allotted 3,07,401 (Three Lakhs Seven Thousand Four Hundred And One) Series D1 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares ("Series D1 CCPS") of the face values of Rs.100 each and 6,14,804 (Six Lakhs Fourteen Thousand Eight Hundred And Four) Series D2 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares ("Series D2 CCPS") of the face values of Rs.100 each, both on Rights Basis, at a premium of Rs.4018.94, with an initial paid up amount of Re.1 per Series D1 CCPS and Series D2 CCPS, to those shareholders who accepted the Rights offer.

#### **Rights Issue of Equity Shares**

During the Audit Period, the Company issued and allotted 13,98,417 (Thirteen Lakhs Ninety Eight Thousand Four Hundred and Seventeen) Equity Shares of Rs.10 each, at a premium of Rs.4,566.60 per share, on Rights Basis, to those shareholders who accepted the Rights offer.

#### **Redemption of NCDs**

During the Audit Period, the Company voluntarily redeemed the entire senior, collateralised, unlisted, redeemable, non-convertible debentures ("NCDs") issued to British International Investment PLC at par, after obtaining the refinancing from the ICICI Bank Ltd.

**Initial Public Offer of Equity Shares**

The Company took an "in principle" decision for raising additional capital through an initial public offering of its Equity Shares by way of fresh issue or by way of offer for sale by certain existing shareholders of the Company or a combination of both, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and other applicable laws. The Company also took certain consequential action like appointment of Book running lead Managers, Legal Counsels and Registrar & Share Transfer Agents.

Apart from these, there were no events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules and regulations applicable to the Company, during the Audit Period.

**Events/Actions having a major bearing on the Company's affairs after the closure of the Financial Year.**

1. The Authorised Capital of the Company was reclassified by increasing the Equity Authorised Capital component to Rs.54,20,00,000 and reducing the Preference Authorised Capital to Rs.35,80,00,000/-
2. Payment of Commission to the Independent Directors subject to the limit of not exceeding 5% of the net profits of the Company or INR 2,00,00,000 per annum, whichever is higher, was approved.
3. The terms of conversion governing the Series D 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares were amended to facilitate such conversion into one Equity Share of Rs.10.00 each for every One Series D CCPS, upon such Series D CCPS being made fully paid-up. The final call on the Series D CCPS was made and they were all made fully paid up.
4. Upon getting fully paid up, the entire Series D CCPS were converted into Equity Shares of Rs.10 each.
5. The Equity Share Capital having a face value of Rs.10 each was sub-divided into shares of face value of Re.1 each.
6. After this sub-division, it was decided to capitalise a sum of Rs.20,50,37,280, out of the Company's securities premium account and free reserves (as on the 31<sup>st</sup> March, 2023) for issuing Bonus Shares, in the ratio of 2 (two) Bonus Equity Shares for every 1 (one) Equity Share of the Company held on the Record Date. The Bonus Shares were allotted at the Board Meeting held on the 9<sup>th</sup> September, 2024.
7. At the Board Meeting held on the 17<sup>th</sup> September, 2024, three (3) Additional Directors, one of them a Woman Director, were appointed in the category of Independent Directors.
8. The Company took steps for preparing a draft of the Red Herring Prospectus for submission to the SEBI at an appropriate time.

Apart from these, there were no events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules and regulations applicable to the Company.



K.Rajagopalan  
Company Secretary  
FCS 1622; CP 3812  
UDIN: F001622F001314582

## **INDEPENDENT AUDITOR'S REPORT**

### **To The Members of Dr. Agarwal's Health Care Limited Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of Dr. Agarwal's Health Care Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report (but does not include the consolidated financial statements, the standalone financial statements and our auditor's report thereon).
- Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for not complying with the requirement of audit trail as stated in (i)(vi). The Company's daily backup of its accounting records are maintained in servers physically located outside India (Refer Note 57 to the standalone financial statements).
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 45 to the standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 56(xi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 56(xii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the year ended 31 March 2024, which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, except that:
  - in respect of a software operated by third party service provider for maintaining payroll records, in the absence of an independent auditor's system and organization controls report covering the audit trail requirement at the database level, we are unable to comment whether the audit trail at the database level was enabled and operated throughout the year or whether there was any instance of the audit trail feature being tampered with.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting softwares for which the audit trail feature was enabled and operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

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RAJAGOPALAN

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**R. Prasanna Venkatesh**  
Partner  
(Membership No. 214045)  
UDIN: 24214045BKEKLU9897

Place: Chennai  
Date: 25 September 2024

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to standalone financial statements of Dr. Agarwal's Health Care Limited ("the Company") as at 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

PRASANNA  
VENKATESH  
RAJAGOPALAN

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**R. Prasanna Venkatesh**  
Partner  
(Membership No. 214045)  
UDIN: 24214045BKEKLU9897

Place: Chennai  
Date: 25 September 2024

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of property, plant and equipment and intangible assets:

(a) (i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets except in the case of Property, Plant and Equipment, where the Company is in the process of updating the records for quantitative details and situation of certain assets.

(ii) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Property, Plant and Equipment and right-of-use assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties, which are reported under Property, Plant and Equipment and, hence, reporting under clause(i)(c) of the CARO 2020 is not applicable.

In respect of immovable properties that have been taken on lease and disclosed as Right of use assets as at the Balance sheet date, the lease agreements are duly executed in favour of the Company.

(d) The Company has not revalued any of its property, plant and equipment (including right of use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company.



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(iii) The Company has made investments in, provided guarantee and granted unsecured loans to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans and stood guarantee during the year, the details of which are given below:

(Amount in Rs. Crores)

Particulars	Loans	Guarantees
A. Aggregate amount granted/provided during the year :		
- Subsidiaries	2.83	-
- Associates	-	-

Particulars	Loans	Guarantees
B. Balance outstanding as at balance sheet date in respect of above cases:		
- Subsidiaries	30.01	76.99
- Associates	-	-

**Note:** The amounts reported are at gross amounts, without considering provisions made. The above amounts include Rs. 39.76 crores of loan outstanding (including interest of Rs. 9.75 crores) from one of the subsidiaries in respect of which the Company has created a provision for impairment considering the operational and financial performance of the subsidiary, though steps have been taken by the management for revival of the operational performance of the subsidiary. Refer Notes 10 and 20 of the standalone financial statements for the year ended 31 March 2024.

The Company has not granted any advances in nature of loans or provided security to any other entity during the year.

(b) The investments made, guarantees provided, and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest. Refer Note to clause (iii)(a) above.

(c) In respect of loans granted by the Company, the schedule of repayment of principal is stipulated as to be repaid over a period of 5 years, though specific instalments for each period has not been specified. However, the terms for payment of interest has not been stipulated. The repayments of principal amounts and receipts of interest are regular as per stipulation except for the following:

Name of the entity	Nature	Amount in INR Crores	Due Date	Extent of delay
Elisar Sciences Limited	Life Pvt Interest	9.75	Not Available	Not determinable

(d) As explained to us, the Company does not have any loans which have been overdue for more than 90 days as at the Balance Sheet date. Refer to clause (iii)(a), (b) and (c) above in respect of the loan provided to the subsidiary.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to information and explanation given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Refer Note to clause (iii)(a) above and our responses in clause (iii)(c) above in respect of the loan provided to the subsidiary.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) In our opinion and according to the information and explanations given to us, the Company has maintained the cost records which has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, employee state insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities except for few delays in respect of dues towards provident fund, labour welfare fund and professional tax.

There were no undisputed amounts payable in respect of Goods and Service tax, Employees' State Insurance, Income-tax, Goods and Services Tax, duty of Custom, Professional Tax, cess and other material statutory dues in arrears as at 31 March 2024 for a period of more than six months from the date they became payable except for provident fund and professional tax aggregating Rs. 0.01 crores.

# Deloitte Haskins & Sells

(b) Details of statutory dues referred to in sub-clause(a) above which have not been deposited as on 31 March 2024 on account of disputes are given below:

<b>Name of the Statute</b>	<b>Nature of the Dues</b>	<b>Amount involved and unpaid (Rs. crores)</b>	<b>Period to which the Amount relates (financial year)</b>	<b>Forum where Dispute is Pending</b>
Income Tax Act, 1961	Income Tax	0.22	2017-18	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	0.09	2019-20	Dispute Resolution Panel
Goods and Services Tax Act, 2017	Goods and Services Tax	0.01	2017-18	Assistant Commissioner of State Tax

(viii) In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender during the year.

(b) In our opinion and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application.

(d) In our opinion and according to the information and explanations given to us, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or persons on account of or to meet the obligations of its subsidiaries or associate.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies. The Company has raised loans during the previous years on the pledge of securities held in its subsidiaries and has not defaulted in the repayment of such loans raised.

(x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and, hence, reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and, hence, reporting under clause (x)(b) of the Order is not applicable to the Company.

## **Deloitte Haskins & Sells**

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(b) To the best of our knowledge and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.

(xii) The Company is not a Nidhi Company and, hence, reporting under clause (xii) of the CARO 2020 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports issued to the Company during the year and covering the period up to 31 March 2024, in determining the nature, timings and extent of our audit procedures.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and, hence, provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion and according to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and, accordingly, reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) In our opinion and according to the information and explanations given to us, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

# Deloitte Haskins & Sells

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

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

PRASANNA  
VENKATESH  
RAJAGOPALAN

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PRASANNA  
VENKATESH  
RAJAGOPALAN  
Date: 2024.09.25  
22:04:33 +05'30'

**R. Prasanna Venkatesh**  
Partner  
(Membership No. 214045)  
UDIN: 24214045BKEKLU9897

Place: Chennai  
Date: 25 September 2024

(Amount in INR Crores)

Particulars	Notes	As at 31st March 2024	As at 31st March 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	333.63	215.72
Right of use assets	6	299.60	260.52
Capital work-in-progress	7	8.56	35.08
Goodwill	8	406.66	216.21
Other intangible assets	8	262.23	214.49
Financial assets			
Investments	9	158.10	153.66
Loans	10	-	1.89
Other financial assets	11	23.50	17.59
Non current tax assets (net)	12	41.67	28.39
Deferred tax assets (net)	13	18.28	39.00
Other non-current assets	14	4.48	4.36
<b>Total non-current assets</b>		<b>1,556.71</b>	<b>1,186.91</b>
<b>Current Assets</b>			
Inventories	15	29.64	20.33
Financial assets			
Investments	16	470.53	33.66
Trade receivables	17	49.75	39.72
Cash and cash equivalents	18	51.20	76.81
Bank balances other than cash and cash equivalents	19	12.17	20.67
Other financial assets	20	12.91	2.35
Other current assets	21	4.03	7.13
<b>Total current assets</b>		<b>630.23</b>	<b>200.67</b>
<b>TOTAL ASSETS</b>		<b>2,186.94</b>	<b>1,387.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	22	9.33	7.93
Instruments in the nature of Equity	26.1	0.03	-
Other equity	23	1,217.85	553.63
<b>Total equity</b>		<b>1,227.21</b>	<b>561.56</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	24	261.90	266.09
Lease liabilities	25	295.40	254.45
Other financial liabilities	26	120.14	88.59
Provisions	27	5.35	3.59
<b>Total non-current liabilities</b>		<b>682.79</b>	<b>612.72</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	28	70.08	41.16
Lease liabilities	29	33.94	28.80
Trade payables	30		
- Total outstanding dues of micro enterprises and small enterprises		13.54	14.16
- Total outstanding dues of creditors other than micro enterprises and small enterprises		70.38	46.14
Other financial liabilities	31	76.85	77.71
Other current liabilities	32	10.57	4.16
Provisions	33	1.58	1.17
<b>Total current liabilities</b>		<b>276.94</b>	<b>213.30</b>
<b>Total liabilities</b>		<b>959.73</b>	<b>826.02</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,186.94</b>	<b>1,387.58</b>

The accompanying notes 1-60 form an integral part of the Standalone Financial Statements  
As per our report of even date attached

**For Deloitte Haskins & Sells**  
**Chartered Accountants**  
Firm's Registration Number: 008072S  
PRASANNA VENKATESH  
RAJAGOPALAN  
Digitally signed by PRASANNA VENKATESH RAJAGOPALAN  
Date: 2024.09.25 21:58:30 +05'30'

**R. Prasanna Venkatesh**  
Partner  
Membership No.: 214045  
Place : Chennai  
Date : 25 September 2024

**For and on behalf of Board of Directors**

**Adil Agarwal**  
Digitally signed by Adil Agarwal  
Date: 2024.09.25 20:37:27 +05'30'

**Dr. Adil Agarwal**  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date : 25 September 2024

**Yashwanth Venkat**  
Digitally signed by Yashwanth Venkat  
Date: 2024.09.25 20:34:36 +05'30'

**Mr. Yashwanth Venkat**  
Chief Financial Officer  
Place : Chennai  
Date : 25 September 2024

**Anosh Agarwal**  
Digitally signed by Anosh Agarwal  
Date: 2024.09.25 20:39:21 +05'30'

**Dr. Anosh Agarwal**  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date : 25 September 2024

**Thanikainathan A**  
Digitally signed by Thanikainathan A  
Date: 2024.09.25 20:41:41 +05'30'

**Mr. Thanikainathan Arumugam**  
Company Secretary  
Place : Chennai  
Date : 25 September 2024

**Dr. Agarwal's Health Care Limited**

CIN : U85100TN2010PLC075403

Standalone Statement of Profit and Loss for the year ended 31st March 2024

(Amount in INR Crores)

Particulars	Notes	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>INCOME</b>			
Revenue from operations	34	835.06	597.64
Other income	35	47.28	17.70
<b>Total income</b>		<b>882.34</b>	<b>615.34</b>
<b>EXPENSES</b>			
Purchases of stock-in-trade	36	81.55	64.70
Changes in inventories of finished goods, stock-in-trade and work-in-progress	37	(1.56)	(2.51)
Consumption of surgical lens including other consumables		120.80	84.57
Consultancy charges for Doctors		145.69	101.64
Employee benefits expense	38	126.94	90.85
Finance costs	39	85.08	61.86
Depreciation and amortisation expenses	40	129.35	91.76
Other expenses	41	140.54	99.11
<b>Total Expenses</b>		<b>828.39</b>	<b>591.98</b>
<b>Profit before exceptional items and Tax</b>		<b>53.95</b>	<b>23.36</b>
Exceptional items	10	9.29	29.20
<b>Profit/ (loss) before tax</b>		<b>44.66</b>	<b>(5.84)</b>
<b>Tax Expense</b>			
Current tax	12.1	-	1.57
Deferred tax (Net)	12.1	20.83	(39.00)
<b>Total tax expenses</b>		<b>20.83</b>	<b>(37.43)</b>
<b>Profit for the year</b>		<b>23.83</b>	<b>31.59</b>
<b>OTHER COMPREHENSIVE LOSS</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of the defined benefit liabilities / (asset)		(0.44)	(0.68)
Income tax relating to items that will not be reclassified to profit or loss		0.11	-
<b>Total other comprehensive income</b>		<b>(0.33)</b>	<b>(0.68)</b>
<b>Total comprehensive income for the period</b>		<b>23.50</b>	<b>30.91</b>
<b>Earnings per equity share</b>			
Basic (in INR )	50	0.90	1.34
Diluted (in INR )		0.90	1.34

The accompanying notes 1-60 form an integral part of the Standalone Financial Statements  
As per our report of even date attached

**For Deloitte Haskins & Sells****Chartered Accountants**

Firm's Registration Number: 008072S

PRASANNA VENKATESH RAJAGOPALAN  
Digitally signed by PRASANNA VENKATESH RAJAGOPALAN  
Date: 2024.09.25 21:59:25 +05'30'

**R. Prasanna Venkatesh**

Partner

Membership No.: 214045

Place : Chennai

Date : 25 September 2024

**For and on behalf of Board of Directors**

**Adil Agarwal**  
Digitally signed by Adil Agarwal  
Date: 2024.09.25 20:37:49 +05'30'

**Dr. Adil Agarwal**  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date : 25 September 2024

**Yashwanth Venkat**  
Digitally signed by Yashwanth Venkat  
Date: 2024.09.25 20:34:55 +05'30'

**Mr. Yashwanth Venkat**  
Chief Financial Officer  
Place: Chennai  
Date : 25 September 2024

**Anosh Agarwal**  
Digitally signed by Anosh Agarwal  
Date: 2024.09.25 20:39:52 +05'30'

**Dr. Anosh Agarwal**  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date : 25 September 2024

**Thanikainathan A**  
Digitally signed by Thanikainathan A  
Date: 2024.09.25 20:42:13 +05'30'

**Mr. Thanikainathan Arumugam**  
Company Secretary  
Place: Chennai  
Date : 25 September 2024

**Dr. Agarwal's Health Care Limited**

CIN : U85100TN2010PLC075403

Standalone Statement of Changes in Equity for the year ended 31st March 2024

**A. EQUITY SHARE CAPITAL**

(Amount in INR Crores)

Particulars	Equity Share Capital
<b>Balance as at 1st April 2022</b>	<b>6.86</b>
Changes in equity share capital during the period	1.07
<b>Balance as at 31st March 2023</b>	<b>7.93</b>
Changes in equity share capital during the period	1.40
<b>Balance as at 31st March 2024</b>	<b>9.33</b>

**B. INSTRUMENTS IN THE NATURE OF EQUITY**

(Amount in INR Crores)

Particulars	Amount
<b>D1 Series, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares</b>	
<b>Balance as at 1st April 2022</b>	-
Changes during the year	-
<b>Balance as at 31st March 2023</b>	-
Changes during the year	0.03
<b>Balance as at 31st March 2024</b>	<b>0.03</b>

**C. OTHER EQUITY**

(Amount in INR Crores)

Particulars	Reserves and Surplus				Total
	Securities Premium	Retained Earnings	Capital Redemption Reserve	ESOP Reserves	
<b>Balance as at 1st April 2022</b>	427.23	(235.22)	0.04	-	<b>192.05</b>
Profit for the period	-	31.59	-	-	<b>31.59</b>
Premium on Shares issued	338.55	-	-	-	<b>338.55</b>
Utilization of Securities premium against fresh issue of equity shares	(9.71)	-	-	-	<b>(9.71)</b>
Remeasurements of the defined benefit plans (net of taxes)*	-	(0.68)	-	-	<b>(0.68)</b>
Recognition of Share-based payments expenses	-	-	-	1.83	<b>1.83</b>
<b>Balance as at 31st March 2023</b>	<b>756.07</b>	<b>(204.31)</b>	<b>0.04</b>	<b>1.83</b>	<b>553.63</b>
Profit for the period	-	23.83	-	-	<b>23.83</b>
Premium on Shares issued	639.87	-	-	-	<b>639.87</b>
Utilization of Securities premium against fresh issue of equity shares	(4.21)	-	-	-	<b>(4.21)</b>
Remeasurements of the defined benefit plans (net of taxes)*	-	(0.33)	-	-	<b>(0.33)</b>
Recognition of Share-based payments expenses	-	-	-	5.06	<b>5.06</b>
Transfer to Securities Premium upon exercise of share options by the employees	0.76	-	-	(0.76)	-
<b>Balance as at 31st March 2024</b>	<b>1,392.49</b>	<b>(180.81)</b>	<b>0.04</b>	<b>6.13</b>	<b>1,217.85</b>

\*Remeasurements of the defined benefit plans (net of taxes) are recognized as a part of retained earnings.

The accompanying notes 1-60 form an integral part of the Standalone Financial Statements

As per our report of even date attached

**For Deloitte Haskins & Sells**

Chartered Accountants

Firm's Registration Number: 008072S

PRASANNA  
VENKATESH  
RAJAGOPALAN

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PRASANNA VENKATESH  
RAJAGOPALAN  
Date: 2024.09.25  
22:00:22 +05'30'

**R. Prasanna Venkatesh**

Partner

Membership No.: 214045

Place : Chennai

Date : 25 September 2024

**For and on behalf of Board of Directors**

**Adil  
Agarwal**

Digitally signed by  
Adil Agarwal  
Date: 2024.09.25  
20:38:08 +05'30'

**Dr. Adil Agarwal**

Wholetime Director

DIN: 01074272

Place: Paris, France

Date : 25 September 2024

**Yashwanth  
Venkat**

Digitally signed by  
Yashwanth Venkat  
Date: 2024.09.25  
20:35:13 +05'30'

**Mr. Yashwanth Venkat**

Chief Financial Officer

Place : Chennai

Date : 25 September 2024

**Anosh  
Agarwal**

Digitally signed by  
Anosh Agarwal  
Date: 2024.09.25  
20:40:17 +05'30'

**Dr. Anosh Agarwal**

Wholetime Director

DIN: 02636035

Place : Chennai

Date : 25 September 2024

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than A**

Digitally signed by  
Thanikainathan A  
Date: 2024.09.25  
20:42:41 +05'30'

**Mr. Thanikainathan Arumugam**

Company Secretary

Place : Chennai

Date : 25 September 2024



**Dr. Agarwal's Health Care Limited**

CIN :U85100TN2010PLC075403

**Standalone Cash Flow Statement for the year ended 31st March 2024**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit/ (loss) before tax as per statement of profit and loss</b>	<b>44.66</b>	<b>(5.84)</b>
<b>Adjusted for:</b>		
Interest on income tax refund	(0.42)	(0.19)
(Profit)/ loss on sale/ discard of property, plant and equipment and other intangible assets (net)	(0.04)	(0.05)
Bad debts and net allowance for/ (reversal of) doubtful receivables	7.44	6.71
Interest on deferred consideration	23.58	12.86
Depreciation and amortisation expense	129.35	91.76
Exceptional item-Impairment of long term investments and loans	9.29	29.20
Net foreign exchange (gain)/ loss	(0.14)	(0.37)
Liabilities/ provisions no longer required written back	(0.82)	(0.44)
Dividend income	(10.37)	(3.00)
Profit on redemption of current investments	(24.67)	(4.66)
Interest income	(8.57)	(6.95)
Other finance costs	61.50	49.00
Employee stock option expenses	2.39	0.78
Profit on termination of Lease	(0.35)	-
Fair value adjustment on CCPs	0.03	-
<b>Operating cashflows before working capital changes</b>	<b>232.86</b>	<b>168.81</b>
<b>Adjustments for (increase)/decrease in operating assets:</b>		
Inventories	(8.73)	(2.20)
Trade receivables	(17.33)	(15.54)
Other financial assets - Non current	(4.14)	(3.94)
Other financial assets - Current	(5.54)	8.07
Other non-current assets	-	-
Other current assets	3.10	0.77
<b>Adjustments for increase/(decrease) in operating liabilities:</b>		
Trade payables	24.44	7.09
Other financial liabilities - Non current	1.64	0.74
Other financial liabilities - Current	-	-
Provisions	1.84	1.80
Other non-current liabilities	-	-
Other current liabilities	6.41	(0.63)
<b>Cash generated from operations</b>	<b>234.55</b>	<b>164.97</b>
Taxes Paid/ Refund (Net)	(12.97)	(12.28)
<b>Net cash generated from operating activities (A)</b>	<b>221.58</b>	<b>152.69</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure towards tangible assets (including capital advances, net of capital creditors)	(134.06)	(76.46)
Proceeds from Sale of Property, Plant and Equipment	0.11	0.06
Capital expenditure towards intangible assets	(0.75)	(0.16)
Payment towards acquisition of business (including acquisition liabilities paid)	(279.21)	(314.53)
Increase in Bank balances not considered as Cash and cash equivalents	8.50	(4.41)
Interest Received on Fixed Deposit	3.56	2.19
Sale/ Purchase of Investments	(414.66)	(32.18)
Loans to related parties	(2.83)	(6.83)
Dividend income	7.99	3.00
Payment towards additional stake held by non-controlling interest in subsidiaries	(6.25)	(6.25)
<b>Net cash (used in) investing activities (B)</b>	<b>(817.60)</b>	<b>(435.57)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	226.70	155.00
Repayment of Borrowings	(204.02)	(64.76)
Finance costs paid on borrowings	(30.04)	(29.83)
Payment of lease liabilities	(59.38)	(45.37)
Proceeds from issue of equity share capital (including employee stock options)	637.06	300.90
Proceeds from issue of Convertible Preference shares	0.09	-
<b>Net cash generated from financing activities (C)</b>	<b>570.41</b>	<b>315.94</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) = (D)</b>	<b>(25.61)</b>	<b>33.06</b>
<b>Cash and cash equivalents at the beginning of the period (E)</b>	<b>76.81</b>	<b>43.75</b>
<b>Cash and cash equivalents at the end of the period (D) + (E)</b>	<b>51.20</b>	<b>76.81</b>

As per our report of even date attached

**For Deloitte Haskins & Sells**
**Chartered Accountants**

Firm's Registration Number: 008072S

 PRASANNA  
 VENKATESH  
 RAJAGOPALAN

 Digitally signed by  
 PRASANNA VENKATESH  
 RAJAGOPALAN  
 Date: 2024.09.25  
 22:01:17 +05'30'

**R. Prasanna Venkatesh**

Partner

Membership No.: 214045

Place : Chennai

Date : 25 September 2024

**For and on behalf of Board of Directors**
**Adil  
Agarwal**

 Digitally signed by  
 Adil Agarwal  
 Date: 2024.09.25  
 20:38:31 +05'30'

**Anosh  
Agarwal**

 Digitally signed by  
 Anosh Agarwal  
 Date: 2024.09.25  
 20:40:43 +05'30'

**Dr. Adil Agarwal**

Wholtime Director

DIN : 01074272

Place: Paris, France

Date : 25 September, 2024

**Dr. Anosh Agarwal**

Wholtime Director

DIN : 02636035

Place : Chennai

Date : 25 September, 2024

**Yashwanth  
Venkat**

 Digitally signed by  
 Yashwanth Venkat  
 Date: 2024.09.25  
 20:35:29 +05'30'

**Thanikainathan  
A**

 Digitally signed by  
 Thanikainathan A  
 Date: 2024.09.25 20:43:13  
 +05'30'

**Mr. Yashwanth Venkat**

Chief Financial Officer

Place : Chennai

Date : 25 September, 2024

**Mr. Thanikainathan Arumugam**

Company Secretary

Place : Chennai

Date : 25 September, 2024

# Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

## Notes to the Standalone Financial Statements for the year ended 31st March 2024

### 1 Corporate Information

Dr. Agarwal's Health Care Limited (the "Company") was incorporated on 19 April 2010 and is primarily engaged in running, owning and managing eye care hospitals, opticals, pharmacies, etc. and related services. As at 31st March 2024, the Company is operating in 98 locations in India.

### 2 Statement of Compliance and Basis of Preparation

#### 2.1 Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The financial statements were authorised for the issue by the Company's Board of Directors on 25 September 2024.

#### 2.2 Basis of Preparation and Presentation of Financial Statements

The Standalone Financial Statements of the Company comprises of the Balance Sheet as at 31 March 2024 and 31 March 2023 the related Statement of Profit and Loss (including Other Comprehensive Income), the related Statement of Cash Flows, the related Statement of Changes in Equity for the year ended 31st March 2024 and 31st March 2023 and the Material Accounting Policies and explanatory notes (collectively, the 'Standalone Financial Statements').

These financial statements have been prepared on the historical cost basis, except for certain assets and liabilities (refer accounting policy regarding financial instruments and business combinations) and share based payments which have been measured at fair value as per Ind AS 102.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 2.3 Use of Estimates

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/advances, provision for employee benefits, useful lives of fixed assets, lease term, provision for contingencies etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

#### 2.4 Cash and Cash Equivalents (for the purpose of Statement of Cash flows)

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Bank balances other than the balance included in cash and cash equivalents represents balance on account of margin money deposit with banks and balances in earmarked Escrow accounts.

#### 2.5 Statement of Cash flows

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### 2.6 Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupees (INR), the national currency of India, which is the functional currency of the Company. All the financial information have been presented in crores of Indian Rupees except for share data and as otherwise stated.

#### 2.7 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

#### An asset is treated as current when it is:

- I. Expected to be realized or intended to be sold or consumed in normal operating cycle.
  - II. Held primarily for the purpose of trading.
  - III. Expected to be realized within twelve months after the reporting period, or
  - IV. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

#### A liability is treated as current when:

- I. It is expected to be settled in normal operating cycle.
- II. It is held primarily for the purpose of trading
- III. It is due to be settled within twelve months after the reporting period, or
- IV. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

**2.8 Business Combinations**

Business combinations in which control is acquired are accounted for using the acquisition method, other than those between entities subject to common control. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition related costs are generally recognised in Statement of Profit and Loss as incurred. Contingent consideration, if any, is measured at its acquisition date fair value. Subsequent changes to the fair values are recognised in the Statement of Profit and Loss unless such adjustments qualify as measurement period adjustments in which such it is adjusted to the cost of acquisition. The Company determines whether a transaction is part of the consideration exchanged for the business combination or whether it is separate taking into account factors such as the reasons for the transaction, who initiated the transaction and the timing of the transaction. In assessing such situations, the Company considers whether the transaction is primarily for the benefit of the Company post the business combination rather than for the benefit of the acquiree before the combination, in which case such transactions are treated separate from the business combination. Factors that the Company considers in making such assessment include continuing employment where it is substantive, duration, levels of other elements of remuneration, incremental payments to other shareholders, linkage of payment to valuation of the business, formula for additional payments etc., as may be applicable to each business combination.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date. The measurement period is the period from the date of acquisition to the date the Company obtains complete information about facts and circumstances that existed as of the acquisition date. The measurement period is subject to a maximum of one year subsequent to the acquisition date.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that

- Deferred tax assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with Ind AS 12 Income taxes and Ind AS 19 Employee benefits respectively.

- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 at the acquisition date (see below) and

- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 are measured in accordance with that Standard.

- Favourable component of right of use assets and lease liabilities are recognized and measured in accordance with IND AS 116-Leases

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date. Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. Contracts acquired in a business combination are assessed for whether favourable or unfavourable relative to current market terms and if such favourable or unfavourable terms exist, the Company adjusts the effects of such terms in the measurement of the related assets or liabilities.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

**2.9 Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss (if any). The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates and includes taxes, duties, freight, incidental expenses related to the acquisition and installation of the assets concerned and is net Goods and Service Tax (GST), wherever the credit is availed. Borrowing costs paid during the period of construction in respect of borrowed funds pertaining to construction / acquisition of qualifying property, plant and equipment is adjusted to the carrying cost of the underlying property, plant and equipment.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalized separately, based on the technical assessment of the Management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as "Capital Advances" under Other Non Current Assets and cost of Property, Plant and Equipment not ready to use before such date are disclosed under "Capital Work-in- Progress".

**Depreciation**

Depreciable amount for assets is the cost of an asset less its estimated residual value.

Depreciation on property, plant and equipment has been provided on the straight line method (change in method of depreciation effective from 1st April 2022) as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in cases of certain assets where the management's estimate of the useful life based on technical assessment is less than the life prescribed in Schedule II in which case depreciation is provided on the useful life as assessed by the management.

Category	Useful life
Leasehold Improvements	Over lease term
Medical Equipments	1-15 years
Office Equipments	1-5 years
Vehicles	8-10 years
Computers	1-6 years
Electrical Fittings	1-10 years
Furniture and Fixtures	1-10 years
Lab Equipments	1-10 years

Depreciation is accelerated on property, plant and equipment, based on their condition, usability etc., as per the technical estimates of the Management, where necessary.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

**2.10 Goodwill**

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in the Statement of Profit and Loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

**2.11 Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses (if any). The intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date of asset available to Company for its use. The useful life considered for the intangible assets are as under:

(i) Computer Software- 5 years

(ii) Non-compete - Effective from 1st April 2023, are amortized over the agreement term unless a shorter useful life is warranted as per the nature of the acquisition. Refer note 9 for changes in estimated useful lives effective 1st April 2023.

(iii) Trademarks - 10 years

(iv) Customer Relationship - 5 years

(v) Research & Development - 3 years

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An Intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss when the asset is derecognized.

**2.12 Impairment of Tangible and Intangible Assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

The Company's policy for impairment of Goodwill is given in Note 2.10 above.

**2.13 Inventories**

Inventory of Traded Goods comprising Opticals, Contact Lens and Accessories, Pharmaceutical Products, and Consumables are valued at lower of cost ascertained using the First-in-First-out method and net realizable value. Cost includes cost of purchase, freight, taxes, duties and other charges incurred for bringing the goods to the present location and condition and are net of GST credit, wherever credit has been availed.

Consumption of Surgical Lens including other consumables mainly comprises of IOL (intraocular lenses) and the respective cost is disclosed in Statement of Profit & Loss under "Consumption of Surgical Lens including other consumables".

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Due allowance is estimated and made for unusable/ non-saleable/ expired items of inventory wherever necessary, based on the past experience of the Company and such allowances are adjusted against the inventory carrying value.

**2.14 Revenue Recognition****(i) Revenue from Operations**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Sales and Service Income exclude Goods and Service Tax (GST) and are net of trade / volume discounts, where applicable.

Sale of products comprising Sale of Optical Frames and Lens, Pharmaceutical Products, Contact Lens and related accessories and food items is recognised on delivery of items to the customers and when control on goods is passed on to the customers.

Sale of services comprising Income from Consultation, Surgeries, Treatments and Investigations performed are recognised when performance obligation is satisfied at a point in time, on rendering the related services.

Other Operating Income comprises medical support services provided by the Company and is recognised on rendering the related services.

**(ii) Other Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend Income is accounted for when right to receive it is established.

**(iii) Cross Charges**

The Company incur expenses such as salaries, software development and depreciation on common assets etc on behalf of the group company and share the common resources for the group functions. Such expenses, which are incurred for the group, are identified, and cross-charged to the subsidiary companies.

**2.15 Foreign Currency Transactions**

**Initial Recognition:**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Subsequent Recognition:**

As at the reporting date, non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**Treatment of Exchange Differences:**

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate and exchange differences on restatement of all monetary items are recognized in the Statement of Profit and Loss.

**2.16 Employee Benefits**

**Retirement benefit costs and termination benefits:**

**(i) Defined Benefit Plans:**

Employee defined benefit plans include gratuity.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

The Company makes contribution to a scheme administered by the insurer to discharge gratuity liabilities to the employees.

**Short-term and other long-term employee benefits**

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

**(ii) Defined Contribution Plans**

Employee defined contribution plans include provident fund and Employee state insurance.

**Provident Fund and Employee State Insurance:**

All employees of the Company receive benefits from Provident Fund and Employee's State Insurance, which are defined contribution plans. Both, the employee and the Company make monthly contributions to the plan, each equaling to a specified percentage of employee's applicable emoluments. The Company has no further obligations under the plan beyond its monthly contributions. The Company contributes to the Employee Provident Fund and Employee's State Insurance scheme maintained by the Central Government of India and the contribution thereof is charged to the Statement of Profit and Loss in the year in which the services are rendered by the employees.

**2.17 Borrowing Costs**

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

**2.18 Government Grants, Subsidies and Export Incentives**

Government grants and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidies will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits, if any, are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are accounted in Reserves and Surplus in Other Equity. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

**2.19 Segment Reporting**

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief operating decision maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis are included under "unallocated revenue / expenses / assets / liabilities".

**2.20 Leases**

The Company's lease asset classes consists of leases for buildings . The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

**2.21 Earnings Per Share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease earnings per share from continuing operations. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**2.22 Taxes on Income**

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax is also recognized for all the taxable temporary differences on account of undistributed profits in subsidiaries, unless the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**2.23 Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date and measured using the present value of cash flows estimated to settle the present obligations (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liability is disclosed for

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

The Company does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

**2.24 Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

**2.25 Financial Instruments**

**Initial Recognition**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

**2.25.1 Financial Assets**

**(a) Recognition and initial measurement**

- (i) The Company initially recognizes loans and advances, deposits and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognized on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

**(b) Classification of financial assets**

On initial recognition, a financial asset is classified to be measured at amortized cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy in financial assets measured at amortized cost, refer Note 2.25.1(e)

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognized at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

**(c) Effective interest method**

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Other Income" line item.

**(d) Financial assets at fair value through profit or loss (FVTPL)**

Debt instruments that do not meet the amortized cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortized cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortized cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognized when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

**(e) Impairment of financial assets**

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

**Notes to the Standalone Financial Statements for the year ended 31st March 2024**

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

**(f) Derecognition of financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

**(g) Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in profit or loss.
- Changes in carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognized in other comprehensive income.
- For the purposes of recognizing foreign exchange gains or losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognized in the Statement of Profit and Loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income.

**2.25.2 FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS****(a) Classification as debt or equity:**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**(b) Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**(c) Financial Liabilities at FVTPL:**

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking;

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis;

**(d) Financial liabilities subsequently measured at amortized cost:**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'finance costs' line item.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

**(e) Foreign exchange gains and losses:**

For financial liabilities that are denominated in a foreign currency and measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on amortized cost of the instruments and are recognized in the Statement of Profit and Loss.

The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses recognized in the Statement of profit and Loss.



**(f) Derecognition of financial liabilities:**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the Statement of Profit and Loss.

**2.26 Goods & Service Tax Input Credit**

Goods & Service Tax Input Credit is accounted for in the books during the period in which the underlying service received is accounted and where there is no uncertainty in availing/utilizing the same.

**2.27 Exceptional Items**

Exceptional items are items of income and expenses which are of such size, nature or incidence that their separate disclosure is relevant to explain the performance of the Company.

**2.28 Share Based Payments :**

The Company had introduced the employee stock option scheme in FY 2023. Under the plan, the employees and doctors of the Company and its subsidiaries are granted shares and other stock awards of the Company, in accordance with the terms and conditions as specified in the plan. The plan is assessed, managed and administered by the company, whose shares and share based benefits have been granted to the employees and doctors of the Company. The Company currently operates the plan / scheme of employee stock option ("ESOP") and a Doctor's Incentive Plan ("DIP").

**ESOPs:**

Equity settled share based payments to the employees of the company are measured at the fair value of the equity instruments at the grant date.

Compensation expense for the Employee Stock Option Plan ("ESOP") is measured at the option value as on grant date and the cost of the option will be amortised on a systematic basis which reflects pattern of the vesting of the options over the period of 4 years (Refer Note 49.2).

**DIP:**

Cash settled share based payments to the doctors of the Company is remeasured at the value of units at the end of every reporting period. Compensation expense for the Doctor's Incentive Plan ("DIP") will be accounted at every reporting date till the date of exercise of the DIP (Refer Note 49.3).

**3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty**

The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require a material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (i) Useful lives of Property, plant and equipment (Refer Note 2.9)
- (ii) Useful lives of Intangible Assets (Refer Note 2.11)
- (iii) Assets and obligations relating to employee benefits (Refer Note 2.16)
- (iv) Valuation and measurement of income taxes and deferred taxes (Refer Note 2.22)
- (v) Provisions for disputed statutory and other matters (Refer Note 2.23)
- (vi) Valuation of Goodwill and Intangible assets in business combinations (Refer Note 2.8)
- (vii) Impairment of Goodwill (Refer Note 2.10)
- (viii) Allowance for expected credit losses (Refer Note 2.25.1(e))
- (ix) Fair value of Financial Assets and Liabilities (Refer Note 2.25.1 and 2.25.2)
- (x) Lease Term of Leases entered by the Company (Refer Note 2.20)

**4 Application of New and Revised Ind AS**

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements. There is no other Indian Accounting Standard that has been issued as of that date but was not mandatorily effective.

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March 2024, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendments Rules, 2023, applicable from April 1, 2023, as below:

**Ind AS 1 - Presentation of Financial Statements**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023.

The company has adopted the amendments to Ind AS 1 for the first time in the current year. The amendments change the requirements in Ind AS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements

The supporting paragraphs in Ind AS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

**Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

This amendment has introduced a definition of "accounting estimates" and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

**Ind AS 12 - Income Taxes**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023.

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

**5 Property, plant and equipment**

(Amount in INR Crores)

Particulars	Leasehold Improvements	Medical Equipments - Freehold	Office Equipments	Vehicles	Computers	Furniture and Fixtures	Electrical Fittings	Total
<b>I. Gross carrying value</b>								
<b>As at 1st April 2022</b>	67.05	137.55	7.57	3.33	4.45	6.76	24.28	250.99
Additions	29.94	30.41	0.21	0.93	3.01	2.53	4.93	71.96
Acquisitions through business combinations (Refer note 8.1)	7.88	44.39	0.01	-	-	-	2.43	54.71
Disposals / Deletions during the period	-	-	(0.05)	(0.31)	(0.01)	-	-	(0.37)
<b>As at 31st March 2023</b>	<b>104.87</b>	<b>212.35</b>	<b>7.74</b>	<b>3.95</b>	<b>7.45</b>	<b>9.29</b>	<b>31.64</b>	<b>377.29</b>
<b>As at 1st April 2023</b>	<b>104.87</b>	<b>212.35</b>	<b>7.74</b>	<b>3.95</b>	<b>7.45</b>	<b>9.29</b>	<b>31.64</b>	<b>377.29</b>
Additions	63.40	55.48	0.28	2.42	3.61	3.58	10.49	139.26
Acquisitions through business Combinations (Refer note 8.1)	3.33	16.62	0.07	-	0.28	0.16	0.87	21.33
Adjustments during the period	-	-	-	-	-	-	-	-
Disposals / Deletions during the period	(0.01)	(0.13)	-	(0.01)	-	(0.03)	0.01	(0.17)
<b>As at 31st March 2024</b>	<b>171.59</b>	<b>284.32</b>	<b>8.09</b>	<b>6.36</b>	<b>11.34</b>	<b>13.00</b>	<b>43.01</b>	<b>537.71</b>
<b>II. Accumulated depreciation and impairment</b>								
<b>As at 1st April 2022</b>	31.43	73.10	6.28	1.69	3.36	4.84	15.83	136.53
Charge for the period	8.73	13.26	0.21	0.27	0.89	0.51	1.48	25.35
Disposals / Deletions during the period	-	-	-	(0.29)	(0.01)	(0.01)	-	(0.31)
<b>As at 31st March 2023</b>	<b>40.16</b>	<b>86.36</b>	<b>6.49</b>	<b>1.67</b>	<b>4.24</b>	<b>5.34</b>	<b>17.31</b>	<b>161.57</b>
<b>As at 1st April 2023</b>	<b>40.16</b>	<b>86.36</b>	<b>6.49</b>	<b>1.67</b>	<b>4.24</b>	<b>5.34</b>	<b>17.31</b>	<b>161.57</b>
Charge for the period	17.38	19.11	0.28	0.48	1.98	0.83	2.55	42.61
Disposals / Deletions during the period	(0.01)	(0.09)	-	(0.01)	0.01	-	-	(0.10)
<b>As at 31st March 2024</b>	<b>57.53</b>	<b>105.38</b>	<b>6.77</b>	<b>2.14</b>	<b>6.23</b>	<b>6.17</b>	<b>19.86</b>	<b>204.08</b>
<b>Net carrying value as at 31st March 2024</b>	<b>114.06</b>	<b>178.94</b>	<b>1.32</b>	<b>4.22</b>	<b>5.11</b>	<b>6.83</b>	<b>23.15</b>	<b>333.63</b>
<b>Net carrying value as at 31st March 2023</b>	<b>64.71</b>	<b>125.99</b>	<b>1.25</b>	<b>2.28</b>	<b>3.21</b>	<b>3.95</b>	<b>14.33</b>	<b>215.72</b>

**Note:**

5.1 During the period ended 31st March 2023, the Company changed its method of depreciation from its method of written down value for certain categories of assets to straight line method taking into account its reassessment of the expected pattern of economic benefits from those assets. Had the Company continued its previous method of written down value for these assets, depreciation expense for the year ended 31st March 2023 would have been higher by Rs. 19.32 crores.

5.2 There are no impairment losses recognised during each reporting period.

5.3 Refer note 24 for assets pledged for borrowings.

5.4 The Company has not revalued its property, plant and equipment therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

5.5 The title deeds of immovable properties (other than properties where the Company is a lessee and the lease arrangement are duly executed in the favour of the lessee) are held in the name of the Company.

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

## 6 Right of use assets

(Amount in INR Crores)

Particulars	Medical Equipments	Buildings	Total
<b>I. Gross carrying value</b>			
<b>As at 1st April 2022</b>	3.92	183.60	187.52
Additions	2.25	104.93	107.18
Acquisitions through business combinations (Refer note 8.1)	-	57.45	57.45
Disposals / Adjustments during the period	-	(1.22)	(1.22)
<b>As at 31st March 2023</b>	<b>6.17</b>	<b>344.76</b>	<b>350.93</b>
<b>As at 1st April 2023</b>	6.17	344.76	350.93
Additions	-	64.32	64.32
Acquisitions through business Combinations (Refer note 8.1)	-	20.34	20.34
Disposals / Adjustments during the period	-	(6.89)	(6.89)
<b>As at 31st March 2024</b>	<b>6.17</b>	<b>422.53</b>	<b>428.70</b>
<b>II. Accumulated depreciation and impairment</b>			
<b>As at 1st April 2022</b>	2.36	54.91	57.27
Charge for the period	0.45	32.36	32.81
Disposals / Adjustments during the period	-	0.33	0.33
<b>As at 31st March 2023</b>	<b>2.81</b>	<b>87.60</b>	<b>90.41</b>
<b>As at 1st April 2023</b>	2.81	87.60	90.41
Charge for the period	0.59	43.57	44.16
Disposals / Adjustments during the period	-	(5.47)	(5.47)
<b>As at 31st March 2024</b>	<b>3.40</b>	<b>125.70</b>	<b>129.10</b>
<b>Net carrying value as at 31st March 2024</b>	<b>2.77</b>	<b>296.83</b>	<b>299.60</b>
<b>Net carrying value as at 31st March 2023</b>	<b>3.36</b>	<b>257.16</b>	<b>260.52</b>

## 7 Capital work-in-progress

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Capital Work-in-Progress	8.56	35.08
<b>Total</b>	<b>8.56</b>	<b>35.08</b>

### 7.1 Capital work-in-progress ageing schedule

(Amount in INR Crores)

Particulars	Amount in CWIP for a period of	
	As at 31st March 2024	As at 31st March 2023
Projects in progress		
Less than 1 year	8.56	34.98
1 - 2 year	-	0.10
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>8.56</b>	<b>35.08</b>

**Note** :- As at 31 March 2024, an amount of INR 26.81 crores (as at 31st March 2023 INR 10.24 crores) has been capitalised to the value of projects in progress as borrowing costs under Ind AS 23.

### Projects temporarily suspended

(Amount in INR Crores)

Particulars	Amount in CWIP for a period of	
	As at 31st March 2024	As at 31st March 2023
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### 7.2 Aging schedule of capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

(Amount in INR Crores)

Particulars	Amount in CWIP for a period of	
	As at 31st March 2024	As at 31st March 2023
Projects in progress		
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-

### Projects temporarily suspended

(Amount in INR Crores)

Particulars	Amount in CWIP for a period of	
	As at 31st March 2024	As at 31st March 2023
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

**8 Goodwill and Other intangible assets**

(Amount in INR Crores)

Description of Assets	Goodwill	Non Compete Agreement	Customer Relationship	Computer Software	Trademarks	Subtotal - (Other than Goodwill)	Total
<b>I. Gross carrying value</b>							
<b>As at 1st April 2022</b>	90.23	49.72	5.52	5.51	0.04	60.79	151.02
Additions	-	-	-	0.15	-	0.15	0.15
Acquisitions through business Combinations (Refer note 8.1)	125.98	196.04	19.63	-	-	215.67	341.65
<b>As at 31st March 2023</b>	<b>216.21</b>	<b>245.76</b>	<b>25.15</b>	<b>5.66</b>	<b>0.04</b>	<b>276.61</b>	<b>492.82</b>
<b>As at 1st April 2023</b>	<b>216.21</b>	<b>245.76</b>	<b>25.15</b>	<b>5.66</b>	<b>0.04</b>	<b>276.61</b>	<b>492.82</b>
Additions	-	-	-	0.75	-	0.75	0.75
Acquisitions through business Combinations (Refer note 8.1)	190.45	84.08	5.51	-	-	89.59	280.04
<b>As at 31st March 2024</b>	<b>406.66</b>	<b>329.84</b>	<b>30.66</b>	<b>6.41</b>	<b>0.04</b>	<b>366.95</b>	<b>773.61</b>
<b>II. Accumulated amortization and impairment</b>							
<b>As at 1st April 2022</b>	-	20.95	2.74	4.87	0.03	28.59	28.59
Amortization charge for the period	-	30.12	2.86	0.55	-	33.53	33.53
<b>As at 31st March 2023</b>	<b>-</b>	<b>51.07</b>	<b>5.60</b>	<b>5.42</b>	<b>0.03</b>	<b>62.12</b>	<b>62.12</b>
<b>As at 1st April 2023</b>	<b>-</b>	<b>51.07</b>	<b>5.60</b>	<b>5.42</b>	<b>0.03</b>	<b>62.12</b>	<b>62.12</b>
Amortization charge for the period	-	36.85	5.37	0.39	-	42.61	42.61
<b>As at 31st March 2024</b>	<b>-</b>	<b>87.92</b>	<b>10.97</b>	<b>5.81</b>	<b>0.03</b>	<b>104.73</b>	<b>104.73</b>
<b>Net carrying value as at 31st March 2024</b>	<b>406.66</b>	<b>241.92</b>	<b>19.69</b>	<b>0.60</b>	<b>0.01</b>	<b>262.23</b>	<b>668.89</b>
<b>Net carrying value as at 31st March 2023</b>	<b>216.21</b>	<b>194.69</b>	<b>19.55</b>	<b>0.24</b>	<b>0.01</b>	<b>214.49</b>	<b>430.70</b>

Note:Hitherto, Until 01 April 2023, the Company used to amortize the Intangible Asset in the form of Non-Compete Agreement over a period of 5 years. From the current year, taking into consideration the contractual term in the recent agreements and the experience from past acquisitions, the Company has reassessed the useful life of the asset, to change the same to be amortized over the agreed term of the contract unless the lower term is warranted based on the nature of the contract. Had the Company continued its previous estimated period of 5 years, the amortization expense for the year ended 31 March 2024 would have been higher by INR 20.20 crores.

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

**8.1 Particulars of business combinations accounted by the company**

The Company accounts for business combinations using the acquisition method of accounting. This method requires the application of fair values for both the consideration given and the assets and liabilities acquired. The calculation of fair values is often dependent on estimates and judgments including future cash flows discounted at an appropriate rate to reflect the risk inherent in the acquired assets and liabilities (refer to Note below, Acquisition of Businesses for details of business combinations).

During the current period, the Company had the below business combinations primarily comprising acquisition of "Eye Hospitals" on a going concern basis. These business combinations involved acquisition of the Eye Hospitals from the Doctors and did not involve share acquisitions in any other entities. As part of the acquisition, the Company acquired the assets, liabilities, employees etc. as determined pursuant to the acquisition agreements and also continuity of the acquiree Doctors who are also covered by a non-compete and have entered into a service contract to provide services to the Company. There are no non-controlling interests in the business combinations entered during the year. The details of the eligible/identifiable assets and liabilities have been furnished below. The resultant goodwill on such business combinations consists primarily of the synergies, increase in market share, workforce etc. The amount of such goodwill is not expected to be deductible for tax purposes. The contingent consideration arrangement requires the Company to pay acquiree's specified percentage of consideration if the acquired business meet the revenue targets for the periods mentioned in the agreements.

**Note:**

(Amount in INR Crores)

Particulars	Acquisition Year	Consideration Paid (acquisition date fair value) (A)	Assets and Liabilities Acquired (B)					Total of Net Assets Acquired (B)	Goodwill (A)-(B)
			Tangible Assets	Intangible Assets	Right of Use Assets	Financial Liabilities including Lease Liabilities	Inventory and other assets		
Hospital at Pune (3)	2022-23	8.67	1.21	4.27	3.08	(2.94)	-	5.62	3.05
Hospital at Punjab	2022-23	35.13	10.84	16.89	9.64	(6.87)	0.63	31.13	4.00
Hospital at Mohali	2022-23	20.78	3.50	10.26	3.57	(2.36)	-	14.97	5.81
Hospital at Panchkula	2022-23	7.39	0.53	3.42	0.82	(0.82)	-	3.95	3.44
Hospital at Pune (4)	2022-23	18.98	0.83	10.19	4.64	(3.01)	-	12.65	6.33
Hospital at Madanapalle	2022-23	3.46	1.28	1.42	2.45	(2.26)	-	2.89	0.57
Hospital at Bhavnagar	2022-23	9.94	1.25	4.76	1.44	(1.44)	-	6.01	3.93
Hospital at Surat	2022-23	38.82	3.30	22.43	3.94	(3.94)	-	25.73	13.09
Hospital at Vapi	2022-23	8.04	2.33	3.77	3.53	(3.53)	-	6.10	1.94
Hospital at Jammu	2022-23	19.30	4.08	9.30	7.07	(7.07)	-	13.38	5.92
Hospital at Mumbai (3)	2022-23	94.25	12.15	54.34	8.26	(3.72)	-	71.03	23.22
Hospital at Satara	2022-23	10.37	5.43	4.47	2.22	(1.84)	-	10.28	0.09
Hospital at Davanagere	2022-23	21.78	1.18	11.91	0.92	(0.92)	-	13.09	8.69
Hospital at Mumbai (4)	2022-23	16.70	0.42	8.82	0.94	(0.59)	-	9.59	7.11
Hospital at Madurai	2022-23	95.47	6.38	49.42	4.93	(4.05)	-	56.68	38.79
<b>Total 2022-23</b>		<b>409.08</b>	<b>54.71</b>	<b>215.67</b>	<b>57.45</b>	<b>(45.36)</b>	<b>0.63</b>	<b>283.10</b>	<b>125.98</b>
Hospital at Barnala	2023-24	9.13	1.78	3.52	1.05	(1.05)	0.09	5.39	3.74
Hospital at Hyderabad	2023-24	10.83	0.30	3.82	1.25	(1.25)	0.00	4.12	6.71
Hospital at Rajkot	2023-24	18.47	0.63	5.38	2.10	(2.10)	(0.01)	6.00	12.47
Hospital at Mumbai (5)	2023-24	58.54	6.52	14.29	0.77	(0.25)	0.15	21.48	37.06
Hospital at Belgaum	2023-24	25.52	3.09	7.47	5.70	(5.70)	0.11	10.67	14.85
Hospital at Mumbai (6)	2023-24	27.40	1.21	8.71	1.81	(1.02)	0.02	10.73	16.67
Hospital at Mumbai (7)	2023-24	29.81	1.16	9.05	1.23	(0.25)	0.02	11.21	18.60
Hospital at Mumbai (8)	2023-24	31.70	1.03	9.61	0.48	(0.26)	-	10.86	20.84
Hospital at Thane (1)	2023-24	24.85	0.65	8.20	1.45	(0.49)	0.01	9.82	15.03
Hospital at Mumbai (9)	2023-24	39.35	1.51	11.66	1.91	(0.75)	-	14.33	25.02
Hospital at Gadhinglaj	2023-24	20.83	2.58	4.83	2.41	(1.87)	0.19	8.14	12.69
Hospital at Thane (2)	2023-24	10.77	0.87	3.05	0.18	(0.10)	-	4.00	6.77
<b>Total 2023-24</b>		<b>307.20</b>	<b>21.33</b>	<b>89.59</b>	<b>20.34</b>	<b>(15.09)</b>	<b>0.58</b>	<b>116.75</b>	<b>190.45</b>

# Dr. Agarwal's Health Care Limited

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

## 8.2 Breakup of goodwill on acquisitions

(Amount in INR Crores)

Particulars of Cash Generating Unit	As at 31st March	As at 31st March
	2024	2023
Hospital at Nellore	0.45	0.45
Hospital at Hyderabad (1)	0.05	0.05
Hospital at Guntur	0.40	0.40
Hospital at Pune (1)	12.24	12.24
Hospital at Bengaluru (1)	2.37	2.37
Hospital at Bengaluru (2)	16.76	16.76
Hospital at Indore	9.30	9.30
Hospital at Mumbai (1)	4.28	4.28
Hospital at Coimbatore	0.10	0.10
Hospital at Nashik	14.28	14.28
Hospital at Vijayawada	4.52	4.52
Hospital at Pune (2)	3.32	3.32
Hospital at Mumbai (2)	22.16	22.16
Hospital at Pune (3)	3.05	3.05
Hospital at Punjab	4.00	4.00
Hospital at Mohali	5.81	5.81
Hospital at Panchkula	3.44	3.44
Hospital at Pune (4)	6.33	6.33
Hospital at Madanapalle	0.57	0.57
Hospital at Bhavnagar	3.93	3.93
Hospital at Surat	13.09	13.09
Hospital at Vapi	1.94	1.94
Hospital at Jammu	5.92	5.92
Hospital at Mumbai (3)	23.21	23.21
Hospital at Satara	0.10	0.10
Hospital at Davanagere	8.69	8.69
Hospital at Mumbai (4)	7.12	7.12
Hospital at Madurai	38.78	38.78
Hospital at Belgaum	14.85	-
Hospital at Rajkot	12.46	-
Hospital at Barnala	3.74	-
Hospital at Mumbai (5)	37.07	-
Hospital at Hyderabad (2)	6.70	-
Hospital at Mumbai (6)	16.66	-
Hospital at Mumbai (7)	18.60	-
Hospital at Mumbai (8)	20.84	-
Hospital at Thane (1)	15.05	-
Hospital at Mumbai (9)	25.03	-
Hospital at Gadhinglaj	12.69	-
Hospital at Thane (2)	6.75	-
<b>Total</b>	<b>406.66</b>	<b>216.21</b>

Particulars	As at 31st March	As at 31st March
	2024	2023
Fair Value of contingent consideration on acquisition, determined by applying discount cash flow method	76.84	98.35
Potential undiscounted amount of all future contingent consideration arrangement payable	112.04	141.35

There are no significant incremental acquisition costs incurred by the Company for the above acquisitions.

# Dr. Agarwal's Health Care Limited

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

## 8.3 Impairment testing

As on 31st March 2023 and 31st March 2024, Goodwill balances have been tested for impairment and no provision required to be recorded in accordance with the requirements of Ind AS 36.

The key assumptions used by management in setting the cash flow projections/budgets for the initial five-year period were as follows:

### Forecast sales growth rates

Forecast sales growth rates are based on past experience adjusted for adjusting the market trends, loyalty/reputation of the doctor practitioners, geographical location and the strategic decisions made in respect of the cash-generating unit.

### Operating profits

Operating profits are forecast based on historical experience of operating margins, adjusted for the impact of cost saving due to synergies and initiatives and also revenue pricing changes.

### Cash conversion

Cash conversion is the ratio of operating cash flow to operating profit. Management forecasts cash conversion rates based on historical experience.

Cash flow projections during the budget period are based on the same expected gross margins and inventory price inflation throughout the budget period. The cash flows beyond five-year period have been extrapolated using a 3.5 % (2022-23: 2 %, 2021-22: 2%) per annum growth rate which is the projected long-term average growth rate. Discount rate of 16.79% to 17.97% (2022-23: 15.58% to 17.70% ) determined using Capital Asset Pricing Model.

### Sensitivity analysis

The Company has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the group of CGUs to which goodwill is allocated. The management believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGUs.

During the year ended 31st March 2022, the Company has fully impaired the non-compete fee and customer relationship recognised in relation to the acquisition of Vinayaka Nethralaya hospital located at Janjeerwala square, which had a net carrying value of INR 3.7 Crores. Further, contingent consideration of INR 2.29 crores accrued under acquisition liability towards this hospital was also written back as this liability is no longer payable. Subsequently, during the year ended 31st March 2024, the arbitration case that was initiated against the erstwhile owner was ruled in the Company's favor. The same will be accounted upon final resolution of the matter and receipt from the counter party.

8.4 The Company has not revalued its intangible assets as on each reporting period and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

**Dr. Agarwal's Health Care Limited**

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

Particulars	(Amount in INR Crores)	
	As at 31st March 2024	As at 31st March 2023
<b>9 Investments (Non-Current)</b>		
<b>INVESTMENTS MEASURED AT COST</b>		
Investment in Equity Instruments of Subsidiary - <b>Quoted, at Cost</b>		
<b>Dr. Agarwal's Eye Hospital Limited (Refer Note (i) below)</b>	33.92	33.92
As at 31st March 2024 - 33,72,408 Shares of INR 10 each fully paid		
As at 31st March 2023 - 33,72,408 Shares of INR 10 each fully paid		
Investment in Equity Instruments of Subsidiary - <b>Unquoted, at Cost</b>		
<b>Orbit Healthcare Services (Mauritius) Limited (Refer Note (ii) below)</b>	83.67	83.67
As at 31st March 2024 - 61,78,94,737 Ordinary Shares of MUR.0.57 each fully paid		
- 6,44,26,001 Ordinary Shares of MUR.1 each fully paid		
As at 31st March 2023 - 61,78,94,737 Ordinary Shares of MUR.0.57 each fully paid		
- 6,44,26,001 Ordinary Shares of MUR.1 each fully paid		
<b>Aditya Jyot Eye Hospital (P) Ltd. ( Refer Note (iv) below)</b>	38.50	32.25
As at 31st March 2024 - 2,56,700 Equity Shares of INR 100 each fully paid		
As at 31st March 2023 - 2,15,062 Equity Shares of INR 100 each fully paid		
<b>Elisar Life Sciences Private Limited ( Refer Note (iii) below)</b>	1.81	1.81
As at 31st March 2024 - 18,05,618 Equity Shares of INR 10 each fully paid		
As at 31st March 2023 - 18,05,618 Equity Shares of INR 10 each fully paid		
Investment in Equity Instruments of Associate - <b>Unquoted, at Cost</b>		
<b>IdeaRx Services Private Limited (Refer Note (v) below)</b>	2.01	2.01
As at 31st March 2024 - 49,254 Equity Shares of INR 1 each fully paid		
As at 31st March 2023 - 49,254 Equity Shares of INR 1 each fully paid		
	<b>159.91</b>	<b>153.66</b>
Less: Provision for Impairment against investment in Elisar Life Sciences Private Limited	<b>(1.81)</b>	<b>-</b>
<b>Total Non-Current Investments</b>	<b>158.10</b>	<b>153.66</b>

**Notes:**

(i) The Company had entered into a Share Purchase Agreement dated 11 January 2011, with the promoters of Dr. Agarwal's Eye Hospital Limited (DAEHL) to purchase 24,72,408 Equity Shares of DAEHL, comprising 54.94% of the total Equity Share Capital of DAEHL, for which the Company proposed to issue Equity Shares of Rs. 10 each of the Company as consideration in the ratio of 1 Share of the Company for every 3.12 Shares of DAEHL.

Pursuant to the same, during the year ended 31st March 2012, in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the Company had acquired 9,00,000 Equity Shares of Rs. 10 each (being 20% of the total share capital of DAEHL) at a price of Rs. 159 per Equity Share through Open Offer to the shareholders of DAEHL for a total consideration of Rs. 14.31 Crores.

During the year ended 31st March 2013, post completion of the open offer, the Company had acquired 24,72,408 shares from the promoters of DAEHL in the month of April 2012 at the agreed price of Rs. 79.33 per Equity Share for a total consideration of Rs. 19.61 Crores and as a result thereof, DAEHL became the subsidiary of the Company with effect from 2 April 2012. The Company discharged the consideration by way allotting 7,92,089 Equity shares of Rs. 10 each (at a premium of Rs. 237.62 per Equity Share) of the Company to the promoters of DAEHL at its Board Meeting held on 26 April 2012. The premium on these Equity Shares amounting to Rs. 18.82 Crores was credited to the securities premium account.

As at 31st March 2024, the Company is holding 71.75%, of the total Equity Share Capital of DAEHL.

(ii) During the year ended 31 March 2017, the Company has acquired 1 ordinary shares of MUR 1 each, of Orbit Healthcare Services (Mauritius) Limited, from International Securities Limited on 10 January 2017 for a nil consideration. The Company also subscribed to additional 1,00,000 Ordinary Shares of MUR 1 each for Rs. 0.02 Crores on 9 February 2017. The same has been approved in the Shareholders meeting held on 2 January 2017.

During the period ended 31st March 2018, the Company has subscribed to 6,43,26,000 ordinary shares of MUR 1 each in various tranches for Rs. 12.57 Crores and the same has been allotted.

Further, during the year ended 31st March 2019, the Company had subscribed to 61,78,94,737 ordinary shares of MUR 0.57 each for Rs. 70.74 Crores and the same was allotted on 21 March 2019.

As at 31st March 2024, the Company is holding 100% of the total equity share capital of Orbit Healthcare Services (Mauritius) Limited.

(iii) Pursuant to the Board Resolution dated 03 September 2019, the Board has approved the transfer of Elisar Research and Development undertaking of the Company to Elisar Lifesciences Private Limited, for a consideration of 18,05,618 Equity Shares of Rs. 10 each and Face value of Rs.10 each amounting to Rs. 1.81 Crores.

As at 31st March 2024, the Company is holding 76% of the total equity share capital of Elisar Lifesciences Private Limited

(iv) Pursuant to the Share purchase agreement dated 08 October 2021 entered into by the Company with the promoters of Aditya Jyot Eye Hospital Private Limited ('AJEHL') and AJEHL, the Company has entered into the share purchase agreement of 3,40,020 shares of Rs. 100 each (at a premium of Rs.1400 each).

As at 31st March 2024, the Company is holding 75.50% of the total equity share capital of Aditya Jyot Eye Hospital Private Limited.

As at 31st March 2023, the Company was holding 63.25% of the total equity share capital of Aditya Jyot Eye Hospital Private Limited.

(v) Pursuant to an investment agreement dated 12 January 2017 entered into by the Company with the promoters of Idearx Services Private Limited ('Idearx') and Idearx, the Company has purchased 49,254 shares of Rs. 1 each (at a premium of Rs. 407.09 each) for Rs. 2.01 Crores approved in its general meeting held on 2 January 2017.

As at 31st March 2024, the Company is holding 14.71% of the total equity share capital of Idearx Services Private Limited

Particulars	(Amount in INR Crores)	
	As at 31st March 2024	As at 31st March 2023
Aggregate book value of quoted investments	33.92	33.92
Aggregate market value of quoted investments	1,046.59	308.68
Aggregate book value of unquoted investments	125.99	119.74



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**10 Loans (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Loans and advances to related parties (Refer note 53 and below notes)		
- Considered good and recoverable	-	1.89
- Considered doubtful	30.01	25.01
Less:Provision for doubtful loans and advances	(30.01)	(25.01)
<b>Total</b>	<b>-</b>	<b>1.89</b>

**Notes:**

(i) Pursuant to the Board resolution dated 31 May 2021, the Company has converted its outstanding short term loans into long term loans granted to Elisar Life Sciences Private Limited (Elisar). The management carried out an impairment analysis of carrying value of investments as at 31 March 2024 INR 1.81 crores (as of 31st March 2023 Nil) as well as loan as of 31st March, 2024 INR 30.01 crores and accrued interest of INR 9.75 crores (loan as of 31st March 2023 INR 25 crores and accrued interest of INR 7.29 crores) given to Elisar using the discounted cash flow method. Based on impairment assessment, management has recognised a provision as of 31st March 2024 INR 39.76 crores (as of 31st March 2023 INR 32.30 crores) against the outstanding loan balance and accrued interest and provision for INR 1.81 crores ( as of 31st March 2023 Nil) against carrying value of investments. The additional provision of INR 9.29 Crores made during the current year has been recognised in the Statement of Profit and Loss and disclosed as an exceptional item.

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Non-Current</b>		
Due from private company in which director of the Company is a director in the private company	-	1.89

**11 Other financial assets (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(Non-current,at amortized cost)		
Security Deposits	0.66	0.59
Advances - Others	2.07	-
Rental Deposits		
Others	20.77	17.00
<b>Total</b>	<b>23.50</b>	<b>17.59</b>

\* Advances - Others includes the amount paid for acquisition of equity shares in Dr. Agarwal's Eye Hospital Limited (the subsidiary of the Company) from the existing shareholders for an amount of INR 2.07 Crores.

**12 Non current tax assets/ Current tax liabilities (net)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Income tax payments made against returns filed /demands received (including taxes deducted at source)	41.67	28.39
<b>Total</b>	<b>41.67</b>	<b>28.39</b>

**12.1 Income tax recognized in statement of profit and loss**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
(i) Current Tax:		
- in respect of current period	-	1.57
- in respect of prior years	-	-
<b>Total (A)</b>	<b>-</b>	<b>1.57</b>
(ii) Deferred Tax:		
- in respect of current period	20.83	(39.00)
<b>Total (B)</b>	<b>20.83</b>	<b>(39.00)</b>
<b>Total income tax expense recognized in profit and loss account (A+B)</b>	<b>20.83</b>	<b>(37.43)</b>

**12.2 Income tax recognized in other comprehensive income**

Deferred tax related to items recognized in other comprehensive income during the year:		
- Remeasurement of defined benefit obligations	0.11	-
- FVTOCI Financial Assets	-	-
<b>Total</b>	<b>0.11</b>	<b>-</b>

**12.3 Reconciliation of income tax expense and the accounting profit multiplied by**

Profit / (Loss) before tax after exceptional items	<b>44.66</b>	<b>(5.84)</b>
Income Tax using the Company's domestic tax rate	11.24	(1.47)
Tax Effect of :		
- Adjustment on tax impact of exceptional items	(2.34)	(7.35)
- Adjustment towards recognition of deferred tax asset on brought forward losses and depreciation	-	28.12
- Deferred Tax Credit not recognized till FY 2023 and recognised in current year (Refer note 13.1)	-	(64.78)
- Effect of expenses that are nondeductible in determining taxable profit		
- Impairment of Principal portion of loan to subsidiary	1.64	7.35
- Interest on Deferred consideration	5.93	3.07
- Undistributed profits on account of dividend distributed	(0.26)	-
- Other items	0.01	-
- Others	4.59	(2.37)
<b>Tax expense recognized in statement of profit or loss from continuing operations</b>	<b>20.83</b>	<b>(37.43)</b>

**Notes:**

(i)The tax rate used for the year ended 31st March, 2024 and 31st March 2023 reconciliations above are the corporate tax rate of 25.17% payable by corporate entities in India on taxable profits under Indian Income Tax Laws."

(ii) The Company has recognised deferred tax on undistributed profits of the subsidiary companies to the extent it expects to receive/repatriate.

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**13 Deferred tax assets (net)** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Components of Deferred Tax:		
Deferred Tax Assets	18.28	39.00
Deferred Tax Liabilities	-	-
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>18.28</b>	<b>39.00</b>

**13.1 Movement in deferred tax assets/(liabilities)**
**For the year ended 31st March 2024**

(Amount in INR Crores)

Particulars	As at 31st March 2023	(Charge)/Credit recognized in		As at 31st March 2024
		Statement of Profit and Loss	Other Comprehensive Income	
<b>Tax effect of items constituting deferred tax assets / (deferred tax liabilities) :</b>				
Property, Plant and Equipment and Intangible Assets	6.05	(8.55)	-	(2.50)
Employee Benefits	1.48	0.54	0.11	2.13
Provisions	4.61	0.88	-	5.49
Lease assets net of lease liabilities	5.74	4.49	-	10.23
Brought Forward Loss and Unabsorbed Depreciation	17.87	(13.36)	-	4.51
Undistributed Profits (Dividend from AEHL)	-	(0.26)	-	(0.26)
Other items	3.25	(4.57)	-	(1.32)
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>39.00</b>	<b>(20.83)</b>	<b>0.11</b>	<b>18.28</b>

The Company has recognized Deferred tax asset of INR 39.00 Crores in the books as there is reasonable certainty of earning future taxable profits based on the annual analysis of future projections of taxable income of the Company as at 31st March 2023.

**For the year ended 31st March 2023**

Particulars	As at 31st March 2022	(Charge)/Credit recognized in		As at 31st March 2023
		Statement of Profit and Loss	Other Comprehensive Income	
<b>Tax effect of items constituting deferred tax</b>				
Property, Plant and Equipment and Intangible Assets	1.00	5.05	-	6.05
Employee Benefits	0.77	0.71	-	1.48
Provisions	3.46	1.15	-	4.61
Lease assets net of lease liabilities	1.68	4.06	-	5.74
Brought Forward Loss and Unabsorbed Depreciation	45.99	(28.12)	-	17.87
Financial assets at fair value through profit & loss	-	-	-	-
Other items	4.25	(1.00)	-	3.25
MAT Credit	0.25	(0.25)	-	-
<b>Less: Valuation Allowance</b>	<b>(57.40)</b>	<b>57.40</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>0.00</b>	<b>39.00</b>	<b>-</b>	<b>39.00</b>

**Notes:**

Deferred income tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, deferred income tax liabilities on undistributed cumulative earnings of subsidiaries as at 31 March 2024, 31 March 2023 has not been recognized. Further, it is not practicable to estimate the amount of the unrecognized deferred tax liabilities for these undistributed earnings.

**14 Other non-current assets** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured and Considered Good)		
Capital Advances		
-Towards construction of property	-	-
-Others	4.48	4.36
<b>Total</b>	<b>4.48</b>	<b>4.36</b>

**15 Inventories (at lower of cost or net realizable value)** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Traded Goods		
Opticals, Contact Lens and Accessories	8.48	7.19
Pharmaceutical Products	4.84	4.72
Surgical lens including other consumables	16.13	8.38
Clinical Items and Equipments held for trading	0.19	0.04
<b>Total</b>	<b>29.64</b>	<b>20.33</b>

**15.1** (Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
The cost of inventories recognized as an expense during the year	200.79	146.76
The cost of inventories recognized as an expense, includes write downs of inventory to net realizable value	0.62	0.12

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**16 Investments (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of Units	Value	No. of Units	Value
<b>Current Investments</b>				
<b>Investments in Mutual Funds - carried at Fair Value through Profit &amp; Loss</b>				
SBI Liquid Fund growth	69,142.86	26.13	29,136.00	10.27
Invesco India Ultra Short Term Fund - Direct Plan Growth (MT-D1)	1,23,000.14	32.21	1,494.00	0.36
Sundaram Liquid Fund	1,22,543.60	26.11	50,487.00	10.03
HSBC Overnight Fund - Direct growth	-	-	10,844.00	13.00
Sundaram Ultra Short Duration Fund - Dir - Growth	98,072.91	26.10	-	-
Sundaram Low Duration Fund - Dir - Growth	31,780.81	10.66	-	-
SBI Magnum Low Duration Fund - Dir - Growth	2,638.50	0.87	-	-
ICICI Prudential Ultra Short Term Fund - Dir - Growth	96,01,277.44	26.15	-	-
ICICI Prudential Liquid Fund -Dir- Growth	2,366.81	0.08	-	-
Invesco India Liquid Fund - Dir - Growth	32,437.12	10.75	-	-
Aditya Birla Sun Life Low Duration Fund - Dir - Growth	92,672.89	6.11	-	-
HSBC Low Duration Fund - Dir - Growth	96,57,097.96	26.16	-	-
HSBC Ultra Short Duration Fund - Dir - Growth	48,629.08	6.08	-	-
HDFC Money Market Fund - Reg	50,198.26	26.14	-	-
Nippon India Money Market Fund - Reg	69,229.94	26.16	-	-
Kotak Liquid Fund - Reg - Growth	53,918.70	26.10	-	-
Tata Ultra Short Term Fund - Dir- Growth	1,15,68,949.79	15.66	-	-
Axis Money Market Fund - Dir-Growth	1,58,843.17	20.85	-	-
Invesco India Money Market Fund - Dir- Growth	53,602.76	15.38	-	-
HSBC Money Market Fund - Dir - Growth	61,52,882.17	15.50	-	-
Bandhan Ultra Short Term Fund - Reg	1,81,56,876.04	25.26	-	-
HDFC Liquid Fund - Reg- Growth	55,487.87	26.07	-	-
Tata Money Market Fund - Dir- Growth	35,521.66	15.51	-	-
DSP Liquid Fund - Dir - Growth	73,978.66	25.53	-	-
<b>Investments in Commercial papers, carried at Amortized cost</b>				
TATA International Limited (refer note (i) below)		34.96	-	-
<b>Total Investments - Current</b>		<b>470.53</b>		<b>33.66</b>

**Note:**

(i) An amount of INR 34.96 crores invested in commercial paper whose maturity period is 2 months from the date of investments having the return on investment at 7.5% p.a.

(ii) Details of Investment

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Aggregate book value of quoted investments	470.53	33.66
Aggregate market value of quoted investments	470.53	33.66

(iii) The particulars of investments made as required to be disclosed u/s 186 (4) of the Companies Act, 2013 are disclosed in Note above.

**17 Trade receivables**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Undisputed Trade Receivables - Considered Good	61.87	54.24
Allowance for expected credit loss	(21.74)	(18.24)
Trade receivables due from related parties	9.62	3.72
<b>Total</b>	<b>49.75</b>	<b>39.72</b>

**17.1 Trade receivables ageing schedule- As at 31st March 2024**

(Amount in INR Crores)

Particulars	As at 31st March 2024					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	43.15	10.15	11.19	4.16	2.84	71.49
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Trade receivables as at 31st March 2024</b>	<b>43.15</b>	<b>10.15</b>	<b>11.19</b>	<b>4.16</b>	<b>2.84</b>	<b>71.49</b>
Less: Expected Credit Loss provision						(21.74)
<b>Net Trade receivable as at 31st March 2024</b>						<b>49.75</b>

**17.2 Trade receivables ageing schedule- As at 31st March 2023**

(Amount in INR Crores)

Particulars	As at 31st March 2023					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	33.03	12.24	8.61	2.25	1.83	57.96
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Trade receivables as at 31st March 2023</b>	<b>33.03</b>	<b>12.24</b>	<b>8.61</b>	<b>2.25</b>	<b>1.83</b>	<b>57.96</b>
Less: Expected Credit Loss provision						(18.24)
<b>Net Trade receivable as at 31st March 2023</b>						<b>39.72</b>

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**17.3 Credit period and risk**

Significant portion of the Company's business is against receipt of advance. Credit is provided mainly to Insurance Companies, Corporate customers and customers covered by Government accorded health benefits. The Insurance Companies are required to maintain minimum reserve levels and pre-approve the insurance claim, Government undertakings and the Corporate Customers are enterprises with high credit ratings. Accordingly, the Company exposure to credit risk in relation to trade receivables is low.

Trade receivables are non-interest bearing and are generally due immediately when the invoice is raised. Of the Trade Receivable as at 31 March 2024, Rs. 37.30 Crores (As at 31 March 2023: Rs.31.78 crores) are due from 7 (as at 31 March 2023: 6) of the Company's customers having more than 5% of the total outstanding trade receivable balance.

No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.

Trade receivables amounting to Rs. 8.78 crores (as at 31 March 2023: Rs.3.59 crores) are due from firms or private companies respectively in which any director is a partner, a director or a member.

**17.4 Expected credit loss allowance**

The Company has used a practical expedient by computing the expected loss allowance for trade receivables based on provision matrix. The provision matrix takes into account the historical credit loss experience and adjustments for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix, considering the amounts due from the government undertakings and the other undertakings.

The provision matrix is as follows:

Particulars	As at 31st March 2024	As at 31st March 2023
1-90 days past due	7% to 23%	7% to 24%
91-180 days past due	21% to 49%	22% to 50%
181-270 days past due	26% to 56%	27% to 59%
271-360 days past due	34% to 58%	35% to 60%
361-450 days past due	36% to 100%	37% to 100%
451-540 days past due	42% to 100%	44% to 100%
541-630 days past due	46% to 100%	51% to 100%
630-720 days past due	57% to 100%	61% to 100%
720-810 days past due	62% to 100%	64% to 100%
More than 810 days past due	100%	100%

**17.5 Movement in the allowance for doubtful receivables (including expected credit loss allowance)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at beginning of the period	18.24	13.68
(Add) Provision Created during the period	7.43	6.71
(Less) Provision Utilised during the year / Bad debts written off	(3.93)	(2.15)
<b>Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses</b>	<b>3.50</b>	<b>4.56</b>
<b>Balance at end of the period</b>	<b>21.74</b>	<b>18.24</b>

During the period ended 31 March 2024, the Company has written-off trade receivables balances amounting to Rs. 3.93 crores which are outstanding for more than 2 years as at 31 March 2024 and have utilised the existing allowances towards expected credit loss. The company does not expect to receive future cash flows/recoveries from trade receivables previously written off.

**18 Cash and cash equivalents**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash on Hand	1.17	0.97
Bank balances		
In Current Accounts	18.00	32.52
In Fixed deposits with maturity less than 3 months	32.03	43.32
<b>Total</b>	<b>51.20</b>	<b>76.81</b>

**19 Bank balances other than cash and cash equivalents**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
In Fixed Deposits - under Lien (Refer Note (i) below)	11.63	20.37
In Earmarked Escrow account (Refer Note (ii) below)	-	0.30
Fixed deposits - Other bank balances	0.54	-
<b>Total</b>	<b>12.17</b>	<b>20.67</b>

**Notes:**

- (i) Deposit under Lien represents the balances with banks held as margin money / security against borrowings, guarantees and commitments related to acquisitions.
- (ii) Balance in Escrow accounts represents amount deposited in the account specifically earmarked for payment of interest on debentures to the debenture holders.

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**20 Other financial assets (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest accrued not due		
On Fixed deposits	0.64	0.46
Related Party	9.75	7.29
Less: Provision for doubtful loans and advances	(9.75)	(7.29)
	<b>0.64</b>	<b>0.46</b>
Other Current Financial Assets		
Receivable from Related Parties (Refer Note 53.4)	10.81	1.05
Receivable from Others	-	0.02
	<b>10.81</b>	<b>1.07</b>
Rental Deposits		
Others	1.46	0.82
	<b>1.46</b>	<b>0.82</b>
<b>Total</b>	<b>12.91</b>	<b>2.35</b>

**Notes:**

- (i) Receivables from related parties represents receivable from Dr. Agarwal's Eye Hospital Limited for an amount of INR 8.15 crores, Elisar Life Sciences Private Limited for an amount of INR 0.29 crores, and Orbit Healthcare Mauritius Limited for an amount of INR 2.37 crores.

**21 Other current assets**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured and Considered Good)		
Prepaid expenses	2.71	4.37
Advances to employees	0.03	0.01
Balances with Government Authorities		
Input Credit Receivables	0.41	1.77
Advances to suppliers	0.88	0.98
<b>Total</b>	<b>4.03</b>	<b>7.13</b>

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**22 Equity share capital**

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	(Amount in INR Crores)	Number of Shares	(Amount in INR Crores)
<b>Authorised Share Capital</b>				
Equity Shares of INR. 10 each	1,92,00,000	19.20	1,92,00,000	19.20
0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares of INR 100 each*	70,80,000	70.80	70,80,000	70.80
	<b>2,62,80,000</b>	<b>90.00</b>	<b>2,62,80,000</b>	<b>90.00</b>
<b>Issued capital</b>				
Equity Shares of INR. 10 each	1,34,41,932	13.44	79,26,103	7.93
0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares of INR 100 each*	31,97,846	31.98	-	-
	<b>1,66,39,778</b>	<b>45.42</b>	<b>79,26,103</b>	<b>7.93</b>
<b>Subscribed and Paid up capital</b>				
Equity Shares of INR. 10 each	93,29,292	9.33	79,26,103	7.93
D1 Series, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares, partly paid-up to the extent of INR 1 per share (Refer note 26.1).	3,07,401	0.03	-	-
<b>Total</b>	<b>96,36,693</b>	<b>9.36</b>	<b>79,26,103</b>	<b>7.93</b>

\* The Company has allotted partly paid 9,22,205, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares of INR 100 each.

Further the rights accruing to these shareholders is proportionate to the extent of the amount called and paid. Additional details are provided in note 26.1

Subsequent to the year ended March 31, 2024, vide shareholder's approval dated September 5, 2024, the company has done a stock split resulting in a change in Face value per share from INR 10 per share to INR 1 per share. Further, bonus shares were allotted in the ratio of 2 bonus shares for every 1 share held. Refer Note 58 for Subsequent events disclosure.

**22.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	(Amount in INR Crores)	Number of Shares	(Amount in INR Crores)
<b>Equity Shares</b>				
Shares outstanding as at the beginning of the period	79,26,103	7.93	68,59,969	6.87
Add: Fresh issue of shares/Adjustment during the period (Refer note (i) below)	13,98,417	1.40	9,41,716	0.94
Add: Conversion during the period (Refer note (ii) below)	-	-	1,24,418	0.12
Add: Exercise of ESOPs (Refer note (iii) below)	4,772	-	-	-
Shares outstanding as at the end of the period	<b>93,29,292</b>	<b>9.33</b>	<b>79,26,103</b>	<b>7.93</b>

**Note:**

(i) During the year ended 31st March 2023 the company has issued fresh issue of shares of 5,96,420 numbers (Face Value of INR 10 each) to Arvon Investments Pte Ltd and 3,45,296 (Face Value of INR 10 each) numbers to Hyperion Investments Pte.Ltd aggregating to total Equity shares of 9,41,716 numbers dated 05th May 2022 at an issue price of INR 3,185 per share

During the year ended 31st March 2024 the company has allotted equity shares of 5,24,406 numbers (Face Value of INR 10 each) to Arvon Investments Pte Ltd and 8,74,011 (Face Value of INR 10 each) numbers to Hyperion Investments Pte.Ltd aggregating to total Equity shares of 13,98,417 numbers at Rs. 4,576 per share at its Board Meeting held on 10th August 2023.

(ii) Further during the year ended 31st March 2023, the company has allotted 53,024 equity shares to the holders of 1,24,301 Compulsorily Convertible Preference shares and 71,394 equity shares to holders of 1,67,366 Compulsorily Convertible Debentures holders.

(iii) Further, during the year ended 31st March 2024, pursuant to the vesting of Options under the Dr. Agarwal's Health Care Limited ESOP Scheme 2022, the options aggregating to 4,772 Equity Shares were exercised by 6 employees of the Company and its subsidiary. Accordingly, 4,772 Equity Shares were allotted by the Board at its meeting held on 12th December 2023 upon remittance of the full subscription amounts at the Exercise Price of INR 2,548/- per option by those employees.

**22.2 Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of INR 10. Each holder is entitled to one vote per equity share. Dividends are paid in Indian rupees. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the annual general meeting except in case of interim dividend. Repayment of capital will be in accordance with the terms of the Articles of Association and in proportion to the number of equity shares held.

**22.3 Details of shares held by each shareholder holding more than 5% shares**

Name of Shareholders	As at 31st March 2024		As at 31st March 2023	
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares
<b>Equity Shares of INR 10 each:</b>				
Dr. Amar Agarwal	4,23,350	4.54%	4,23,350	5.34%
Dr. Athiya Agarwal	5,12,062	5.49%	5,12,062	6.46%
Dr. Adil Agarwal	4,18,743	4.49%	4,18,743	5.28%
Dr. Anosh Agarwal	5,24,263	5.62%	5,24,263	6.61%
Dr. Ashvin Agarwal	5,09,514	5.46%	5,09,514	6.43%
Dr. Anosh Agarwal on behalf of Dr Agarwal's Eye Institute	3,66,339	3.92%	3,66,339	4.62%
Claymore Investments (Mauritius) Pte. Ltd.	16,14,815	17.31%	16,14,815	20.37%
Hyperion Investments Pte. Ltd.	34,64,986	37.14%	25,90,975	32.69%
Arvon Investments Pte. Ltd	12,78,616	13.71%	7,54,210	9.52%
<b>Total</b>	<b>91,12,688</b>	<b>97.68%</b>	<b>77,14,271</b>	<b>97.32%</b>

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**22.4 Share holding by promoters**

Particulars	As at 31st March 2024		As at 31st March 2023		% Change in share holding
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares	
<b>Equity Shares of INR 10 each:</b>					
Dr. Amar Agarwal	4,23,350	4.54%	4,23,350	5.34%	0.80%
Dr. Athiya Agarwal	5,12,062	5.49%	5,12,062	6.46%	0.97%
Dr. Adil Agarwal	4,18,743	4.49%	4,18,743	5.28%	0.79%
Dr. Anosh Agarwal	5,24,263	5.62%	5,24,263	6.61%	0.99%
Dr. Ashvin Agarwal	5,09,514	5.46%	5,09,514	6.43%	0.97%
Dr. Ashar Agarwal	16,435	0.18%	16,435	0.21%	0.03%
Dr Agarwal's Eye Institute Private Limited	1,44,744	1.55%	1,44,744	1.83%	0.28%
Farah Agarwal	20,500	0.22%	20,500	0.26%	0.04%
Urmila Agarwal	20,500	0.22%	20,500	0.26%	0.04%
Dr. Anosh Agarwal on behalf of Dr Agarwal's Eye Institute	3,66,339	3.93%	3,66,339	4.62%	0.69%
<b>Total Promoter Holdings</b>	<b>29,56,450</b>	<b>31.70%</b>	<b>29,56,450</b>	<b>37.30%</b>	<b>5.60%</b>

**Note:**

1. There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues or brought back during the last five years immediately preceding 31st March 2024

2. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the report date is Nil.

3. The Company has not reserved any shares for issue under options and contracts / commitments for the sale of shares / disinvestment.

4. Calls unpaid - Nil. Forfeited shares - Nil.

5. On 10th August 2023, the Company has issued Compulsorily Convertible Preference shares of INR 100 face value for each shares as against which INR 1/- collected as share application money on 27th July 2023. Refer note 26.1

**23 Other equity**

(Amount in INR Crores)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
Securities Premium	23.1	1,392.49	756.07
Retained earnings	23.2	(180.81)	(204.31)
Capital redemption reserve	23.3	0.04	0.04
ESOP Reserve	23.4	6.13	1.83
<b>Total Reserves and Surplus</b>		<b>1,217.85</b>	<b>553.63</b>

**23.1 Securities premium**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	756.07	427.23
Add : Premium on Shares issued/ Converted during the period	639.87	338.55
Add : Premium on exercise of share options by the employees	0.76	-
Less: Application of securities premium for issue of equity shares	(4.21)	(9.71)
<b>Closing balance</b>	<b>1,392.49</b>	<b>756.07</b>

Amounts received on issue of shares in excess of the par value has been classified as securities premium.

**23.2 Retained earnings**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	(204.31)	(235.22)
<b>Adjustments</b>		
Profit attributable to owners of the Company	23.83	31.59
Remeasurement of net defined benefit liability or asset (Net of taxes) (Refer note 46.3)	(0.33)	(0.68)
<b>Closing balance</b>	<b>(180.81)</b>	<b>(204.31)</b>

**Note:**

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

In accordance with Notification G.S.R 404(E), dated 6 April 2016, remeasurement of defined benefit plans is recognised as part of retained earnings.

**23.3 Capital redemption reserve**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	0.04	0.04
Adjustments during the period	-	-
<b>Closing balance</b>	<b>0.04</b>	<b>0.04</b>

Note : The Company acquired business of Advanced Eye Institute Private Limited (AEIPL) through acquisition of its entire share capital with an appointed date of 1st April 2021. This balance is taken over from such acquisition made.

**23.4 Esop reserve**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	1.83	-
Recognition of Share-based payment / expense	5.06	1.83
Transfer to Securities Premium upon exercise of share options by the employees	(0.76)	-
<b>Closing balance</b>	<b>6.13</b>	<b>1.83</b>

# Dr. Agarwal's Health Care Limited

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## 24 Borrowings (Non-Current)

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Borrowings measured at amortized cost:</b>		
<b>Term Loans (Secured Borrowings)</b>		
Banks (Refer Note (24.1) below)	261.90	132.67
2,150 Senior Redeemable, Non-Convertible Debentures of Face Value Rs. 10,00,000 each (Paid Up value - Rs. 10,00,000 each) (Refer Note (24.2) below)	-	133.33
Vehicle loans (Refer Note 24.1(d) below)	-	0.09
<b>Total</b>	<b>261.90</b>	<b>266.09</b>

### 24.1 Details of term loan from banks - secured

The Company has availed Term Loan from Banks as at 31st March 2024 and 31st March 2023. The details of tenor, interest rate, repayment terms of the same are given below:

(Amount in INR Crores)

S.No.	Original Tenor (in Months)	Interest Rate	No. of Instalments outstanding as at		Repayment Terms	As at 31st March 2024	As at 31st March 2023
			31st March 2024	31st March 2023			
Term Loan from <b>HDFC Bank</b> (Refer Note (a) below)							
1	21 Quarters	3M T Bill + Spread	14	18	Graduated Payouts, Interest monthly	43.74	48.71
2	21 Quarters	3M T Bill + Spread	14	18	Graduated Payouts, Interest monthly	35.68	40.96
3	72 Months EMI	3M T Bill + Spread	72	72	Equated Monthly Payouts	55.00	55.00
<b>Sub-Total</b>						<b>134.42</b>	<b>144.67</b>
Term Loan from <b>ICICI Bank</b> (Refer Note (b) below)							
1	18 Quarters	I-MCLR-1Y + Spread	14	NA	Principal Quarterly, Interest Monthly	132.57	-
<b>Sub-Total</b>						<b>132.57</b>	<b>-</b>
Term Loan from <b>YES Bank</b> (Refer Note (c) below)							
1	24 Quarters	3M T Bill + 2.44%	24	NA	Principal Quarterly, Interest Monthly	49.99	-
<b>Sub-Total</b>						<b>49.99</b>	<b>-</b>
<b>Total of borrowings from Banks</b>						<b>316.98</b>	<b>144.67</b>
Less : Current Maturities of long-term borrowings (Refer Note 28)						<b>(55.08)</b>	<b>(12.00)</b>
<b>Long-term Borrowings from</b>						<b>261.90</b>	<b>132.67</b>



# Dr. Agarwal's Health Care Limited

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## Notes:

### (a) Term loan from HDFC Bank

The details of Security provided are as follows:

- (1) First charge by way of hypothecation on all Borrower's tangible movable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture fixtures, vehicles and all other movable assets, present and future;
- (2) First charge on all Borrower's current assets and receivables, including book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, present and future;
- (3) First charge by way of hypothecation on all bank accounts and reserves of Borrower;
- (4) Subject to provisions of Section 19(2) and (3) of Banking Regulation Act, 1949, pledge of such number of equity share capital and preference share capital of Dr Agarwal's Eye Hospital Limited (AEHL) held by Dr. Agarwal Health Care Limited (AHCL) to HDFC Bank exclusively which give 1.75x security cover on the existing outstanding debt

(5) Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashvin Agarwal and Dr. Ashar Agarwal.

(6) Non-disposal undertaking and negative pledge in respect of shares of Dr Agarwal's Eye Hospital Limited (AEHL) held by Dr. Agarwal Health Care Limited (AHCL) other than those which have been exclusively pledged to other lenders

The security mentioned above in Point 1, 2, 3, 5 and 6 shall be shared on paripassu basis inter se with existing Lenders.

(7) As at 31 March 2024, Dr. Agarwal's Healthcare Limited has not complied with certain non financial covenants specified in the sanction letter. Subsequent to the year end, Dr. Agarwal's Healthcare Limited has obtained a written acknowledgement from the bank that the non-compliance will not impact the term and the repayment terms as per the original schedule will hold good. There have been no non compliance with the repayment of principal and interest as well as other terms and conditions of the borrowing availed by Dr. Agarwal's Healthcare Limited during the year.

### (b) Term loan from ICICI Bank

The details of Security provided are as follows:

- (1) First pari-passu charge over the movable fixed assets of the Company;
- (2) First pari-passu charge over the current assets of the Company;
- (3) Exclusive Charge of pledge over the shares of the Company held by promoters upto 11.9% shareholding;
- (4) Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashvin Agarwal and Dr. Ashar Agarwal;
- (5) Pari-passu charge of non-disposal undertaking and negative pledge in respect of the shares in Dr. Agarwal's Eye Hospital Limited owned by the Company;
- (6) Negative pledge on shares held by the promoters in the company other than those which have been exclusively pledged to the lenders.
- (7) Subsequently, subject to provisions of Section 19(2) and (3) of Banking Regulation Act, 1949, pledge of 18% of equity share capital of Dr Agarwal's Eye Hospital Limited (AEHL).

### (c) Term loan from Yes Bank

The details of Security provided are as follows:

- (1) First pari-passu charge over the movable fixed assets of the Company;
- (2) Exclusive Charge on the share pledge of 4.00% promoter shareholding in the Company;
- (3) Non-disposal undertaking in respect of the shares in Dr. Agarwal's Eye Hospital Limited held by the Company other than those which have been exclusively pledged to lenders;
- (4) Non-disposal undertaking in respect of the shares in the company held by the Promoters other than those which have been exclusively pledged to lenders;
- (5) Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, and Dr. Ashvin Agarwal,
- (6) Subsequently, subject to provisions of Section 19(2) and (3) of Banking Regulation Act, 1949, pledge of such number of equity share capital of Dr Agarwal's Eye Hospital Limited (AEHL) held by AHCL to Yes Bank exclusively which give 1.75x security cover on the existing outstanding debt.
- (7) As at 31 March 2024, Dr. Agarwal's Health Care Limited has not complied with certain covenants specified in the sanction letter. Subsequent to the year end, Dr. Agarwal's Health Care Limited has obtained a written acknowledgement from the bank that the non-compliance will not impact the term and the repayment terms as per the original schedule will hold good. There have been no non compliance with the repayment of principal and interest as well as other terms and conditions of the borrowing availed by Dr. Agarwal's Health Care Limited during the year.

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

## (d) Details of Vehicle loan

(Amount in INR Crores)

S.No.	Original Tenor (in Months)	Interest Rate	No. of Installments outstanding as at		Repayment Terms	As at 31st March 2024	As at 31st March 2023
			31st March 2024	31st March 2023			
<b>Vehicle Loans from HDFC Bank</b>							
1	60	8.75%	-	14.00	Principal Monthly, Interest Monthly	-	0.09

**Note:**The loans are secured by hypothecation of respective Vehicles financed by the Bank

## 24.2 Details of redeemable non convertible debentures

### 2,150 Senior Redeemable Non Convertible Debentures of Face Value Rs.10,00,000 each

During the year ended 31st March 2023, the company had a total drawdown of INR 170 Crores. The details of tenor, interest rate, repayment terms of the same are given below:

(Amount in INR Crores)

S.No.	Original Tenor (in Months)	Interest Rate	No of Installments outstanding as at		Repayment Terms	As at 31st March 2024	As at 31st March 2023
			31st March 2024	31st March 2023			
1	19 Quarters Refer Note (i)	3M MIBOR OIS + Spread Refer Note (ii)	0	18	Refer Note (i)&(ii) below	-	161.89
	Less : Current Maturities of long-term borrowings (Refer Note 28)					-	(28.56)
	<b>Long term Borrowings</b>					-	<b>133.33</b>

### Notes:

- The first installment of principal was payable on expiry of 36 months from the date of first drawdown i.e. 11 December 2019.
- During June 2023, the Company refinanced the above facility held by British International Investment (Erstwhile CDC Group Plc) with ICICI Bank as a Rupee term loan facility for Rs. 165 Crores. (Note Reference - 24.1(b))
- As on 31st March 2023, the company had given guarantees for its subsidiaries Dr.Agarwal's Eye Hospital Limited, Aditya jyot Eye Hospital Private Limited and Orbit Healthcare Services (Mauritius) Limited for an amount of Rs.77.51 Crores, 10.00 Crores, and INR 2.50 Crores, respectively.

## 24.3 Issues of fully and compulsorily convertible debentures and non-cumulative participative preference shares

### 0.001% Fully and Compulsorily Convertible Debentures of Face Value of Rs. 1200 each

Pursuant to the Extra ordinary General Meeting of the company held on 12 August 2021, the company has allotted 1,67,366 units of Compulsorily Convertible Debentures (CCD) of Rs. 1200 each to Value Growth Investments Holding Pte Ltd.

The conversion of Fully and Compulsorily Convertible Debentures will happen at the earlier of two years or a fund raise exceeding Rs. 100 crores, at a fixed return over the said period. The instruments were converted in the financial year ended 31st March 2023.

### 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares of INR 100 each

Pursuant to the Extra ordinary General Meeting of the company held on 12 August 2021, the company has allotted 1,24,301 units of Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares (CCPS) INR 100 each (at a premium of INR 1,100 each) each to Arvon Investments Pte. Ltd.

Conversion of Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares will happen at the earlier of two years or a fund raise exceeding Rs. 100 crores, at a fixed return over the said period. The instruments were converted in the financial year ended 31st March 2023.

### Note:

Pursuant to the board meeting dated 26 April 2022, the Company has allotted 53,024 equity share to the holders of 1,24,301 Compulsorily Convertible Preference shares holders and 71,394 equity shares to holders of 1,67,366 shares to all of its Compulsorily Convertible Debentures holders.

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**25 Lease liabilities (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Lease Liabilities (Refer Note 48)	295.40	254.45
<b>Total</b>	<b>295.40</b>	<b>254.45</b>

**26 Other financial liabilities (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Acquisition Liabilities*	117.67	87.85
D2 Series, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares, partly paid-up to the extent of INR 1 per share (Refer note 26.1 below)	0.09	-
Other Financial Liabilities		
Other Financial Liabilities measured at Fair Value**	2.38	0.74
<b>Total</b>	<b>120.14</b>	<b>88.59</b>

\* Acquisition Liabilities represents the estimated fair value of the contingent consideration relating to the acquisition of various eye hospitals which was acquired as at the respective year end date

\*\* Other financial liabilities measured at fair value represents the liability towards units issued to the various consultants of the Company as a part of Doctors' Incentive Plan.

**26.1 Details of Compulsorily Convertible Cumulative Participative Preference Shares**

During the year ended 31st March 2024, Company had issued rights in the form D1 and D2 Series CCPs to the existing shareholders, out of which few shareholders opted for the Below is the details of tenor, interest rate and terms of the same.

S.No	Name of the instrument	Face Value	Interest Rate	Conversion Ratio	Price at which issued(Rs. Per share of 100 each)	As at 31 March 2024 (no. of instruments)	As at 31 March 2024 (Amount in Rs. crores)
1	D1 - CCPs	100	0.001%	1:1 (Over the period of 3 years)	4,118.94	3,07,401	0.03
2	D2 - CCPs	100	0.001%	Based on financial targets	4,118.94	6,14,804	0.09
	<b>Total</b>					<b>9,22,205</b>	<b>0.12</b>

Details of the Shareholders who subscribed to the rights issue are as below:

Name of Shareholders	D1 - CCPS		D2 - CCPS	
	Number of Shares held	% holding of CCPS	Number of Shares held	% holding of CCPS
Dr. Amar Agarwal	56,934	18.51%	1,13,869	18.51%
Dr. Athiya Agarwal	68,865	22.40%	1,37,730	22.40%
Dr. Adil Agarwal	56,315	18.32%	1,12,630	18.32%
Dr. Anosh Agarwal	70,506	22.94%	1,41,012	22.94%
Ms Farah Agarwal	2,757	0.90%	5,514	0.90%
Ms. Urmila Agarwal	2,757	0.90%	5,514	0.90%
Dr. Anosh Agarwal (on behalf of Dr. Agarwal's Eye Institute)	49,267	16.03%	98,535	16.03%
<b>Total</b>	<b>3,07,401</b>		<b>6,14,804</b>	

1) The entire shares disclosed above were issued during the year and opening balance as at 1st April 2023 did not exist. All the above shareholders are promoters of the company.

2) As at 31st March 2024, the Company has called for INR 1 per CCPS and the balance call to be paid by the shareholders only upon the time specified in the terms of the conversion or upon the due date as per terms of final call to be made by the Company. No further calls were made as at 31st March 2024 and considering the terms of the issue and the Company's articles of association no contractual right to receive the call money existed as at 31st March 2024 and such rights gets established normally on receipt of the proceeds from the shareholders thereof for such payment.

3) D1 - CCPS has been accounted as equity considering the terms applicable and the amount of called money is disclosed accordingly in Note 22.

4) Considering the terms of the issue of the above D2 - CCPS, the Company has accounted for the Series D2 CCPS as a financial liability in accordance with the requirements of Ind AS 107 and 109 whose fair value is INR 6,105 per D2 CCPS, determined on a proportionate basis to the extent of the call money received.

5) In the Board meeting held on 18 March 2024, the terms of the CCPS agreement has been amended whereby it has been approved for conversion at a ratio of 1:1 removing the variability in respect of the D2 series CCPS. This amendment is subject to approval by the shareholders and no effect of the same has been given as at 31 st March 2024. Also refer note 58 for the subsequent events after the reporting date.

**27 Provisions (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits:		
Gratuity Payable (Refer note 46.3)	2.62	1.20
Compensated Absences (Refer note 46.2)	2.73	2.39
<b>Total</b>	<b>5.35</b>	<b>3.59</b>

**28 Borrowings (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Loans repayable on demand		
Current Maturities of Long-Term Borrowings		
Secured Borrowings-Bank (Refer note 24.1)	55.08	12.00
Secured Borrowings-Others (Refer note 24.2)	-	28.56
Short Term bank loans - other borrowings (Refer note (ii))	15.00	-
Overdraft facility (Refer note (i))	-	0.60
<b>Total</b>	<b>70.08</b>	<b>41.16</b>

Notes :

(i) The details of interest rate, repayment and other terms of the Short Term Borrowings are as follows:

Type	Name of the party	Interest Rate	Repayment Terms	As at 31st March 2024	As at 31st March 2023
Overdraft Facility from Bank	HDFC Bank (refer note a below)	3M T Bill + Spread	NA	-	0.60
Overdraft Facility from Bank	ICICI Bank(refer note b below)	I-MCLR-6M + Spread	NA	-	-

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**(a) Overdraft from HDFC Bank**

- (1) First and exclusive charge on the entire current assets of the company including card receivables.
- (2) Personal Guarantees of Dr Amar Agarwal, Dr Athiya Agarwal, Dr Adil Agarwal, Dr Anosh Agarwal, Dr Ashar Agarwal and Dr Ashwin Agarwal
- (3) Corporate Guarantee of Dr. Agarwal's Eye Institute

**(k) Overdraft facility from ICICI Bank (Dr. Agarwal's Health Care Limited)**

- (1) First pari-passu charge over the current assets of the Company.

**(ii) Short-Term Revolving Loan Bajaj Finance Limited**

1. Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, and Dr. Ashwin Agarwal,

**29 Lease liabilities (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Lease Liabilities	33.94	28.80
<b>Total</b>	<b>33.94</b>	<b>28.80</b>

**30 Trade payables**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Dues of Micro Enterprises and Small Enterprises (Refer Note 42)	13.54	14.16
Dues of Creditors Other than Micro Enterprises and Small Enterprises	70.38	46.14
<b>Total</b>	<b>83.92</b>	<b>60.30</b>

**30.1 Trade payables ageing schedule-current period**

(Amount in INR Crores)

Particulars	As at 31st March 2024					Total
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 year	
MSME	-	13.50	0.04	-	-	13.54
Others	-	69.29	0.26	0.42	0.41	70.38
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>82.79</b>	<b>0.30</b>	<b>0.42</b>	<b>0.41</b>	<b>83.92</b>

**30.2 Trade payables ageing schedule-previous period**

(Amount in INR Crores)

Particulars	As at 31st March 2023					Total
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 year	
MSME	-	14.12	0.03	0.01	-	14.16
Others	-	40.78	4.19	0.42	0.75	46.14
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>54.90</b>	<b>4.22</b>	<b>0.43</b>	<b>0.75</b>	<b>60.30</b>

**31 Other financial liabilities (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Payables towards purchase of Property, Plant and Equipment	20.47	43.09
Interest Accrued but not due	1.16	1.17
Acquisition Liabilities*	55.22	33.45
<b>Total</b>	<b>76.85</b>	<b>77.71</b>

**Note:**

\*Acquisition Liabilities represents the estimated fair value of the contingent consideration relating to the acquisition of various eye hospitals which was acquired as at the respective year end date.

**32 Other current liabilities**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Contract liabilities	4.30	1.77
Statutory remittances	4.67	1.18
Gratuity Payable (Refer note 46.3)	1.60	1.21
<b>Total</b>	<b>10.57</b>	<b>4.16</b>

**33 Provisions (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits:		
Compensated Absences (Refer note 46.2)	1.50	1.09
Provision for Contingencies (Refer note (i) below)	0.08	0.08
<b>Total</b>	<b>1.58</b>	<b>1.17</b>

(i) The Company carries a 'provision for contingencies' towards various claims against the Company not acknowledged as debts (Refer Note 41), based on Management's best estimate.

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	0.08	0.08
Provision made during the period	-	-
Amounts Utilized during the period	-	-
Unused Amounts Reversed during the period	-	-
<b>Closing Balance</b>	<b>0.08</b>	<b>0.08</b>

**Note:**

Whilst the provision as at 31st March 2024 is considered as current in nature, the actual outflow with regard to said matters depends on the exhaustion of remedies available under the law based on various developments. No recoveries are expected against the provision.

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**34 Revenue from operations**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Sale of Products (Refer Note (34.1) below)	159.54	123.39
Sale of Services (Refer Note (34.1) below)	673.81	474.16
Other Operating Revenues	1.71	0.09
<b>Total</b>	<b>835.06</b>	<b>597.64</b>

**34.1 Disaggregation of the revenue information**

The tables below present disaggregated revenues from contracts with customers for the year ended 31st March 2024 and 31st March 2023 by offerings. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

**Sale of Products comprises the following:**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Traded (Domestic)</b>		
Opticals, Contact Lens and Accessories	88.93	71.30
Pharmaceutical Products	60.21	43.13
	<b>149.14</b>	<b>114.43</b>
<b>Traded (Export)</b>		
Opticals, Contact Lens and Accessories	1.39	0.03
Clinical Items and Equipments	9.01	8.93
	<b>10.40</b>	<b>8.96</b>
<b>Total - Sale of Products</b>	<b>159.54</b>	<b>123.39</b>

**Sale of Services comprises the following :**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Income from Surgeries	570.83	398.79
Income from Consultation	43.17	31.06
Income from Treatments and Investigations	59.81	44.31
<b>Total - Sale of Services</b>	<b>673.81</b>	<b>474.16</b>

**Note:**

The services are rendered to various patients and there are no patients who represent more than 10% of the total revenue. However, the Hospital also serves patients who are covered under insurance/health schemes run by insurance companies, corporates and the central/state government agencies, wherein the services rendered to the patient is on credit to be reimbursed by the said insurance Company, corporate or government agency.

**34.2 Trade receivables and contract balances**

The Company classifies the right to consideration in exchange for deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognized as and when the related goods / services are delivered / performed to the customer.

Trade receivable are presented net of impairment in the Balance Sheet.

Contract liabilities include payments received in advance of performance under the contract, and are realized with the associated revenue recognized under the contract.

**34.3 Performance obligations and remaining performance obligations**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in IND AS - 115, the Company has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

**Reconciliation of revenue recognised with the contract price as follows:**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Contracted price with the customers	899.30	640.70
Reduction in the form of Discounts	(65.95)	(43.15)
<b>Revenue recognised in the statement of profit and loss</b>	<b>833.35</b>	<b>597.55</b>

**34.4 Geographical revenue breakdown**

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Within India	824.66	588.68
Outside India	10.40	8.96
<b>Total</b>	<b>835.06</b>	<b>597.64</b>

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<b>35 Other income</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>	
Interest Income on financial assets carried at amortised cost			
Interest Income - Bank deposits	3.74	2.48	
Interest Income - Related party	3.06	3.18	
Interest Income - Security deposits	1.77	1.29	
Interest on Income Tax refund	0.42	0.19	
Profit on sale of Property, Plant and Equipment	0.04	0.05	
Liabilities no longer required - Written Back	0.82	0.44	
Profit on termination of lease (Net) (Refer Note 48.3)	0.35	-	
Net gain on Foreign Currency Transactions and Translation	0.14	0.66	
Profit on Redemption of Current Investments*	24.67	4.66	
Dividend Income	10.37	3.00	
Miscellaneous Income	1.90	1.75	
<b>Total</b>	<b>47.28</b>	<b>17.70</b>	
* Includes net gain / (loss) arising on financial assets designated as fair value through profit & loss.			
<b>36 Purchases of stock-in-trade</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>	
Opticals, Contact Lens and Accessories	33.92	27.92	
Pharmaceutical Products	38.70	29.76	
Clinical Items and Equipments held for trading	8.93	7.02	
<b>Total</b>	<b>81.55</b>	<b>64.70</b>	
<b>37 Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>	
<b>Inventories at the beginning of the year:</b>			
Opticals & Contact Lens and Accessories	7.19	5.25	
Pharmaceutical Products	4.72	2.81	
Clinical Items and Equipments held for trading	0.04	1.38	
	<b>11.95</b>	<b>9.44</b>	
<b>Inventories at the end of the year:</b>			
Opticals, Contact Lens and Accessories	8.48	7.19	
Pharmaceutical Products	4.84	4.72	
Clinical Items and Equipment's held for trading	0.19	0.04	
	<b>13.51</b>	<b>11.95</b>	
<b>Total</b>	<b>(1.56)</b>	<b>(2.51)</b>	
<b>38 Employee benefits expense</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>	
Salaries and Bonus	111.84	81.21	
Contributions to Provident and Other Funds (Refer note 46.1)	7.82	5.52	
Staff welfare expenses	4.89	3.34	
Employee Stock option expense (Refer note 49.4)	2.39	0.78	
<b>Total</b>	<b>126.94</b>	<b>90.85</b>	
<b>39 Finance costs</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>	
Interest expense			
Interest on Term loan - Bank	30.88	7.39	
Interest on Debentures	2.52	14.16	
Interest on Acquisition liability	23.58	12.86	
Interest Others	0.26	5.94	
Interest on lease liability (Refer note 48.3)	27.84	21.51	
<b>Total</b>	<b>85.08</b>	<b>61.86</b>	
<b>40 Depreciation and amortisation expenses</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>	
Depreciation on property, plant & equipment (Refer note 5)	42.59	25.42	
Amortization on Intangible Assets (Refer note 8)	42.60	33.53	
Depreciation on Right-of-use assets (Refer note 6)	44.16	32.81	
<b>Total</b>	<b>129.35</b>	<b>91.76</b>	

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

**41 Other expenses**

(Amount in INR Crores)

<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>
Power and Fuel	11.85	7.29
Water Consumption	0.39	0.30
Rent (Refer Note 48.3)	7.60	6.88
Repairs & Maintenance		
Repairs & Maintenance - equipments	6.75	4.53
Repairs & Maintenance -Others	6.22	5.17
Hospital maintenance charges and Security charges	18.50	10.77
Insurance	2.10	1.85
Rates and Taxes	0.83	2.35
Communication	2.99	2.45
Travelling and Conveyance	10.68	8.98
Printing and Stationery	3.59	2.47
Legal and Professional Charges	11.65	9.16
Software Maintenance Charges	5.02	3.42
Business Promotion and Entertainment	12.13	8.55
Marketing Expenses	25.26	12.97
Payment to Auditors (Refer note 41.1 below)	0.52	0.45
Director's sitting fees	0.05	0.04
Bank charges	2.87	2.46
Net Loss on Foreign Currency Transactions and Translation	-	0.29
Allowance for expected credit losses	7.43	6.71
Bad Receivables Written off (Refer Note 17.5)	3.93	2.15
Less: Release of provision	(3.93)	(2.15)
Expenditure on Corporate Social Responsibility (Refer note 41.2 below)	0.28	-
Miscellaneous Expenses	3.83	2.02
<b>Total</b>	<b>140.54</b>	<b>99.11</b>

**41.1 Payment to auditors**

(Amount in INR Crores)

<b>Particulars</b>	<b>For the year ended 31st March 2024</b>	<b>For the year ended 31st March 2023</b>
<b>As Auditors:</b>		
For Statutory Audit and Quarterly reviews	0.42	0.38
Other Services	0.01	-
Reimbursement of Expenses	0.02	-
Goods and Service Tax	0.07	0.07
<b>Total</b>	<b>0.52</b>	<b>0.45</b>

# Dr. Agarwal's Health Care Limited

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Notes to the Standalone Financial Statements for the year ended 31st March 2024

## 41.2 Corporate social responsibility (CSR)

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Amount required to be spent by the Company during the year	0.28	-
Amount approved by the Board to be spent during the year	0.28	-
Amount spent during the year		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above		
(a) Healthcare services	-	-
(b) Promotion of education	-	-
(c) Others	0.28	-

### Details of unspent obligations

Details of ongoing project and other than ongoing project

#### For the year ended 31st March 2024

In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)

As at 1st April 2023		Amount required to be spent during the year	Amount spent during the year		As at 31st March 2024	
With Company	In Separate CSR Unspent account		From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	-	-	-	-	-	-

In case of Section 135(5) of the Companies Act, 2013 (Other than ongoing project)

As at 1st April 2023	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	As at 31st March 2024
-	-	0.28	0.28	-

#### For the year ended 31st March 2023

In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)

As at 1st April 2022		Amount required to be spent during the year	Amount spent during the year		As at 31st March 2023	
With Company	In Separate CSR Unspent account		From Company's bank account	From Separate CSR Unspent account	With Company	In Separate CSR Unspent account
-	-	-	-	-	-	-

In case of Section 135(5) of the Companies Act, 2013 (Other than ongoing project)

As at 1st April 2022	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	As at 31st March 2023
-	-	-	-	-

## 42 Disclosures required under section 22 of the micro, small and medium enterprises development act, 2006

(Amount in INR Crores)

Particulars*	As at 31st March 2024	As at 31st March 2023
Principal amount remaining unpaid to any supplier as at the end of the accounting year( Refer Note 30)	13.54	14.16
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.02	0.17
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	0.19	-
The amount of interest due and payable for the year	0.02	0.17
The amount of interest accrued and remaining unpaid at the end of the accounting year	0.02	0.17
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	0.19	0.17

\*Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

## 43 Disclosure under section 186 (4) of the companies act, 2013

The particulars of investments made as required to be disclosed u/s 186 (4) of the Companies Act, 2013 are disclosed in Note No.9 and 16 of Notes forming part of the Standalone Financial Statements.

The particulars of the loans provided is disclosed in Note No.10 of the Standalone financial statements.

The particulars of guarantees given as required to be disclosed u/s 186 (4) of the Companies Act, 2013 are as follows:

(Amount in INR Crores)

Beneficiary of the Guarantee	Party to which Guarantee is given	As at 31st March 2024	As at 31st March 2023
Dr. Agarwal's Eye Hospital Limited	Axis Bank	64.98	77.51
Aditya Jyot Eye Hospital Private Limited	Kotak Mahindra	10.22	10.22
Orbit Health Care Services (Mauritius) Limited	SBM Bank (Mauritius) Limited	1.79	1.79



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## 44 Capital commitments (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
The estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for	18.02	20.86
Towards Construction of property	-	-
Towards others	18.02	20.86

## 45 Contingent liabilities (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Claims against the Company not acknowledged as debt (Refer Note below)	18.89	0.15

### Notes:

(i) Based on Professional Advice / Management's assessment of all the above claims, the Company expects a favorable decision in respect of the above claims and hence no specific provision has been considered for the above claims.

(ii) The amounts shown above represent the best possible estimates arrived at on the basis of the available information. The uncertainties and possible reimbursement are dependent on the outcome of the various legal proceedings which have been initiated by the Company or the Claimants, as the case may be and, therefore, cannot be predicted accurately.

## 46 Employee benefits

### 46.1 Defined contribution plans

(a) The Company makes Provident and Pension Fund contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Company also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(b) **Expenses recognized :** (Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Included under 'Contributions to Provident and Other Funds (Refer Note 38)</b>		
Contributions to provident and pension funds	5.76	4.04
Contributions to Employee State Insurance	0.66	0.59
<b>Total</b>	<b>6.42</b>	<b>4.63</b>

### 46.2 Compensated absences (Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Included under 'Salaries and Bonus' (Refer Note 38)	1.03	1.82
Net asset / (liability) recognized in the Balance Sheet	(4.23)	(3.48)
Current portion of the above (Refer Note 33)	(1.50)	(1.09)
Non - current portion of the above (Refer Note 27)	(2.73)	(2.39)

The Key Assumptions used in the computation of provision for compensated absences are as given below: (Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Discount rate (% p.a)	7.15%	7.30%
Future Salary Increase (% p.a)	9.00%	10.00%
Withdrawal rate	28% at all ages	28% at all ages

### 46.3 Defined benefit plans

The Company operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972 and the benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the gratuity scheme administered by the Life Insurance Corporation of India.

In respect of the plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31st March 2024 & 31st March 2023 by M/s Kapadia Actuaries and Consultants.

The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit cost credit method.

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**(a) Amount recognized in the statement of profit & loss (including other comprehensive income) in respect of the defined benefit plan are as follows :**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Amounts recognized in Statement of Profit &amp; Loss in respect of these defined benefit plans are as follows:</b>		
Service Cost:		
Current Service Cost	1.27	0.85
Net interest expense	0.13	0.04
<b>Components of defined benefit costs recognized in the Statement of Profit and Loss</b>	<b>1.40</b>	<b>0.89</b>
<b>Remeasurement on the net defined benefit liability [Refer Note(ii) below] :</b>		
Return on plan assets (excluding amount included in net interest income)	0.07	(0.02)
Actuarial gains and loss arising from changes in Financial assumptions	(0.18)	0.06
Actuarial gains and loss arising from experience adjustments	0.55	0.64
<b>Components of defined benefit costs recognized in Other Comprehensive Income</b>	<b>0.44</b>	<b>0.68</b>
<b>Total defined benefit cost recognized in Statement of Profit and Loss and Other Comprehensive Income</b>	<b>1.84</b>	<b>1.57</b>

(i) The current service cost and interest expense for the year are included in Note 38 - 'Employee Benefit Expenses' in the Statement of Profit & Loss under the line item 'Contribution to Provident and Other Funds'

(ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

**(b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows :**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Net Asset/(Liability) recognized in the Balance Sheet</b>		
1. Present value of defined benefit obligation	(6.70)	(5.06)
2. Fair value of plan assets	2.48	2.65
<b>Net asset / (liability) recognized in the Balance Sheet</b>	<b>(4.22)</b>	<b>(2.41)</b>
Current portion of the above	(1.60)	(1.21)
Non - current portion of the above	(2.62)	(1.20)

**(c) Movement in the present value of the defined benefit obligation are as follows :**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Present value of defined benefit obligation at the beginning of the year</b>	5.06	3.75
<b>Expenses Recognized in Statement of Profit and Loss:</b>		
Current Service Cost	1.27	0.85
Interest Expense/(Income)	0.33	0.20
<b>Recognized in Other Comprehensive Income:</b>		
Remeasurement gains / (losses)		
Actuarial (Gain)/ Loss arising from:		
Financial Assumptions	(0.18)	0.06
Experience Adjustments	0.55	0.64
Benefit payments	(0.33)	(0.44)
<b>Present value of defined benefit obligation at the end of the year</b>	<b>6.70</b>	<b>5.06</b>

**(d) Movement in fair value of plan assets are as follows :**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Fair value of plan assets at the beginning of the year</b>	2.65	2.58
Adjustment to Opening Balance		
Expenses Recognized in Statement of Profit and Loss:		
Interest Income	0.20	0.16
Recognized in Other Comprehensive Income:		
Remeasurement gains / (losses)		
Return on plan assets (excluding amount included in net interest income)	(0.07)	0.02
Contributions by employer	0.03	0.33
Benefit payments	(0.33)	(0.44)
<b>Fair value of plan assets at the end of the year</b>	<b>2.48</b>	<b>2.65</b>

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(e) The fair value of plan assets plan at the end of the reporting period are as follows: (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Investment Funds with Insurance Company		
Life Insurance Corporation of India	2.48	2.65

The plan assets comprise insurer managed funds. None of the assets carry a quoted market price in active market or represent the entity's own transferable financial instruments or property occupied by the entity.

(f) Actuarial assumptions

#### Investment Risk:

The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

#### Interest Risk:

A decrease in the bond interest rate will increase the plan liability; However, this will be partially offset by an increase in the return on the plan's Investments.

#### Longevity Risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries. In particular, there is a risk for the Company that any adverse salary growth can result in an increase in cost of providing these benefits to employees in future.

The principal assumptions used for the purpose of actuarial valuation were as follows :

Particulars	As at 31st March 2024	As at 31st March 2023
Discount rate	7.15%	7.30%
Expected rate of salary increase	9.00%	10.00%
Expected return on plan assets	7.15%	7.30%
Expected Attrition rate based on Past Service (PS) (% p.a)	28.00%	28.00%
Mortality	Indian Assured Lives (2012-2014)	Indian Assured Lives (2012-2014)

1. The discount rate is based on the prevailing market yields of Indian Government securities as at balance sheet date for the estimated term of the obligation.
2. The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
3. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are maintained with an insurer managed fund (maintained by the Life Insurance Corporation ("LIC")) and is well diversified.

#### Sensitivity Analysis:

The benefit obligation results of a such a scheme are particularly sensitive to discount rate, salary growth and employee attrition, if the plan provision do provide for such increases on commencement of pension.

The following table summarizes the impact in financial terms on the reported defined benefit obligation at the end of the reporting period arising on account changes in these four key parameters:

Increase / (Decrease) on the Defined benefit Obligation	As at 31st March 2024	As at 31st March 2023
<b>Discount Rate</b>		
Increase by 100 bps	(0.22)	(0.17)
Decrease by 100 bps	0.23	0.19
<b>Salary growth rate</b>		
Increase by 100 bps	0.21	0.17
Decrease by 100 bps	(0.20)	(0.14)
<b>Attrition rate</b>		
Increase by 100 bps	(0.02)	(0.01)
Decrease by 100 bps	0.02	0.01

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore in presenting the above sensitivity analysis the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

There is no change in the methods and assumptions used in preparing the sensitivity analysis from the prior years.

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## (g) Asset-Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate.

## (h) Effect of Plan on Entity's Future Cash Flows

### a) Funding Arrangements and Funding Policy

-The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) The Company expects to make a contribution of Rs. 1.60 Crs during the next financial year.

c) The weighted average duration of the benefit obligation as at 31st March 2024 is 3.37 years (as at 31st March 2023 is 3.86 years).

d) Maturity profile of defined benefit obligation:

(Amount in INR Crores)

Expected cash flows over the next (valued on undiscounted basis):	As at 31st March 2024		As at 31st March 2023
	Within 1 year	1.51	1.11
2 to 5 years	4.30	3.30	
6 to 10 years	2.23	1.67	
<b>Total</b>	<b>8.04</b>	<b>6.08</b>	

## (i) Experience Adjustments

(Amount in INR Crores)

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Defined Benefit Obligations	(6.70)	(5.06)	(3.75)	(2.64)	(1.95)
Plan Assets	2.48	2.65	2.58	2.12	1.60
Surplus / (Deficit)	(4.22)	(2.41)	(1.17)	(0.52)	(0.35)
Experience Adjustments on Plan Liabilities	0.55	0.64	0.44	0.28	0.19

## 47 Segment reporting

The company is engaged in providing eye care and related services provided from its hospitals which are located in India. Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the company's performance and allocates resources based on an analysis of various performance indicators by the overall business segment, i.e. Eye care related sales and services.

As the allocation of resources and profitability of the business is evaluated by the CODM on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly no additional disclosure has been made for the segmental revenue, segmental results and the segmental assets & liabilities. All of the Company's on current assets and fixed assets are in India.

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Segment Revenue</b>		
Within India	824.66	588.68
Outside India	10.40	8.96
<b>Total Revenue</b>	<b>835.06</b>	<b>597.64</b>
<b>Segment Assets</b>		
Within India	1,514.93	1,130.32
Outside India	-	-
<b>Total Assets*</b>	<b>1,514.93</b>	<b>1,130.32</b>

\* Represents total non-current assets excluding Deferred tax assets and other financial assets

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## 48 Leases

The Company has taken medical equipment and buildings on leases having remaining lease terms of more than 1 year to 15 years, with the option to extend the term of leases. Refer Note 6 for carrying amount of right-to-use assets at the end of the reporting period by class of underlying asset.

### 48.1 The following is the breakup of current and non-current lease liabilities (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Current lease liabilities (Refer Note 29)	33.94	28.80
Non-current lease liabilities (Refer Note 25)	295.40	254.45
<b>Total</b>	<b>329.34</b>	<b>283.25</b>

### 48.2 The contractual maturities of lease liabilities on an undiscounted basis is as follows: (Amount in INR Crores)

Lease Obligation	Expected Minimum Lease Commitment	
	As at 31st March 2024	As at 31st March 2023
Payable - Not later than one year	62.47	52.05
Payable - Later than one year but not later than five years	225.34	198.97
Payable - Later than five years	198.79	159.70
<b>Total</b>	<b>486.60</b>	<b>410.72</b>

### 48.3 Amounts recognised in the statement of profit and loss (Amount in INR Crores)

Particulars	For the year ended	For the year ended
Interest on lease liabilities (Refer Note 39)	27.84	21.51
Expenses relating to short term leases (Refer Note 41)	7.60	6.88
Depreciation on right-of-use assets (Refer Note 40)	44.16	32.81
Profit on termination of lease (Refer Note 34)	0.35	-
<b>Total</b>	<b>79.95</b>	<b>61.20</b>

### 48.4 Amounts recognised in the cash flow statement (Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Total cash outflow for leases	(59.38)	(45.37)

## 49 Share-based payments

### 49.1 Stock Awards

Under the Company's stock awards program, the employees and doctors of the Company and its subsidiaries are granted shares and other stock awards of the Company, in accordance with the terms and conditions as specified in the plan. The plan is assessed, managed and administered by the company, whose shares and share based benefits have been granted to the employees and doctors of the Company and its subsidiaries. The company currently operates an employee stock option ("ESOP") and a Doctor's Incentive Plan ("DIP"). The Company has accounted for the amount of expense under Ind AS 102 considering the valuations carried out in respect of the same and has made the related disclosures required under INDAS 102. The amounts recovered from the subsidiaries in respect of the cost towards such stock awards given to its employees and doctors are accounted for under Note 20.

### 49.2 Employee Stock Option Plan

The stock awards granted generally vest over a four service period. The annual stock awards were granted effective of the 28th November 2022; this effective date is the "award date" used for stock plan administration purposes and shown in the awards agreement. The maximum number of shares in a stock award is, not exceeding 2% of the Paid Up Capital of the Company, as on August 12, 2022, comprising 1,58,522 Options to or for the benefit of the employees of the Group.

#### The following reconciles the share options at the beginning and at the end of the year: (Amount in INR Crores)

Particulars	Number of options as on 31st March 2024	Weighted average Grant date Fair value	Number of options as on 31st March 2023	Weighted average Grant date Fair value
Options outstanding as at the beginning of the year	66,008.00	1,593.06		
Add: Options granted during the year	40,500.00	2,151.60	66,008.00	1,593.06
Less: Options lapsed/forfeited during the year	(2,604.00)	1,593.06		
Less: Options exercised during the year	(4,772.00)	1,593.06		
<b>Options outstanding as at the year end</b>	<b>99,132.00</b>	<b>1,821.24</b>	<b>66,008.00</b>	<b>1,593.06</b>
<b>Options exercisable at the year end</b>	<b>11,079.00</b>		<b>-</b>	

The fair value has been calculated using the Black - Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Particulars	Series - 1	Series - 2	Series - 3	Series - 4
Option grant date	28th November 2022	05th Feb 2024	18th March 2024	18th March 2024
Option price at the grant date (Amount in INR)	1,593.06	2,128.17	2,128.59	2,351.63
Option life (in years)	4 Years	3 Years	3 Years	4 Years
Exercise price (Amount in INR)	2,548.00	3,896.48	3,896.48	3,896.48
Risk-free interest rate	7.03%	6.96%	6.96%	6.96%
Expected volatility	46%	40%	40%	41%
Outstanding number of options	63,404	17,552	18,736	4,212

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## 49.3 Doctors' Incentive Plan

The Doctors' Incentive Plan (DIP) gives consultant doctors of the Company and its subsidiaries the opportunity to receive a cash bonus equal to the appreciation in the value of the units which shall, for each unit, be the difference between fair market value of the equity shares as at Payment Event Trigger (PET)\* of the Company and exercise price as stated under the Plan.

\*PET is defined as either 1 of the 3 below:

- On the occurrence of an Initial Public Offer (IPO) by the Company
- Entry of any new investor in the Company acquiring more than 30% shareholding or change of shareholding by more than 30% of the paid up capital in any manner.
- Any other event that the Board may decide at its own discretion.

However, the payment timing shall not exceed 4 (four) years from the date of grant. If PET occurred only after 4 (four) years from the date of grant, then the 100% of the payment will be made at the end of the fourth year.

Particulars	Number of units as on 31st March 2024	Weighted average price of units as on 31st March 2024	Number of units as on 31st March 2023	Weighted average price of units as on 31st March 2023
Units outstanding as at the beginning of the year	31,560	2,827.26	-	-
Add: Units granted during the year	-	-	31,560	2,827.26
Less: Units lapsed/forfeited during the year	(8,204)	3,054.76	-	-
<b>Units outstanding as at the year end</b>	<b>23,356</b>	<b>2,747.35</b>	<b>31,560</b>	<b>2,827.26</b>

The fair value of each award was estimated on the date of year end using the following assumptions:

Particulars	Series 1
Unit grant date	28th November 2022
Unit price at the reporting date	2,827.26
Life of the units granted	4 Years
Exercise price	2,548.00
Outstanding number of Units	23,356

## 49.4 Total expense accounted for by the Company on account of the above are given below:

Particulars	2023-24	2022-23
ESOP cost accounted by the Company (Refer note 38)*	2.39	0.78
DIP cost accounted by the Company**	1.64	0.74
<b>Total</b>	<b>4.03</b>	<b>1.52</b>

\* Against the ESOP reserve created till date, INR 0.76 Crores is transferred to securities premium upon exercise of the Options during the year.

\*\* DIP Cost is included in 'Consultancy Charges for Doctors'

## 49.5 Subsequent to the year ended March 31, 2024, vide shareholder's approval dated September 5, 2024, the company has done a stock split resulting in a change in Face value per share from INR 10 per share to INR 1 per share. Further, bonus shares were allotted in the ratio of 2 bonus shares for every 1 share held. Refer note 58 for subsequent events disclosure. ESOPs have not been adjusted by giving the effect of the above subdivision of equity shares and bonus issue.

## 50 Earnings per share

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Earnings Per Share - Basic – INR	0.90	1.34
Earnings Per Share - Diluted – INR	0.90	1.34
Net Profit attributable to Equity Shareholders - INR in Crs (Basic and Diluted)	<b>23.83</b>	<b>31.59</b>
Weighted Average Number of Equity Shares (Face Value of Rs. 1 Each) - Basic (Nos.)	26,47,55,112	23,48,95,800
Weighted Average Number of Equity Shares (Face Value of Rs. 1 Each) - Diluted (Nos.)	26,51,39,880	23,57,68,320

### Note:

The effect of earnings per share computation with respect to compulsorily convertible preference shares were anti-dilutive in nature and hence the same was not factored in above. Subsequent to the year ended March 31, 2024, vide shareholder's approval dated September 5, 2024, the company has done a stock split resulting in a change in Face value per share from INR 10 per share to INR 1 per share. Further, bonus shares were allotted in the ratio of 2 bonus shares for every 1 share held. As required under Ind AS 33 "Earnings per share" the effect of such Split and Bonus issues has been adjusted retrospectively for all the periods presented. Refer note 58 for subsequent events disclosure.

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## 51 Financial instruments

### 51.1 Capital management

The Company manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure. For the purpose of the Company's capital management, capital includes Equity Share Capital, instruments in the nature of equity and Other Equity and Debt includes Borrowings, Lease Liabilities net of Cash and Cash Equivalents and Other bank balances. The Company monitors capital on the basis of the following gearing ratio. There is no change in the overall capital risk management strategy of The Company compared to last year.

Gearing Ratio :		(Amount in INR Crores)	
Particulars	As at 31st March 2024	As at 31st March 2023	
Debt	661.32	590.50	
Cash and Cash Equivalents and Other bank balances	(63.37)	(97.48)	
<b>Net Debt (A)</b>	<b>597.95</b>	<b>493.02</b>	
<b>Total Equity (B)</b>	<b>1,227.21</b>	<b>561.56</b>	
<b>Net Debt to equity ratio (A/B)</b>	<b>0.49</b>	<b>0.88</b>	

### 51.2 Categories of financial instruments

The carrying value of the financial instruments by categories as on 31st March 2024 and 31st March 2023 is as follows:

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Financial Assets</b>		
<b>Measured at fair value through P&amp;L (FVTPL)</b>		
Current Investments	435.57	33.66
<b>Measured at amortized cost</b>		
Loans	-	1.89
Cash and Cash Equivalents	51.20	76.81
Other Bank balances	12.17	20.67
Trade receivables	49.75	39.72
Other financial assets	36.41	19.94
Other Current Investments	34.96	
<b>Measured at cost / Carrying value</b>		
Non Current Investments	158.10	153.66
	<b>778.16</b>	<b>346.35</b>
<b>Financial Liabilities :</b>		
<b>Measured at fair value through P&amp;L</b>		
Other financial liabilities	2.47	0.74
<b>Measured at amortized cost</b>		
Borrowings	331.98	307.25
Trade Payables	83.92	60.30
Payables towards Property, Plant and Equipments	20.47	43.09
Other financial liabilities	174.05	122.47
Lease Liabilities	329.34	283.25
	<b>942.23</b>	<b>817.10</b>

The management assessed that fair value of cash and cash equivalents, trade receivables, loans, borrowings, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

#### The following methods and assumptions were used to estimate the fair value/amortized cost

(i) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual losses and creditworthiness of the receivables

(ii) The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the unquoted instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

(iii) Fair values of the Company's interest-bearing borrowings and loans are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31st March 2024 & 31st March 2023 was assessed to be insignificant.

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## Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of Company's Asset and Liabilities

Particulars	Fair Value Hierarchy	Carrying Value	
		As at 31st March 2024	As at 31st March 2023
<b>Financial assets</b>			
Investments	Level 1	435.57	33.66
<b>Financial Liabilities</b>			
Other financial liabilities	Level 3	2.47	0.74

Particulars	Fair Value Hierarchy	Fair Value	
		As at 31st March 2024	As at 31st March 2023
<b>Financial assets</b>			
Investments	Level 1	435.57	33.66
<b>Financial Liabilities</b>			
Other financial liabilities	Level 3	2.47	0.74

There have been no transfers between the levels during the year. The management assessed that cash and cash equivalents, bank balances other than

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Details of financial assets and financial liabilities which were valued at fair value as of 31st March 2024 and 31st March 2023 as disclosed in Note 51.2.

### 51.3 Financial risk management framework

The Company's board of directors and the board of directors of the respective subsidiaries/associate have overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages financial risk relating to the operations through internal risk reports which analyze exposure by degree and magnitude of risk.

The Company's activities expose it to a variety of financial risks: liquidity risk, credit risk and market risk (including interest rate risk and other price risk). The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

#### (a) Liquidity Risk Management :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company maintains adequate reserves and banking facilities, and continuously monitors the forecast and actual cash flows by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of the Company periodically. The Company believes that the expected future cashflows from the acquisitions during the year, working capital (including banking limits not utilized) and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

#### Liquidity and Interest Risk Tables :

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay. The interest bearing financial liabilities were high when compared to non interest bearing financial assets, which is primarily due to acquisition of hospitals during the year. This risk will be reduced with the operating cash inflows generated from the newly acquired hospitals and from the existing hospitals.

(Amount in INR Crores)

Particulars	Less than 1 year	1 to 5 years	5 years and above	Total
<b>As at 31st March 2024</b>				
Interest bearing	210.19	601.48	227.35	1,039.02
Non-interest bearing	105.54	2.47	-	108.01
<b>Total</b>	<b>315.73</b>	<b>603.95</b>	<b>227.35</b>	<b>1,147.03</b>
<b>As at 31st March 2023</b>				
Interest bearing	140.45	543.24	188.39	872.07
Non-interest bearing	104.56	0.74	-	105.30
<b>Total</b>	<b>245.01</b>	<b>543.98</b>	<b>188.39</b>	<b>977.37</b>

The following tables detail the Company's remaining contractual maturity for its non-derivative financial assets with agreed repayment periods. The Company does not hold any derivative financial instrument.

(Amount in INR Crores)

Particulars	Less than 1 year	1 to 5 years	5 years and above	Total
<b>As at 31st March 2024</b>				
Interest bearing	79.70	14.31	18.45	112.46
Non-interest bearing	81.31	1.82	160.83	243.96
Investments - Mutual Funds	435.57	-	-	435.57
<b>Total</b>	<b>596.58</b>	<b>16.13</b>	<b>179.28</b>	<b>791.99</b>
<b>As at 31st March 2023</b>				
Interest bearing	63.90	12.14	18.43	94.47
Non-interest bearing	75.71	0.43	154.25	230.39
Investments - Mutual Funds	33.66	-	-	33.66
<b>Total</b>	<b>173.27</b>	<b>12.57</b>	<b>172.68</b>	<b>358.52</b>



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### (b) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company result in material concentration of credit risk. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The carrying amount of the financial assets recorded in these financial statements, grossed up for any allowance for losses, represents the maximum exposures to credit risk.

- (i) Trade receivables: The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and credit history, also has an influence on credit risk assessment.
- (ii) Credit risk on current investments and cash & cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in Mutual Funds. Investments primarily include investment in Mutual Funds.
- (iii) Financial instruments and cash deposits: Credit risk from balances with banks and financial institutions is managed by the Company in accordance its policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company on an annual basis. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.
- (iv) Financial guarantees have been provided as corporate guarantees to financial institutions and banks that have extended credit facilities to the Company's related party/subsidiary. In this regard, the Company does not foresee any significant credit risk exposure.

### (b.1) Financing arrangements

The Company has access to the following undrawn borrowing facilities at the end of the reporting period :

(Amount in INR Crores)

Particulars	As at 31st March	As at 31st March
	2024	2023
From banks - Working capital limit	7.00	5.00

### (c) Market Risk :

Market risk is the risk of loss of any future earnings, in realizable fair values or in future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

The Company issued D2 Series CCPS which is classified as financial liability and accordingly measured at fair value through Profit and Loss. The amount of D2 Series CCPS as at March 31, 2024 is INR 0.09 crores (March 31, 2023 Nil crores). Accordingly, fair value fluctuations arising from market volatility is recognised in Statement of Profit and Loss. The Company invests in Mutual Fund schemes of leading fund houses. Such investments are susceptible to market price risk that arise mainly from changes in interest rate which may impact the return and value of such investments. However, given the relatively short tenure of underlying portfolio of the Mutual Fund schemes in which the Company has invested, such price risk is not significant. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

### (c.1) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's management monitors the interest fluctuations, if any, and accordingly, take necessary steps to mitigate any interest rate risk.

#### Interest Rate sensitivity analysis:

A change (decrease/increase) of 100 basis points in interest rates at the reporting date would increase/(decrease) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

#### Impact on Profit and loss for the reporting period

(Amount in INR Crores)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Increase by 100bps	Decrease by 100bps	Increase by 100bps	Decrease by 100bps
Impact on Profit and loss for the reporting period	(3.32)	3.32	(3.07)	3.07

#### Impact on total equity as at the end of the reporting period

(Amount in INR Crores)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Increase by 100bps	Decrease by 100bps	Increase by 100bps	Decrease by 100bps
Impact on total equity as at the end of the reporting period	(3.32)	3.32	(3.07)	3.07

### (c.2) Foreign Currency Risk Management :

The Company undertakes transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuations arises. The Company has not entered into any derivative contracts during the year ended 31st March 2024 and there are no outstanding contracts as at 31st March 2023

There are no carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities as at 31 March 2024 & 31 March 2023.

(Amount in INR Crores)

Particulars	Currency	As at 31st March 2024		As at 31st March 2023	
		Amount in Foreign Currency	Amount - Rs. In Crores	Amount in Foreign Currency	Amount - Rs. In Crores
Trade Receivables	USD	0.12	9.63	0.05	3.88

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## Foreign Currency sensitivity analysis:

The following table details the Company's sensitivity to a 5% increase and decrease in INR against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates a increase in profit / decrease in loss and increase in equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or loss and equity and balance below would be negative.

**Impact on Profit and loss for the reporting period** 3 (Amount in INR Crores)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
USD	0.48	(0.48)	0.19	(0.19)

**Impact on total equity as at the end of the reporting period** (Amount in INR Crores)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
USD	0.48	(0.48)	0.19	(0.19)

## 51.4 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The Management considers that the carrying amount of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

## 51.5 Offsetting of financial assets and financial liabilities

The Company has not offset financial assets and financial liabilities.

## 51.5 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The principle or the most advantageous market must be accessible by the Company. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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## 52 Ratios

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023	Variance
i Current Ratio	2.28	0.94	142%
ii Debt-Equity Ratio	0.54	1.05	-49%
iii Debt Service Coverage Ratio	1.49	1.82	-18%
iv Return on Equity Ratio	3%	8%	-68%
v Inventory Turnover Ratio	8.04	7.76	4%
vi Trade Receivables Turnover Ratio (i.e. Debtors Turnover Ratio)	18.67	17.02	10%
vii Trade Payables Turnover Ratio	2.91	2.63	11%
viii Net Capital Turnover Ratio	2.36	(47.32)	-105%
ix Net Profit Margin Ratio	2.70%	5.13%	-47%
x Return on Capital Employed	10.64%	7.77%	37%
xi Return on Investments	9.28%	10.06%	-8%

(i) Current Ratio has increased due to the fund raise during the year which resulted in increase in investment in Mutual funds and other instruments.

(ii) Debt-Equity Ratio has decreased due to increase in Equity balance on account of fund raise.

(iv) Return on Equity ratio has decreased due to to increase in Equity balance on account of fund raise.

(viii) Net capital turnover ratio has decreased on account of increase in mutual fund investments during the current year

(ix) Net Profit Margin decreased due to recognition of Deferred Tax Asset in the previous year

(x) Return on Capital Employed increased due to increase in investments with improved profitability.

(xi) Return on Investments decreased due to decrease in returns from mutual fund investment

### Formulae for computation of ratios are as follows -

i Current Ratio	=	$\frac{\text{Current Assets}}{\text{Current Liabilities (Including Current maturities of Non-Current Borrowings)}}$
ii Debt/ Equity Ratio	=	$\frac{\text{Total debt (includes total lease liabilities)}}{\text{Equity Share Capital + Other Equity}}$
iii Debt Service Coverage Ratio	=	$\frac{\text{Earnings available for Debt Service}}{\text{Debt Service}}$
iv Return on Equity Ratio	=	$\frac{\text{Profit for the year}}{\text{Average Total Equity}}$
v Inventory Turnover Ratio	=	$\frac{\text{Cost of Materials Consumed}}{\text{Average Inventories of Goods}}$
vi Trade Receivables Turnover Ratio (ie Debtors Turnover Ratio)	=	$\frac{\text{Revenue from Operations}}{\text{Average Trade Receivables}}$
vii Trade Payables Turnover Ratio	=	$\frac{\text{Purchases}}{\text{Average Trade Payables}}$
viii Net Capital Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Working Capital}}$
ix Net Profit Margin (%)	=	$\frac{\text{Profit for the year}}{\text{Total Income}}$
x Return on Capital Employed	=	$\frac{\text{Earnings before Interest and Tax}}{\text{Total Equity + Borrowings - Goodwill - Other Intangible Assets (Includes total lease liabilities)}}$
xi Return on Investment	=	$\frac{\text{Other Income (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents & Other Marketable Securities}}$

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**53 Related party disclosure**

**53.1 Names of related parties and nature of relationships\***

S.No	Nature of Relationship	2022-23	
(i)	<b>Subsidiary Company</b>	Dr. Agarwal's Eye Hospital Limited (AEHL)	Dr. Agarwal's Eye Hospital Limited (AEHL)
		Aditya Jyot Eye Hospital Private Limited(AJE)	Aditya Jyot Eye Hospital Private Limited(AJE)
		Elisar Life Sciences Private Limited	Elisar Life Sciences Private Limited
		Orbit Healthcare Services (Mauritius) Limited	Orbit Healthcare Services (Mauritius) Limited
		Orbit Health care services (Tanzania) Limited	Orbit Health care services (Tanzania) Limited
		Orbit Healthcare Services Limited, Rwanda	Orbit Healthcare Services Limited, Rwanda
		Orbit Healthcare Services (Ghana) Limited	Orbit Healthcare Services (Ghana) Limited
		Orbit Healthcare Services Mozambique Limitada	Orbit Healthcare Services Mozambique Limitada
		Orbit Healthcare Services Madagascar SARL	Orbit Healthcare Services Madagascar SARL
		Orbit Healthcare Services Uganda Limited	Orbit Healthcare Services Uganda Limited
		Orbit Healthcare Services Zambia Limited	Orbit Healthcare Services Zambia Limited
		Orbit Health Care Services (Kenya) Limited	Orbit Health Care Services (Kenya) Limited
			Orbit Thelish Healthcare Services (Nigeria) Limited (Disinvestment of entire holding from July 19, 2022)
(ii)	<b>Associate Company</b>	IdeaRx Services Private Limited	IdeaRx Services Private Limited
(iii)	<b>Entity having significant influence over the company</b>	Claymore Investments (Mauritius) Pte. Ltd	Claymore Investments (Mauritius) Pte. Ltd
		Hyperion Investments Pte. Ltd	Hyperion Investments Pte. Ltd (w.e.f 05 May 2022)
			Value Growth Investment Holdings PTE Ltd (up to 05 May 2022)
		Arvon Investments Pte. Ltd.	Arvon Investments Pte. Ltd. (w.e.f 05 May 2022)
(iv)	<b>Enterprise over which the Key Management Personnel of the Company is in a position to exercise control/joint control</b>	Dr. Agarwal's Eye Institute	Dr. Agarwal's Eye Institute
		Dr. Agarwal's Eye Institute Private Limited	Dr. Agarwal's Eye Institute Private Limited
		Maatrum Technologies and Legal Ventures Private Limited	Maatrum Technologies and Legal Ventures Private Limited
		Orbit International	Orbit International
(v)	<b>KMP</b>	Dr. Amar Agarwal	Dr. Amar Agarwal
		Dr. Athiya Agarwal	Dr. Athiya Agarwal
		Mr. Balakrishnan Venkataraman	Mr. Balakrishnan Venkataraman
		Mr. Sanjay Dharambir Anand	Mr. Sanjay Dharambir Anand
		Dr. Ashvin Agarwal	Dr. Ashvin Agarwal
		Dr. Ashar Agarwal	Dr. Ashar Agarwal
		Dr. Adil Agarwal	Dr. Adil Agarwal
		Dr. Anosh Agarwal	Dr. Anosh Agarwal
		Mr. Shiv Agrawal	Mr. Shiv Agrawal
		Mr. Thanikainathan Arumugam (Company Secretary)	Mr. Thanikainathan Arumugam (Company Secretary)
			Mr. Suresh Eshwara Prabhala (up to 04 May 2022)
			Mr. Venkatesh Ratnasami (up to 05 May 2022)
			Mr. Ankur Nand Thadani (w.e.f 05 May 2022)
			Mr. Ved Prakash Kalanoria (w.e.f 05 May 2022)
	Mr. B. Udhay Shankar (Group CFO)**	Mr. B. Udhay Shankar (Group CFO)	
(vi)	<b>Relative of Key Management Personnel of the Company/Others</b>	Dr. Sunita Agarwal	Dr. Sunita Agarwal
		Mr. Pankaj Sondhi	Mr. Pankaj Sondhi
		Ms Farah Agarwal	Ms Farah Agarwal
		Ms. Urmila Agarwal	Ms. Urmila Agarwal

\*Related party relationships are as identified by the Management and relied upon by the auditors.

\*\* Ceased to be a Group CFO w.e.f 17 September 2024. Mr. Yashwanth Venkat has been appointed as the CFO effective that date.

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**53.2 Transactions carried out with related parties referred to above in the ordinary course of business during the year**

(Amount in INR Crores)

Particulars	Related Party	2023-24	2022-23
<b>Transactions during the year</b>			
<b>Total Income</b>			
Corporate Guarantee Charges	Dr. Agarwal's Eye Hospital Limited	0.07	0.07
	Orbit Health Care Services (Mauritius) Limited	0.01	-
Dividend Income	Dr. Agarwal's Eye Hospital Limited	1.85	1.01
	Orbit Health Care Services (Mauritius) Limited	8.73	1.99
Export Sales	Orbit Health Care Services (Mauritius) Ltd.	1.28	0.43
	Orbit Healthcare Services (Ghana) Limited	0.96	0.98
	Orbit Health Care Services (Kenya) Limited	0.17	0.21
	Orbit Healthcare Services Madagascar SARL	0.64	0.46
	Orbit Healthcare Services Mozambique Limitada	1.11	1.60
	Orbit Health Care Services Limited, Rwanda	0.19	0.37
	Orbit Healthcare Services (Tanzania) Limited	2.80	0.52
	Orbit Health Care Services (Uganda) Limited	0.45	0.70
	Orbit Health Care Services (Zambia) Limited	2.80	3.56
	Orbit Thelish Healthcare Services Nigeria Limited	-	0.13
Freight Income on export sales	Orbit Health Care Services (Mauritius) Ltd.	0.12	0.05
	Orbit Healthcare Services (Ghana) Limited	0.08	0.09
	Orbit Health Care Services (Kenya) Limited	0.03	0.03
	Orbit Healthcare Services Madagascar SARL	0.04	0.04
	Orbit Healthcare Services Mozambique Limitada	0.09	0.17
	Orbit Health Care Services Limited, Rwanda	0.02	0.04
	Orbit Healthcare Services (Tanzania) Limited	0.12	0.06
	Orbit Health Care Services (Uganda) Limited	0.07	0.10
	Orbit Health Care Services (Zambia) Limited	0.20	0.25
	Orbit Thelish Healthcare Services Nigeria Limited	-	0.02
Sale of Goods/Services	Aditya Jyot Eye Hospital Private Limited	-	0.26
<b>Total Expenses</b>			
		-	
Asset Purchase	Elisar Life Sciences Private Limited	0.27	0.34
	Dr. Agarwal's Eye Hospital Limited	0.71	-
Maintenance	Elisar Life Sciences Private Limited	0.11	0.10
Purchases	IdeaRx Services Private Limited	20.40	16.05
Reimbursement of Expenses	Dr. Agarwal's Eye Hospital Limited	0.87	1.84
<b>Recovery of Expenses</b>			
Consultancy Charges	Dr. Agarwal's Eye Hospital Limited	2.02	-
Salary	Dr. Agarwal's Eye Hospital Limited	1.43	-
ESOP Expenses	Dr. Agarwal's Eye Hospital Limited	2.47	0.96
	Elisar Life Sciences Private Limited	0.21	0.08
Repairs & Maintenance	Dr. Agarwal's Eye Hospital Limited	0.41	0.34
Other Expenses	Orbit Health Care Services (Mauritius) Limited	0.15	0.17
<b>Others</b>			
Collections received on behalf of the related party (Net of Settlement)	Aditya Jyot Eye Hospital Private Limited	0.60	-
	Dr. Agarwal's Eye Hospital Limited	3.26	
Interest Income on Loan to Subsidiary	Elisar Life Sciences Private Limited	3.05	3.18
Purchase of additional stake in Aditya Jyot Eye Hospital Private Limited	Dr. S Natarajan	6.25	6.25
Issue of Equity Shares	Hyperion Investments Pte. Ltd.	400.00	110.00
	Arvon Investments Pte Ltd	240.00	190.00
Conversion of CCDs to Equity	Value Growth Investment Holdings PTE Ltd	-	22.74
Conversion of CCPs to Equity	Arvon Investments Pte Ltd	-	16.89
Advances Paid	Dr. Sunita Agarwal	2.04	-
	Mr. Pankaj Sondhi	0.03	-
Loan to Subsidiary	Elisar Life Sciences Private Limited	2.83	3.05
Issue of CCPs (Refer note 26.1)	Dr. Amar Agarwal	0.02	-
	Dr. Athiya Agarwal	0.02	-
	Dr. Adil Agarwal	0.02	-
	Dr. Anosh Agarwal	0.02	-
	Ms Farah Agarwal	0.00	-
	Ms. Urmila Agarwal	0.00	-
	Dr. Agarwal's Eye Institute	0.02	-

**Notes:**

(i) The Company accounts for costs incurred by / on behalf of the Related Parties based on the actual invoices / debit notes raised and accruals as confirmed by such related parties. The Related Parties have confirmed to the Management that as at 31 March 2024 and 31 March 2023, there are no further amounts payable to / receivable from them, other than as disclosed above. The Company incurs certain costs on behalf of related parties. These costs have been allocated/recovered from the related parties on a basis mutually agreed with them.

(ii) An extension of Equitable Mortgage on a property owned by Dr. Agarwal's Eye Institute has also been provided to HDFC Limited and Axis Bank as a security in respect of the Term loan and Cash Credit facility availed by the Dr Agarwal's Eye Hospital Limited.

(iii) Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal, Dr. Ashwin Agarwal and Dr. Agarwal's Eye Institute have provided personal guarantees for term loans taken by the Company.

(iv) The Company has provided Corporate Guarantees amounting to INR 64.98 Crores to Axis bank for the loans taken by Dr. Agarwal's Eye Hospital. Further, 1,350,000 Equity Shares held by the Company in the Dr Agarwal's Eye Hospital Limited (AEHL) has been pledged as one of the collateral securities with Axis bank (previously with HDFC), for the loans taken by AEHL. The Company has provided Corporate Guarantees amounting to INR 10.22 Crores to HDFC Bank (Previously Kotak bank) for the loans taken by Dr. Aditya Jyot Eye Hospital.

(v) The Company has provided Corporate Guarantees amounting to INR 1.75 Crores (MUR 10,000,000) to SBM Bank (Mauritius) Limited for the loans taken by Orbit Health Care Services (Mauritius) Limited, its wholly owned subsidiary.

**Dr. Agarwal's Health Care Limited**

CIN :U85100TN2010PLC075403

Notes to the Standalone Financial Statements for the year ended 31st March 2024

**53.3 Compensation of key management personnel**

(Amount in INR Crores)

Particulars	Related Party	2023-24	2022-23
<b>Short-term employee benefits (Refer Note (i)) (Remuneration)</b>	Mr. B. Udhay Shankar	0.79	0.66
	Mr. Thanikainathan Arumugam	0.56	0.46
	Dr. Adil Agarwal	4.53	3.37
	Dr. Anosh Agarwal	4.51	3.35
	Dr. Ashar Agarwal	1.90	-
<b>Post employee benefits (Contribution to Provident fund)</b>	Dr. Anosh Agarwal	0.00	0.00
	Dr. Adil Agarwal	0.00	0.00
	Mr. B. Udhay Shankar	0.00	0.00
<b>Director sitting fees</b>	Dr. Ashar Agarwal	0.00	0.00
	Mr. Thanikainathan Arumugam	0.01	0.01
	Mr. Shiv Agrawal	0.01	0.01
	Mr. Sanjay Dharambir Anand	0.02	0.02
<b>Other perquisites</b>	Mr. Balakrishnan	0.02	0.01
	Dr. Adil Agarwal	0.33	0.45
	Dr. Anosh Agarwal	0.41	0.43
<b>ESOP</b>	Dr. Ashar Agarwal	0.07	-
	Mr. B. Udhay Shankar	0.51	0.19
	Mr. Thanikainathan Arumugam	0.12	0.04

**Notes:**

- Excludes gratuity and compensated absences which cannot be separately identifiable from the composite amount advised by the actuary.
- The remuneration payable to key management personnel of Dr. Agarwal's Health Care Limited is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends
- The above remuneration for key managerial personnel does not include vehicle, communication expenses & other expenses for which the perquisite value is determined as Nil.
- Since the figures are reported in crores, please note that '-' denotes NIL balance and '0' denotes nominal figures.
- All the figures disclosed above are excluding Goods and Service Tax

**53.4 Balances outstanding as at year end**

(Amount in INR Crores)

Particulars	Related Party	As at 31st March 2024	As at 31st March 2023	
<b>Assets</b>				
<b>Trade Receivables</b>	Orbit Healthcare Services Limited, Rwanda	-	0.04	
	Orbit Healthcare Services (Ghana) Limited	0.34	0.04	
	Orbit Healthcare Services Mozambique Limitada	0.78	1.34	
	Orbit Healthcare Services Madagascar SARL	0.23	0.05	
	Orbit Health Care services (Tanzania) Limited	2.99	0.04	
	Orbit Healthcare Services Uganda Limited	0.20	0.02	
	Orbit Healthcare Services Zambia Limited	4.13	2.02	
	Orbit Health Care Services (Kenya) Limited	0.11	0.04	
	Orbit Health Care Services (Mauritius) Limited	0.84	0.30	
	<b>Other Financial Assets</b>	Aditya Jyot Eye Hospital Private Limited	-	0.26
		Elisar Life Sciences Private Limited	0.29	0.08
Dr. Agarwal's Eye Hospital Limited		8.15	0.44	
Dr. Sunita Agarwal		2.04	-	
Mr. Pankaj Sondhi		0.03	-	
<b>Loans</b>	Orbit Health Care Services (Mauritius) Limited	2.37	-	
	Elisar Life Sciences Private Limited	30.01	27.19	
<b>Interest Accrued but not Due on Loans</b>	Elisar Life Sciences Private Limited	9.75	7.29	
<b>Liabilities</b>				
<b>Trade Payable</b>	Idea Rx Services Private Limited	5.20	6.82	
	Dr. Agarwal's Eye Hospital Limited	-	0.25	
	Elisar Life Sciences Private Limited	-	0.09	
	Aditya Jyot Eye Hospital Private Limited	0.38	-	
	Orbit Health Care Services Limited, Rwanda	0.01	-	
	Dr Adil Agarwal	2.75	2.00	
	Dr Anosh Agarwal	2.75	2.00	
	Dr Ashar Agarwal	0.76	0.00	

**Notes:**

- The amounts outstanding are unsecured and will be settled in cash. There have been no instances of amounts due to or due from related parties that have been written back or written off or otherwise provided for during the year.

# Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

Notes to the Standalone Financial Statements for the year ended 31st March 2024

## 54 Undisclosed Income

The Company does not have any transaction which are not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

## 55 Transactions with companies whose name is struck-off

The Company has not entered into any transactions with entities whose name has been struck off under Section 248 of the Act or section 560 of Companies Act, 2013.

## 56 Other disclosures

- (i) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- (ii) The Company neither has any immovable property nor any title deeds of Immovable Property not held in the name of the Company.
- (iii) During the financial year, the Company has not revalued any of its Property, Plant and Equipment, Right of Use Asset and Intangible Assets.
- (iv) The Company has not granted any Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013, either severally or jointly with any other person, that are:
  - (a) repayable on demand or
  - (b) without specifying any terms or period of repayment
- (v) The Company does not have any intangible assets under development as at 31st March 2024 and 31st March 2023, and hence disclosure under Schedule III is not applicable.
- (vi) There are no proceedings which have been initiated or pending against the company as at 31st March 2024 and 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vii) With respect to borrowings from banks or financial institutions on the basis of security of current assets, the returns or statements comprising the information on unhedged foreign currency exposure and unaudited provisional financial statements filed by the Company with such banks are in agreement with the books of account of the Company
- (viii) The Company has not been declared as a wilful defaulter by any bank or financial Institution or other lender
- (ix) The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period, as at the year ended 31st March 2024 and 31st March 2023.
- (x) As at 31 March 2024, the Company has subsidiaries and complies with clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (xi) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :-
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (xii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:-
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xiii) The Company neither has traded nor invested in Crypto currency or Virtual Currency during the Financial year.
- (xiv) The Company does not have any investment properties as at 31st March 2024 and 31st March 2023 as defined in Ind AS 40.

## 57 Audit Trail & Backup of accounting records

- (i) The Company has used accounting softwares for maintaining its books of account for the year ended 31 March 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares except in respect of maintenance of payroll records wherein the Company has used payroll software which is operated by a third party software service provider for which independent auditor's system and organization controls report covering the audit trail requirement at the database level is not available with the Company.

The audit trail feature is not tampered in respect of accounting softwares for which the audit trail feature was enabled and operating. The company is in the process of evaluating options to comply with the audit trail requirements.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

- (ii) The Company has maintained backup on daily basis of its accounting records which is in electronic mode. The backup is maintained in servers physically located outside India for the year ended 31 March 2024 and 31 March 2023.

**58 Significant events after the reporting period**

- (a) The Board of Directors vide resolution dated 18 March 2024 and 14 August 2024 have approved the amendment of terms of conversion to 1:1 ratio for both series D1 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (Series D1) and series D2 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (Series D2); (Series D1 and Series D2 shall be collectively referred to as "Series D CCPS"). The members of the Company vide resolution dated 28 August 2024 have approved the amendment of terms of conversion to 1:1 ratio for Series D CCPS.
- (b) The Company has received INR 379.76 crores from the Series D CCPS holders towards making the Series D CCPS fully paid-up on 28 August 2024. The entire Series D CCPS totaling to 9,22,205 preference shares were made fully paid-up and subsequently converted into equity shares of INR 10 each at the Board meeting held on 28 August 2024, ranking pari passu with the existing equity shares of the Company.
- (c) Subsequent to year end, the Company entered into a share subscription agreement dated 4 April 2024 to subscribe to 5,01,000 Equity Shares of Re.1/- each of Dr Thind Eye Care Private Limited (DTECPL) to acquire 51% stake in DTECPL. The amount paid toward subscription of 5,01,000 Equity Shares was INR 342.77 crores.  
Subsequent to year end, the Company entered into Business Transfer Agreements with RKN Eye Care LLP (dated 10 May 2024) for acquisition of eye care business for a purchase consideration of INR 120.00 crores.
- (d) The Board of Directors of the Company vide resolution dated 4 September 2024 and the members of the company vide resolution dated 5 September 2024 have provided consent to sub-divide the then 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.
- (e) The Board of Directors of the Company vide resolution dated 4 September 2024 and the members of the company vide resolution dated 5 September 2024 have provided consent to capitalise 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 31 March 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 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 4 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. The Bonus Equity Shares were allotted by the Board of Directors on 9 September 2024. Consequently the Paid up capital of the Company as on date of adoption of this restated financials is at INR 30,75,55,920.

**59 Approval of Financial Statements**

The Board of Directors of the Company has reviewed the realizable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 25 September 2024.

**60 Regrouping/ Reclassification**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**For and on behalf of Board of Directors**

**Adil  
Agarwal** Digitally signed  
by Adil Agarwal  
Date: 2024.09.25  
20:38:56 +05'30'

**Dr. Adil Agarwal**  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date : 25 September 2024

**Yashwant  
h Venkat** Digitally signed by  
Yashwanth Venkat  
Date: 2024.09.25  
20:35:59 +05'30'

**Mr. Yashwanth Venkat**  
Chief Financial Officer  
Place : Chennai  
Date : 25 September 2024

**Anosh  
Agarwal** Digitally signed by  
Anosh Agarwal  
Date: 2024.09.25  
20:41:11 +05'30'

**Dr. Anosh Agarwal**  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date : 25 September 2024

**Thanikaina  
than A** Digitally signed by  
Thanikainathan A  
Date: 2024.09.25  
20:44:00 +05'30'

**Mr. Thanikainathan Arumugam**  
Company Secretary  
Place : Chennai  
Date : 25 September 2024



## **INDEPENDENT AUDITOR'S REPORT**

### **To The Members of Dr. Agarwal's Health Care Limited Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of Dr. Agarwal's Health Care Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of loss in its associate, which comprise the Consolidated Balance Sheet as at 31 March 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and an associate referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraph (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Director's report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associate, is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of entities included in the consolidated financial statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Other Matters**

- (a) We did not audit the financial statements of two subsidiaries, and the consolidated financial statements of a subsidiary which has 8 step down subsidiaries, whose financial statements reflect total assets of Rs. 201.63 crores as at 31 March 2024, total revenues of Rs. 188.83 crores and net cash inflows amounting to Rs. 4.88 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. Nil for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries and associate referred to in the Other Matters section above we report, to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law maintained by the Group, and its associate including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, and the reports of the other auditors except for not complying with the requirements of audit trail as stated in (i)(vi). The Parent's and its listed subsidiary company's daily backup of its accounting records are maintained in servers physically located outside India (Refer Note 59 to the consolidated financial statements).
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Parent as on 31 March 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and associate company incorporated in India, none of the directors of the Group companies and its associate incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
  - g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent and its listed subsidiary company incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act. Subsidiary companies (other than listed subsidiary) and associate company incorporated in India being private companies, section 197 of the Act related to the managerial remuneration is not applicable.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate - Refer Note 45 to the consolidated financial statements;
- ii) The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts;
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent, and its subsidiary companies (other than the listed subsidiary) and associate company incorporated in India.

In respect of the listed subsidiary, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the subsidiary;

- iv) (a) The respective Managements of the Parent and its subsidiaries and an associate company which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and an associate company respectively that, to the best of their knowledge and belief, as disclosed in the note 58(x) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Parent, its subsidiaries and associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and associate respectively that, to the best of their knowledge and belief, as disclosed in the note 58(xi) to the consolidated financial statements, no funds have been received by the Parent any of such subsidiaries and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries and associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The final dividend proposed in the previous year, declared and paid by its listed subsidiary, which is a company incorporated in India, whose financial statements have been audited under the Act, during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the listed subsidiary, which is a company incorporated in India, whose financial statements have been audited under the Act, during the year and until the date of this report is in accordance with section 123 of the Companies Act 2013.

The Parent and its subsidiaries (other than the listed subsidiary) and associate which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

- vi) Based on our examination, which included test checks, and based on the other auditor's reports of its subsidiary companies and associate company incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Parent Company, its subsidiary companies and associate company incorporated in India have used accounting softwares for maintaining their respective books of account for the financial year ended 31 March 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

In respect of the Parent Company and one subsidiary company:

- for a software operated by third party service provider for maintaining payroll records, in the absence of an independent auditor's system and organization controls report covering the audit trail requirement at the database level, we are unable to comment whether the audit trail at the database level was enabled and operated throughout the year or whether there was any instance of the audit trail feature been tampered with.

In respect of another subsidiary company:

- the accounting software did not have a feature of recording audit trail (edit log) facility, as reported by the other auditors.

Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the management of the Parent Company, have not come across any instance of audit trail feature being tampered with, in respect of accounting softwares for the period for which the audit trail feature was enabled and operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Dr. Agarwal's Health Care Limited	U85100TN2010PLC075403	Parent	Clause (i)(a)(i), (iii), (vii)(a), (vii)(b)
Dr. Agarwal's Eye Hospital Limited	L85110TN1994PLC027366	Subsidiary	Clause (i)(a)(i), (vii)(a)
Elisar Life Sciences Private Limited	U33100TN2018PTC125932	Subsidiary	Clause (xvii)
Idearx Services Private Limited	U85190TN2016PTC110978	Associate	Clause (vii)(a), (xvii)

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
Firm's Registration No. 008072S

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VENKATESH  
RAJAGOPALAN  
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PRASANNA VENKATESH  
RAJAGOPALAN  
Date: 2024.09.25  
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**R. Prasanna Venkatesh**  
Partner  
Membership No. 214045  
UDIN: 24214045BKEKLV6053

Place: Chennai  
Date: 25 September 2024



**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of Dr. Agarwal's Health Care Limited (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

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

PRASANNA  
VENKATESH  
RAJAGOPALAN

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PRASANNA VENKATESH  
RAJAGOPALAN  
Date: 2024.09.25  
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**R. Prasanna Venkatesh**  
Partner

Membership No. 214045  
UDIN: 24214045BKEKLV6053

Place: Chennai  
Date: 25 September 2024

**Dr. Agarwal's Health Care Limited**  
CIN : U85100TN2010PLC075403  
Consolidated Balance Sheet as at 31st March 2024

(Amount in INR Crores)

Particulars	Notes	As at 31st March 2024	As at 31st March 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	498.48	342.95
Right of use assets	6	522.29	460.47
Capital work-in-progress	7	113.95	97.61
Goodwill	8	461.95	273.24
Other intangible assets	8	263.53	216.35
Intangible assets under development	9	4.25	1.76
<b>Financial assets</b>			
Other financial assets	10	33.87	26.42
Non current tax assets (net)	11	48.76	32.48
Deferred tax assets (net)	12	36.69	55.46
Other non-current assets	13	10.47	8.26
<b>Total non-current assets (A)</b>		<b>1,994.24</b>	<b>1,515.00</b>
<b>Current Assets</b>			
Inventories	14	51.90	36.04
<b>Financial assets</b>			
Investments	15	470.53	33.66
Trade receivables	16	96.81	76.33
Cash and cash equivalents	17	111.75	126.98
Bank balances other than cash and cash equivalents	18	13.12	21.55
Other financial assets	19	4.41	4.00
Other current assets	20	10.06	11.62
<b>Total current assets (B)</b>		<b>758.58</b>	<b>310.18</b>
<b>Total assets (A+B)</b>		<b>2,752.82</b>	<b>1,825.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	21	9.33	7.93
Instruments in the nature of Equity	26.1	0.03	-
Other equity	22	1,330.05	621.63
<b>Equity attributable to owners of the Group</b>		<b>1,339.41</b>	<b>629.56</b>
Non controlling interest	23	40.10	29.50
<b>Total equity (A)</b>		<b>1,379.51</b>	<b>659.07</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	24	309.62	305.60
Lease liabilities	25	525.77	456.10
Other financial liabilities	26	122.66	90.17
Provisions	27	13.94	10.47
Deferred tax liabilities (net)	12	1.52	2.45
<b>Total non-current liabilities (B)</b>		<b>973.51</b>	<b>864.79</b>
<b>Current Liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	28	78.17	50.58
Lease liabilities	29	52.88	45.07
Trade payables	30		
- Total outstanding dues of micro enterprises and small enterprises		18.61	16.76
- Total outstanding dues of creditors other than micro enterprises and small enterprises		114.35	84.54
Other financial liabilities	31	94.21	83.44
Other current liabilities	32	22.48	14.04
Current tax liabilities (net)	11	15.86	4.33
Provisions	33	3.24	2.56
<b>Total current liabilities (c)</b>		<b>399.80</b>	<b>301.32</b>
<b>Total liabilities (B+C)</b>		<b>1,373.31</b>	<b>1,166.11</b>
<b>Total equity and liabilities (A+B+C)</b>		<b>2,752.82</b>	<b>1,825.18</b>

The accompanying notes 1-64 form an integral part of the Consolidated Financial Statements  
As per our report of even date attached

**For Deloitte Haskins & Sells**  
**Chartered Accountants**  
Firm's Registration Number: 008072S  
PRASANNA VENKATESH RAJAGOPALAN Digitally signed by PRASANNA VENKATESH RAJAGOPALAN Date: 2024.09.25 20:56:25 +05'30'  
**R. Prasanna Venkatesh**  
Partner  
Membership No.: 214045  
Place: Chennai  
Date: 25 September 2024

**For and on behalf of Board of Directors**

**Adil Agarwal**  
Digitally signed by Adil Agarwal  
Date: 2024.09.25 21:02:30 +05'30'

**Anosh Agarwal**  
Digitally signed by Anosh Agarwal  
Date: 2024.09.25 21:05:11 +05'30'

**Dr. Adil Agarwal**  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date: 25 September 2024

**Dr. Anosh Agarwal**  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date: 25 September 2024

**Yashwanth Venkat**  
Digitally signed by Yashwanth Venkat  
Date: 2024.09.25 20:56:25 +05'30'

**Thanikainathan A**  
Digitally signed by Thanikainathan A  
Date: 2024.09.25 21:05:11 +05'30'

**Mr. Yashwanth Venkat**  
Chief Financial Officer  
Place: Chennai  
Date: 25 September 2024

**Mr. Thanikainathan Arumugam**  
Company Secretary  
Place: Chennai  
Date: 25 September 2024

**Dr. Agarwal's Health Care Limited**

CIN : U85100TN2010PLC075403

**Consolidated Statement of Profit and Loss for the year ended 31st March 2024**

(Amount in INR Crores)

Particulars	Notes	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>INCOME</b>			
Revenue from operations	34	1,332.15	1,017.98
Other income	35	44.30	13.51
<b>Total income</b>		<b>1,376.45</b>	<b>1,031.49</b>
<b>EXPENSES</b>			
Cost of materials consumed	36	1.08	1.76
Purchases of stock-in-trade	37	140.97	114.76
Changes in inventories of finished goods, stock-in-trade and work-in-progress	38	(5.21)	(3.06)
Consumption of surgical lens including other consumables		164.15	120.45
Consultancy charges for doctors		203.85	147.12
Employee benefits expense	39	242.83	190.40
Finance costs	40	95.62	71.97
Depreciation and amortisation expenses	41	170.37	128.30
Other expenses	42	222.22	176.20
<b>Total Expenses</b>		<b>1,235.88</b>	<b>947.90</b>
<b>Profit before tax</b>		<b>140.57</b>	<b>83.59</b>
<b>TAX EXPENSE</b>			
Current tax	11.1	27.76	20.22
Deferred tax	11.1	17.76	(39.86)
<b>Total tax expenses</b>		<b>45.52</b>	<b>(19.64)</b>
<b>Profit for the year</b>		<b>95.05</b>	<b>103.23</b>
<b>OTHER COMPREHENSIVE LOSS</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of the defined benefit liabilities / (asset)		(0.52)	(1.20)
Income tax relating to items that will not be reclassified to profit or loss		0.12	0.13
<b>Items that will be reclassified to profit or loss</b>			
Exchange difference on translation of foreign subsidiary		(9.11)	(3.76)
<b>Total other comprehensive income</b>		<b>(9.51)</b>	<b>(4.83)</b>
<b>Total comprehensive income for the year</b>		<b>85.54</b>	<b>98.40</b>
<b>Profit for the year attributable to:</b>			
Owners of the company		83.06	94.10
Non controlling interests		11.99	9.13
		<b>95.05</b>	<b>103.23</b>
<b>Other comprehensive income for the year attributable to:</b>			
Owners of the company		(9.53)	(4.74)
Non controlling interests		0.02	(0.09)
		<b>(9.51)</b>	<b>(4.83)</b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the company		73.53	89.36
Non controlling interests		12.01	9.04
		<b>85.54</b>	<b>98.40</b>
<b>Earnings per equity share</b>			
Basic (in INR )	50	3.14	4.01
Diluted (in INR )		3.13	3.99

The accompanying notes 1-64 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

**For Deloitte Haskins & Sells  
Chartered Accountants**

Firm's Registration Number: 008072S

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Date: 2024.09.25  
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**R. Prasanna Venkatesh**

Partner

Membership No.: 214045

Place: Chennai

Date: 25 September 2024

**For and on behalf of Board of Directors**

Adil Agarwal  
Digitally signed by Adil Agarwal  
Date: 2024.09.25  
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Dr. Adil Agarwal  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date: 25 September 2024

Yashwanth Venkat  
Digitally signed by Yashwanth Venkat  
Date: 2024.09.25  
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Mr. Yashwanth Venkat  
Chief Financial Officer  
Place: Chennai  
Date: 25 September 2024

Anosh Agarwal  
Digitally signed by Anosh Agarwal  
Date: 2024.09.25  
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Dr. Anosh Agarwal  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date: 25 September 2024

Thanikainathan A  
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Date: 2024.09.25  
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Mr. Thanikainathan Arumugam  
Company Secretary  
Place: Chennai  
Date: 25 September 2024

**Dr. Agarwal's Health Care Limited**

CIN : U85100TN2010PLC075403

**Consolidated Statement of Changes in Equity for the year ended 31st March 2024**

**A. EQUITY SHARE CAPITAL**

(Amount in INR Crores)

Particulars	Equity Share Capital
<b>Balance as at 31st March 2022</b>	<b>6.86</b>
Changes in equity share capital during the year	<b>1.07</b>
<b>Balance as at 31st March 2023</b>	<b>7.93</b>
Changes in equity share capital during the year	<b>1.40</b>
<b>Balance as at 31st March 2024</b>	<b>9.33</b>

**B. INSTRUMENTS IN THE NATURE OF EQUITY**

Particulars	Amount
<b>D1 Series, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares</b>	
<b>Balance as at 31st March 2021</b>	-
Changes during the year	-
changes in equity share capital due to prior period errors	-
<b>Balance as at 31st March 2022</b>	-
Changes during the year	-
<b>Balance as at 31st March 2023</b>	0.03
Changes during the year	-
<b>Balance as at 31st March 2024</b>	<b>0.03</b>

**C. OTHER EQUITY**

(Amount in INR Crores)

Particulars	Reserves and Surplus									Non-Controlling interest (B)	Total Other Equity (A+B)
	Securities Premium	Legal Reserve	General Reserve	Retained Earnings	Capital Redemption reserve	Other Amalgamation reserve	Foreign Currency Translation Reserve	ESOP Reserves	Total(A)		
<b>Balance as at 31st March 2022</b>	427.23	0.00	0.83	(191.83)	0.04	-	(30.75)	-	205.52	21.44	226.96
Profit for the year	-	-	-	94.10	-	-	-	-	94.10	9.13	103.23
Payment of Dividend on equity shares	-	-	-	-	-	-	-	-	-	(0.40)	(0.40)
Remeasurements of the defined benefit plans (net of taxes)	-	-	-	(0.98)	-	-	-	-	(0.98)	(0.10)	(1.08)
Premium on Shares issued	338.55	-	-	-	-	-	-	-	338.55	-	338.55
Utilization of Securities premium for Fresh issue of equity shares	(9.71)	-	-	-	-	-	-	-	(9.71)	-	(9.71)
Exchange Difference on Translation of Foreign Subsidiary	-	-	-	-	-	-	(3.76)	-	(3.76)	-	(3.76)
Recognition of Share-based payment expense	-	-	-	-	-	-	-	1.83	1.83	-	1.83
Adjustments arising on additional stake acquired in a Subsidiary	-	-	-	(5.60)	-	-	-	-	(5.60)	(0.57)	(6.17)
Adjustments arising on Merger of Wholly owned Step-down Subsidiary	-	-	-	-	-	1.68	-	-	1.68	-	1.68
<b>Balance as at 31st March 2023</b>	<b>756.07</b>	<b>0.00</b>	<b>0.83</b>	<b>(104.31)</b>	<b>0.04</b>	<b>1.68</b>	<b>(34.51)</b>	<b>1.83</b>	<b>621.63</b>	<b>29.50</b>	<b>651.13</b>
Profit for the year	-	-	-	83.06	-	-	-	-	83.06	11.99	95.05
Prior period adjustment	-	-	-	-	-	-	-	-	-	-	-
Payment of Dividend on equity shares	-	-	-	-	-	-	-	-	-	(0.81)	(0.81)
Remeasurements of the defined benefit plans (net of taxes)	-	-	-	(0.42)	-	-	-	-	(0.42)	0.02	(0.40)
Premium on Shares issued	639.87	-	-	-	-	-	-	-	639.87	-	639.87
Utilization of Securities premium for issue of equity shares	(4.21)	-	-	-	-	-	-	-	(4.21)	-	(4.21)
Exchange Difference on Translation of Foreign Subsidiary	-	-	-	-	-	-	(9.11)	-	(9.11)	-	(9.11)
Recognition of Share-based payment expense	-	-	-	-	-	-	-	5.06	5.06	-	5.06
Transfer to Securities Premium upon exercise of share options by the employees	0.76	-	-	-	-	-	-	(0.76)	-	-	-
Adjustments arising on additional stake acquired in a Subsidiary	-	-	-	(5.83)	-	-	-	-	(5.83)	(0.61)	(6.44)
<b>Balance as at 31st March 2024</b>	<b>1,392.49</b>	<b>0.00</b>	<b>0.83</b>	<b>(27.50)</b>	<b>0.04</b>	<b>1.68</b>	<b>(43.62)</b>	<b>6.13</b>	<b>1,330.05</b>	<b>40.10</b>	<b>1,370.14</b>

The accompanying notes 1-64 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

**For Deloitte Haskins & Sells**

Chartered Accountants

Firm's Registration Number: 008072S

PRASANNA Digitally signed by PRASANNA VENKATESH  
VENKATESH RAJAGOPALAN  
RAJAGOPALAN Date: 2024.09.25 22:10:12 +05'30'

**R. Prasanna Venkatesh**

Membership No.: 214045

Place: Chennai

Date: 25 September 2024

**For and on behalf of Board of Directors**

**Adil Agarwal**

Digitally signed by Adil Agarwal  
Date: 2024.09.25 21:03:33 +05'30'

**Dr. Adil Agarwal**

Wholetime Director

DIN: 01074272

Place: Paris, France

Date: 25 September 2024

**Yashwanth Venkat**

Digitally signed by Yashwanth Venkat  
Date: 2024.09.25 20:57:46 +05'30'

**Mr. Yashwanth Venkat**

Chief Financial Officer

Place: Chennai

Date: 25 September 2024

**Anosh Agarwal**

Digitally signed by Anosh Agarwal  
Date: 2024.09.25 21:00:14 +05'30'

**Dr. Anosh Agarwal**

Wholetime Director

DIN: 02636035

Place: Chennai

Date: 25 September 2024

**Thanikainathan A**

Digitally signed by Thanikainathan A  
Date: 2024.09.25 21:06:24 +05'30'

**Mr. Thanikainathan Arumugam**

Company Secretary

Place: Chennai

Date: 25 September 2024

**Dr. Agarwal's Health Care Limited**  
CIN : U85100TN2010PLC075403  
Consolidated Statement of Cash Flows for the year ended 31st March 2024

(Amount in INR Crores)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>140.57</b>	<b>83.60</b>
<b>Adjusted for:</b>		
Interest on income tax refund	(0.42)	(0.20)
(Profit)/ loss on sale/ discard of property, plant and equipment and other intangible assets (net)	(0.19)	(0.04)
Bad debts and net allowance for/ (reversal of) doubtful receivables	11.22	11.75
Interest on deferred consideration	23.66	12.84
Depreciation and amortisation expenses	170.37	128.30
Net foreign exchange (gain)/ loss	(11.78)	(5.76)
Liabilities/ provisions no longer required written back	(4.41)	(0.68)
Profit on redemption of current investments	(24.67)	(4.66)
Interest income	(7.61)	(4.65)
Other finance costs	71.96	59.13
Employee stock option expenses	5.06	1.83
Profit on termination of Lease	(0.35)	(0.45)
Fair value adjustment on CCPs	0.03	
<b>Operating cash flows before working capital changes</b>	<b>373.44</b>	<b>281.01</b>
<b>Adjustments for (increase)/decrease in operating assets:</b>		
Inventories	(15.28)	(2.49)
Trade receivables	(29.24)	(31.37)
Other financial assets - Non current	(4.98)	(3.10)
Other financial assets - Current	0.11	0.35
Other Current assets	1.56	5.50
<b>Adjustments for increase/(decrease) in operating liabilities:</b>		
Trade payables	36.07	12.87
Other financial liabilities - Non current	3.79	1.11
Provisions	4.17	4.78
Other current liabilities	8.44	(0.18)
<b>Cash generated from operations</b>	<b>378.08</b>	<b>268.48</b>
Taxes (Paid)/ Refund (Net)	(32.09)	(35.38)
<b>Net cash generated from operating activities (A)</b>	<b>346.00</b>	<b>233.10</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure towards tangible assets (including capital advances, net of capital creditors)	(230.91)	(156.57)
Proceeds from Sale of Property, Plant and Equipment	4.25	0.50
Capital expenditure towards intangible assets	(1.42)	(1.22)
Payment towards acquisition of business (including acquisition liabilities paid)	(280.44)	(314.54)
Increase in Bank balances not considered as Cash and cash equivalents	8.43	(4.49)
Interest Received on Fixed Deposit	4.63	2.48
Sale/(Purchase) of Investments	(412.20)	(29.00)
Payment towards additional stake held by non-controlling interest in subsidiaries	(6.25)	(6.25)
<b>Net cash (used in) investing activities (B)</b>	<b>(913.91)</b>	<b>(509.09)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	245.24	173.08
Repayment of Borrowings	(215.69)	(77.96)
Dividend paid (including tax thereon)	(0.77)	(0.43)
Finance costs paid on borrowings	(32.15)	(29.27)
Payment of lease liabilities	(81.10)	(62.97)
Proceeds from issue of equity share capital (including employee stock options)	637.06	300.90
Proceeds from issue of Convertible Preference shares	0.09	-
<b>Net cash generated from financing activities (C)</b>	<b>552.68</b>	<b>303.35</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) = (D)</b>	<b>(15.23)</b>	<b>27.36</b>
<b>Cash and cash equivalents at the beginning of the year (E)</b>	<b>126.98</b>	<b>99.62</b>
<b>Cash and cash equivalents at the end of the year (D) + (E)</b>	<b>111.75</b>	<b>126.98</b>

As per our report of even date attached

**For Deloitte Haskins & Sells**

Chartered Accountants

Firm's Registration Number: 008072S

PRASANNA VENKATESH  
RAJAGOPALAN

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PRASANNA VENKATESH  
RAJAGOPALAN  
Date: 2024.09.25 22:11:03  
+05'30'

**R. Prasanna Venkatesh**  
Partner  
Membership No.: 214045  
Place: Chennai  
Date: 25 September 2024

**For and on behalf of Board of Directors**

**Adil  
Agarwal**

Digitally signed  
by Adil Agarwal  
Date: 2024.09.25  
21:04:04 +05'30'

**Dr. Adil Agarwal**  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date: 25 September 2024

**Anosh  
Agarwal**

Digitally signed  
by Anosh Agarwal  
Date: 2024.09.25  
21:00:36 +05'30'

**Dr. Anosh Agarwal**  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date: 25 September 2024

**Yashwanth Venkat**

Digitally signed by  
Yashwanth Venkat  
Date: 2024.09.25  
20:58:09 +05'30'

**Mr. Yashwanth Venkat**  
Chief Financial Officer  
Place: Chennai  
Date: 25 September 2024

**Thanikainathan A**

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Thanikainathan A  
Date: 2024.09.25  
21:06:58 +05'30'

**Mr. Thanikainathan Arumugam**  
Company Secretary  
Place: Chennai  
Date: 25 September 2024

# Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

## Notes to the Consolidated Financial Statements for the year ended 31st March 2024

### 1 Corporate information

Dr. Agarwal's Health Care Limited ("the Company") was incorporated on 19 April 2010. The Group and its subsidiaries/associate detailed in Note 2(c) below are primarily engaged in running, owning and managing eye care hospitals, opticals, pharmacies, etc. and related services. The Company and its subsidiaries / associate are together referred to as "Group". As at 31 March 2024, the Group is operating in 180 locations in India and Africa.

### 2 Basis of Consolidation

The consolidated financial statements of the Company and its subsidiaries/associate have been prepared in accordance with the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The accounting policies have been consistently applied by the Group in preparation of the Consolidated Financial Statements.

#### Principles of Consolidation

##### A. Subsidiary

The consolidated financial statements have been prepared on the following basis:

- (i) The consolidated financial statements incorporate the financial statements of the Group and entities controlled by the Group (its subsidiaries) up to 31 March each year. Control is achieved when the Group:
  - has the power over the investee;
  - is exposed, or has rights, to variable returns from its involvement with the investee; and
  - has the ability to use its power to affects its returns.The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.
- (ii) Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when 'the Group loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the noncontrolling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for aequity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

##### B. Associate

The investment in the associate companies has been accounted under the equity method as per Ind AS 28 – 'Investments in Associates and Joint Ventures' notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized directly in equity as capital reserve in the period in which the investment is acquired.

##### C. Details of entities consolidated

Following companies have been considered in the preparation of the consolidated financial statements in addition to The Group which operates in India. (Also refer note 59 & 60 )

S No	Name of the entity	Relationship with the Company	Country of Incorporation	Proportion of Ownership - As at 31st March 2024	Proportion of Ownership - As at 31st March 2023	Proportion of Ownership - As at 31st March 2022
1	Dr. Agarwal's Eye Hospital Limited ("DAEHL")	Subsidiary	India	71.75%	71.75%	71.75%
2	Orbit Health Care Services (Mauritius) Ltd	Subsidiary	Mauritius	100.00%	100.00%	100.00%
3	Orbit Healthcare Services (Ghana) Limited	Subsidiary of 2 (above)	Ghana	100.00%	100.00%	100.00%
4	Orbit Health Care Services Madagascar SARL	Subsidiary of 2 (above)	Madagascar	80.00%	80.00%	80.00%
5	Orbit Health Care Services Mozambique Limitada	Subsidiary of 2 (above)	Mozambique	97.00%	97.00%	97.00%
6	Orbit Health Care Services Limited, Rwanda	Subsidiary of 2 (above)	Rwanda	100.00%	100.00%	100.00%
7	Orbit Health Care Services (Tanzania) Limited	Subsidiary of 2 (above)	Tanzania	100.00%	100.00%	100.00%
8	Orbit Health Care Services (Zambia) Limited	Subsidiary of 2 (above)	Zambia	100.00%	100.00%	100.00%
9	Orbit Health Care Services (Uganda) Limited	Subsidiary of 2 (above)	Uganda	100.00%	100.00%	100.00%
10	Orbit Health Care Services (Kenya) Limited	Subsidiary of 2 (above)	Kenya	100.00%	100.00%	100.00%
11	Elisar Life Science Private Limited	Subsidiary	India	76.00%	76.00%	76.00%
12	IdeaRX Services Private Limited	Associate	India	14.54%	14.61%	26.00%
13	Aditya Jyot Eye Hospital Private Ltd	Subsidiary (w.e.f Oct 2021)	India	75.50%	63.25%	51.00%
14	Orbit Thelish Healthcare Services Nigeria Limited	Subsidiary of 2 (above) upto 1st April 2022	Nigeria	NA	NA	60.00%
15	Orbit Healthcare Services International Operations Ltd	Subsidiary of 2 (above) upto 1st April 2022	Mauritius	NA	NA	100.00%



# Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

## Notes to the Consolidated Financial Statements for the year ended 31st March 2024

### 3 Material accounting policies

#### 3.1 Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The financial statements were authorised for the issue by the Group's Board of Directors on September 25, 2024.

#### 3.2 Basis of Preparation and Presentation of Financial Statements

The Consolidated Financial Statements of the Group comprises of the Consolidated Balance Sheet as at 31 March 2024 and 31 March 2023, the related Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the related Consolidated Statement of Cash Flows, the related Consolidated Statement of Changes in Equity for the year ended 31st March 2024 and 31st March 2023 and the Material Accounting Policies and explanatory notes (collectively, the 'Consolidated Financial Statements').

These financial statements have been prepared on the historical cost basis, except for certain assets and liabilities (refer accounting policy regarding financial instruments and business combinations) and share based payments which have been measured at fair value as per Ind AS 102.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 3.3 Use of Estimates

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/advances, provision for employee benefits, useful lives of fixed assets, lease term, provision for contingencies etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

#### 3.4 Cash and Cash Equivalents (for the purpose of Statement of Cash Flows)

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Bank balances other than the balance included in cash and cash equivalents represents balance on account of margin money deposit with banks and balances in earmarked Escrow accounts.

#### 3.5 Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

#### 3.6 Functional and Presentation Currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupees (Rs.), the national currency of India, which is the functional currency of the Group. All the financial information have been presented in Indian Rupees except for share data and as otherwise stated.

#### 3.7 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### Current versus non-current classification

The Group presents assets and liabilities in the restated consolidated statement of assets and liabilities based on current/ non-current classification.

#### An asset is treated as current when it is:

- I. Expected to be realized or intended to be sold or consumed in normal operating cycle.
- II. Held primarily for the purpose of trading.
- III. Expected to be realized within twelve months after the reporting period, or
- IV. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

#### A liability is treated as current when:

- I. It is expected to be settled in normal operating cycle.
  - II. It is held primarily for the purpose of trading
  - III. It is due to be settled within twelve months after the reporting period, or
  - IV. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

#### 3.8 Business Combinations

Business combinations in which control is acquired are accounted for using the acquisition method, other than those between entities subject to common control. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition related costs are generally recognised in Statement of Profit and Loss as incurred. Contingent consideration, if any, is measured at its acquisition date fair value. Subsequent changes to the fair values are recognised in the Statement of Profit and Loss unless such adjustments qualify as measurement period adjustments in which such it is adjusted to the cost of acquisition. The Company determines whether a transaction is part of the consideration exchanged for the business combination or whether it is separate taking into account factors such as the reasons for the transaction, who initiated the transaction and the timing of the transaction. In assessing such situations, the Company considers whether the transaction is primarily for the benefit of the Company post the business combination rather than for the benefit of the acquiree before the combination, in which case such transactions are treated separate from the business combination. Factors that the Company considers in making such assessment include continuing employment where it is substantive, duration, levels of other elements of remuneration, incremental payments to other shareholders, linkage of payment to valuation of the business, formula for additional payments etc., as may be applicable to each business combination.

## Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date. The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date. The measurement period is subject to a maximum of one year subsequent to the acquisition date.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that

- Deferred tax assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with Ind AS 12 Income taxes and Ind AS 19 Employee benefits respectively.

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 at the acquisition date (see below) and

- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 are measured in accordance with that Standard.

-Favorable component of right of use assets and lease liabilities are recognized and measured in accordance with IND AS 116-Leases

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. Contingent liabilities acquired in a business combination are initially measured at fair value at the date of acquisition.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

#### 3.9 Property, Plant & Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment loss (if any). The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates and includes taxes, duties, freight, incidental expenses related to the acquisition and installation of the assets concerned and is net Goods and Services Tax (GST), wherever the credit is availed. Borrowing costs paid during the period of construction in respect of borrowed funds pertaining to construction / acquisition of qualifying property, plant and equipment is adjusted to the carrying cost of the underlying property, plant and equipment.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalized separately, based on the technical assessment of the Management.

Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are disclosed as "Capital Advances" under Other Non Current Assets and cost of Property, Plant and Equipment not ready to use before such date are disclosed under "Capital Work- in- Progress".

#### Depreciation

Depreciable amount for assets is the cost of an asset less its estimated residual value.

Depreciation on tangible property, plant and equipment has been provided on the straight line method (refer Note 5.1 for change in method of depreciation effective 1st April 2022) as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in cases of certain assets where the management's estimate of the useful life based on technical assessment is less than the life prescribed in Schedule II in which case depreciation is provided on the useful life as assessed by the management.

Category	Useful life
Leasehold Improvements	Over lease term
Building	upto 60 years
Medical Equipments	1-15 years
Office Equipments	1 - 5 years
Vehicles	8-10 years
Computers	1-6 years
Electrical Fittings	1-10 years
Furniture and Fixtures	1-10 years
Lab Equipments	1-10 years

Depreciation is accelerated on property, plant and equipment, based on their condition, usability etc., as per the technical estimates of the Management, where necessary.

Improvements to Leasehold premises is amortized over the remaining primary lease period

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

#### 3.10 Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in the Statement of Profit and Loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

#### 3.11 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses (if any). The intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date of asset available to Group for its use. The useful life considered for the intangible assets are as under:

- (i) Computer Software - 5 years
- (ii) Trademarks - 10 years
- (iii) Customer Relationship - 5 years
- (iv) Research & Development - 3 years
- (v) Non-compete - In respect of acquisitions, with effect from 1st April 2023, are amortized over the agreement term unless a shorter useful life is warranted as per the nature of the acquisition.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An Intangible asset is derecognized on disposal or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset measured as the difference between the net disposal proceeds and the carrying amount of the asset as recognized in profit or loss when the asset is derecognized.

## Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### 3.12 Intangible Assets under Development

Product Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

The expenditures to be capitalized include the cost of materials and other costs directly attributable to preparing the asset for its intended use. Other development expenditures are recognized in the statement of profit and loss as incurred.

#### 3.13 Research and Development Expenditure

Expenditure on research activities are recognized as expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from development phase of an internal project) is recognized if, and only if, all the following have been demonstrated:

- a) the technical feasibility of completing the intangible assets so that it will be available for use or sale;
- b) the intention to complete the intangible asset and use or sell it;
- c) the ability to use or sell the intangible asset;
- d) how the intangible asset will generate probable future economic benefits;
- e) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- f) the ability to reliably measure the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated asset can be recognized, development expenditure is recognized in the statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

#### 3.14 Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

The Group's policy for impairment of Goodwill is given in Note 4.10 above.

#### 3.15 Inventories

Inventory of Traded Goods comprising Opticals, Pharmaceutical Products, Contact Lenses and Accessories and Consumables are valued at lower of cost ascertained using the First-in-First-out method and net realizable value. Cost includes cost of purchase, freight, taxes, duties and other charges incurred for bringing the goods to the present location and condition and are net of GST credit, wherever credit has been availed.

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Due allowance is estimated and made for unusable/ non-saleable/ expired items of inventory wherever necessary, based on the past experience of the Group and such allowances are adjusted against the inventory carrying value.

#### 3.16 Revenue Recognition

##### (i) Revenue from Operations

Revenue is measured at the transaction price of the consideration received or receivable. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Sales and Service Income exclude Goods and Service Tax (GST) and are net of trade / volume discounts, where applicable.

Sale of products comprising Sale of Optical Frames and Lens, Pharmaceutical Products, Contact Lens and related accessories and food items is recognised on delivery of items to the customers and when control on goods is passed on to the customers.

Sale of services comprising Income from Consultation, Surgeries, Treatments and Investigations performed are recognised when performance obligation is satisfied at a point in time, on rendering the related services.

Other Operating Income comprises medical support services provided by the Group and is recognised on rendering the related services.

##### (ii) Other Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend Income is accounted for when right to receive it is established.

## Dr. Agarwal's Health Care Limited

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### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### 3.17 Foreign Currency Transactions

##### Initial Recognition:

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

##### Subsequent Recognition:

As at the reporting date, non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

##### Treatment of Exchange Differences:

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate and exchange differences on restatement of all monetary items are recognized in the Statement of Profit and Loss.

##### Consolidation of subsidiaries situated in foreign countries:

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statements of Profit and Loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in Other Comprehensive Income (OCI). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the Statement of Profit and Loss.

#### 3.18 Employee Benefits

##### **Retirement benefit costs and termination benefits:**

##### **(i) Defined Benefit Plans:**

Employee defined benefit plans include gratuity.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

The Group makes contribution to a scheme administered by the insurer to discharge gratuity liabilities to the employees.

##### **(ii) Short-term and other long-term employee benefits**

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

##### **(iii) Defined Contribution Plans**

Employee defined contribution plans include provident fund and Employee state insurance.

##### **Provident Fund and Employee State Insurance:**

All employees of the Group receive benefits from Provident Fund and Employee's State Insurance, which are defined contribution plans. Both, the employee and the Group make monthly contributions to the plan, each equaling to a specified percentage of employee's applicable emoluments. The Group has no further obligations under the plan beyond its monthly contributions. The Group contributes to the Employee Provident Fund and Employee's State Insurance scheme maintained by the Central Government of India and Provident Funds maintained by the Governments of the countries where the subsidiaries are incorporated and the contribution thereof is charged to the Statement of Profit and Loss in the year in which the services are rendered by the employees.

#### 3.19 Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

#### 3.20 Government Grants, Subsidies and Export Incentives

Government grants and subsidies are recognized when there is reasonable assurance that the Group will comply with the conditions attached to them and the grants / subsidies will be received. Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits, if any, are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are accounted in Reserves and Surplus in Other Equity. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

# Dr. Agarwal's Health Care Limited

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## Notes to the Consolidated Financial Statements for the year ended 31st March 2024

### 3.21 Segment Reporting

Operating segments reflect the Group's management structure and the way the financial information is regularly reviewed by the Group's Chief operating decision maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis are included under "unallocated revenue / expenses / assets / liabilities".

### 3.22 Leases

The Group's lease asset classes consists of leases for buildings and medical equipments. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

### 3.23 Earnings Per Share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease earnings per share from continuing operations. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

### 3.24 Taxes on Income

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### 3.25 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date and measured using the present value of cash flows estimated to settle the present obligations (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liability is disclosed for

(i) Possible obligations which will be confirmed only by future events not wholly within the control of the Group or

(ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

The Group does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

### 3.26 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

### 3.27 Financial Instruments

#### Initial Recognition

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value (Except trade receivables with no significant financing component, which is measured at transaction cost). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

#### 3.27.1 Financial Assets

##### (a) Recognition and initial measurement

(i) The Group initially recognizes loans and advances, deposits and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognized on the trade date, which is the date on which the Group becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

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### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### (b) Classification of financial assets

On initial recognition, a financial asset is classified to be measured at amortized cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy in financial assets measured at amortized cost, refer Note 4.27.1 (e)

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognized at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

#### (c) Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Other Income" line item.

#### (d) Financial assets at fair value through profit or loss (FVTPL)

Debt instruments that do not meet the amortized cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortized cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortized cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognized when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

#### (e) Impairment of financial assets

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

#### (f) Derecognition of financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

#### (g) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in profit or loss.
- Changes in carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognized in other comprehensive income.
- For the purposes of recognizing foreign exchange gains or losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognized in the Statement of Profit and Loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income.

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### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### 3.27.2 FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

**(a) Classification as debt or equity:**

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**(b) Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

**(c) Financial Liabilities at FVTPL:**

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking;

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis;

**(d) Financial liabilities subsequently measured at amortized cost:**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'finance costs' line item.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

**(e) Foreign exchange gains and losses:**

For financial liabilities that are denominated in a foreign currency and measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on amortized cost of the instruments and are recognized in the Statement of Profit and Loss.

The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses recognized in the Statement of profit and Loss.

**(f) Derecognition of financial liabilities:**

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the Statement of Profit and Loss.

#### 3.28 Goods & Services Tax Input Credit

Goods & Services Tax Input Credit is accounted for in the books during the period in which the underlying service received is accounted and where there is no uncertainty in availing/utilizing the same.

#### 3.29 Exceptional Items

Exceptional items are items of income and expenses which are of such size, nature or incidence that their separate disclosure is relevant to explain the performance of the Group.

#### 3.30 Share Based Payments :

The Group is covered under the employee stock option scheme of Dr. Agarwal's Health Care Limited, India (the Company). Under the plan, the employees and doctors of the Group are granted shares and other stock awards of the Company, in accordance with the terms and conditions as specified in the plan. The plan is assessed, managed and administered by the Company, whose share based benefits have been granted to the employees and doctors of the Group. The Company currently operates the plan / scheme of employee stock option ("ESOP") and Doctor's Incentive Plan ("DIP").

**ESOPs:**

Equity settled share based payments to the employees of the Group are measured at the fair value of the equity instruments at the grant date.

Compensation expense for the Employee Stock Option Plan ("ESOP") is measured at the option value as on grant date and the cost of the option will be amortised on a systematic basis which reflects pattern of the vesting of the options over the period of 4 years.

**Doctor's Incentive Plan:**

Cash settled share based payments to the doctors of the Group is remeasured at the value of units at the end of every reporting period.

Compensation expense for the Doctor's Incentive Plan ("DIP") will be accounted at every reporting date till the date of exercise of the DIPs based on the information provided by the Company (Refer Note.49.3).

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### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### 4.10 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the acGrouping disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require a material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (i) Useful lives of Property, plant and equipment (Refer Note 3.9)
- (ii) Useful lives of intangible assets (Refer Note 3.11)
- (iii) Assets and obligations relating to employee benefits (Refer Note 3.18)
- (iv) Valuation and measurement of income taxes and deferred taxes (Refer Note 3.24)
- (v) Provisions for disputed statutory and other matters (Refer Note 3.25)
- (vi) Valuation of Goodwill and intangible asstes on business combinations (Refer Note 3.8)
- (vii) Impairment of Goodwill (Refer Note 3.10)
- (viii) Allowance for expected credit losses (Refer Note 3.27.1(e))
- (ix) Fair value of Financial Assets and Liabilities (Refer Note 3.27.1 and 3.27.2)
- (x) Lease Term of Leases entered by the Group (Refer Note 3.22)

#### Determination of functional currency:

Currency of the primary economic environment in which the Group operates ("the functional currency") is Indian Rupee (INR) in which the Group primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR).The functional currencies of the subsidiaries are the currencies of the countries in which they are incorporated in.

#### 4.2 Application of New and Revised Ind AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements. There is no other Indian Accounting Standard that has been issued as of that date but was not mandatorily effective.

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendments Rules, 2023, applicable from April 1, 2023, as below: Further, there are no amendments issued during the financial year 2023-24.

#### Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023.

The Group has adopted the amendments to Ind AS 1 for the first time in the current year. The amendments change the requirements in Ind AS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements

The supporting paragraphs in Ind AS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

#### Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of "accounting estimates" and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Group has evaluated the amendment and there is no impact on its financial statement.

#### Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023.



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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

**5 Property, plant and equipment**

(Amount in INR Crores)

Particulars	Buildings	Leasehold Improvements	Medical Equipments	Office Equipments	Vehicles	Computers	Furniture and Fixtures	Electrical Fittings	Total
<b>I. Gross carrying value</b>									
<b>As at 1st April, 2022</b>	8.67	120.77	227.98	9.26	7.21	8.83	13.65	44.80	441.17
Additions	-	50.21	47.78	0.37	5.21	4.61	4.04	8.32	120.54
Acquisitions through business combinations (Refer note 8.1)	-	7.88	44.39	0.01	-	-	-	2.43	54.71
Disposals / Deletions during the year	-	(0.97)	(0.11)	(0.13)	(1.36)	(0.01)	(0.01)	-	(2.59)
Foreign Currency Translation Adjustment	-	(0.01)	(3.89)	0.09	0.06	(0.21)	-	1.49	(2.47)
<b>As at 31st March, 2023</b>	<b>8.67</b>	<b>177.88</b>	<b>316.15</b>	<b>9.60</b>	<b>11.12</b>	<b>13.22</b>	<b>17.68</b>	<b>57.04</b>	<b>611.36</b>
<b>As at 1st April, 2023</b>	<b>8.67</b>	<b>177.88</b>	<b>316.15</b>	<b>9.60</b>	<b>11.12</b>	<b>13.22</b>	<b>17.68</b>	<b>57.04</b>	<b>611.36</b>
Additions	5.65	85.96	81.25	0.39	3.28	5.06	5.83	15.18	202.60
Acquisitions through business combinations (Refer note 8.1)	-	3.33	16.62	0.07	-	0.28	0.16	0.87	21.33
Disposals / Deletions during the year	(2.86)	(0.27)	(2.60)	-	(1.22)	(0.02)	(0.05)	(0.08)	(7.10)
Foreign Currency Translation Adjustment	(0.01)	(1.01)	(1.97)	(0.04)	(0.09)	(0.03)	(0.12)	(0.50)	(3.77)
<b>As at 31st March 2024</b>	<b>11.45</b>	<b>265.89</b>	<b>409.45</b>	<b>10.02</b>	<b>13.09</b>	<b>18.51</b>	<b>23.50</b>	<b>72.51</b>	<b>824.42</b>
<b>II. Accumulated depreciation and impairment</b>									
<b>As at 1st April, 2022</b>	0.36	57.02	117.85	8.84	3.69	6.70	9.12	29.40	232.98
Charge for the period	0.18	14.90	19.08	0.42	0.88	1.45	0.95	2.65	40.51
Disposals / Deletions during the year	-	(0.72)	(0.08)	(0.12)	(1.18)	(0.01)	(0.02)	-	(2.13)
Foreign Currency Translation Adjustment	-	(0.21)	(1.27)	(1.26)	0.03	(0.10)	-	(0.14)	(2.95)
<b>As at 31st March, 2023</b>	<b>0.54</b>	<b>70.99</b>	<b>135.58</b>	<b>7.88</b>	<b>3.42</b>	<b>8.04</b>	<b>10.05</b>	<b>31.91</b>	<b>268.41</b>
<b>As at 1st April, 2023</b>	<b>0.54</b>	<b>70.99</b>	<b>135.58</b>	<b>7.88</b>	<b>3.42</b>	<b>8.04</b>	<b>10.05</b>	<b>31.91</b>	<b>268.41</b>
Charge for the period	0.25	26.69	25.75	0.36	1.26	2.91	1.39	4.04	62.65
Adjustments during the year	-	-	-	-	-	-	-	-	-
Disposals / Deletions during the year	(0.21)	(0.02)	(1.87)	0.01	(0.94)	0.01	-	(0.02)	(3.04)
Foreign Currency Translation Adjustment	(0.01)	(0.90)	(0.89)	(0.02)	(0.01)	(0.03)	(0.06)	(0.16)	(2.08)
<b>As at 31st March 2024</b>	<b>0.57</b>	<b>96.76</b>	<b>158.57</b>	<b>8.23</b>	<b>3.73</b>	<b>10.93</b>	<b>11.38</b>	<b>35.77</b>	<b>325.94</b>
<b>Net carrying value as at 31st March 2024</b>	<b>10.88</b>	<b>169.13</b>	<b>250.88</b>	<b>1.79</b>	<b>9.36</b>	<b>7.58</b>	<b>12.12</b>	<b>36.74</b>	<b>498.48</b>
<b>Net carrying value as at 31st March 2023</b>	<b>8.13</b>	<b>106.89</b>	<b>180.57</b>	<b>1.72</b>	<b>7.70</b>	<b>5.18</b>	<b>7.63</b>	<b>25.13</b>	<b>342.95</b>

5.1 During the year ended 31 March 2023, the Group changed its method of depreciation from its method of written down value for certain categories of assets to straight line method taking into accounts its reassessment of the expected pattern of economic benefits from those assets. Had the company continued its previous method of written down value for these assets, the depreciation expenses for the year ended 31 March 2023 would have been higher by 24.90 Crores

5.2 There are no impairment losses recognised during each reporting period.

5.3 Refer note 24 for assets pledged for borrowings.

5.4 The Group has not revalued its property, plant and equipment as on each reporting period and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

5.5 The title deeds of immovable properties (other than properties where the Group is a lessee and the lease arrangement are duly executed in the favour of the lessee) are held in the name of the Group.

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**
**6 Right of use assets**

(Amount in INR Crores)

Particulars	Medical Equipments	Buildings	Land	Total
<b>I. Gross carrying value</b>				
<b>As at 1st April, 2022</b>	3.92	280.13	121.12	405.17
Additions	2.26	148.96	-	151.22
Acquisitions through business combinations (Refer note 8.1)	-	57.45	-	57.45
Disposals / Adjustments during the year	-	(2.52)	-	(2.52)
Foreign Currency Translation Adjustment	-	(5.92)	-	(5.92)
<b>As at 31st March, 2023</b>	<b>6.18</b>	<b>478.10</b>	<b>121.12</b>	<b>605.40</b>
<b>As at 1st April, 2023</b>	6.18	478.10	121.12	605.40
Additions	-	111.86	-	111.86
Acquisitions through business combinations (Refer note 8.1)	-	20.36	-	20.36
Disposals / Adjustments during the year	-	(15.16)	-	(15.16)
Foreign Currency Translation Adjustment	-	(2.30)	-	(2.30)
<b>As at 31st March 2024</b>	<b>6.18</b>	<b>592.86</b>	<b>121.12</b>	<b>720.16</b>
<b>II. Accumulated depreciation and impairment</b>				
<b>As at 1st April, 2022</b>	2.36	94.34	2.02	98.72
Charge for the year	0.45	49.01	-	49.46
Transferred to CWIP	-	-	4.24	4.24
Disposals / Adjustments during the year	-	(1.69)	-	(1.69)
Foreign Currency Translation Adjustment	-	(5.80)	-	(5.80)
<b>As at 31st March, 2023</b>	<b>2.81</b>	<b>135.86</b>	<b>6.26</b>	<b>144.93</b>
<b>As at 1st April, 2023</b>	2.81	135.86	6.26	144.93
Charge for the year	0.59	64.01	-	64.60
Transferred to CWIP	-	-	4.05	4.05
Disposals / Adjustments during the year	-	(13.24)	-	(13.24)
Foreign Currency Translation Adjustment	(0.01)	(2.46)	-	(2.47)
<b>As at 31st March 2024</b>	<b>3.39</b>	<b>184.17</b>	<b>10.31</b>	<b>197.87</b>
<b>Net carrying value as at 31st March 2024</b>	<b>2.79</b>	<b>408.69</b>	<b>110.81</b>	<b>522.29</b>
<b>Net carrying value as at 31st March 2023</b>	<b>3.37</b>	<b>342.24</b>	<b>114.86</b>	<b>460.47</b>

**7 Capital work-in-progress**

Particulars	As at 31st March 2024	As at 31st March 2023
Capital Work-in-Progress	113.95	97.61
<b>Total</b>	<b>113.95</b>	<b>97.61</b>

**7.1 Capital work-in-progress aging schedule**

(Amount in INR Crores)

Particulars	Amount in CWIP for a period of	
	As at 31st March 2024	As at 31st March 2023
<b>Projects in progress</b>		
Less than 1 year	52.82	72.42
1 - 2 year	36.04	25.19
2 - 3 year	25.09	-
More than 3 year	-	-
<b>Projects temporarily Suspended</b>		
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>113.95</b>	<b>97.61</b>

As at 31st March 2024, an amount of Rs. 26.80 crores (as at 31 March 2023, Rs. 10.24 crores) has been capitalised to the value of projects in progress as borrowing costs under Ind AS 23.

**7.1 Aging schedule of capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan**

(Amount in INR Crores)

Particulars	Amount in CWIP for a period of	
	As at 31st March 2024	As at 31st March 2023
<b>Projects in progress</b>		
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Projects temporarily suspended</b>		
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Dr. Agarwal's Health Care Limited**

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Notes to the Consolidated Financial Statements for the year ended 31st March 2024

**8 Goodwill and Other intangible assets**

(Amount in INR Crores)

Description of Assets	Goodwill on consolidation	Goodwill	Subtotal - Goodwill (A)	Non Compete Agreement	Customer Relationship	Computer Software	Trademarks	Research & Development cost	Subtotal - Other Intangibles (B)	Total
<b>I. Gross carrying value</b>										
<b>As at 1st April, 2022</b>	57.64	90.42	148.06	51.53	5.52	12.85	2.43	15.76	88.09	236.15
Additions	-	-	-	-	-	0.17	-	-	0.17	0.17
Acquisitions through business combinations (Refer note 8.1)	-	125.98	125.98	196.04	19.63	-	-	-	215.67	341.65
Foreign Currency Translation Adjustment	(0.80)	-	(0.80)	-	-	0.03	-	-	0.03	(0.77)
<b>As at 31st March, 2023</b>	<b>56.84</b>	<b>216.40</b>	<b>273.24</b>	<b>247.57</b>	<b>25.15</b>	<b>13.05</b>	<b>2.43</b>	<b>15.76</b>	<b>303.96</b>	<b>577.20</b>
<b>As at 1st April, 2023</b>	<b>56.84</b>	<b>216.40</b>	<b>273.24</b>	<b>247.57</b>	<b>25.15</b>	<b>13.05</b>	<b>2.43</b>	<b>15.76</b>	<b>303.96</b>	<b>577.20</b>
Additions	-	-	-	-	-	0.76	-	-	0.76	0.76
Acquisitions through business combinations (Refer note 8.1)	-	190.45	190.45	84.08	5.52	-	-	-	89.60	280.05
Foreign Currency Translation Adjustment	(1.74)	-	(1.74)	(0.01)	-	(0.23)	(1.65)	-	(1.89)	(3.64)
<b>As at 31st March 2024</b>	<b>55.10</b>	<b>406.85</b>	<b>461.95</b>	<b>331.64</b>	<b>30.67</b>	<b>13.58</b>	<b>0.78</b>	<b>15.76</b>	<b>392.43</b>	<b>854.38</b>
<b>II. Accumulated amortization and impairment</b>										
<b>As at 1st April, 2022</b>	-	-	-	21.20	2.74	11.71	1.87	11.81	49.33	49.33
Amortization charge for the period	-	-	-	30.49	2.86	0.87	0.17	3.94	38.33	38.33
Disposals / Deletions during the period	-	-	-	-	-	-	-	0.01	0.01	0.01
Foreign Currency Translation Adjustment	-	-	-	-	-	(0.04)	(0.03)	-	(0.07)	(0.07)
<b>As at 31st March, 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>51.69</b>	<b>5.60</b>	<b>12.54</b>	<b>2.01</b>	<b>15.76</b>	<b>87.60</b>	<b>87.60</b>
<b>As at 1st April, 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>51.69</b>	<b>5.60</b>	<b>12.54</b>	<b>2.01</b>	<b>15.76</b>	<b>87.60</b>	<b>87.60</b>
Amortization charge for the period	-	-	-	37.20	5.36	0.49	0.07	-	43.12	43.12
Foreign Currency Translation Adjustment	-	-	-	(0.03)	0.01	(0.15)	(1.64)	-	(1.81)	(1.81)
<b>As at 31st March 2024</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>88.86</b>	<b>10.97</b>	<b>12.87</b>	<b>0.44</b>	<b>15.76</b>	<b>128.90</b>	<b>128.90</b>
<b>Net carrying value as at 31st March 2024</b>	<b>55.10</b>	<b>406.85</b>	<b>461.95</b>	<b>242.78</b>	<b>19.70</b>	<b>0.71</b>	<b>0.34</b>	<b>-</b>	<b>263.53</b>	<b>725.48</b>
<b>Net carrying value as at 31st March 2023</b>	<b>56.84</b>	<b>216.40</b>	<b>273.24</b>	<b>195.88</b>	<b>19.55</b>	<b>0.50</b>	<b>0.42</b>	<b>-</b>	<b>216.35</b>	<b>489.60</b>

Note: Hitherto, the Group used to amortize the Intangible Asset in the form of Non-Compete Agreement over a period of 5 years. From the current year, taking into consideration the contractual term in the recent agreements and the experience from past acquisitions, the Group has reassessed the useful life of the asset, to change the same to be amortized over the agreed term of the contract unless the lower term is warranted based on the nature of the contract. Had the Group continued its previous estimated period of 5 years, the amortization expense for the period would have been higher by INR 20.20 Crores.

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024****8.1 Particulars of business combinations accounted by the group**

The group accounts for business combinations using the acquisition method of accounting. This method requires the application of fair values for both the consideration given and the assets and liabilities acquired. The calculation of fair values is often dependent on estimates and judgments including future cash flows discounted at an appropriate rate to reflect the risk inherent in the acquired assets and liabilities (refer to Note below, Acquisition of Businesses for details of business combinations).

During the current year, the Group had the below business combinations primarily comprising acquisition of "Eye Hospitals" on a going concern basis. These business combinations involved acquisition of the Eye Hospitals from the Doctors and did not involve share acquisitions in any other entities. As part of the acquisition, the Group acquired the assets, liabilities, employees etc. as determined pursuant to the acquisition agreements and also continuity of the acquiree Doctors who are also covered by a non-compete and have entered into a service contract to provided services to the Group. There are no non-controlling interests in the business combinations entered during the year. The details of the eligible/identifiable assets and liabilities have been furnished below. The resultant goodwill on such business combinations consists primarily of the synergies, increase in market share, workforce etc. The amount of such goodwill is not expected to be deductible for tax purposes. The contingent consideration arrangement requires the Group to pay the Acquiree's specified percentage of consideration if the acquired business meet the revenue targets for the periods mentioned in the agreements.

**Note:**

Particulars	Acquisition Year	Consideration Paid (acquisition date fair value) (A)	Assets and Liabilities Acquired (B)					Total of Net Assets Acquired (B)	Goodwill (A)-(B)
			Tangible Assets	Intangible Assets	Right of Use Assets	Financial Liabilities including Lease Liabilities	Inventory and other assets		
Hospital at Pune (3)	2022-23	8.67	1.21	4.27	3.08	(2.94)	-	5.62	3.05
Hospital at Punjab	2022-23	35.13	10.84	16.89	9.64	(6.87)	0.63	31.13	4.00
Hospital at Mohali	2022-23	20.78	3.50	10.26	3.57	(2.36)	-	14.97	5.81
Hospital at Panchkula	2022-23	7.39	0.53	3.42	0.82	(0.82)	-	3.95	3.44
Hospital at Pune (4)	2022-23	18.98	0.83	10.19	4.64	(3.01)	-	12.65	6.33
Hospital at Madanapalle	2022-23	3.46	1.28	1.42	2.45	(2.26)	-	2.89	0.57
Hospital at Bhavnagar	2022-23	9.94	1.25	4.76	1.44	(1.44)	-	6.01	3.93
Hospital at Surat	2022-23	38.82	3.30	22.43	3.94	(3.94)	-	25.73	13.09
Hospital at Vapi	2022-23	8.04	2.33	3.77	3.53	(3.53)	-	6.10	1.94
Hospital at Jammu	2022-23	19.30	4.08	9.30	7.07	(7.07)	-	13.38	5.92
Hospital at Mumbai (3)	2022-23	94.25	12.15	54.34	8.26	(3.72)	-	71.03	23.22
Hospital at Satara	2022-23	10.37	5.43	4.47	2.22	(1.84)	-	10.28	0.09
Hospital at Davanagere	2022-23	21.78	1.18	11.91	0.92	(0.92)	-	13.09	8.69
Hospital at Mumbai (4)	2022-23	16.70	0.42	8.82	0.94	(0.59)	-	9.59	7.11
Hospital at Madurai	2022-23	95.47	6.38	49.42	4.93	(4.05)	-	56.68	38.79
<b>Total- 2022-23</b>		<b>409.08</b>	<b>54.71</b>	<b>215.67</b>	<b>57.45</b>	<b>(45.36)</b>	<b>0.63</b>	<b>283.10</b>	<b>125.98</b>
Hospital at Barnala	2023-24	9.13	1.78	3.52	1.05	(1.05)	0.09	5.39	3.74
Hospital at Hyderabad	2023-24	10.83	0.30	3.82	1.25	(1.25)	0.00	4.13	6.70
Hospital at Rajkot	2023-24	18.47	0.63	5.38	2.10	(2.09)	(0.01)	6.01	12.46
Hospital at Mumbai (5)	2023-24	58.54	6.51	14.29	0.77	(0.25)	0.15	21.47	37.07
Hospital at Belgaum	2023-24	25.52	3.09	7.47	5.70	(5.70)	0.11	10.67	14.85
Hospital at Mumbai (6)	2023-24	27.40	1.21	8.71	1.82	(1.02)	0.02	10.74	16.66
Hospital at Mumbai (7)	2023-24	29.81	1.16	9.05	1.23	(0.25)	0.02	11.21	18.60
Hospital at Mumbai (8)	2023-24	31.70	1.03	9.61	0.48	(0.26)	-	10.86	20.84
Hospital at Thane (1)	2023-24	24.85	0.65	8.20	1.45	(0.51)	0.01	9.80	15.05
Hospital at Mumbai (9)	2023-24	39.35	1.51	11.66	1.91	(0.75)	-	14.33	25.02
Hospital at Gadhinglaj	2023-24	20.83	2.58	4.83	2.41	(1.87)	0.19	8.14	12.69
Hospital at Thane (2)	2023-24	10.77	0.87	3.03	0.21	(0.10)	-	4.01	6.76
<b>Total- 2023-24</b>		<b>307.20</b>	<b>21.32</b>	<b>89.58</b>	<b>20.36</b>	<b>(15.10)</b>	<b>0.58</b>	<b>116.76</b>	<b>190.45</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****8.2 Subsidiary wise breakup of goodwill on consolidation**

(Amount in INR Crores)

<b>Name of the Subsidiary</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Dr. Agarwal's Eye Hospital Limited	24.09	24.09
Aditya Jyot Eye Hospital Private Ltd	24.87	24.87
Orbit Healthcare Services (Ghana) Limited	1.05	1.51
Orbit Health Care Services Madagascar SARL	0.48	0.47
Orbit Health Care Services Mozambique Limitad	(4.53)	(4.46)
Orbit Thelish Health Care Services Nigeria Limited	-	0.09
Orbit Health Care Services Limited, Rwanda	5.99	6.92
Orbit Health Care Services (Tanzania) Limited	0.29	0.35
Orbit Health Care Services (Zambia) Limited	0.40	0.49
Orbit Health Care Services (Uganda) Limited	3.20	3.25
Orbit Health Care Service (Mauritius) Ltd.	(0.74)	(0.74)
<b>Total</b>	<b>55.10</b>	<b>56.84</b>

**8.3 Breakup of goodwill on acquisitions**

(Amount in INR Crores)

<b>Particulars of Cash Generating Unit</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Hospital at Nellore	0.44	0.44
Hospital at Hyderabad	0.05	0.05
Hospital at Guntur	0.40	0.40
Hospital at Pune (1)	12.24	12.24
Hospital at Bengaluru (1)	2.37	2.37
Hospital at Bengaluru (2)	16.76	16.76
Hospital at Indore	9.30	9.30
Hospital at Mumbai (1)	4.28	4.28
Hospital at Coimbatore	0.10	0.10
Hospital at Nashik	14.28	14.28
Hospital at Vijayawada	4.52	4.53
Hospital at Pune (2)	3.32	3.32
Hospital at Mumbai (2)	22.17	22.17
Hospital at Pune (3)	3.05	3.05
Hospital at Punjab	4.00	4.00
Hospital at Mohali	5.81	5.81
Hospital at Panchkula	3.44	3.44
Hospital at Pune (4)	6.33	6.33
Hospital at Madanapalle	0.57	0.57
Hospital at Bhavnagar	3.93	3.93
Hospital at Surat	13.09	13.09
Hospital at Vapi	1.94	1.94
Hospital at Jammu	5.92	5.92
Hospital at Mumbai (3)	23.22	23.22
Hospital at Satara	0.09	0.09
Hospital at Davanagere	8.69	8.69
Hospital at Mumbai (4)	7.11	7.11
Hospital at Madurai	38.79	38.79
Hospital at Kallakurichi	0.18	0.18
Hospital at Belgaum	14.85	-
Hospital at Rajkot	12.46	-
Hospital at Barnala	3.74	-
Hospital at Mumbai (5)	37.07	-
Hospital at Hyderabad	6.70	-
Hospital at Mumbai (6)	16.66	-
Hospital at Mumbai (7)	18.60	-
Hospital at Mumbai (8)	20.84	-
Hospital at Thane (1)	15.05	-
Hospital at Mumbai (9)	25.03	-
Hospital at Gadhinglaj	12.69	-
Hospital at Thane (2)	6.76	-
<b>Total</b>	<b>406.84</b>	<b>216.40</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

Particulars	As at 31st March	As at 31st March
	2024	2023
Fair Value of contingent consideration on acquisition, determined by applying discount cash flow method	76.84	98.35
Potential undiscounted amount of all future contingent consideration arrangement payable	112.04	141.35

**8.4 Impairment testing**

As on 31st March 2023 and 31st March 2024, Goodwill balances have been tested for impairment and no provision required to be recorded in accordance with the requirements of Ind AS 36.

The key assumptions used by management in setting the cash flow projections/budgets for the initial five-year period were as follows:

**Forecast sales growth rates**

Forecast sales growth rates are based on past experience adjusted for adjusting the market trends, loyalty/reputation of the doctor practitioners, geographical location and the strategic decisions made in respect of the cash-generating unit.

**Operating profits**

Operating profits are forecast based on historical experience of operating margins, adjusted for the impact of cost saving due to synergies and initiatives and also revenue pricing changes.

**Cash conversion**

Cash conversion is the ratio of operating cash flow to operating profit. Management forecasts cash conversion rates based on historical experience.

Cash flow projections during the budget period are based on the same expected gross margins and inventory price inflation throughout the budget period. The cash flows beyond five-year period have been extrapolated using a 3.5 % (2022-23: 2 %) per annum growth rate which is the projected long-term average growth rate. Discount rate of 16.79% to 17.97% (2022-23: 15.58% to 17.70% ) determined using Capital Asset Pricing Model.

**Sensitivity analysis**

The Group has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the group of CGUs to which goodwill is allocated. The management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause

During the year ended 31 March 2022, the Group has fully impaired the non-compete fee and customer relationship recognised in relation to the acquisition of Vinayaka Nethralaya hospital located at Janjeerwala square, which had a net carrying value of INR 37 Millions. Further, contingent consideration of INR 22.9 Millions accrued under acquisition liability towards this hospital was also written back as this liability is no longer payable. Subsequently, during the year ended 31 March 2024, the arbitration case that was initiated against the erstwhile owner was ruled in the Company's favor. The same will be accounted upon final resolution of the matter and receipt from the counter party.

**8.5** The Group has not revalued its intangible assets as on each reporting period and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****9 Intangible assets under development** (Amount in INR Crores)

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Opening Balance	1.76	-
Additions during the year	2.49	1.76
Capitalised during the year	-	-
<b>Closing Balance</b>	<b>4.25</b>	<b>1.76</b>

**9.1 Intangible assets under development ageing schedule** (Amount in INR Crores)

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Projects in progress		
Less than 1 year	2.49	1.76
1 - 2 year	1.76	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>4.25</b>	<b>1.76</b>

**9.2 Ageing schedule of intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan or suspended during the year**

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Projects in progress		
Less than 1 year	-	-
1 - 2 year	-	-
2 - 3 year	-	-
More than 3 year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Dr. Agarwal's Health Care Limited**

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024****10 Other financial assets (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(Non-current, at amortized cost)		
Security Deposits	1.84	1.78
Advances - Others*	2.35	-
Rental Deposits		
Related Party (Refer Note 61.4 )	0.38	0.36
Others	29.30	24.28
<b>Total</b>	<b>33.87</b>	<b>26.42</b>

\* Advances - Others includes the amount paid for acquisition of equity shares in Dr. Agarwal's Eye Hospital Limited (the subsidiary of the Company) from the existing shareholders for an amount of INR 2.07 Crores, and also includes INR 0.28 Crores towards amount receivable from Director of Aditya Jyot Eye Hospital Private Limited (the subsidiary of the Company).

**11 Non current tax assets/ Current tax liabilities (net)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Income tax payments made against returns filed /demands received (including taxes deducted at source)	48.76	32.48
Less: Provision for Tax	(15.86)	(4.33)
<b>Total</b>	<b>32.90</b>	<b>28.15</b>

**11.1 Income tax recognized in statement of profit and loss**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(i) Current Tax:		
- in respect of current period	27.76	20.22
- in respect of prior years	-	-
<b>Total (A)</b>	<b>27.76</b>	<b>20.22</b>
(ii) Deferred Tax:		
- in respect of current period	17.76	(39.86)
<b>Total (B)</b>	<b>17.76</b>	<b>(39.86)</b>
<b>Total income tax expense recognized in profit and loss account (A+B)</b>	<b>45.52</b>	<b>(19.64)</b>

**11.2 Income tax recognized in other comprehensive income**

Deferred tax related to items recognized in other comprehensive income during the period:		
- Remeasurement of defined benefit obligations	0.12	0.13
- FVTOCI Financial Assets	-	-
<b>Total</b>	<b>0.12</b>	<b>0.13</b>
- Income taxes related to items that will not be reclassified to profit or loss	0.12	0.13
<b>Total</b>	<b>0.12</b>	<b>0.13</b>

**11.3 Reconciliation of income tax expense and the accounting profit multiplied by company's domestic tax rate**

Profit / (Loss) before tax after exceptional items	<b>140.57</b>	<b>83.59</b>
Income Tax using the tax rate of entities consolidated (Refer Note (i) below)	36.28	17.11
Tax Effect of :		
- Deferred Tax Credit on losses and Unabsorbed depreciation not recognized till FY/2023	-	(36.66)
- Effect of expenses that are nondeductible in determining taxable profit		
- Undistributed profits on account of dividend distributed	(0.26)	-
- Interest on Deferred consideration	5.93	3.07
- Other items	3.21	3.72
- Others	0.36	(6.89)
<b>Tax expense recognized in statement of profit or loss from continuing operations</b>	<b>45.52</b>	<b>(19.64)</b>

**Notes:**

(i) The tax rate used w.r.t reconciliation above for the year ended 31st March 2024 and 31st March 2023 are the respective corporate tax rates prevalent at each subsidiary of the Group.

(ii) The Group has recognised the deferred tax on undistributed profits of the subsidiary companies to the extent it expects to receive / repatriate.



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Notes to the Consolidated Financial Statements for the year ended 31st March 2024

**12 Deferred tax assets (net)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Components of Deferred Tax:		
Deferred Tax Assets	36.69	55.46
Deferred Tax Liabilities	(1.52)	(2.45)
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>35.17</b>	<b>53.01</b>

**12.1 Movement in deferred tax assets/(liabilities)**

For the year ended 31st March 2024

(Amount in INR Crores)

Particulars	As at 01st April 2023	Charge/(Credit) recognized in			As at 31st March 2024
		Statement of Profit and Loss	Other Comprehensive Income	Foreign Currency Translation adjustment	
<b>Tax effect of items constituting deferred tax assets / (deferred tax liabilities) :</b>					
Property, Plant and Equipment and Intangible Assets	10.00	(8.81)	-	0.99	<b>2.18</b>
Employee Benefits	3.70	0.91	0.12	0.07	<b>4.80</b>
Provisions	8.54	1.24	-	(1.29)	<b>8.49</b>
Lease assets net of lease liabilities	7.10	6.83	-	0.40	<b>14.33</b>
Unrealised exchange differences	0.80	0.53	-	0.91	<b>2.24</b>
Brought Forward Loss and Unabsorbed Depreciation	18.32	(13.35)	-	(0.46)	<b>4.51</b>
Financial assets at fair value through profit & loss	0.15	-	-	0.04	<b>0.19</b>
Undistributed profits on account of dividend distributed	-	(0.26)	-	-	<b>(0.26)</b>
Other items	4.40	(4.85)	-	(0.86)	<b>(1.31)</b>
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>53.01</b>	<b>(17.76)</b>	<b>0.12</b>	<b>(0.20)</b>	<b>35.17</b>

Deferred income tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, deferred income tax liabilities on undistributed cumulative earnings of subsidiaries as at 31 March 2024 and 31 March 2023 has not been recognized. Further, it is not practicable to estimate the amount of the unrecognized deferred tax liabilities for these undistributed earnings.

For the year ended 31st March 2023

Particulars	As at 01st April 2022	Charge/(Credit) recognized in			As at 31st March 2023
		Statement of Profit and Loss	Other Comprehensive Income	Foreign Currency Translation adjustment	
<b>Tax effect of items constituting deferred tax assets</b>					
Property, Plant and Equipment and Intangible Assets	8.37	2.44	-	(0.81)	<b>10.00</b>
Employee Benefits	1.53	2.10	0.13	(0.06)	<b>3.70</b>
Provisions	3.85	3.93	-	0.76	<b>8.54</b>
Lease assets net of lease liabilities	3.31	4.02	-	(0.23)	<b>7.10</b>
Unrealised exchange differences	-	1.19	-	(0.39)	<b>0.80</b>
Brought Forward Loss and Unabsorbed Depreciation	45.10	(27.36)	-	0.58	<b>18.32</b>
Financial assets at fair value through profit & loss	0.26	(0.11)	-	-	<b>0.15</b>
Other items	7.85	(3.75)	-	0.30	<b>4.40</b>
MAT Credit	-	-	-	-	<b>-</b>
<b>Less: Valuation Allowance</b>	<b>(57.40)</b>	<b>57.40</b>			<b>-</b>
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>12.87</b>	<b>39.86</b>	<b>0.13</b>	<b>0.15</b>	<b>53.01</b>

**Notes:**

The Company has recognized Deferred tax asset of INR 39.86 Crores in the books as there is reasonable certainty of earning future taxable profits based on the annual analysis of future projections of taxable income of the Group as at 31 March 2023 .

**13 Other non-current assets**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured and Considered Good)		
Capital Advances		
-Towards construction of property	2.42	2.71
-Others	8.05	5.55
<b>Total</b>	<b>10.47</b>	<b>8.26</b>

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Notes to the Consolidated Financial Statements for the year ended 31st March 2024

**14 Inventories (at lower of cost or net realizable value)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Traded Goods		
Opticals, Contact Lens and Accessories	16.28	12.72
Pharmaceutical Products	9.07	7.56
Raw materials and Components	0.23	0.52
Surgical lens including other consumables	26.13	15.19
Clinical Items and Equipments held for trading	0.19	0.05
<b>Total</b>	<b>51.90</b>	<b>36.04</b>

**14.1**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
The cost of inventories recognized as an expense during the period	300.99	233.91
The cost of inventories recognized as an expense, includes write downs of inventory to net realizable value	0.88	0.28

**15 Investments (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of Units	Value	No. of Units	Value
<b>Current Investments</b>				
<b>Investments in Mutual Funds - carried at Fair Value through Profit &amp; Loss</b>				
SBI Liquid Fund growth	69,142.86	26.13	29,136.00	10.27
Invesco India Ultra Short Term Fund - Direct Plan Growth (MT-D1)	1,23,000.14	32.21	1,494.00	0.36
Sundaram Liquid Fund	1,22,543.60	26.10	50,487.00	10.03
HSBC Overnight Fund - Direct growth	-	-	10,844.00	13.00
Sundaram Ultra Short Duration Fund - Dir - Growth	98,072.91	26.11	-	-
Sundaram Low Duration Fund - Dir - Growth	31,780.81	10.66	-	-
SBI Magnum Low Duration Fund - Dir - Growth	2,638.50	0.87	-	-
ICICI Prudential Ultra Short Term Fund - Dir - Growth	96,01,277.44	26.15	-	-
ICICI Prudential Liquid Fund -Dir- Growth	2,366.81	0.08	-	-
Invesco India Liquid Fund - Dir - Growth	32,437.12	10.75	-	-
Aditya Birla Sun Life Low Duration Fund - Dir - Growth	92,672.89	6.11	-	-
HSBC Low Duration Fund - Dir - Growth	96,57,097.96	26.16	-	-
HSBC Ultra Short Duration Fund - Dir - Growth	48,629.08	6.08	-	-
HDFC Money Market Fund - Reg	50,198.26	26.14	-	-
Nippon India Money Market Fund - Reg	69,229.94	26.16	-	-
Kotak Liquid Fund - Reg - Growth	53,918.70	26.10	-	-
Tata Ultra Short Term Fund - Dir- Growth	1,15,68,949.79	15.66	-	-
Axis Money Market Fund - Dir-Growth	1,58,843.17	20.85	-	-
Invesco India Money Market Fund - Dir- Growth	53,602.76	15.38	-	-
HSBC Money Market Fund - Dir - Growth	61,52,882.17	15.50	-	-
Bandhan Ultra Short Term Fund - Reg	1,81,56,876.04	25.26	-	-
HDFC Liquid Fund - Reg- Growth	55,487.87	26.07	-	-
Tata Money Market Fund - Dir- Growth	35,521.66	15.51	-	-
DSP Liquid Fund - Dir - Growth	73,978.66	25.53	-	-
<b>Investments in Commercial papers, carried at Amortized cost</b>				
TATA International Limited (Refer note (i) below)	-	34.96	-	-
<b>Total Investments - Current</b>		<b>470.53</b>		<b>33.66</b>

**Notes:**

(i) An amount of INR 34.96 crores invested in commercial paper whose maturity period is 2 months from the date of investments having the return on investment at 7.5% p.a

**(ii) Details of Investment:**

Particulars	As at 31st March 2024	As at 31st March 2023
Aggregate book value of quoted investments	470.53	33.66
Aggregate market value of quoted investments	470.53	33.66

(iii) The particulars of investments made as required to be disclosed u/s 186 (4) of the Companies Act, 2013 are disclosed in Note above.

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Notes to the Consolidated Financial Statements for the year ended 31st March 2024

**16 Trade receivables**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Undisputed Trade Receivables - Considered Good	134.94	108.60
Allowance for expected credit loss	(38.13)	(32.27)
<b>Total</b>	<b>96.81</b>	<b>76.33</b>

**16.1 Trade receivables ageing schedule-current period**

(Amount in INR Crores)

Particulars	As at 31st March 2024					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	89.77	14.21	18.29	7.73	4.94	134.94
Allowance for doubtful debts - secured - considered	-	-	-	-	-	-
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Trade receivables as at 31st March 2024</b>	<b>89.77</b>	<b>14.21</b>	<b>18.29</b>	<b>7.73</b>	<b>4.94</b>	<b>134.94</b>
Less: Allowance for expected credit loss						(38.13)
<b>Total</b>	<b>89.77</b>	<b>14.21</b>	<b>18.29</b>	<b>7.73</b>	<b>4.94</b>	<b>96.81</b>

**16.1 Trade receivables ageing schedule-previous period**

(Amount in INR Crores)

Particulars	As at 31st March 2023					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	67.50	19.77	13.02	5.34	2.97	108.60
Allowance for doubtful debts - secured - considered	-	-	-	-	-	-
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Trade receivables as at 31st March 2023</b>	<b>67.50</b>	<b>19.77</b>	<b>13.02</b>	<b>5.34</b>	<b>2.97</b>	<b>108.60</b>
Less: Allowance for expected credit loss						(32.27)
<b>Total</b>	<b>67.50</b>	<b>19.77</b>	<b>13.02</b>	<b>5.34</b>	<b>2.97</b>	<b>76.33</b>

**16.2 Credit period and risk**

Significant portion of the Group's business is against receipt of advance. Credit is provided mainly to Insurance Companies, Corporate customers and customers covered by Government accorded health benefits. The Insurance Companies are required to maintain minimum reserve levels and pre-approve the insurance claim, Government undertakings and the Corporate Customers are enterprises with high credit ratings. Accordingly, the Group exposure to credit risk in relation to trade receivables is low.

Trade receivables are non-interest bearing and are generally due immediately when the invoice is raised. Of the Trade Receivable as at 31 March 2024, Rs. 28.59 Crores (As at 31 March 2023: Rs.31.78 crores) are due from 8 (as at 31 March 2023: 3) of the Group's customers having more than 5% of the total outstanding trade receivable balance. There are no other customers who represent more than 5% of the total outstanding trade receivables.

No trade receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**16.3 Movement in the allowance for doubtful receivables (including expected credit loss allowance)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at beginning of the year	32.27	27.45
Add: Provision Created during the year	11.22	11.75
Foreign Currency Translation adjustment	(0.31)	(1.95)
(Less) Provision Utilised during the year / Bad debts written off	(5.05)	(4.98)
<b>Balance at end of the year</b>	<b>38.13</b>	<b>32.27</b>

During the period ended March 31, 2024, the group has written-off trade receivables balances amounting to INR 5.05 Crores (31 March 2023-INR 4.98 Crores) which are outstanding for more than 3 years as at 31 March 2024 and have utilised the existing allowances towards expected credit loss. The group does not expect to receive future cash flows/recoveries from trade receivables previously written off.

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**17 Cash and cash equivalents**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash on Hand	1.98	19.00
Bank balances		
In Current Accounts	77.65	54.64
In Fixed deposits with maturity less than 3 months	32.12	53.34
<b>Total</b>	<b>111.75</b>	<b>126.98</b>

**18 Bank balances other than cash and cash equivalents**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
In Fixed Deposits - under Lien	13.03	21.20
In Earmarked Escrow Accounts	-	0.30
Unpaid dividend	0.09	0.05
<b>Total</b>	<b>13.12</b>	<b>21.55</b>

**Notes:**

- (i) Deposit under Lien represents the balances with banks held as margin money / security against borrowings, guarantees and other commitments relating to acquisitions.
- (ii) Balance in Escrow accounts represents amount deposited in the account specifically earmarked for payment of interest on debentures to the debenture holders

**19 Other financial assets (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest accrued not due on Fixed Deposits		
On Fixed deposits	0.98	0.47
	<b>0.98</b>	<b>0.47</b>
Other current financial Assets		
Receivable from Others	0.34	0.02
	<b>0.34</b>	<b>0.02</b>
Rental deposits		
Others	3.09	3.51
	<b>3.09</b>	<b>3.51</b>
<b>Total</b>	<b>4.41</b>	<b>4.00</b>

**20 Other current assets**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured and Considered Good)		
Prepaid expenses	4.08	5.73
Advances to employees	0.48	0.41
Balances with Government Authorities		
Input Credit Receivables	2.06	2.86
Advances to suppliers	3.44	2.62
<b>Total</b>	<b>10.06</b>	<b>11.62</b>

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024****21 Equity share capital**

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	(Amount in INR Crores)	Number of Shares	(Amount in INR Crores)
<b>Authorised Share Capital</b>				
Equity Shares of INR 10 each	1,92,00,000	19.20	1,92,00,000	19.20
0.001% Fully and Compulsorily Convertible Cumulative Participative Preference Shares of INR 100 each	70,80,000	70.80	70,80,000	70.80
	<b>2,62,80,000</b>	<b>90.00</b>	<b>2,62,80,000</b>	<b>90.00</b>
<b>Issued capital comprises:</b>				
Equity Shares of INR 10 each	1,34,41,932	13.44	79,26,103	7.93
0.001% Fully and Compulsorily Convertible Cumulative Participative Preference Shares of INR 100 each*	31,97,846	31.98	-	-
	<b>1,66,39,778</b>	<b>45.42</b>	<b>79,26,103</b>	<b>7.93</b>
<b>Subscribed and Paid up capital</b>				
Equity Shares of INR 10 each	93,29,292	9.33	79,26,103	7.93
D1 Series Fully and Compulsorily Convertible Non- Cumulative Participative Preference Shares, partly paid-up to the extent of INR 1 per share	3,07,401	0.03	-	-
<b>Total</b>	<b>96,36,693</b>	<b>9.36</b>	<b>79,26,103</b>	<b>7.93</b>

\* The Company has allotted partly paid 922,205, 0.001% Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares of INR 100 each. Further the rights accruing to these shareholders is proportionate to the extent of the amount called and paid. Additional details are provided in note 26.1

Subsequent to the year ended March 31, 2024, vide shareholder's approval dated September 5, 2024, the company has done a stock split resulting in a change in Face value per share from INR 10 per share to INR 1 per share. Further, bonus shares were allotted in the ratio of 2 bonus shares for every 1 share held. Refer Note 62 for Subsequent events disclosure.

**21.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	(Amount in INR Crores)	Number of Shares	(Amount in INR Crores)
<b>Equity Shares</b>				
Shares outstanding as at the beginning of the period	79,26,103	7.93	68,59,969	6.86
Add: Fresh issue of shares/Adjustment during the period	13,98,417	1.40	9,41,716	0.94
Add: Conversion during the period	-	-	1,24,418	0.13
Add: Exercise of ESOPs	4,772	0.00	-	-
Shares outstanding as at the end of the period	<b>93,29,292</b>	<b>9.33</b>	<b>79,26,103</b>	<b>7.93</b>

**Note:**

1. During the year ended 31st March 2023 the company has issued fresh issue of shares of 5,96,420 numbers (Face Value of INR 10 each) to Arvon Investments Pte Ltd and 3,45,296 (Face Value of INR 10 each) numbers to Hyperion Investments Pte.Ltd aggregating to total Equity shares of 9,41,716 numbers dated 05th May 2022 at an issue price of INR 3,185 per share

During the year ended 31st March 2024 the company has allotted equity shares of 5,24,406 numbers (Face Value of INR 10 each) to Arvon Investments Pte Ltd and 8,74,011 (Face Value of INR 10 each) numbers to Hyperion Investments Pte.Ltd aggregating to total Equity shares of 13,98,417 numbers at Rs. 4,576 per share at its Board Meeting held on 10th August 2023.

2. Further during the year ended 31st March 2023, the company has allotted 53,024 equity share to the holders of 1,24,301 Compulsorily Convertible Preference shares and 71,394 equity shares to holders of 1,67,366 shares to all of its Compulsorily Convertible Debentures holders.

3. Further, during the year ended 31st March 2024, pursuant to the vesting of Options under the Dr. Agarwal's Health Care Limited ESOP Scheme 2022, the options aggregating to 4,772 Equity Shares were exercised by 6 employees of the Company and its subsidiary. Accordingly, 4,772 Equity Shares were allotted by the Board at its meeting held on 12th December 2023 upon remittance of the full subscription amounts at the Exercise Price of INR 2,548/- per option by those employees.

**21.2 Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10. Each holder is entitled to one vote per equity share. Dividends are paid in Indian rupees. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the annual general meeting except in case of interim dividend. Repayment of capital will be in accordance with the terms of the Articles of Association and in proportion to the number of equity shares held.

## 21.3 Details of shares held by each shareholder holding more than 5% shares

Name of Shareholders	As at 31st March 2024		As at 31st March 2023	
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares
<b>Equity Shares of INR 10 each:</b>				
Dr. Amar Agarwal	4,23,350	4.54%	4,23,350	5.34%
Dr. Athiya Agarwal	5,12,062	5.49%	5,12,062	6.46%
Dr. Adil Agarwal	4,18,743	4.49%	4,18,743	5.28%
Dr. Anosh Agarwal	5,24,263	5.62%	5,24,263	6.61%
Dr. Ashvin Agarwal	5,09,514	5.46%	5,09,514	6.43%
Dr. Anosh Agarwal on behalf of Dr Agarwal's Eye Institute	3,66,339	3.92%	3,66,339	4.62%
Claymore Investments (Mauritius) Pte. Ltd.	16,14,815	17.31%	16,14,815	20.37%
Hyperion Investments Pte. Ltd.	34,64,986	37.14%	25,90,975	32.69%
Arvon Investments Pte. Ltd	12,78,616	13.71%	7,54,210	9.52%
<b>Total</b>	<b>91,12,688</b>	<b>97.68%</b>	<b>77,14,271</b>	<b>97.32%</b>

## 21.4 Share holding by promoters

Particulars	As at 31st March 2024		As at 31st March 2023		% Change in share holding
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares	
<b>Equity Shares of INR 100 each:</b>					
Dr. Amar Agarwal	4,23,350	4.54%	4,23,350	5.34%	0.80%
Dr. Athiya Agarwal	5,12,062	5.49%	5,12,062	6.46%	0.97%
Dr. Adil Agarwal	4,18,743	4.49%	4,18,743	5.28%	0.79%
Dr. Anosh Agarwal	5,24,263	5.62%	5,24,263	6.61%	0.99%
Dr. Ashvin Agarwal	5,09,514	5.46%	5,09,514	6.43%	0.97%
Dr. Ashar Agarwal	16,435	0.18%	16,435	0.21%	0.03%
Dr Agarwals Eye Institute Private Limited	1,44,744	1.55%	1,44,744	1.83%	0.28%
Farah Agarwal	20,500	0.22%	20,500	0.26%	0.04%
Urmila Agarwal	20,500	0.22%	20,500	0.26%	0.04%
Dr. Anosh Agarwal on behalf of Dr Agarwal's Eye Institute	3,66,339	3.93%	3,66,339	4.62%	0.69%
<b>Total Promoter Holdings</b>	<b>29,56,450</b>	<b>31.70%</b>	<b>29,56,450</b>	<b>37.30%</b>	<b>5.60%</b>

**Note:**

- There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues or brought back during the last five years immediately preceding 31st March 2024
- Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of 5 years immediately preceding the report date is Nil.
- The Group has not reserved any shares for issue under options and contracts / commitments for the sale of shares / disinvestment.
- Calls unpaid - Nil. Forfeited shares - Nil.
- On 10th August 2023, the Group has issued Compulsorily Convertible Preference shares of INR 100 face value for each shares as against which INR 1/- collected as share application money on 27th July 2023. Also refer note 26.1

**Dr. Agarwal's Health Care Limited**

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024****22 Other equity**

(Amount in INR Crores)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
General reserve	22.1	0.83	0.83
Legal reserve	22.2	0.00	0.00
Securities premium	22.3	1,392.49	756.07
Retained earnings	22.4	(27.50)	(104.31)
Capital redemption reserve	22.5	0.04	0.04
Other amalgamation reserve	22.6	1.68	1.68
ESOP reserve	22.7	6.13	1.83
<b>Total Reserves and Surplus</b>		<b>1,373.67</b>	<b>656.14</b>
Exchange Difference on Translation of Foreign Subsidiary	22.8	(43.62)	(34.51)
<b>Total Other Comprehensive Income</b>		<b>(43.62)</b>	<b>(34.51)</b>
<b>Total</b>		<b>1,330.05</b>	<b>621.63</b>

**22.1 General reserve**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	0.83	0.83
<b>Closing balance</b>	<b>0.83</b>	<b>0.83</b>

The general reserve represents appropriation of retained earnings by transferring profits. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

**22.2 Legal reserve**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	0.00	0.00
Adjustments during the period	-	-
<b>Closing balance</b>	<b>0.00</b>	<b>0.00</b>

In accordance with the legal framework governing corporate entities in the Republic of Mozambique, Orbit Healthcare Services Mozambique Limitada within the group have established and maintained legal reserves as prescribed by applicable legislation. The legal reserve represents a portion of the retained earnings which is set aside in accordance with the provisions outlined in Mozambican Company Law.

**22.3 Securities premium**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	756.07	427.23
Add : Premium on exercise of share options by the employees	0.76	
Add : Premium on Shares issued/ Converted during the period	639.87	338.55
Less: Utilization of securities premium for expenses on issue of equity shares	(4.21)	(9.71)
<b>Closing balance</b>	<b>1,392.49</b>	<b>756.07</b>

Amounts received on issue of shares in excess of the par value has been classified as securities premium.

**22.4 Retained earnings**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	(104.31)	(191.83)
<b>Adjustments</b>		
Profit attributable to owners of the Group	83.06	94.10
Remeasurement of net defined benefit liability or asset (Refer note 46.3)	(0.42)	(0.98)
Adjustments arising on additional stake acquired in a Subsidiary*	(5.83)	(5.60)
<b>Closing balance</b>	<b>(27.50)</b>	<b>(104.31)</b>

**Note:**

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

During the year ended 31 March 2024 and 31 March 2023, the Company acquired additional shares in its subsidiary Aditya Jyot Private Limited. INR 5.83 Crores and INR 5.60 Crores respectively has been recognised as the difference between invested value and networth of the entity for the percentage shareholding acquired.

In accordance with Notification G.S.R 404(E), dated 6 April 2016, remeasurement of defined benefit plans is recognised as part of retained earnings.

**Dr. Agarwal's Health Care Limited**

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024****22.5 Capital redemption reserve** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	0.04	0.04
Adjustments during the period	-	-
<b>Closing balance</b>	<b>0.04</b>	<b>0.04</b>

Note : The Company acquired business of Advanced Eye Institute Private Limited (AEIPL) through acquisition of its entire share capital with an appointed date of 1st April 2021. This balance is taken over from such acquisition made.

**22.6 Other amalgamation reserve** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	1.68	-
Adjustments during the period	-	1.68
<b>Closing balance</b>	<b>1.68</b>	<b>1.68</b>

**Note:**

Orbit Healthcare Services International Operations Ltd (step down subsidiary) merged its operations with Orbit Healthcare Services (Mauritius) Ltd (subsidiary company), resulting in capital reserve of INR 1.68 Crores.

**22.7 ESOP Reserves** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	1.83	-
Recognition of Share-based payment expense	5.06	1.83
Transfer to Securities Premium upon exercise of share options by the employees	(0.76)	-
<b>Closing balance</b>	<b>6.13</b>	<b>1.83</b>

**22.8 Exchange difference on translation of foreign subsidiary** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	(34.51)	(30.75)
Adjustments on Foreign Currency Translation	(9.11)	(3.76)
<b>Closing balance</b>	<b>(43.62)</b>	<b>(34.51)</b>

**23 Non controlling interest** (Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at beginning of period	29.51	21.44
Profit/(loss) attributable to Non controlling Interest (NCI)	11.99	9.13
Dividend paid by subsidiaries to Non-controlling interests	(0.81)	(0.40)
Remeasurements of the defined benefit plans (net of taxes)	0.02	(0.09)
Adjustments arising on additional stake acquired in a Subsidiary	(0.61)	(0.57)
<b>Balance at end of period</b>	<b>40.10</b>	<b>29.51</b>



**Dr. Agarwal's Health Care Limited**
**CIN : U85100TN2010PLC075403**
**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**
**24 Borrowings (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Borrowings measured at amortized cost:</b>		
<b>Term Loan (Secured Borrowings)</b>		
Banks (Refer Note (24.1) below)	309.62	169.23
Related Party (Refer note (24.2) below)	-	2.96
2,150 Senior Redeemable, Non-Convertible Debentures of Face Value Rs. 10,00,000 each (Paid Up value - Rs. 10,00,000 each) (Refer Note (24.3) below)	-	133.33
Vehicle Loans (Refer Note (24.1) below)	-	0.08
<b>Total</b>	<b>309.62</b>	<b>305.60</b>

**24.1 Details of term loan from banks / others - secured**

The Group has availed Term Loan from Banks as at 31 March 2024 and 31 March 2023. The details of tenor, interest rate, repayment terms of the same are given below:

(Amount in INR Crores)

S.No.	Original Tenor (in Months)	Interest Rate	No of Installments outstanding as at		Repayment Terms	As at 31st March 2024	As at 31st March 2023
			31st March 2024	31st March 2023			
Term Loan from <b>HDFC Bank</b> (Refer Note (i)(b) below)							
1	21 Quarters	3M T Bill + Spread	14	18	Graduated Payouts, Interest monthly	43.74	48.71
2	21 Quarters	3M T Bill + Spread	14	18	Graduated Payouts, Interest monthly	35.68	40.96
3	72 Months EMI	3M T Bill + Spread	72	72	Equated Monthly Payouts	55.00	55.00
4	14 Months EMI	3M T Bill + Spread	9	-	Principal Monthly, Interest Monthly	0.23	-
5	11 Months EMI	3M T Bill + Spread	6	-	Principal Monthly, Interest Monthly	0.05	-
6	22 Months EMI	3M T Bill + Spread	17	-	Principal Monthly, Interest Monthly	0.78	-
7	85 Months EMI	3M T Bill + Spread	83	-	Principal Monthly, Interest Monthly	3.45	-
<b>Sub-Total</b>						<b>138.93</b>	<b>144.67</b>
Term Loans from <b>Axis Bank</b> (Refer Note (iii) below)							
1	20	Repo + Spread	-	7	Principal Monthly, Interest Monthly	-	2.27
2	120	Repo + Spread	96	96	Principal Monthly, Interest Monthly	50.81	35.81
<b>Sub-Total</b>						<b>50.81</b>	<b>38.08</b>
GECL Loan from <b>Axis Bank</b> (Refer Note (iv) below)							
1	30	Repo + Spread	5	17	Principal Monthly, Interest Monthly	0.49	1.67
<b>Sub-Total</b>						<b>0.49</b>	<b>1.67</b>
Term Loan from <b>Kotak Mahindra Bank</b> (Refer Note (vii) below)							
1	24	Repo + Spread	-	12	Principal Monthly, Interest Monthly	-	0.20
2	27	Repo + Spread	-	15	Principal Monthly, Interest Monthly	-	0.59
3	84	MCLR + Spread	-	23	Principal Monthly, Interest Monthly	-	1.36
<b>Sub-Total</b>						<b>-</b>	<b>2.15</b>
Term Loan from <b>ICICI Bank</b> (Refer Note (i)(a) below)							
1	18 Quarters	I-MCLR-1Y + Spread	14	-	Principal Quarterly, Interest Monthly	132.57	-
<b>Sub-Total</b>						<b>132.57</b>	<b>-</b>
Term Loan from <b>YES Bank</b> (Refer Note (i)(c) below)							
1	24 Quarters	3M T Bill + 2.44%	24	-	Principal Quarterly, Interest Monthly	49.99	-
<b>Sub-Total</b>						<b>49.99</b>	<b>-</b>
<b>Total of borrowings from Banks</b>						<b>372.79</b>	<b>186.57</b>
Less : Current Maturities of long-term borrowings (Refer Note 28)						<b>(63.17)</b>	<b>(17.34)</b>
<b>Long-term Borrowings from Banks</b>						<b>309.62</b>	<b>169.23</b>

## Dr. Agarwal's Health Care Limited

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### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### Notes

##### (a) Term loan from HDFC Bank

###### I Term loan from HDFC Bank (Dr. Agarwal's Health Care Limited)

The details of Security provided are as follows:

(1) First charge by way of hypothecation on all Borrower's tangible movable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture fixtures, vehicles and all other movable assets, present and future;

(2) First charge on all Borrower's current assets and receivables, including book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, present and future;

(3) First charge by way of hypothecation on all bank accounts and reserves of Borrower;

(4) Subject to provisions of Section 19(2) and (3) of Banking Regulation Act, 1949, pledge of such number of equity share capital and preference share capital of Dr Agarwal's Eye Hospital Limited (AEHL) held by AHCL to HDFC Bank exclusively which give 1.75x security cover on the existing outstanding debt

(5) Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashvin Agarwal and Dr. Ashar Agarwal.

(6) Non-disposal undertaking and negative pledge in respect of shares of Dr Agarwal's Eye Hospital Limited (AEHL) held by AHCL other than those which have been exclusively pledged to other lenders

The security mentioned above in Point 1, 2, 3, 5 and 6 shall be shared on paripassu basis inter se with existing Lenders.

(7) As at 31 March 2024, Dr. Agarwal's Healthcare Limited has not complied with certain non-financial covenants specified in the sanction letter. Subsequent to the year end, Dr. Agarwal's Healthcare Limited has obtained a written acknowledgement from the bank that the non-compliance will not impact the term and the repayment terms as per the original schedule will hold good. There have been no non compliance with the repayment of principal and interest as well as other terms and conditions of the borrowing availed by Dr. Agarwal's Healthcare Limited during the year.

###### II Term loan from HDFC Bank (Aditya Jyot Eye Hospital Limited)

The details of Security provided are as follows:

(1) Property - property christened Aditya Jyot Eye Hospital Limited, Plot No 153, Road No 9, Major Parameswaran Road, Opp S.I.W.S. College Gate No 3, Wadala, Mumbai, Maharashtra-400031

(2) Movable Fixed Assets

(3) Corporate Guarantee of Dr. Agarwal's Health Care Limited

##### (b) Term loan from Axis bank (Dr. Agarwal's Eye Hospital Limited)

The details of Security provided are as follows:

(1) Hypothecation of the entire current assets of Dr. Agarwal's Eye Hospital Limited.

(2) First and exclusive charge on the Plant and Machinery owned by Dr. Agarwal's Eye Hospital Limited other than those funded by other banks/NBFCs.

(3) Term loan – Hypothecation of movable fixed assets proposed/existing purchased out of term loans by Dr. Agarwal's Eye Hospital Limited.

(4) Paripassu charge (with HDFC Limited for a loan taken by Dr. Agarwal Eye Institute) on the landed property of 9.68 grounds belonging to Dr Agarwal Eye Institute and proposed building to be constructed there on at No. 19, Cathedral Road, Gopalapuram, Chennai, 600086.

(5) Personal Guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal, Dr. Ashvin Agarwal, Dr. Agarwal's Health Care Limited and Dr. Agarwal Eye Institute.

As at 31 March 2024, Dr. Agarwal's Eye Hospital Limited has not complied with a financial covenant relating to current ratio specified in the sanction letter. Subsequent to the year end, Dr. Agarwal's Eye Hospital Limited has obtained a written acknowledgement from the bank that the non-compliance will not impact the term and the repayment terms as per the original schedule will hold good. There have been no non compliance with the repayment of principal and interest as well as other terms and conditions of the borrowing availed by Dr. Agarwal's Eye Hospital Limited during the year.

##### (c) GECL loan from Axis Bank (Dr. Agarwal's Eye Hospital Limited)

The Government of India under "Emergency Credit Line Guaranteed Scheme (ECLGS) has directed the banks to provide Guaranteed emergency Credit Line (GECL) by way of working capital term loan (WCTL) . This facility is covered by 100% guarantee from NCGTC (National Credit Guarantee Trustee Group Ltd - Ministry of Finance). The amount sanctioned is INR 35.2 Millions with a moratorium period of 12 months , further Security provided against GECL loan are as follows:

(1) Second charge of the entire current assets of the Dr. Agarwal's Eye Hospital Limited.

(2) Second charge on the Plant and Machinery owned by Dr. Agarwal's Eye Hospital Limited other than those funded by other banks/NBFCs.

(3) Term loan – Second charge of movable fixed assets proposed/existing purchased out of term loans by Dr. Agarwal's Eye Hospital Limited.

(4) Second charge (with HDFC Limited for a loan taken by Dr. Agarwal's Eye Institute) on the landed property of 9.68 grounds belonging to Dr Agarwal Eye Institute and proposed building to be constructed there on at No. 19, Cathedral Road, Gopalapuram, Chennai, 600086.

(5) 100% Guarantee from NCGTC(National Credit Guarantee Trustee Company Ltd - Ministry of Finance)

## **Dr. Agarwal's Health Care Limited**

**CIN : U85100TN2010PLC075403**

### **Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

#### **(d) Term loan from Kotak Mahindra Bank (Aditya Jyot Eye Hospital Limited)**

The details of Security provided are as follows:

- (1) First and exclusive hypothecation charge on all existing and future receivables/ current assets of the Borrower.
- (2) First and exclusive hypothecation charge on all existing and future moveable fixed assets of the Borrower.
- (3) First and exclusive Registered mortgage charge on immovable properties being land and building situated at Plot No 153, Road No 9, Major Parameswaran Road, Opp S.I.W.S. College Gate No3, Wadala, Mumbai, Maharashtra-400031, India and owned by Municipal Corporation of Greater Mumbai leased to Srinivasa Krishnamchar and then sub leased to Aditya
- (4) Personal Guarantees of Amar Agarwal, Adil Agarwal and Anosh Agarwal and Corporate guarantee/s of Dr.Agarwal's Health Care Ltd.

#### **(e) Term loan from ICICI Bank (Dr. Agarwal's Health Care Limited)**

The details of Security provided are as follows:

- (1) First pari-passu charge over the movable fixed assets of the Company;
- (2) First pari-passu charge over the current assets of the Company;
- (3) Exclusive Charge of pledge over the shares of the Company held by promoters upto 11.9% shareholding;
- (4) Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashvin Agarwal and Dr. Ashar Agarwal;
- (5) Pari-passu charge of non-disposal undertaking and negative pledge in respect of the shares in Dr. Agarwal's Eye Hospital Limited owned by the Company;
- (6) Negative pledge on shares held by the promoters in the company other than those which have been exclusively pledged to the lenders.
- (7) Subsequently, subject to provisions of Section 19(2) and (3) of Banking Regulation Act, 1949, pledge of 18% of equity share capital of Dr Agarwal's Eye Hospital Limited

#### **(f) Term loan from Yes Bank (Dr. Agarwal's Health Care Limited)**

The details of Security provided are as follows:

- (1) First pari-passu charge over the movable fixed assets of the Company;
- (2) Exclusive Charge on the share pledge of 4.00% promoter shareholding in the Company;
- (3) Non-disposal undertaking in respect of the shares in Dr. Agarwal's Eye Hospital Limited held by the Company other than those which have been exclusively pledged to lenders;
- (4) Non-disposal undertaking in respect of the shares in the company held by the Promoters other than those which have been exclusively pledged to lenders;
- (5) Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, and Dr. Ashvin Agarwal,
- (6) Subsequently, subject to provisions of Section 19(2) and (3) of Banking Regulation Act, 1949, pledge of such number of equity share capital of Dr Agarwal's Eye Hospital Limited (AEHL) held by AHCL to Yes Bank exclusively which give 1.75x security cover on the existing outstanding debt.
- (7) As at 31 March 2024, Dr. Agarwal's Health Care Limited has not complied with certain covenants specified in the sanction letter. Subsequent to the year end, Dr. Agarwal's Health Care Limited has obtained a written acknowledgement from the bank that the non-compliance will not impact the term and the repayment terms as per the original schedule will hold good. There have been no non compliance with the repayment of principal and interest as well as other terms and conditions of the borrowing availed by Dr. Agarwal's Health Care Limited during the year.

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****24.1(a) Details of Vehicle Loan**

S.No.	Original Tenor (in Months)	Interest Rate	No of Installments outstanding as at		Repayment Terms	As at 31st March 2024	As at 31st March 2023
			31st March 2024	31st March 2023			
Vehicle Loans from <b>HDFC</b> Bank (Refer Note (i) (b) below)							
1	60	8.75%	-	-	Principal Monthly, Interest Monthly	-	0.08
						-	<b>0.08</b>
Vehicle Loans from Axis Bank							
1	60	9.00%	-	-	Principal Monthly, Interest Monthly	-	0.13
			Sub-Total			-	<b>0.13</b>
						-	<b>0.21</b>
			<b>Total of borrowings from Banks</b>			-	<b>0.21</b>
			Less : Current Maturities of long-term borrowings (Refer Note 28)				(0.13)
			<b>Long-term Borrowings from Banks</b>			-	<b>0.08</b>

**Note:**The loans are secured by hypothecation of respective Vehicles financed by the Bank

**24.2 Long term borrowings - related party**

Represents loan provided by Dr S Natrajan to M/s. Aditya Jyot Eye Hospital Private Limited as at 31st March, 2024 & 31st March, 2023.

**24.3 Details of redeemable non convertible debentures**

**2,150 Senior Redeemable Non Convertible Debentures of Face Value Rs.10,00,000 each**

During the year ended 31 March 2023, the Group had a total drawdown of INR 170 Crores The details of tenor, interest rate, repayment terms of the same are given below:

(Amount in INR Crores)

S.No.	Original Tenor (in Months)	Interest Rate	No of Installments outstanding as at		Repayment Terms	As at 31st March 2024	As at 31st March 2023
			31st March 2024	31st March 2023			
1	19 Quarters Refer Note (i)	3M MIBOR OIS + Spread Refer Note (ii)	0	18	Refer Note (i)&(ii) below	-	161.89
			Less : Current Maturities of long-term borrowings (Refer Note 23)			-	(28.56)
			<b>Long term Borrowings</b>			-	<b>133.33</b>

**Notes:**

- (i) The first installment of principal was payable on expiry of 36 months from the date of first drawdown i.e. 11 December 2019.
- (ii) During June 2023, the Group refinanced the above facility held by British International Investment (Erstwhile CDC Group Plc) with ICICI Bank as a Rupee term loan facility for Rs. 165 Crores.
- (iii) As on 31st March 2023, the company had given guarantees for its subsidiaries Dr. Agarwal's Eye Hospital Limited, Aditya Jyot Eye Hospital Private Limited and Orbit Healthcare Services (Mauritius) Limited for an amount of Rs.77.51 Crores, 10 Crores, and INR 2.5 Crores, respectively.

**Dr. Agarwal's Health Care Limited**

**CIN : U85100TN2010PLC075403**

**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

**24.4 0.001% Fully and Compulsorily Convertible Debentures of Face Value of Rs. 1200 each**

Pursuant to the extra ordinary general meeting of the company held on 12 August 2021, the company has allotted 1,67,366 units of Compulsorily Convertible Debentures (CCD) of Rs. 1200 each to Value Growth Investments Holding Pte Ltd.

The conversion of Fully and Compulsorily Convertible Debentures will happen at the earlier of two years or a fund raise exceeding Rs. 100 Crores, at a fixed return over the said period. The instruments were converted in the financial year ended 31 March 2023.

**24.5 0.001% Fully and Compulsorily Convertible Non- Cumulative Participative Preference Shares of INR 100 each**

Pursuant to the extra ordinary general meeting of the company held on 12 August 2021, the company has allotted 1,24,301 units of Compulsorily Convertible Debentures (CCD) INR 100 each (at a premium of INR 1,100 each) each to Arvon Investments Pte Ltd.

Conversion of Fully and Compulsorily Convertible Non-Cumulative Participative Preference Shares will happen at the earlier of two years or a fund raise exceeding Rs. 100 Crores, at a fixed return over the said period. The instruments were converted in the financial year ended 31 March 2023.

**Note :**

Pursuant to the board meeting dated 26 April 2022 , the Company has allotted 53,024 equity share to the holders of 1,24,301 Compulsorily Convertible Preference shares holders and 71,394 equity shares to holders of 1,67,366 shares to all of its Compulsorily Convertible Debentures holders.

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****25 Lease liabilities (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Lease Liabilities	525.77	456.10
<b>Total</b>	<b>525.77</b>	<b>456.10</b>

**26 Other financial liabilities (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Acquisition Liabilities*	117.67	89.06
D2 Series, 0.001% Fully and Compulsorily Convertible Non- Cumulative Participative Preference Shares, partly paid-up to the extent of INR. 1 per share (Refer note Other Financial Liabilities)	0.09	-
Retention money payable	1.35	0.74
Other Financial Liabilities measured at Fair Value**	3.55	0.37
<b>Total</b>	<b>122.66</b>	<b>90.17</b>

**Note:**

\*Acquisition Liabilities represents the estimated fair value of the contingent consideration relating to the acquisition of various eye hospitals which was acquired as at the respective year end date.

\*\* Other financial liabilities measured at Fair value represents the liability towards the share appreciation rights issued to various consultants of the Group

**26.1 Details of Compulsorily Convertible Preference Shares**

During the year ended 31 March 2024, Company had issued rights in the form D1 and D2 Series CCPs to the existing shareholders, out of which few shareholders opted for the same.

Below is the details of tenor, interest rate and terms of the same.

S.No	Name of the instrument	Face Value	Interest Rate	Conversion Ratio	Price at which issued (Rs. Per share of 100 each)	As at 31 March 2024 (no. of instruments)	As at 31 March 2024 (Amount in Rs. crores)
1	D1 - CCPs	100	0.001%	1:1 (Over the period of 3 years)	4,118.94	3,07,401	0.03
2	D2 - CCPs	100	0.001%	Based on financial targets	4,118.94	6,14,804	0.09
	<b>Total</b>					<b>9,22,205</b>	<b>0.12</b>

Name of Shareholders	D1 - CCPS		D2 - CCPS	
	Number of Shares held	% holding of CCPS	Number of Shares held	% holding of CCPS
Dr. Amar Agarwal (Promoter)	56,934	19%	1,13,869	19%
Dr. Athiya Agarwal (Promoter)	68,865	22%	1,37,730	22%
Dr. Adil Agarwal (Promoter)	56,315	18%	1,12,630	18%
Dr. Anosh Agarwal (Promoter)	70,506	23%	1,41,012	23%
Ms Farah Agarwal	2,757	1%	5,514	1%
Ms. Urmila Agarwal	2,757	1%	5,514	1%
Dr. Agarwal's Eye Institute	49,267	16%	98,535	16%
<b>Total</b>	<b>3,07,401</b>	<b>100%</b>	<b>6,14,804</b>	<b>100%</b>

1) The entire shares disclosed above were issued during the year and opening balance as at 1st April 2023 did not exist. All the above shareholders are promoters of the company.

2) As at 31st March 2024, the Company has called for INR 1 per CCPS and the balance call to be paid by the shareholders only upon the time specified in the terms of the conversion or upon the due date as per terms of final call to be made by the Company. No further calls were made as at 31st March 2024 and considering the terms of the issue and the Company's articles of association no contractual right to receive the call money existed as at 31st March 2024 and such rights gets established normally on receipt of the proceeds from the shareholders thereof for such payment.

3) D1 - CCPS has been accounted as equity considering the terms applicable and the amount of called money is disclosed accordingly in note 21

4) Considering the terms of the issue of the above D2 - CCPS, the Company has accounted for the Series D2 CCPS as a financial liability in accordance with the requirements of Ind AS 107 and 109 whose fair value is INR 6,105 per D2 CCPS, determined on a proportionate basis to the extent of the call money received.

5) In the Board meeting held on 18 March 2024, the terms of the CCPS agreement has been amended whereby it has been approved for conversion at a ratio of 1:1 removing the variability in respect of the D2 series. This amendment is subject to approval by the shareholders and no effect of the same has been given as at 31 March 2024.

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****27 Provisions (Non-Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits:		
Gratuity Payable (Refer note 46.3)	9.42	6.49
Compensated Absences (Refer note 46.2)	4.52	3.98
<b>Total</b>	<b>13.94</b>	<b>10.47</b>

**28 Borrowings (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Loans payable on demand		
Current Maturities of Long-Term Borrowings		
Secured Borrowings-Bank (Refer note 24)	63.17	17.47
Secured Borrowings-Others	-	28.56
Short Term bank loans - other borrowings (Refer note (ii))	15.00	-
Overdraft facility (Refer note (i))	-	4.55
<b>Total</b>	<b>78.17</b>	<b>50.58</b>

**Notes :****(i) The details of interest rate, repayment and other terms of the facilities are as follows:**

Type	Name of the party	Interest rate	Repayment Terms	As at 31st March 2024	As at 31st March 2023
Overdraft facility	HDFC Bank (Refer note a below)	3M T Bill + Spread	NA	-	0.60
Overdraft facility	ICICI Bank (Refer note II below)	I-MCLR-6M + Spread	NA	-	-
Overdraft facility	Axis Bank (Refer note b below)	Repo+Spread	On Demand	-	3.94
Overdraft facility	SBM Bank (Refer note d below)	SOFR+Spread	On Demand	-	-
<b>Total</b>				<b>-</b>	<b>4.54</b>

**a Overdraft from HDFC Bank****I Overdraft from HDFC Bank (Dr. Agarwal's Health Care Limited)**

(1) First and exclusive charge on the entire current assets of the company including card receivables

(2) Personal Guarantees of Dr Amar Agarwal, Dr Athiya Agarwal, Dr Adil Agarwal, Dr Anosh Agarwal, Dr Ashar Agarwal and Dr Ashwin Agarwal

(3) Corporate Guarantee of Dr. Agarwal's Eye Institute

**II Overdraft from HDFC Bank (Aditya Jyot Eye Hospital Limited)**

(1) Property - property christened Aditya Jyot Eye Hospital Limited, Plot No 153, Road No 9, Major Parameswaran Road, Opp S.I.W.S. College Gate No 3, Wadala, Mumbai, Maharashtra-400031

(2) Movable Fixed Assets

(3) Corporate Guarantee of Dr. Agarwal's Health Care Limited

**b Overdraft facility from ICICI Bank (Dr. Agarwal's Health Care Limited)**

First pari-passu charge over the current assets of the Company

**c Overdraft facility from Axis Bank (Dr. Agarwal's Eye Hospital Limited)**

First pari-passu charge over the current assets of the Company

Extension of equitable mortgage on a property owned by Dr. Agarwal's Eye Institute for the exposure;

Comfort Letter from Dr. Agarwal's Eye Hospital Limited;

personal guarantee of all the promoters

**d Overdraft facility from SBM Bank (Mauritius) Ltd (Orbit Health Care Services (Mauritius) Ltd)**

First rank floating charge for INR 4.57 Crores on all assets of the borrower;

Corporate Guarantee of INR 1.80 Crores of Dr. Agarwal's Health Care Ltd.

**(ii) Short-Term Revolving Loan from Bajaj Finance Limited (Dr. Agarwal's Health Care Limited)****Security**

Personal guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, and Dr. Ashwin Agarwal,

**29 Lease liabilities (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Lease Liabilities	52.88	45.07
<b>Total</b>	<b>52.88</b>	<b>45.07</b>

**30 Trade payables**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Dues of Micro Enterprises and Small Enterprises (Refer Note 43)	18.61	16.76
Dues of Creditors Other than Micro Enterprises and Small Enterprises	114.35	84.54
<b>Total</b>	<b>132.96</b>	<b>101.30</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****30.1 Trade payables ageing schedule for the year ended 31st March 2024**

(Amount in INR Crores)

Particulars	As at 31st March 2024					Total
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 year	
MSME	4.59	13.97	0.04	-	-	18.60
Others	29.03	74.11	6.42	2.98	1.82	114.36
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>33.62</b>	<b>88.08</b>	<b>6.46</b>	<b>2.98</b>	<b>1.82</b>	<b>132.96</b>

**30.2 Trade payables ageing schedule for the year ended 31st March 2023**

(Amount in INR Crores)

Particulars	As at 31st March 2023					Total
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1 - 2 year	2 - 3 year	More than 3 year	
MSME	-	16.72	0.03	0.01	-	16.76
Others	-	76.76	6.10	0.62	1.06	84.54
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>93.48</b>	<b>6.13</b>	<b>0.63</b>	<b>1.06</b>	<b>101.30</b>

**31 Other financial liabilities (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Payables towards purchase of Property, Plant and Equipment	37.20	48.32
Interest Accrued But Not Due on Borrowings		
To Banks	1.21	1.20
Acquisition Liabilities(Refer Note below)*	55.71	33.87
Financial liabilities-Unpaid dividend	0.09	0.05
<b>Total</b>	<b>94.21</b>	<b>83.44</b>

**Note:**

\*Acquisition Liabilities represents the estimated fair value of the contingent consideration relating to the acquisition of various eye hospitals which was acquired as at the respective year end date.

**32 Other current liabilities**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Contract liabilities	8.55	5.02
Statutory remittances	10.97	6.63
Gratuity Payable (Refer note 46.3)	2.96	2.39
<b>Total</b>	<b>22.48</b>	<b>14.04</b>

**33 Provisions (Current)**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits:		
Compensated Absences (Refer note 46.2)	2.58	1.86
Provision for Contingencies(Refer note below)	0.66	0.70
<b>Total</b>	<b>3.24</b>	<b>2.56</b>

**33.1** The Group carries a 'provision for contingencies' towards various claims against the Group not acknowledged as debts (Refer Note 45), based on Management's best estimate. The details are as follows:

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening Balance	0.70	0.35
Provision made during the year	-	0.35
Unused Amounts Reversed during the year	-	-
Foreign Currency Translation adjustment	(0.04)	-
<b>Closing Balance</b>	<b>0.66</b>	<b>0.70</b>

**Note:**

Whilst the provision as at 31st March 2024 is considered as current in nature, the actual outflow with regard to said matters depends on the exhaustion of remedies available under the law based on various developments. No recoveries are expected against the provision.



**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****34 Revenue from operations**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Sale of Products (Refer Note (34.1) below)	281.90	230.60
Sale of Services (Refer Note (34.1) below)	1,045.77	785.88
Other Operating Revenues	4.48	1.50
<b>Total</b>	<b>1,332.15</b>	<b>1,017.98</b>

**34.1 Disaggregation of the revenue information**

The tables below present disaggregated revenues from contracts with customers for the year ended 31st March 2024 and 31st March 2023 by offerings. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

**Sale of Products comprises the following:**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
<b>Traded</b>		
Opticals, Contact Lens and Accessories	173.95	144.96
Pharmaceutical Products	104.73	81.09
Advanced Vision Analyzer -AVA & Trial Lens	3.22	4.55
<b>Total - Sale of Products</b>	<b>281.90</b>	<b>230.60</b>

**Sale of Services comprises the following :**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Income from Surgeries	855.19	636.05
Income from Consultation	77.00	49.38
Income from Treatments and Investigations	113.38	100.43
Income from Annual Maintenance Contracts	0.20	0.02
<b>Total - Sale of Services</b>	<b>1,045.77</b>	<b>785.88</b>

There are no performance obligations that are unsatisfied or partially unsatisfied during the year ended March 31, 2024, year ended March 31, 2023 and year ended March 31, 2022.

**Note:**

The services are rendered to various patients and there are no patients who represent more than 10% of the total revenue. However, the Hospital also serves patients who are covered under insurance/health schemes run by insurance companies, corporates and the central/state government agencies, wherein the services rendered to the patient is on credit to be reimbursed by the said insurance Group, corporate or government agency.

**34.2 Trade receivables and contract balances**

The group classifies the right to consideration in exchange for deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognized as and when the related goods / services are delivered / performed to the customer.

Trade receivable are presented net of allowances for expected credit loss in the Balance Sheet.

Contract liabilities include payments received in advance of performance under the contract, and are realized with the associated revenue recognized under the contract.

**34.3 Performance obligations and remaining performance obligations**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognise these amounts in revenue. Applying the practical expedient as given in IND AS - 115, the Group has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

**Reconciliation of revenue recognised with the contract price as follows:**

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Contracted price with the customers	1,443.45	1,094.82
Reduction in the form of Discounts	(111.29)	(76.84)
<b>Revenue recognised in the statement of profit and loss</b>	<b>1,332.16</b>	<b>1,017.98</b>

**34.4 Geographical revenue breakdown**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Within India	1,161.77	873.37
Outside India	170.38	144.61
<b>Total</b>	<b>1,332.15</b>	<b>1,017.98</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****35 Other income**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Interest Income on financial assets carried at amortised cost		
Interest Income - Bank deposits	5.14	2.78
Interest Income - Security deposits	2.47	1.87
Interest Income - Others	-	-
Interest on Income Tax refund	0.42	0.20
Profit on sale of Property, Plant and Equipment	0.19	0.04
Liabilities no longer required - Written Back	4.41	0.68
Profit on termination of lease (Net)	0.35	0.45
Net gain on Foreign Currency Transactions and Translation	2.47	-
Profit on Redemption of Current Investments*	24.67	4.66
Miscellaneous Income	4.18	2.83
<b>Total</b>	<b>44.30</b>	<b>13.51</b>

\*Includes net gain/ (loss) arising on Financial Assets designated at Fair value through Profit &amp; loss

**36 Cost of materials consumed**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
<b>Raw Materials</b>		
Opening stock of raw materials	0.52	0.81
Add: Purchases during the year of raw materials/ consumables	0.79	1.47
Less: Closing stock of raw materials	(0.23)	(0.52)
<b>Total</b>	<b>1.08</b>	<b>1.76</b>

**37 Purchases of stock-in-trade**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Opticals, Contact Lens and Accessories	63.26	53.69
Pharmaceutical Products	68.34	53.66
Clinical Items and Equipments held for trading	8.92	7.01
Purchase of food items	0.45	0.40
<b>Total</b>	<b>140.97</b>	<b>114.76</b>

**38 Changes in inventories of finished goods, stock-in-trade and work-in-progress**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
<b>Inventories at the beginning of the year:</b>		
Opticals, Contact Lens and Accessories	12.72	10.57
Pharmaceutical Products	7.56	5.22
Clinical Items and Equipments held for trading	0.05	1.39
Raw materials and Components	-	0.09
	<b>20.33</b>	<b>17.27</b>
<b>Inventories at the end of the year:</b>		
Opticals, Contact Lens and Accessories	16.28	12.72
Pharmaceutical Products	9.07	7.56
Clinical Items and Equipments held for trading	0.19	0.05
	<b>25.54</b>	<b>20.33</b>
<b>Total</b>	<b>(5.21)</b>	<b>(3.06)</b>

**39 Employee benefits expense**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Salaries and Bonus	214.78	170.12
Contributions to Provident and Other Funds (Refer note 46.1 & 46.3)	14.04	11.05
Staff welfare expenses	8.95	7.40
Employee Stock option expenses (Refer note 49.4)	5.06	1.83
<b>Total</b>	<b>242.83</b>	<b>190.40</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****40 Finance costs**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Interest expense		
Interest on Term loan - Bank	31.30	8.55
Interest on Debentures	2.52	14.16
Interest on Deferred Consideration	23.66	12.84
Interest on - Others	0.31	6.30
Interest on delayed remittance of statutory dues	0.08	0.03
Interest on lease liability (Refer note 48.3)	37.75	30.09
<b>Total</b>	<b>95.62</b>	<b>71.97</b>

**41 Depreciation and amortisation expenses**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Depreciation on Plant, Property & Equipment (Refer note 5)	62.65	40.51
Amortization on Intangible Assets(Refer note 8)	43.12	38.33
Depreciation on Right-of-use assets (Refer note 6)	64.60	49.46
<b>Total</b>	<b>170.37</b>	<b>128.30</b>

**42 Other expenses**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Power and Fuel	19.47	13.79
Water Consumption	0.69	0.62
Rent	14.25	14.13
Repairs & Maintenance		
Repairs & Maintenance - equipments	8.58	7.71
Repairs & Maintenance -Others	10.06	6.72
Hospital maintenance charges and Security charges	28.87	19.23
Insurance	3.21	2.60
Rates and Taxes	2.20	2.94
Communication	5.20	4.54
Travelling and Conveyance	18.02	17.45
Printing and Stationery	5.97	5.06
Legal and Professional Charges	16.62	14.55
Software Maintenance Charges	6.88	5.50
Business Promotion and Entertainment	19.68	13.63
Marketing Expenses	36.14	23.89
Director Sitting fees	0.08	0.07
Payment to Auditors (refer note below)	4.05	1.72
Bank charges	4.91	4.52
Net Loss on Foreign Currency Transactions and Translation	-	2.00
Allowance for expected credit losses	11.22	11.75
Bad Receivables Written off	5.05	4.98
Less: Release of provision	(5.05)	(4.98)
Expenditure on Corporate Social Responsibility (Refer note 42.2 )	0.93	0.43
Miscellaneous Expenses	5.19	3.35
<b>Total</b>	<b>222.22</b>	<b>176.20</b>

**42.1 Payment to Auditors**For the Year ended  
31st March 2024For the Year ended  
31st March 2023**As Auditors:**

For Statutory Audit and Limited review

3.86

1.57

Other Services

0.01

-

Reimbursement of Expenses

0.03

0.01

Goods and Service Tax

0.15

0.14

**Total****4.05****1.72**

**Dr. Agarwal's Health Care Limited**  
**CIN : U85100TN2010PLC075403**

**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

**42.2 Corporate social responsibility (CSR)**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Amount required to be spent by the Group during the period	0.93	0.43
Amount approved by the Board to be spent during the period	0.93	0.43
Amount spent during the period		
(i) Construction/ acquisition of any asset		
<b>(ii) On purposes other than (i) above</b>	<b>0.93</b>	<b>0.43</b>
(a) Healthcare services	0.11	0.24
(b) Promotion of education	0.47	0.19
(c) Others	0.35	-

**Details of unspent obligations**

Details of ongoing project and other than ongoing project

**For the Year ended 31st March 2024**

**In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)**

As at 1st April, 2023		Amount required to be spent during the year	Amount spent during the year		As at 31st March 2024	
With Group	In Separate CSR Unspent account		From Group's bank account	From Separate CSR Unspent account	With Group	In Separate CSR Unspent account
-	-	-	-	-	-	-

**In case of Section 135(5) of the Companies Act, 2013 (Other than Ongoing project)**

As at 1st April, 2023	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	As at 31st March 2024
-	-	0.93	0.93	-

**For the Year ended 31st March 2023**

**In case of Section 135(5) of the Companies Act, 2013 (Ongoing project)**

As at 1st April, 2022		Amount required to be spent during the year	Amount spent during the year		As at 31st March, 2023	
With Group	In Separate CSR Unspent account		From Group's bank account	From Separate CSR Unspent account	With Group	In Separate CSR Unspent account
-	-	-	-	-	-	-

**In case of Section 135(5) of the Companies Act, 2013 (Other than Ongoing project)**

As at 1st April, 2022	Amount deposited in specified fund of Schedule VII within 6 months	Amount required to be spent during the year	Amount spent during the year	As at 31st March, 2023
-	-	0.43	0.43	-

**44 Capital commitments**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
The estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for	45.86	58.50
Towards Construction of property	21.11	36.17
Towards others	24.75	22.33

**45 Contingent liabilities**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Claims against the Group not acknowledged as debt (refer note below)	18.89	2.23

**Notes:**

(i) Based on Professional Advice / Management's assessment of all the above claims, the Group expects a favorable decision in respect of the above claims and hence no specific provision has been considered for the above claims.

(ii) The amounts shown above represent the best possible estimates arrived at on the basis of the available information. The uncertainties and possible reimbursement are dependent on the outcome of the various legal proceedings which have been initiated by the Group or the Claimants, as the case may be and, therefore, cannot be predicted accurately.

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**Notes to the Consolidated Financial Statements for the year ended 31st March 2024****46 Employee benefits****46.1 Defined contribution plans**

(a) The Group makes Provident and Pension Fund, Social security contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Group also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes.

(b) Expenses recognized :

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Included under 'Contributions to Provident and Other Funds' (Refer Note 39)		
Contributions to provident and pension funds	10.04	8.29
Contributions to Employee State Insurance	0.91	0.60
<b>Total</b>	<b>10.95</b>	<b>8.89</b>

**46.2 Compensated absences**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Included under 'Salaries and Bonus' (Refer Note 39)	1.20	2.60
Net asset / (liability) recognized in the Balance Sheet	(7.10)	(5.84)
Current portion of the above (Refer Note 33)	(2.58)	(1.86)
Non - current portion of the above (Refer Note 27)	(4.52)	(3.98)

The Key Assumptions used in the computation of provision for compensated absences are as given below:

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Discount rate (% p.a)	5.30%- 7.20%	5.70%- 7.30%
Future Salary Increase (% p.a)	3%- 9%	2.30%-10%
Withdrawal rate	22% at all ages	22% at all ages

**46.3 Defined benefit plans**

The Group operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972/Worker's Rights Act 2019 (for Orbit Healthcare Services (Mauritius) Ltd) and the benefit vests upon completion of five years of continuous service/benefits vests upon completion of 12 months of continuous service (for Orbit Healthcare Services (Mauritius) Ltd) and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India/PRGF (for Orbit Healthcare Services (Mauritius) Ltd).

In respect of the plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31st March 2024 and 31st March 2023 by M/s Kapadia Actuaries and Consultants for the entire group (except for Orbit for which the valuation was done by M/s SWAN Actuaries and Consultants).

The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit cost credit method.

(a) Amount recognized in the statement of profit & loss (including other comprehensive income) in respect of the defined benefit plan are as follows :

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
<b>Amounts recognized in Statement of Profit &amp; Loss in respect of these defined benefit plans are as follows:</b>		
Service Cost:		
Current Service Cost	2.61	1.85
Net interest expense	0.48	0.31
<b>Components of defined benefit costs recognized in the Statement of Profit and Loss (Refer Note 39)</b>	<b>3.09</b>	<b>2.16</b>
<b>Remeasurement on the net defined benefit liability:</b>		
Return on plan assets (excluding amount included in net interest income)	(0.04)	0.02
Actuarial gains and loss arising from changes in Demographic assumptions	0.10	0.13
Actuarial gains and loss arising from changes in Financial assumptions	(0.43)	0.06
Actuarial gains and loss arising from experience adjustments	0.89	0.99
<b>Components of defined benefit costs recognized in other comprehensive income</b>	<b>0.52</b>	<b>1.20</b>
<b>Total defined benefit cost recognized in Statement of Profit and Loss and Other Comprehensive Income</b>	<b>3.61</b>	<b>3.36</b>

(i) The current service cost and interest expense for the year are included in Note 39 - 'Employee Benefit Expense' in the Statement of Profit & Loss under the line item 'Contribution to Provident and Other Funds'

(ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Net Asset/(Liability) recognized in the Balance Sheet</b>		
1. Present value of defined benefit obligation	(17.20)	(14.14)
2. Fair value of plan assets	4.83	5.26
<b>Net asset / (liability) recognized in the Balance Sheet</b>	<b>(12.37)</b>	<b>(8.88)</b>
Current portion of the above	2.96	2.39
Non - current portion of the above	9.42	6.49

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**(c) Movement in the present value of the defined benefit obligation are as follows :**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Present value of defined benefit obligation at the beginning of the year</b>	14.14	11.21
<b>Expenses Recognized in Statement of Profit and Loss:</b>		
Current Service Cost	2.61	1.85
Interest Expense/(Income)	0.88	0.31
Adjustments	-	0.16
<b>Recognized in Other Comprehensive Income:</b>		
Remeasurement gains / (losses)		
Actuarial (Gain)/ Loss arising from:		
Demographic Assumptions	-	0.13
Financial Assumptions	(0.33)	0.06
Experience Adjustments	0.76	1.22
Benefit payments	(0.86)	(0.80)
<b>Present value of defined benefit obligation at the end of the year</b>	<b>17.20</b>	<b>14.14</b>

**(d) Movement in fair value of plan assets are as follows :**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Fair value of plan assets at the beginning of the year</b>	5.26	5.11
Adjustment to Opening Balance		
Expenses Recognized in Statement of Profit and Loss:		
Interest Income	0.40	0.23
Recognized in Other Comprehensive Income:		
Remeasurement gains / (losses)		
Return on plan assets (excluding amount included in net interest income)	(0.12)	0.01
Contributions by employer	0.15	0.71
Benefit payments	(0.86)	(0.80)
<b>Fair value of plan assets at the end of the year</b>	<b>4.83</b>	<b>5.26</b>

**(e) The fair value of plan assets plan at the end of the reporting period are as follows:**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Investment Funds with Insurance Group		
Life Insurance Corporation of India	4.62	5.14
PRGF	0.21	0.12

The plan assets comprise insurer managed funds. None of the assets carry a quoted market price in active market or represent the entity's own transferable financial instruments or property occupied by the entity.

**(f) Actuarial assumptions**

**Investment Risk:**

The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

**Interest Risk:**

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's Investments.

**Longevity Risk:**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary Risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries. In particular, there is a risk for the group that any adverse salary growth can result in an increase in cost of providing these benefits to employees in future.

**The principal assumptions used for the purpose of actuarial valuation were as follows :**

Particulars	As at 31st March 2024	As at 31st March 2023
Discount rate	5.30%- 7.20%	5.70%- 7.30%
Expected rate of salary increase	3%- 9%	2.30%-10%
Expected return on plan assets	7.15%	7.30%
Expected Attrition rate based on Past Service (PS) (% p.a)	28.00%	28.00%
Mortality	Indian Assured Lives (2012-2014)	Indian Assured Lives (2012-2014)

1. The discount rate is based on the prevailing market yields of Indian Government securities as at balance sheet date for the estimated term of the obligation.

2. The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

3. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are maintained with an insurer managed fund (maintained by the Life Insurance Corporation ("LIC")) and is well diversified.

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**Sensitivity Analysis:**

The benefit obligation results of a such a scheme are particularly sensitive to discount rate, salary growth and employee attrition, if the plan provision do provide for such increases on commencement of pension.

The following table summarizes the impact in financial terms on the reported defined benefit obligation at the end of the reporting period arising on account changes in these four key parameters:

Increase / (Decrease) on the Defined benefit Obligation	(Amount in INR Crores)	
	As at 31st March 2024	As at 31st March 2023
<b>Discount Rate</b>		
Increase by 100 bps	(0.63)	(0.36)
Decrease by 100 bps	0.66	0.40
<b>Salary growth rate</b>		
Increase by 100 bps	0.59	0.35
Decrease by 100 bps	(0.55)	(0.34)
<b>Attrition rate</b>		
Increase by 100 bps	(0.02)	(0.01)
Decrease by 100 bps	0.03	0.11

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore in presenting the above sensitivity analysis the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

There is no change in the methods and assumptions used in preparing the sensitivity analysis from the prior years.

**(g) Asset-Liability Matching Strategies**

The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Group, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, The Group is exposed to movement in interest rate.

**(h) Effect of Plan on Entity's Future Cash Flows**

a) Funding Arrangements and Funding Policy

-The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Group carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

b) The Group expects to make a contribution of Rs. 2.80 Crores during the next financial year.

c) The weighted average duration of the benefit obligation as at 31st March 2024 is 3.37/3.84 years, (as at 31st March 2023 is 3.86/3.44 years).

d) Maturity profile of defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis):	(Amount in INR Crores)	
	As at 31st March 2024	As at 31st March 2023
Within 1 year	4.03	3.44
2 to 5 years	9.29	7.80
6 to 10 years	5.36	4.55
more than 10 years	-	-

**(i) Experience Adjustments**

(Amount in INR Crores)

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Defined Benefit Obligations	(17.21)	(14.14)	(11.21)	(7.35)	(7.30)
Plan Assets	4.83	5.26	4.93	4.07	3.38
Surplus / (Deficit)	(12.38)	(8.88)	(6.28)	(3.28)	(3.92)
Experience Adjustments on Plan Liabilities	0.76	1.22	0.98	0.15	0.20
Experience Adjustments on Plan Assets	-	-	-	-	-

**47 Segment reporting**

The Group is engaged in providing eye care and related services provided from its hospitals which are located in India and Africa. Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by the overall business segment, i.e. Eye care related sales and services.

As the allocation of resources and profitability of the business is evaluated by the CODM on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly no additional disclosure has been made for the segmental revenue, segmental results and the segmental assets & liabilities.

Particulars	(Amount in INR Crores)	
	For the Year ended 31st March 2024	For the Year ended 31st March 2023
<b>Segment Revenue</b>		
Within India	1,161.77	873.37
Outside India	170.38	144.61
<b>Total Revenue</b>	<b>1,332.15</b>	<b>1,017.98</b>
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>Segment Assets</b>		
Within India	1,841.81	1,363.20
Outside India	81.86	69.92
<b>Total Assets*</b>	<b>1,923.67</b>	<b>1,433.12</b>

\* Represents total non-current assets excluding deferred tax assets and other financial assets.

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**48 Leases**

The Group has taken medical equipment and buildings on leases having remaining lease terms of more than 1 year to 15 years, with the option to extend the term of leases. Refer Note 6 for carrying amount of right of use assets at the end of the reporting period by class of underlying asset.

**48.1 The following is the breakup of current and non-current lease liabilities**

(Amount in INR Crores)

Particulars	As at 31st March 2024	As at 31st March 2023
Current lease liabilities (Refer Note 28)	52.88	45.07
Non-current lease liabilities (Refer Note 24)	525.77	456.10
<b>Total</b>	<b>578.65</b>	<b>501.17</b>

**48.2 The contractual maturities of lease liabilities on an undiscounted basis is as follows:**

(Amount in INR Crores)

Lease Obligation	Expected Minimum Lease Commitment	
	As at 31st March 2024	As at 31st March 2023
Payable - Not later than one year	98.20	71.21
Payable - Later than one year but not later than five years	338.89	249.55
Payable - Later than five years	563.80	314.57
<b>Total</b>	<b>1,000.89</b>	<b>635.33</b>

**48.3 Amounts recognised in the statement of profit and loss**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Interest on lease liabilities (Refer Note 40)	37.75	30.09
Expenses relating to short term leases (Refer Note 42)	14.25	14.13
Depreciation on right-of-use assets (Refer Note 41)	64.60	49.46
Profit on termination of lease (Refer Note 35)	0.35	0.45
<b>Total</b>	<b>116.95</b>	<b>94.13</b>

Note: Interest on lease liabilities transferred to capital work-in progress amounts to INR 8.78 crores for the year ended 31 March 2024 and Depreciation on Right-of-use assets transferred to capital work-in Progress amounts to INR 4.05 crores for the year ended 31 March 2024.

**48.4 Amounts recognised in the cash flow statement**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Total cash outflow for leases	(81.10)	(62.97)

**49 Share-based payments**

**49.1 Stock awards**

Under the Group's stock awards program, the employees and doctors of the Group are granted shares and other stock awards of the Group, in accordance with the terms and conditions as specified in the plan. The plan is assessed, managed and administered by the Group, whose shares and share based benefits have been granted to the employees and doctors of the Group. The Group currently operates an employee stock option ("ESOP") and a Doctor's Incentive Plan ("DIP"). The Group has accounted for the amount of expense under Ind AS 102 considering the valuations carried out in respect of the same and has made the related disclosures required under INDAS 102.

**49.2 Employee Stock Option Plan**

The stock awards granted generally vest over a four service period. The annual stock awards are granted effective of the 28th November 2022; this effective date is the "award date" used for stock plan administration purposes and shown in the awards agreement. The maximum number of shares in a stock award is, not exceeding 2% of the Paid Up Capital of the Group, as on August 12, 2022, comprising 1,58,522 Options to or for the benefit of the employees of the Group.

The following reconciles the share options at the beginning and at the end of the year:

Particulars	Number of options as on 31st March 2024	Weighted average Grant date Fair value	Number of options as on 31st March 2023	Weighted average Grant date Fair value
Options outstanding as at the beginning of the year	66,008.00	1,593.06	-	-
Add: Options granted during the year	40,500.00	2,151.60	66,008.00	1,593.63
Less: Options lapsed/forfeited during the year	(2,604.00)	1,593.06	-	-
Less: Options exercised during the year	(4,772.00)	1,593.06	-	-
<b>Options outstanding as at the year end</b>	<b>99,132.00</b>	<b>1,821.25</b>	<b>66,008.00</b>	<b>1,593.06</b>
<b>Options Exercisable as at the year end</b>	<b>11,079.00</b>			

The fair value has been calculated using the Black - Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Particulars	Series - 1	Series - 2	Series - 3	Series - 4
Option grant date	28th November 2022	05th Feb 2024	18th March 2024	18th March 2024
Option price at the grant date (Amount in INR)	1,593.06	2,128.17	2,128.59	2,351.63
Option life (in years)	4.00	3.00	3.00	4.00
Exercise price (Amount in INR)	2,548.00	3,896.48	3,896.48	3,896.48
Risk-free interest rate	7.03%	6.96%	6.96%	6.96%
Expected volatility	46%	40%	40%	41%
Outstanding number of Options	63,404	17,552	18,736	4,212



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**49.3 Doctors' Incentive Plan**

The Doctors' Incentive Plan ("DIP") gives consultant doctors of the Group the opportunity to receive a cash bonus equal to the appreciation in the value of the units which shall, for each Unit, be the difference between Fair Market Value of the equity shares as at Payment Event Trigger(PET)\* of Dr. Agarwal's Health Care Limited (the Company) and INR 2,548/- (exercise price) as stated under the Plan.

\*PET is defined as either 1 of the 3 below:

- On the occurrence of an Initial Public Offer (IPO) by the Company
- Entry of any new investor in the Company acquiring more than 30% shareholding or change of shareholding by more than 30% of the paid up capital in any manner.
- Any other event that the Board may decide at its own discretion.

However, the payment timing shall not exceed 4 (four) years from the date of grant. If PET occurred only after 4 (four) years from the date of grant, then the 100% of the payment will be made at the end of the fourth year.

Particulars	Number of units as on 31st March 2024	Weighted average price of units as on 31st March 2024	Number of units as on 31st March 2023	Weighted average price of units as on 31st March 2023
Units outstanding as at the beginning of the year	47,436.00	2,827.26	-	-
Add: Units granted during the year	4,040.00	2,526.76	47,436.00	2,827.26
Less: Units lapsed/forfeited during the year	(14,284.00)	3,054.76	-	-
<b>Units outstanding as at the year end</b>	<b>37,192.00</b>	<b>2,707.24</b>	<b>47,436.00</b>	<b>2,827.26</b>

The fair value of each award was estimated on the date of year end using the following assumptions:

Particulars	Series 1	Series 2(a)	Series 2(b)
Units grant date	28th November 2022	18th March 2024	18th March 2024
Units price at the reporting date	2,827.26	2,128.59	2,351.63
Life of Units granted	4 Years	3 Years	4 Years
Exercise price	2,548.00	3,896.48	3,896.48
Outstanding number of Units	34,648	1,544	1,000

**49.4 Total expense accounted for by the group on account of the above are given below:**

(Amount in INR Crores)

Particulars	2023-24	2022-23
ESOP cost accounted by the Group (Refer Note 40)*	5.06	1.83
DIP cost accounted by the Group**	2.45	1.10
<b>Total</b>	<b>7.51</b>	<b>2.93</b>

\*Against the ESOP reserve created till date, INR 0.76 Crores is transferred to securities premium upon exercise of the Options during the year.

\*\*DIP cost is included in "Consultancy charges for doctors".

- 49.5** Subsequent to the year ended March 31, 2024, vide shareholder's approval dated September 5, 2024, the company has done a stock split resulting in a change in Face value per share from INR 10 per share to INR 1 per share. Further, bonus shares were allotted in the ratio of 2 bonus shares for every 1 share held. Refer note 63 for subsequent events disclosure. ESOPs have not been adjusted by giving the effect of the above subdivision of equity shares and bonus issue.

**50 Earnings per share**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Earnings Per Share - Basic - Rs.	3.14	4.01
Earnings Per Share - Diluted - Rs.	3.13	3.99
<b>Net Profit attributable to Equity Shareholders - Rs. in Crores (Basic and Diluted)</b>	<b>83.06</b>	<b>94.10</b>
Weighted Average Number of Equity Shares (Face Value of Rs. 1 Each) - Basic (Nos.)	26,47,55,112	23,48,95,800
Weighted Average Number of Equity Shares (Face Value of Rs. 1 Each) - Diluted (Nos.)	26,51,39,880	23,57,68,320

**Note:**

The effect of earnings per share computation with respect to compulsorily convertible preference shares were anti-dilutive in nature and hence the same was not factored in above. Subsequent to the year ended March 31, 2024, vide shareholder's approval dated September 5, 2024, the company has done a stock split resulting in a change in Face value per share from INR 10 per share to INR 1 per share. Further, bonus shares were allotted in the ratio of 2 bonus shares for every 1 share held.

As required under Ind AS 33 "Earnings per share" the effect of such Split and Bonus issues has been adjusted retrospectively for all the periods presented. Refer note 62 for subsequent events disclosure.

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****51 Financial instruments****51.1 Capital management**

The Group manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure. For the purpose of the Group's capital management, capital includes Equity Share Capital, Instruments in the nature of Equity and Other Equity including share of non-controlling Interest and Net Debt includes Borrowings and lease liabilities net of Cash and Cash Equivalents and other bank balances. The Group monitors capital on the basis of the following gearing ratio. There is no change in the overall capital risk management strategy of the Group compared to last year.

<b>Gearing Ratio :</b>		(Amount in INR Crores)	
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	
Debt	966.44	857.35	
Cash and Cash Equivalents and other bank balances	(124.87)	(148.53)	
<b>Net Debt (A)</b>	<b>841.57</b>	<b>708.82</b>	
<b>Total Equity (B)</b>	<b>1,379.51</b>	<b>659.07</b>	
<b>Net Debt to equity ratio (A/B)</b>	<b>0.61</b>	<b>1.08</b>	

\* Includes Lease Liabilities

**51.2 Categories of financial instruments**

The carrying value of the financial instruments by categories as on 31st March 2024 and 31st March 2023 is as follows: (Amount in INR Crores)

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>Financial Assets</b>		
<b>Measured at fair value through P&amp;L (FVTPL)</b>		
Current Investments	435.57	33.66
<b>Measured at amortized cost</b>		
Cash and Cash Equivalents	111.75	126.98
Other Bank balances	13.12	21.55
Trade receivables	96.81	76.33
Other financial assets	38.28	30.42
Current Investments	34.96	-
	<b>730.49</b>	<b>288.94</b>
<b>Financial Liabilities :</b>		
<b>Measured at fair value through P&amp;L</b>		
Other financial liabilities	3.64	0.37
<b>Measured at amortized cost</b>		
Borrowings	387.79	356.18
Trade Payables	132.96	101.30
Payables towards PPE	37.20	48.32
Interest Accrued But not Due on Borrowings -Current	1.21	1.20
Other financial liabilities	174.91	123.72
Lease Liabilities	578.65	501.17
	<b>1,316.36</b>	<b>1,132.26</b>

The management assessed that fair value of cash and cash equivalents, trade receivables, loans, borrowings, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**The following methods and assumptions were used to estimate the fair value/amortized cost**

(i) Long-term fixed-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual losses and creditworthiness of the receivables

(ii) The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the unquoted instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

(iii) Fair values of the Group's interest-bearing borrowings and loans are determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2024 and 31 March 2023 was assessed to be insignificant.

**Dr. Agarwal's Health Care Limited**

**CIN : U85100TN2010PLC075403**

**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

**Fair Value Hierarchy**

Particulars	Fair Value Hierarchy	Carrying Value	
		As at 31st March 2024	As at 31st March 2023
<b>Financial assets</b>			
Investments	Level 1	435.57	33.66
<b>Financial Liabilities</b>			
Other financial liabilities	Level 3	3.64	0.37

Particulars	Fair Value Hierarchy	Fair Value	
		As at 31st March 2024	As at 31st March 2023
<b>Financial assets</b>			
Investments	Level 1	435.57	33.66
<b>Financial Liabilities</b>			
Other financial liabilities	Level 3	3.64	0.37

There have been no transfers between the levels during the year. The management assessed that cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, bank overdrafts, borrowings, other financial assets, loans and Other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Details of financial assets and financial liabilities which were valued at fair value as of 31st March 2024 and 31st March 2023 are disclosed in Note 51.2 above.

**Financial risk management framework**

The Group's board of directors and the board of directors of the respective subsidiaries/associate have overall responsibility for the establishment and oversight of The Group's risk management framework. The Group manages financial risk relating to the operations through internal risk reports which analyze exposure by degree and magnitude of risk.

The Group's activities expose it to a variety of financial risks: liquidity risk, credit risk and market risk (including interest rate risk and other price risk). The Group's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Group's risk management assessment and policies and processes are established to identify and analyze the risks faced by The Group, to set appropriate risk limits and controls, and to monitor risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and The Group's activities. The Board of Directors and the Audit Committee is responsible for overseeing The Group's risk assessment and management policies and processes.

**(a) Liquidity Risk Management :**

Liquidity risk refers to the risk that The Group cannot meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to The Group's reputation. The Group maintains adequate reserves and banking facilities, and continuously monitors the forecast and actual cash flows by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of The Group periodically. The Group believes that the expected future cashflows from the acquisitions during the year, working capital (including banking limits not utilized) and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

**Liquidity and Interest Risk Tables :**

The following tables detail the group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the group may be required to pay. The interest bearing financial liabilities were high when compared to non interest bearing financial assets, which is primarily due to acquisition of hospitals during the year. This risk will be reduced with the operating cash inflows generated from the newly acquired hospitals and from the existing hospitals.

(Amount in INR Crores)

Particulars	Less than 1 year	1 to 5 years	5 years and above	Total
<b>As at 31st March 2024</b>				
Interest bearing	251.98	750.21	612.62	1,614.81
Non-interest bearing	161.79	5.39	-	167.18
<b>Total</b>	<b>413.77</b>	<b>755.60</b>	<b>612.62</b>	<b>1,781.99</b>
<b>As at 31st March 2023</b>				
Interest bearing	177.21	673.80	565.77	1,416.78
Non-interest bearing	146.92	1.94	-	148.86
<b>Total</b>	<b>324.13</b>	<b>675.74</b>	<b>565.77</b>	<b>1,565.64</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

The following tables detail the Group's remaining contractual maturity for its non-derivative financial assets with agreed repayment periods. The Group does not hold any derivative financial instrument.

(Amount in INR Crores)

Particulars	Less than 1 year	1 to 5 years	5 years and above	Total
<b>As at 31st March 2024</b>				
Interest bearing	81.29	19.59	29.27	130.15
Non-interest bearing	181.11	2.16	3.79	187.06
Mutual Funds	435.57	-	-	435.57
<b>Total</b>	<b>697.97</b>	<b>21.75</b>	<b>33.06</b>	<b>752.78</b>
<b>As at 31st March 2023</b>				
Interest bearing	76.85	15.70	25.28	117.83
Non-interest bearing	153.30	0.43	1.63	155.36
Mutual Funds	33.66	-	-	33.66
<b>Total</b>	<b>263.81</b>	<b>16.13</b>	<b>26.91</b>	<b>306.85</b>

**(b) Credit Risk:**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of The Group result in material concentration of credit risk. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The carrying amount of the financial assets recorded in these financial statements, grossed up for any allowance for losses, represents the maximum exposures to credit risk.

i. Trade receivables: The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and credit history, also has an influence on credit risk assessment.

Refer Note 16 and Note 34 for the details in respect of receivable and revenue from top customers

ii. Credit risk on current investments and cash & cash equivalent is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in Mutual Funds.

iii. Financial instruments and cash deposits: Credit risk from balances with banks and financial institutions is managed by the Group's in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Parent's Board of Directors on an annual basis. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

iv. Financial guarantees have been provided as corporate guarantees to financial institutions and banks that have extended credit facilities to the Group's related party/subsidiary. In this regard, the Group does not foresee any significant credit risk exposure.

**(b).1 Financing arrangements**

The Group has access to the following undrawn facilities as at the end of the each reporting period:

Particulars	As at 31st March 2024	As at 31st March 2023
From Banks- Working capital limit	13.05	22.40

**(c) Market Risk :**

Market risk is the risk of loss of any future earnings, in realizable fair values or in future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk and the market value of its investments. Thus, The Group's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

The Company issued D2 Series CCPS which is classified as financial liability and accordingly measured at fair value through Profit and Loss. The amount of D2 Series CCPS as at March 31, 2024 is INR 0.09 crores (March 31, 2023 INR Nil crores). Accordingly, fair value fluctuations arising from market volatility is recognised in Statement of Profit and Loss. The Company invests in Mutual Fund schemes of leading fund houses. Such investments are susceptible to market price risk that arise mainly from changes in interest rate which may impact the return and value of such investments. However, given the relatively short tenure of underlying portfolio of the Mutual Fund schemes in which the Company has invested, such price risk is not significant. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****(c.1) Interest rate risk:**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to The Group's debt obligations with floating interest rates.

The Group's management monitors the interest fluctuations, if any, and accordingly, take necessary steps to mitigate any interest rate risk. A change (decrease/increase) of 100 basis points in interest rates at the reporting date would increase/(decrease) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Particulars	As at 31st March 2024		As at 31st March 2023	
	Increase by 100bps	Decrease by 100bps	Increase by 100bps	Decrease by 100bps
Impact on Profit and loss for the reporting period	(3.88)	3.88	(3.56)	3.56

Particulars	As at 31st March 2024		As at 31st March 2023	
	Increase by 100bps	Decrease by 100bps	Increase by 100bps	Decrease by 100bps
Impact on total equity as at the end of the reporting period	(3.88)	3.88	(3.56)	3.56

**(c.2) Foreign Currency Risk Management:**

The Group undertakes transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuations arises. The Group has not entered into any derivative contracts during the year ended 31st March 2024 and there are no outstanding contracts as at 31st March 2023. There are no carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities as at 31 March 2024 & 31 March 2023. Hence, there is no impact on foreign currency sensitivity on Profit/ loss for the reporting period and Total Equity as at the end of the reporting period.

**51.3 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)**

The Management considers that the carrying amount of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

**51.4 Offsetting of financial assets and financial liabilities**

The Group has not offset financial assets and financial liabilities.

**51.5 Fair value measurement:**

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The principle or the most advantageous market must be accessible by the group. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

**Dr. Agarwals Health Care Limited - Group****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****52 Ratios****The following are analytical ratios for the year ended 31st March 2024 and 31st March 2023**

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023	Variance
i Current Ratio	1.90	1.03	84%
ii Debt-Equity Ratio	0.70	1.30	-46%
iii Debt Service Coverage Ratio	1.79	2.18	-18%
iv Return on Equity Ratio (%)	9.33%	23.12%	-60%
v Inventory Turnover Ratio	6.85	6.78	1%
vi Trade Receivables Turnover Ratio (i.e. Debtors Turnover Ratio)	15.39	15.30	1%
vii Trade Payables Turnover Ratio	2.71	2.49	9%
viii Net Capital Turnover Ratio	3.71	114.88	-97%
ix Net Profit Ratio (%)	6.91%	10.01%	-31%
x Return on Capital Employed (%)	14.61%	15.18%	-4%
xi Return on Investment (%)	9.55%	8.75%	9%

- i Current Ratio has increased due to the fund raise during the year which resulted in increase in investment in Mutual funds and other instruments.
- ii Debt-Equity Ratio has decreased due to increase in Equity balance on account of fund raise.
- iv Return on Equity ratio has decreased due to to increase in Equity balance on account of fund raise.
- viii Net capital turnover ratio has decreased on account of increase in mutual fund investments during the current year
- ix Net Profit Margin decreased due to increase in Operational Cost.
- xi Return on Investments decreased due to decrease in returns from mutual fund investment

**Formulae for computation of ratios are as follows -**

i Current Ratio	=	$\frac{\text{Current Assets}}{\text{Current Liabilities (Including Current maturities of Non-Current Borrowings)}}$
ii Debt/ Equity Ratio	=	$\frac{\text{Total debt (includes total lease liabilities)}}{\text{Equity Share Capital + Other Equity}}$
iii Debt Service Coverage Ratio	=	$\frac{\text{Earnings available for Debt Service}}{\text{Debt Service}}$
vi Return on Equity Ratio	=	$\frac{\text{Profit for the year}}{\text{Average Total Equity}}$
v Inventory Turnover Ratio	=	$\frac{\text{Cost of Materials Consumed}}{\text{Average Inventories of Goods}}$
vi Trade Receivables Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Average Trade Receivables}}$
vii Trade Payables Turnover Ratio	=	$\frac{\text{Purchases}}{\text{Average Trade Payables}}$
viii Net Capital Turnover Ratio	=	$\frac{\text{Revenue from Operations}}{\text{Working Capital}}$
ix Net Profit Margin (%)	=	$\frac{\text{Profit for the year}}{\text{Total Income}}$
x Return on Capital Employed	=	$\frac{\text{Earnings before Interest and Tax}}{\text{Total Equity + Borrowings - Goodwill - Other Intangible Assets - intangible asset under development (Includes total lease liabilities)}}$
xi Return on Investments	=	$\frac{\text{Other Income (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents & Other Marketable Securities}}$

**Dr. Agarwal's Health Care Limited**

**CIN : U85100TN2010PLC075403**

**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

53 Additional information required as per Schedule III of the companies Act, 2013:

**53.1 For the year ended 31 March 2024**

Name of Entity	Net Assets (Total Assets-Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Assets	Amount	As a % of Consolidated Profit or Loss	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
<b>As at 31st March 2024</b>								
Holding Company	85%	1,227.17	25%	23.83	4%	(0.33)	27%	23.50
<b>Subsidiaries</b>								
Dr Agarwal's Eye Hospital Limited	11%	157.15	49%	46.36	0%	0.04	53%	46.40
Aditya Jyot Eye Hospital	0%	6.81	2%	1.85	0%	0.01	2%	1.86
Elisar Life Sciences Pvt Ltd	-2%	(32.38)	-4%	(3.92)	0%	0.03	-5%	(3.89)
Orbit Healthcare Services(Mauritius) Ltd.	6%	91.69	28%	27.33	96%	(7.35)	23%	19.98
<b>Sub-Total</b>	<b>100%</b>	<b>1,450.44</b>	<b>100%</b>	<b>95.45</b>	<b>100%</b>	<b>(7.60)</b>	<b>100%</b>	<b>87.85</b>
Intercompany elimination and Other adjustments		(70.93)		(0.40)		(1.91)		(2.31)
<b>Total</b>		<b>1,379.51</b>		<b>95.05</b>		<b>(9.51)</b>		<b>85.54</b>

**53.2 For the year ended 31 March 2023**

Name of Entity	Net Assets (Total Assets-Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Assets	Amount	As a % of Consolidated Profit or Loss	Amount	As a % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
<b>As at 31st March 2023</b>								
Holding Company	77%	561.56	41%	31.59	7%	(0.68)	46%	30.91
<b>Subsidiaries</b>								
Dr Agarwal's Eye Hospital Limited	15%	113.34	48%	36.93	3%	(0.35)	54%	36.57
Aditya Jyot Eye Hospital	1%	4.95	2%	1.26	0%	0.03	2%	1.29
Elisar Life Sciences Pvt Ltd	-4%	(28.49)	-11%	(7.99)	0%	-	-12%	(7.99)
Orbit Healthcare Services(Mauritius) Ltd.	11%	80.94	20%	15.47	90%	(9.07)	10%	6.40
<b>Sub-Total</b>	<b>100%</b>	<b>732.30</b>	<b>100%</b>	<b>77.26</b>	<b>100%</b>	<b>(10.07)</b>	<b>100%</b>	<b>67.18</b>
Intercompany elimination and Other adjustments		(73.23)		25.97		5.24		31.22
<b>Total</b>		<b>659.07</b>		<b>103.23</b>		<b>(4.83)</b>		<b>98.40</b>

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****54 Non-Controlling Interest**

- (a) The Company holds ownership interest of 71.75% in Dr. Agarwal's Eye Hospital as at 31 March 2024 and 31 March 2023. The summarized financial information of the Subsidiary is provided below. This information is based on standalone financial statement of the subsidiary:

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Income	324.27	269.65
Expenses	(262.02)	(220.25)
Profit Before Tax	62.25	49.40
Tax Expense	(15.89)	(12.48)
Profit / (Loss) for the Year	46.36	36.92
- attributable to the owners of the Company	33.26	26.49
- attributable to the non-controlling interest	13.10	10.43
Other Comprehensive Income / (Loss)	0.04	(0.35)
- attributable to the owners of the Company	0.03	(0.25)
- attributable to the non-controlling interest	0.01	(0.10)
Total Comprehensive Income / (Loss)	46.40	36.57
- attributable to the owners of the Company	33.29	26.24
- attributable to the non-controlling interest	13.11	10.33

**Summarized Balance Sheet**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Current Asset	435.93	343.40
Current Asset	59.84	46.55
Non-Current Liabilities	257.84	221.52
Current Liabilities	80.78	55.09
Total Equity	157.15	113.34
- attributable to the owners of the Company	112.76	81.32
- attributable to the non-controlling interest	44.39	32.02

**Summarized Cash Flow Statement**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Net cash generated from operating activities (A)	89.77	69.62
Net cash used in investing activities (B)	(70.04)	(70.61)
Net cash generated used in financing activities (C)	(14.23)	0.26
Net increase in cash and cash equivalents (A+B+C)	5.50	(0.73)

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Controlling Interest	44.39	32.02

- (b) The Company holds ownership interest of 75.95% in Elisar Life Sciences Private Limited as at 31 March 2024 and 31 March 2023. The summarized financial information of the Subsidiary is provided below. This information is based on standalone financial statement of the subsidiary:

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Income	4.08	4.87
Expenses	(7.70)	(13.39)
Profit Before Tax	(3.62)	(8.52)
Tax Expense	(0.30)	0.53
Profit / (Loss) for the Year	(3.92)	(7.99)
- attributable to the owners of the Company	(2.98)	(6.07)
- attributable to the non-controlling interest	(0.94)	(1.92)
Other Comprehensive Income / (Loss)	0.03	-
- attributable to the owners of the Company	0.02	-
- attributable to the non-controlling interest	0.01	-
Total Comprehensive Income / (Loss)	(3.89)	(7.99)
- attributable to the owners of the Company	(2.96)	(6.07)
- attributable to the non-controlling interest	(0.93)	(1.92)

**Summarized Balance Sheet**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Current Asset	6.04	3.70
Current Asset	3.46	3.52
Non-Current Liabilities	30.58	27.44
Current Liabilities	11.32	8.27
Total Equity	(32.40)	(28.49)
- attributable to the owners of the Company	(24.62)	(21.64)
- attributable to the non-controlling interest	(7.78)	(6.85)



**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****Summarized Cash Flow Statement**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Net cash generated from operating activities (A)	(0.45)	(0.95)
Net cash used in investing activities (B)	(2.51)	(1.82)
Net cash generated used in financing activities (C)	2.73	2.87
Net increase in cash and cash equivalents (A+B+C)	(0.23)	0.10

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Controlling Interest	(7.78)	(6.85)

- (c) The Company holds ownership interest of 75.5% and 63.25% in Aditya Jyot Eye Hospital Private Limited as at 31 March 2024 and 31 March 2023 respectively. The summarized financial information of the Subsidiary is provided below. This information is based on standalone financial statement of the subsidiary:

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Income	15.15	12.16
Expenses	(12.66)	(10.31)
Profit Before Tax	2.49	1.85
Tax Expense	(0.64)	(0.59)
Profit / (Loss) for the Year	1.85	1.26
- attributable to the owners of the Company	1.40	0.80
- attributable to the non-controlling interest	0.45	0.46
Other Comprehensive Income / (Loss)	0.01	0.03
- attributable to the owners of the Company	0.01	0.02
- attributable to the non-controlling interest	0.00	0.01
Total Comprehensive Income / (Loss)	1.86	1.29
- attributable to the owners of the Company	1.40	0.82
- attributable to the non-controlling interest	0.46	0.47

**Summarized Balance Sheet**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Current Asset	15.83	11.54
Current Asset	2.50	2.09
Non-Current Liabilities	5.09	5.05
Current Liabilities	6.43	3.63
Total Equity	6.81	4.95
- attributable to the owners of the Company	5.14	3.13
- attributable to the non-controlling interest	1.67	1.82

**Summarized Cash Flow Statement**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Net cash generated from operating activities (A)	2.92	2.30
Net cash used in investing activities (B)	(2.27)	(1.59)
Net cash generated used in financing activities (C)	(0.84)	(1.53)
Net increase in cash and cash equivalents (A+B+C)	(0.19)	(0.82)

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Controlling Interest	1.67	1.82

- (d) The Company holds 100% in Orbit Healthcare Services (Mauritius) Limited as at 31 March 2024 and 31 March 2023 which is the holding company of other African Subsidiaries including less than 100% ownership. Corresponding NCI has been disclosed below for Non-Controlling interest in certain african subsidiaries.

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Controlling Interest	1.81	2.51

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****55 Investment in Associates**

The Company holds 14.61% interest as at 31 March 2024 and 14.71% as at 31 March 23. As per agreement with Idearx Services private Limited and its shareholders, significant influence still remains with the Company and hence the entity is consolidated for the purpose of Consolidated Financial statements of the Company. The summarized financial information of the Associate is provided below.

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Income	56.86	47.71
Expenses	(62.45)	(53.17)
Loss Before Tax	(5.59)	(5.46)
Tax Expense	-	-
Loss for the Year	(5.59)	(5.46)
Other Comprehensive Income / (Loss)	0.01	0.05
Total Comprehensive Loss	(5.58)	0.05

For the year ended 31 March 2023, the share of loss from associate amounted to Rs.76.70 lakhs. However, since the carrying value of investment in Associate is already "Nil" and the recognition of loss is restricted to the carrying value in books, the share of loss during the year has not been recognised.

**Summarized Balance Sheet**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Non-Current Asset	2.40	2.92
Current Asset	18.96	20.65
Non-Current Liabilities	0.24	0.31
Current Liabilities	34.96	31.47
Total Equity	(13.84)	(8.21)

**Summarized Cash Flow Statement**

(Amount in INR Crores)

Particulars	For the Year ended 31st March 2024	For the Year ended 31st March 2023
Net cash generated / (used) from / in operating activities (A)	0.18	(8.16)
Net cash used in investing activities (B)	(0.47)	(1.09)
Net cash generated from financing activities (C)	0.99	6.52
Net increase / (decrease) in cash and cash equivalents (A+B+C)	0.70	(2.73)

Reconciliation of the above summarized financial information to the carrying amount of interest in the Associate recognized in the Consolidated Financial Statements

Particulars	(Amount in INR Crores )
Amount invested in the Associate	2.01
Share of Post Acquisition Loss upto 31 March 2021	(2.01)
Carrying amount as at 31 March 2021	-
Carrying amount as at 31 March 2022	-
Carrying amount as at 31 March 2023	-
Carrying amount as at 31 March 2024	-

Since the carrying value of investment in Associate is already "Nil" and the recognition of loss is restricted to the carrying value in books as per Ind AS 28, the share of loss during the above years has not been recognised.

## Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### 56 Undisclosed Income

The Group does not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

#### 57 Transactions with companies whose name is struck-off

The Group has not entered into any transactions with entities whose name has been struck off under Section 248 of the Act or section 560 of Companies Act, 2013 except for a company named "F2 connect Private Limited" for which outstanding payable is Nil as at 31 March 2024 and as at 31 March 2023

#### 58 Other disclosures for the year ended 31 March 2024 and 31 March 2023 (applicable for the entities part of the Group incorporated in India)

- (i) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- (ii) The Group neither has any immovable property nor any title deeds of Immovable Property not held in the name of the Group.
- (iii) During the financial year, the Group has not revalued any of its Property, Plant and Equipment, Right of Use Asset and Intangible Assets.
- (iv) The Group has not granted any Loans or Advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
  - (a) repayable on demand or
  - (b) without specifying any terms or period of repayment
- (v) There are no proceedings which have been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vi) With respect to borrowings from banks or financial institutions on the basis of security of current assets, the returns or statements comprising the information on unhedged foreign currency exposure and unaudited provisional financial statements filed by the Group with such banks are in agreement with the books of account of the Group.
- (vii) The Group has not been declared as a wilful defaulter by any bank or financial Institution or other lender.
- (viii) The Group does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (ix) The Group has subsidiaries and complies with clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :-
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (xi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:-
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xii) The Group neither has traded nor invested in Crypto currency or Virtual Currency during the Financial year.
- (xiii) The Group does not have any investment properties as at 31 March 2024 and 31 March 2023 as defined in Ind AS 40.

#### 59 Audit Trail & Backup of accounting records (applicable for the entities part of the Group incorporated in India)

- (i) The Parent, its subsidiary companies and associate company incorporated in India have used accounting softwares for maintaining its books of account for the year ended 31 March 2024, which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares except that:

- i. in respect of maintenance of payroll records wherein the Parent and one subsidiary company have used payroll software which is operated by a third party service provider for which independent auditor's system and organization controls report covering the audit trail requirement at the database level is not available with the Parent and one subsidiary company.
- ii. the accounting software used by another subsidiary company did not have a feature of recording audit trail (edit log) facility.

The audit trail feature is not tampered in respect of accounting softwares for which the audit trail feature was enabled and operating. The Parent, its subsidiary companies and associate company incorporated in India is in the process of evaluating options to comply with the audit trail requirement.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

- (ii) The Group has maintained backup on daily basis of its accounting records which is in electronic mode. The backup is maintained in servers physically located outside India for the year ended 31st March 2024 and year ended 31st March 2023.

- 60 During the year ended 31 March 2023, Orbit Health Care Services (Mauritius) Limited disinvested its equity stake in Orbit Thelish Healthcare Services Nigeria Limited on 01 April 2022 for a consideration of USD 10,000.

**Dr. Agarwal's Health Care Limited**

**CIN : U85100TN2010PLC075403**

**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

**61 Related party disclosure**

**61.1 Names of related parties and nature of relationships\***

S.No	Nature of Relationship	For the year ended 31st March 2024	For the year ended 31st March 2023
(i)	<b>Entities with significant influence over the Company</b>	Claymore Investments (Mauritius) Pte. Ltd	Claymore Investments (Mauritius) Pte. Ltd
		Hyperion Investments Pte. Ltd	Hyperion Investments Pte. Ltd (w.e.f 05 May 2022)
		-	Value Growth Investment Holdings PTE Ltd (up to 05 May 2022)
		Arvon Investments Pte. Ltd.	Arvon Investments Pte.Ltd. (w.e.f 05 May 2022)
(ii)	<b>Associate entities of the Company</b>	IdeaRx Services Private Limited	IdeaRx Services Private Limited
(iii)	<b>Enterprise over which the Key Management Personnel of the Company is in a position to exercise control / joint control/ significant influence</b>	Dr. Agarwal's Eye Institute	Dr. Agarwal's Eye Institute
		Dr. Agarwal's Eye Institute Private Limited	Dr. Agarwal's Eye Institute Private Limited
		Maatrum Technologies and Legal Ventures Private Limited	Maatrum Technologies and Legal Ventures Private Limited
		Orbit International	Orbit International
(iv)	<b>Key Management Personnel of the Company / Subsidiary Company</b>	Dr. Amar Agarwal	Dr. Amar Agarwal
		Dr. Athiya Agarwal	Dr. Athiya Agarwal
		Mr. Balakrishnan Venkataraman	Mr. Balakrishnan Venkataraman
		Mr. Sanjay Dharambir Anand	Mr. Sanjay Dharambir Anand
		Dr. Ashvin Agarwal	Dr. Ashvin Agarwal
		Dr. Ashar Agarwal	Dr. Ashar Agarwal
		Dr. Adil Agarwal	Dr. Adil Agarwal
		Dr. Anosh Agarwal	Dr. Anosh Agarwal
		Mr. Shiv Agrawal	Mr. Shiv Agrawal
		Mr. Thanikainathan Arumugam (Company Secretary)	Mr. Thanikainathan Arumugam (Company Secretary)
		Mrs. Meenakshi Jayaraman (AEHL)	Mrs. Meenakshi Jayaraman (AEHL)
		Ms. Lakshmi Subramanian (AEHL)	Ms. Lakshmi Subramanian (AEHL)
		-	Mr. Suresh Eshwara Prabhala (up to 04 May 2022)
		-	Mr. Venkatesh Ratnasami (up to 05 May 2022)
		Mr. Ankur Nand Thadani	Mr. Ankur Nand Thadani (w.e.f 05 May 2022)
		Mr. Ved Prakash Kalanoria	Mr. Ved Prakash Kalanoria (w.e.f 05 May 2022)
Mr. B. Udhay Shankar (Group CFO)**	Mr. B. Udhay Shankar (Group CFO)		
(v)	<b>Personnel who has significant influence over the company and/subsidiary company</b>	Dr. S Natarajan (AJEH)	Dr. S Natarajan (AJEH)
(vi)	<b>Relative of Key Management Personnel of the Company/ others</b>	Dr. Sunita Agarwal	Dr. Sunita Agarwal
		Mr. Pankaj Sondhi	Mr. Pankaj Sondhi
		Ms Farah Agarwal	Ms Farah Agarwal
		Ms. Urmila Agarwal	Ms. Urmila Agarwal

\*Related party relationships are as identified by the Management and relied upon by the auditors.

\*\* Ceased to be a Group CFO w.e.f 17 September 2024, Mr. Yashwanth Venkat has been appointed as the CFO effective that date.

**61.2 Transactions carried out with related parties referred to above in the ordinary course of business during the year**

(Amount in INR Crores)

Particulars	Related Party	2023-24	2022-23
<b>Transactions during the year</b>			
Purchases	IdeaRx Services Private Limited	30.41	23.93
Rent Expenses	Dr. Agarwal's Eye Institute	7.00	6.64
	Dr. Ashvin Agarwal - Guesthouse	0.39	0.36
Sale of Asset	Dr. Ashar Agarwal - Guesthouse	-	-
	Dr. Agarwal's Eye Institute	0.36	0.04
	Dr. S Natarajan	3.04	-
Salary paid	Dr. S Natarajan	1.20	1.16
Dividend paid	Dr. Sunita Agarwal	0.00	0.00
	Mr. Pankaj Sondhi	0.00	0.00
<b>Others</b>			
Conversion of CCDs to Equity	Hyperion Investments Pte. Ltd.	-	22.74
Conversion of CCPs to Equity	Arvon Investments Pte. Ltd.	-	16.89
Conversion of Preference shares	Value Growth Investment Holdings PTE Ltd	-	-
Advances Paid	Dr. Sunita Agarwal	2.07	-
	Mr. Pankaj Sondhi	0.03	-
Issue of instruments equity	Hyperion Investments Pte. Ltd.	400.00	110.00
	Arvon Investments Pte. Ltd.	240.00	190.00
Purchase of additional stake in Aditya Jyot Eye Hospital Private Limited	Dr. S Natarajan	6.25	6.25
Issue of CCPs to	Arvon Investments Pte. Ltd. (Issue of CCPS)	-	-
	Dr. Amar Agarwal	0.02	-
	Dr. Athiya Agarwal	0.02	-
	Dr. Adil Agarwal	0.02	-
	Dr. Anosh Agarwal	0.02	-
	Ms Farah Agarwal	0.00	-
	Ms. Urmila Agarwal	0.00	-
	Dr. Agarwal's Eye Institute	0.01	-

**Dr. Agarwal's Health Care Limited**

**CIN : U85100TN2010PLC075403**

**Notes to the Consolidated Financial Statements for the year ended 31st March 2024**

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****Notes:**

(i) The Group accounts for costs incurred by / on behalf of the Related Parties based on the actual invoices / debit notes raised and accruals as confirmed by such related parties. The Related Parties have confirmed to the Management that as at 31 March 2024 and 31 March 2023, there are no further amounts payable to / receivable from them, other than as disclosed above. The Group incurs certain costs on behalf of related parties. These costs have been allocated/recovered from the related parties on a basis mutually agreed with them.

(ii) An extension of Equitable Mortgage on a property owned by Dr. Agarwal's Eye Institute has also been provided to HDFC Limited and Axis Bank as a security in respect of the Term loan and Cash Credit facility availed by the Dr Agarwal's Eye Hospital Limited.

(iii) Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal, Dr. Ashwin Agarwal and Dr. Agarwal's Eye Institute have provided personal guarantees for term loans taken by the Group.

(iv) The Company has provided Corporate Guarantees amounting to INR 64.98 Crores to Axis bank for the loans taken by Dr. Agarwal's Eye Hospital Limited ("the Subsidiary"). Further, 1,350,000 Equity Shares held by the Company in the Dr Agarwal's Eye Hospital Limited (AEHL) has been pledged as one of the collateral securities with Axis bank (previously with HDFC), for the loans taken by AEHL. The Company has provided Corporate Guarantees amounting to INR 10.22 Crores to HDFC Bank (Previously Kotak bank) for the loans taken by Dr. Aditya Jyot Eye Hospital. The Company has also provided Corporate Guarantees amounting to INR 1.75 Crores (MUR 10,000,000) to SBM Bank (Mauritius) Limited for the loans taken by Orbit Health Care Services (Mauritius) Limited, its wholly-owned subsidiary.

**61.3 Compensation of key management personnel**

(Amount in INR Crores)

Particulars	Related Party	2023-24	2022-23
<b>Short-term employee benefits (Refer Note (i))</b>	Mr. B. Udhay Shankar	1.59	1.31
<b>(Remuneration)</b>	Mr. Thanikainathan Arumugam	0.56	0.46
	Dr. Amar Agarwal	2.36	2.36
	Dr. Athiya Agarwal	0.92	0.92
	Dr. Ashar Agarwal	1.90	-
	Mrs. Meenakshi Jayaraman	0.16	0.11
	Dr. Adil Agarwal	4.53	3.36
	Dr. Anosh Agarwal	4.51	3.35
<b>Post employee benefits</b>	Dr. Anosh Agarwal	0.00	0.00
<b>(Contribution to Provident fund)</b>	Dr. Adil Agarwal	0.00	0.00
	Dr. Ashar Agarwal	0.00	-
	Dr. Amar Agarwal	0.00	0.00
	Dr. Athiya Agarwal	0.00	0.00
	Mrs. Meenakshi Jayaraman	0.00	0.00
	Mr. B. Udhay Shankar	0.00	0.00
	Mr. Thanikainathan Arumugam	0.00	0.00
<b>Director sitting fees</b>	Mr. Shiv Agarwal	0.01	0.01
	Mr. Sanjay Dharambir Anand	0.03	0.03
	Mr. Balakrishnan	0.03	0.02
	Ms. Lakshmi Subramanian	0.01	0.01
<b>Other perquisites</b>	Dr. Adil Agarwal	0.33	0.45
	Dr. Ashar Agarwal	0.07	-
	Dr. Anosh Agarwal	0.41	0.43
<b>ESOP</b>	Mr. Udhay Davey	0.51	0.19
	Mr. Thanikainathan Arumugam	0.12	0.04
<b>Consultancy</b>	Dr. Ashwin Agarwal	1.01	0.88
	Dr. Ashar Agarwal	-	-
<b>Reimbursement of Expenses</b>	Dr. Amar Agarwal	0.55	0.93
	Dr. Ashwin Agarwal	0.55	0.62

**Notes:**

- (i) Excludes gratuity and compensated absences which cannot be separately identifiable from the composite amount advised by the actuary.
- (ii) The remuneration payable to key management personnel of Dr. Agarwal's Eye Hospital Limited and Dr. Agarwal's Health Care Limited is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends
- (iii) The above remuneration for key managerial personnel does not include vehicle, communication expenses & other expenses for which the perquisite value is determined as Nil.
- (iv) Since the figures are reported in crores, please note that '-' denotes NIL balance and '0' denotes nominal figures.
- (v) All the figures disclosed above are excluding Goods and Service Tax

**Dr. Agarwal's Health Care Limited****CIN : U85100TN2010PLC075403****Notes to the Consolidated Financial Statements for the year ended 31st March 2024****61.4 Balances outstanding as at year end**

(Amount in INR Crores)

Particulars	Related Party	As at 31st March 2024	As at 31st March 2023
<b>Assets</b>			
Loans	Dr. Agarwal's Eye Institute	4.58	4.58
Loans Receivable	Dr. S Natarajan	0.27	-
Other receivables	Dr. Sunita Agarwal	2.04	-
	Mr. Pankaj Sondhi	0.03	-
<b>Liabilities</b>			
Trade Payable	Idea Rx Services Private Limited	7.45	7.76
	Dr. Amar Agarwal	-	0.20
	Dr Adil Agarwal	2.75	2.00
	Dr Anosh Agarwal	2.75	2.00
	Dr Ashar Agarwal	0.76	-
	Mr. Udhay Davey	-	-
	Ms. Meenakshi Jayaraman	-	-
	Dr. Agarwal's Eye Institute	0.55	0.49
Loans Receivable	Dr. S Natarajan	-	2.96

**Notes:**

(i) The amounts outstanding are unsecured and will be settled in cash. There have been no instances of amounts due to or due from related parties that have been written back or written off or otherwise provided for during the year.

(ii) The rental deposit payable to related parties is presented at undiscounted amount and not at amortised cost as contained in Note 10.

## Dr. Agarwal's Health Care Limited

CIN : U85100TN2010PLC075403

### Notes to the Consolidated Financial Statements for the year ended 31st March 2024

#### 62 Significant events after the reporting period

- (a) The Board of Directors vide resolution dated 18 March 2024 and 14 August 2024 have approved the amendment of terms of conversion to 1:1 ratio for both series D1 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (Series D1) and series D2 0.001% Fully and Compulsorily Convertible Non-Cumulative Participating Preference Shares (Series D2); (Series D1 and Series D2 shall be collectively referred to as "Series D CCPS"). The members of the Company vide resolution dated 28 August 2024 have approved the amendment of terms of conversion to 1:1 ratio for Series D CCPS.
- (b) The Company has received INR 379.76 crores from the Series D CCPS holders towards making the Series D CCPS fully paid-up on 28 August 2024. The entire Series D CCPS totaling to 9,22,205 preference shares were made fully paid-up and subsequently converted into equity shares of Rs. 10 each at the Board meeting held on 28 August 2024, ranking pari passu with the existing equity shares of the Company.
- (c) Subsequent to year end, the Company entered into a share subscription agreement dated 4 April 2024 to subscribe to 5,01,000 Equity Shares of Re.1/- each of Dr Third Eye Care Private Limited (DTECPL) to acquire 51% stake in DTECPL. The amount paid toward subscription of 5,01,000 Equity Shares was INR 342.77 crores.  
Subsequent to year end, the Group entered into Business Transfer Agreements with RKN Eye Care LLP (dated 10 May 2024) and Eydox Eye Hospital (dated 02 May 2024) for acquisition of eye care business for a purchase consideration of INR 120 crores and INR 27 crores, respectively.
- (d) The Board of Directors of the Company vide resolution dated 4 September 2024 and the members of the company vide resolution dated 5 September 2024 have provided consent to sub-divide the then 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.
- (e) The Board of Directors of the Company vide resolution dated 4 September 2024 and the members of the company vide resolution dated 5 September 2024 have provided consent to capitalise 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 31 March 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 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 4 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. The Bonus Equity Shares were allotted by the Board of Directors on 9 September 2024. Consequently the Paid up capital of the Company as on date of adoption of this restated financials is at INR 30,75,55,920.

#### 63 Regrouping/ Reclassification

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

#### 64 Approval of Financial Statements

The Board of Directors of the Company has reviewed the realizable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements.

In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 25 September 2024.

As per our report of even date attached

For and on behalf of Board of Directors

**Adil  
Agarwal**  
Digitally signed  
by Adil Agarwal  
Date: 2024.09.25  
21:04:37 +05'30'

**Dr. Adil Agarwal**  
Wholetime Director  
DIN: 01074272  
Place: Paris, France  
Date: 25 September 2024

**Yashwanth  
Venkat**  
Digitally signed by  
Yashwanth Venkat  
Date: 2024.09.25  
20:58:34 +05'30'

**Mr. Yashwanth Venkat**  
Chief Financial Officer  
Place: Chennai  
Date: 25 September 2024

For and on behalf of Board of Directors

**Anosh  
Agarwal**  
Digitally signed by  
Anosh Agarwal  
Date: 2024.09.25  
21:01:12 +05'30'

**Dr. Anosh Agarwal**  
Wholetime Director  
DIN: 02636035  
Place: Chennai  
Date: 25 September 2024

**Thanikain  
athan A**  
Digitally signed by  
Thanikainathan A  
Date: 2024.09.25  
21:07:35 +05'30'

**Mr. Thanikainathan Arumugam**  
Company Secretary  
Place: Chennai  
Date: 25 September 2024