

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting (AGM) of the members of the Company will be held on Wednesday, September 24, 2025 at 10.00 AM IST through video conferencing (VC) /other audio visual means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025, along with the report of the board of directors and auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2025 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend of ₹3.50 per share (35%) on the paid-up capital consisting of 47,00,000 equity shares, absorbing a sum of ₹164.5 lakh as recommended by the Board, be approved and the same be and is hereby declared payable for the year ended March 31, 2025."

3. To appoint a director in the place of Dr. Athiya Agarwal (DIN 01365659) who retires by rotation and being eligible offers herself for reappointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Athiya Agarwal (DIN: 01365659), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

4. **Appointment of Auditors to hold office till the 36th AGM and fixing their Remuneration:**

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

"RESOLVED THAT

- i. Pursuant to Section 139 of the Companies Act, 2013, and the Rules made thereunder and as recommended by the Audit Committee of the Board of Directors, M/s. S.R. Batliboi & Associates LLP (EY), Chartered Accountants, Chennai with ICAI Firm Registration No. 101049W/E300004 are

appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company to be held during the year 2030;

- ii. The Auditors be paid such remuneration plus reimbursement of out-of-pocket expenses and applicable taxes for the year 2025-26 for audit and related services as deliberated in the explanatory statement and
- iii. The Audit Committee of the Board is empowered to revise the remuneration of the Auditors from time to time during the remainder of their term taking into account the scope and volume of services and other aspects as it deems appropriate.

SPECIAL BUSINESS:

5. **Ratification of remuneration to Cost Auditor for the financial year 2024-25.**

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹90,000 (Rupees Ninety thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them and payable for the year 2024-2025 to M/s. BY & Associates, Cost Accountant in practice (Firm Registration No: 003498) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25, be and is hereby ratified and confirmed."

6. **Appointment of Mr. Subramanian Chandrasekar, Practicing Company Secretary (Membership No. FCS 6773) as the Secretarial Auditor of the Company**

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

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force]

and in accordance with the recommendation of the Board of Directors of the Company, Mr. Subramanian Chandrasekar, Practicing Company Secretary, Chennai (Membership No. FCS 6773 & COP 13761) be appointed at this 31st Annual General Meeting as the Secretarial Auditor of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit from the financial year ending March 31, 2026 till March 31, 2030 ('the Term') and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term, at a remuneration to be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board."

7. Approval of reappointment of Dr. Amar Agarwal (DIN: 00435684) as Chairman cum Managing Director and revision in his remuneration

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the reappointment of Dr. Amar Agarwal (DIN: 00435684) as the Chairman cum Managing Director of the Company for a period of three years with effect from October 01, 2025, on the terms and conditions as set out in the explanatory statement of this notice and sanctioned with the authority to the Board of Directors of the Company to alter or vary the terms and conditions of the said re-appointment in such manner as the Board deem fit but subject to complying applicable provisions of the law at that point of time and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act and whose directorship is not liable to retirement by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and other

applicable provisions, if any, and Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendments, modifications or re-enactments thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of remuneration of Dr. Amar Agarwal (DIN: 00435684), Chairman cum Managing Director of the Company, which is in excess of threshold limits as prescribed under SEBI(LODR) Regulations, 2015 and Schedule V of the Companies Act, 2013 and the Rules made there under;

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Director may be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions, however, within the limits prescribed in the explanatory statement to item no. 7 as annexed to this notice;

RESOLVED FURTHER THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year during the currency of the tenure of the Chairman cum Managing Director, the remuneration as stated in the Explanatory Statement, and annual performance commission, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated as minimum remuneration, subject to limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as maybe prescribed by the Government from time to time shall be paid;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

8. Approval of reappointment of Dr. Athiya Agarwal as Whole-Time Director (DIN: 01365659) and revision in her remuneration

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the reappointment of Dr. Athiya Agarwal (DIN: 01365659) as the Whole-Time Director of the Company for a period of three years with effect from October 01, 2025, on the terms and conditions as set out in the explanatory statement of this notice and sanctioned with the authority to the Board of Directors of the Company to alter or vary the terms and conditions of the said re-appointment in such manner as the Board deem fit but subject to complying applicable provisions of the law at that point of time and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act and whose directorship is liable to retirement by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendments, modifications or re-enactments thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of remuneration of Dr. Athiya Agarwal (DIN: 01365659), Whole-time Director of the Company, which is in excess of threshold limits as prescribed under SEBI (LODR) Regulations, 2015 and Schedule V of the Companies Act, 2013 and the Rules made thereunder;

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Director may be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions, however, within the limits prescribed in the explanatory statement to item no. 8 as annexed to this notice;

RESOLVED FURTHER THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year during the currency of the tenure of the Whole-Time Director, the remuneration as stated in the Explanatory Statement, and annual performance commission, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated as minimum remuneration, subject to limits mentioned under Section II of Part II

of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time shall be paid;

RESOLVED FURTHER THAT the Board of Directors and company secretary of the of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

9 **Approval for Issuance of 1,32,827 Equity Shares of the Company on a preferential basis**

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

"RESOLVED THAT pursuant to: (i) the applicable provisions of Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and/or rules and regulations made thereunder (including any amendments, statutory modification, and/or re-enactment there of, for the time being in force) ("Act");(ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, statutory modification, and/or re-enactment thereof, for the time being in force) ("ICDR Regulations"); (iii) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification, and/or re-enactment there of, for the time being in force) ("Listing Regulations"); (iv) the uniform listing agreement in terms of the Listing Regulations entered into by the Company with the BSE Limited ("BSE"); (v) enabling provisions of the memorandum of association and articles of association of the Company; (vi) any other applicable rule(s), regulation(s), guideline(s), notification(s), circular(s) etc. issued by any other appropriate authority, if any (including any amendments, statutory modification and/or re-enactment thereof, for the time being in force);(vii) subject to any applicable approvals, permissions and/or sanctions from any statutory/regulatory authority including Securities and Exchange Board of India ("SEBI"), BSE Limited ("Stock Exchange"), Ministry of Corporate Affairs ("MCA") (collectively, the "Regulatory Authorities"), and/ or any other competent authorities as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and/or sanctions; and (viii) pursuant to the recommendation of the board of directors of the Company (the "Board", which shall include a duly constituted committee(s)

thereof), approval of the members ("Members") of the Company be and is hereby accorded to authorize the Board to create, offer, issue and allot, on a preferential basis, up to 1,32,827 fully paid up equity shares of the Company having face value of INR 10 each (Indian Rupees Ten Only) ("Equity Shares") for cash, at a price of ₹ 5,270 (Rupees Five Thousand Two Hundred and Seventy Only) per Equity Share, which is a price determined in accordance with Chapter V of the ICDR Regulations and for a total consideration of upto ₹ 70,00,00,000 (Indian Rupees Seventy Crore Only), to Dr. Agarwal's Health Care Limited, promoter of the Company ("Promoter Allottee"), on such terms and conditions as may be determined by the Board, subject to applicable laws and regulations, including the provisions of the Act and the ICDR Regulations.

The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Name and address	No. of Equity Shares to be allotted
Dr. Agarwal's Health Care Limited 1st Floor, Buhari Towers, No. 4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai 600 006, Tamil Nadu, India	1,32,827 Equity Shares, at a price of INR 5,270 (Rupees Five Thousand Two Hundred and Seventy Only) per Equity Share

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the "Relevant Date" for determining the floor price of Equity Shares to be issued and allotted as above is Monday, August 25, 2025, being the date 30 (thirty) days prior to the date of this Annual General Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares of the Company being offered, issued and allotted to the Promoter Allottee on a preferential basis shall, inter alia, subject to the following:

- a) The full preferential allotment consideration shall be payable by the Promoter Allottee on or before the date of the allotment of the Equity Shares in accordance with ICDR Regulations;
- b) The Equity Shares so offered, issued and allotted to the Promoter Allottee, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be issued and allotted in dematerialized form within 15 (fifteen) days from the later of: (i) date of receipt of approval of the Members pursuant to this resolution; and (ii) date of receipt of the last applicable approval or permission by any Regulatory Authority (including but not limited to the in-principle approval of the Stock Exchange for issuance of the Equity Shares to the Promoter Allottees) or such other extended period as may be permitted in accordance with ICDR Regulations;
- d) The Equity Shares shall be issued and allotted by the Company to the Promoter Allottee in dematerialized form;
- e) The Equity Shares to be issued and allotted to the Promoter Allottee shall be fully paid-up, shall be subject all requirements of applicable laws, shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall

rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to the payment of dividend and voting rights) from the date of allotment thereof;

- f) The pre-preferential allotment holding of the Promoter Allottee and the Equity Shares to be issued and allotted to the Promoter Allottee shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations;
- g) The Equity Shares to be allotted to the Promoter Allottee will be listed and traded on the Stock Exchange where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- h) The price determined as above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time;
- i) The Equity Shares to be issued and allotted to the Promoter Allottee shall not exceed the number of Equity Shares as approved herein above; and
- j) The allotment of the Equity Shares is subject to the Promoter Allottee not having sold any Equity Shares of the Company during 90 (ninety) trading days preceding the Relevant Date i.e., Monday, August 25, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the name and details of the Promoter Allottee in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and the Board is be and is hereby authorized to make an offer to the Proposed Allottee through a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and the ICDR Regulations containing the terms and conditions,

together with an application form be issued to the Promoter Allottee inviting them to subscribe to the Equity Shares, after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to issue and allot Equity Shares to the Promoter Allottee and also to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to vary, modify or alter any of the relevant terms and conditions attached to the Equity Shares to be allotted to the Promoter Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any Regulatory Authorities or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchange for obtaining in-principle approval and listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members for the purpose of giving effect to this resolution and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

By order of the Board
For Dr. Agarwal's Eye Hospital Ltd.

Sd/-

Meenakshi Jayaraman

Company Secretary and
Compliance Officer

Date: August 27, 2025
Place: Chennai

Notes:

Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No.02/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 General SEBI/HO/CFD/ CMD1/CIR/ P/2020 /79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021, Circular SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI /HO/CFD/ CFD-POD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the 31st Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, without the physical presence of Members at a common venue. The deemed venue shall be the Registered Office of the Company.

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting under item no.4 to 9 is annexed hereto.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. As the AGM is being held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Under the provisions of Section 124 of the Companies Act, 2013 (Section 205A of the Companies Act, 1956), dividends remaining unpaid for a period of 7 years will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company or Registrar and Share Transfer Agent to claim the amount before it is transferred to the IEP Fund. As per Section 124(6) of the Companies Act, 2013 all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEP Fund. The shareholders are entitled to claim the shares and the dividend transferred to IEP Fund in accordance with the procedures and on submission of such documents as prescribed in the Companies Act, 2013. The details of due dates for transfer of such unclaimed dividend to the said IEP Fund are given below:

Financial Year	Dividend %	Date of declaration of Dividend	Due date for transfer to IEPF Authority
2017-18	12%	30.08.2018	05.10.2025
2018-19	15%	24.09.2019	30.10.2026
2019-20	NIL	NA	NA
2021-22	30%	14.09.2022	20.10.2029
2022-23	30%	21.09.2023	27.10.2030
2023-24(I)	25%	20.10.2023	26.11.2030
2023-24	25%	26.08.2024	01.10.2031
2024-25 (I)	25%	29.10.2024	04.12.2031

The Shareholders who have not claimed the dividends are requested to claim the same before the due dates as mentioned above after which the amount will be transferred to IEP Fund.

6. Pursuant to the aforesaid provisions, during the year under review, the Company has, by way of corporate action, transferred 402 shares pertaining to the financial year 2016-17 (final dividend) to the Demat Account of the IEPF Authority maintained with NSDL, in respect of which dividend had remained unpaid / unclaimed for a consecutive period of seven years.
7. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by

making an online application to the IEPF Authority in web Form No. IEPF-5 (as prescribed by MCA) available on the website of IEPF at www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Company for verification of the claim.

8. The dividend, as recommended by the Board of Directors, if declared at the meeting, shall be paid to those members whose name(s) appear in the Register of Members of the Company as on September 18, 2025 ("Cut-Off date"). In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
9. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical form and desirous of registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or Registrar & Transfer Agents, M/s. Integrated Registry Management Services Private Limited, 2nd floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants and for the members holding shares in physical form can submit their PAN and Bank mandate to the Company / RTA.
11. Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of share- holders w.e.f. April 01, 2020. For the prescribed rates for various categories, the share -holders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs. 5,000/-. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them does not exceed Rs. 5,000/- and also in cases where members provide Form 15G/ Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Form 15G / 15H can be submitted through e-mail to corpserv@integratedindia.in to avail the benefit by 11:59 P.M.IST on September 18, 2025. For

Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess or as notified by the Government of India on the amount of dividend payable.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to corpserv@integratedindia.in. The aforesaid declarations and documents should be submitted by the share holders by 11:59 P.M.IST on September 18, 2025.

Any clarification required in this regard, you may contact Ms. Anusha, Senior Manager, Integrated Registry Management Services Private Limited (Ph. No. 044 2814 0801-03). No communication would be accepted from Members after September 18, 2025 regarding the tax with holding matters.

12. Wherever the name(s) of the Director appears, the same has to be read with the DIN of the concerned Director as appearing above in this Notice.

Electronic Dispatch of Annual Report and process for Registration of Email Id for obtaining copy of Annual Report:

13. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s).

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Depository Participant(s).

14. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the RTA at corpserv@integratedindia.in along with the Form ISR-1 as available in the website of the Company at <https://dragarwals.co.in/dr-agarwals-eye-hospital/#investor-communication> along with

the necessary supporting documents. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@dragarwal.com.

15. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report for this financial year 2024-25, is available on the website of the Company at <https://dragarwals.co.in/dr-agarwals-eye-hospital/> on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evoting.india.com.
16. Corporate members are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney authorizing the representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all the documents referred to in the notice will be available for inspection in electronic mode during the AGM.

Explanatory Statement Pursuant To Section 102 Of Companies Act, 2013

Item no 4- Appointment of Auditors to hold office till the 36th AGM and fixing their Remuneration

At the 26th Annual General Meeting (AGM) Deloitte Haskins & Sells, Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of five years till the conclusion of 31st AGM of the Company. Accordingly, their term ends at this meeting and pursuant to Section 139(1) of the Companies Act, 2013, (the Act) the Company is required to appoint auditors to hold office till the conclusion of the 36th AGM to be held in the year 2030.

In this connection the Audit Committee of the Board, at its meeting held on May 28, 2025, considered the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai (ICAI Firm Registration No. 101049W/E300004) as the Statutory Auditors of the Company. The Audit Committee considering their reputation and expertise has recommended the appointment of S.R. Batliboi & Associates LLP as the Auditors for the first term of 5 years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company to be held during the year 2030.

Pursuant to the first and second provisos to Section 139(1) of the Act, the required consent, certificate and confirmation have been provided by the proposed appointee.

The proposed fee payable for the Statutory Audit services for FY 25-26 shall be ₹ 34,00,000 and other fees for related services shall be paid as per the recommendation of the Audit Committee and approved by the Board in consultation with the Statutory Auditors. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company. There has been no material change in the remuneration as compared to the remuneration of the outgoing auditor and in the opinion of the Audit Committee, the recommended remuneration is considered reasonable.

Board recommends the proposal for consideration and approval of the Members. None of the directors or Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in the above resolution except to the extent of their shareholding in the Company, if any.

Item no 5–Ratification of remuneration to Cost Auditor for the financial year 2024-25

In terms of Section 148 of the Companies Act 2013 and the Rules made thereunder, the Company is required to maintain cost audit records and to have the same audited by a cost auditor. Based on the recommendation of the audit committee, the Board of Directors at its meeting held on July 25, 2024, appointed M/s. BY & Associates, cost accountant in practice (Firm Registration No: 003498) as Cost Auditor, for conducting the cost audit for the year 2024-25 at a remuneration of ₹90,000 (Rupees ninety thousand only) plus applicable taxes and reimbursement of out of pocket expenses at actuals. Rule 14 of The Companies (Audit and Auditors) Rules, 2014, as amended, requires that the remuneration payable to the Cost Auditor be ratified by the members. The Board recommends that the remuneration payable to the cost auditor in terms of the resolution set out at Item No. 4 of the accompanying Notice be confirmed, approved and ratified by the Members.

None of the directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company, if any.

Item no 6 –Appointment of Mr. Subramanian Chandrasekar as Secretarial Auditor of the Company

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the

Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules 2014, provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

SEBI vide its notification dated 12th December 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December 2024, (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company. Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. April 01, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its members in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on May 28, 2025 considered, approved and recommended to the members of the Company for their approval, the appointment of Mr. Subramanian Chandrasekar, Practicing Company Secretary, Chennai (Membership No. FCS 6773 & COP 13761) be appointed at this 31st Annual General Meeting as the Secretarial Auditor of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit from the financial year ending March 31, 2026 till March 31, 2030 ('the Term') and issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 2,00,000/-. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Report, he may also issue to the Company (i) the Secretarial Compliance Report under

Regulation 24A(2) of the Listing Regulations for the Term (ii) the Compliance certificate regarding compliance of conditions of corporate governance as may be required under Para E of Schedule V of the Listing Regulations for the Terms and (iii) the certificate on non-disqualification of the directors as may be required under sub-clause (i) of clause 10 of Paragraph C of Schedule V of Listing Regulations for the Term and (iv) such other certificates or reports or opinions which can be issued by the Secretarial Auditors under Applicable Laws.

The Board recommends the proposal for consideration and approval of the Members.

None of the directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company, if any.

Mr. Subramanian Chandrasekar has consented to the said appointment and confirmed that his appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. He has further confirmed that he is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Item no 7–Approval of reappointment of Dr. Amar Agarwal (DIN: 00435684) as Chairman cum Managing Director and revision in his remuneration.

The members had earlier at the 28th annual general meeting held on September 14, 2022, approved the appointment of Dr. Amar Agarwal as the Chairman cum Managing Director for a period of three years from October 01, 2022 to September 30, 2025 and the members in the annual general meeting held on August 26, 2024 had approved the remuneration payable to him with effect from April 01, 2024. The Board at its meeting held on May 28, 2025 approved the reappointment of Dr. Amar Agarwal as the Chairman cum Managing Director for a period of 3 years with effect from October 01, 2025 and approved the revision in his remuneration, subject to approval of the members at the ensuing annual general meeting.

The Board has recommended the following remuneration to Dr. Amar Agarwal, with effect from April 1, 2025, which is in line with industry standards for a similar role:

Salary (Fixed)	₹3,00,56,400 (Rupees Three Crores Fifty-six Thousand Four Hundred Only) per annum
Variable Pay for the financial year 2024 - 2025	Performance linked variable pay of ₹32,84,000/- (Rupees Thirty-two Lakh Eighty-four Thousand only)
Perquisites	Use of car with driver, travel reimbursements and use of telephone and internet reimbursement will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. Leave Encashment shall be provided as per the Company's policy from time to time.
Contribution to funds	Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961 and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.
Annual Performance Commission	The annual performance Commission subject to a ceiling of ₹45,00,000/- based on the achievement of revenue slabs as may be decided by the Nomination & Remuneration Committee and Board of Directors of the company from time to time which will be paid in addition to the above.

Item no 8–Approval of reappointment of Dr. Athiya Agarwal (DIN: 01365659) and revision in her remuneration.

The members had earlier at the 28th annual general meeting held on September 14, 2022, approved the appointment of Dr. Athiya Agarwal as the Whole-time Director for a period of three years from October 01, 2022 to September 30, 2025 and the members in the annual general meeting held on August 26, 2024 had approved the remuneration payable to her with effect from April 01, 2024, the Board at its meeting held on May 28, 2025 approved the reappointment of Dr. Athiya Agarwal as the Whole-time Director for a period of 3 years with effect from October 01, 2025 and approved the revision in her remuneration, subject to approval of the members at the ensuing annual general meeting.

The Board has recommended the following remuneration to Dr. Athiya Agarwal, with effect from April 1, 2025, which is in line with industry standards for a similar role:

Salary (Fixed)	₹ 1,22,98,440 (Rupees One Crore Twenty-two Lakh Ninety-eight Thousand Four Hundred Forty) only per annum
Variable Pay for the financial year 2024 - 2025	Performance linked variable pay of ₹10,16,400/- (Rupees Ten Lakh Sixteen Thousand Four Hundred only)
Perquisites	Use of car with driver, travel reimbursements and use of telephone and internet reimbursement will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. Leave Encashment shall be provided as per the Company's policy from time to time.
Contribution to funds	Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961 and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

Disclosure in accordance with Schedule V of Companies Act, 2013 for item no 7 & 8

1. General Information

Nature of Industry	Hospital		
Date or expected date of commencement of commercial production	Not applicable		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(INR in Crores)		
Particulars	2024-25	2023-24	2022-23
Total Income	402.24	324.27	269.65
Total Expenses (excluding exceptional items)	331.54	262.02	220.25
Profit / (loss)	54.65	46.36	36.92
Dividend if any	25%	50%	30%
Foreign investments or collaborations, if any	NA	NA	NA

2. Information about the appointee(s)

Particulars	Dr. Amar Agarwal	Dr. Athiya Agarwal
Background details/ recognition or awards/ job profile and his suitability/ remuneration proposed	Dr. Amar Agarwal, 65 years, has been the Director of the company since its inception. He is MS, FRCS, FRC. Opht. (London) He has over 39 years of experience in Eye Care Industry.	Dr. Athiya Agarwal, aged 70 years has been the Director of the Company since its inception. She is M D, FRSH (London), DO, She has over 36 years of experience in Eye Care Industry.
Past remuneration	₹ 2,48,40,000/- per annum	₹ 1,01,64,000/- per annum
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the significant expertise of the appointee and acknowledging the responsibilities shouldered, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.	
Pecuniary relationship directly or indirectly with the Company	The appointee does not have any pecuniary relationship with the Company other than the remuneration he/she received/ will receive as for the position held in the Company.	
Relationship between directors inter se and key managerial personnel	Dr. Amar Agarwal is the spouse of Dr. Athiya Agarwal and the father of Dr. Adil Agarwal (Non-executive Director)	Dr. Athiya Agarwal is the spouse of Dr. Amar Agarwal and the mother of Dr. Adil Agarwal (Non-executive Director)

3. Other Disclosures

Reason for loss or inadequate profits	As on March 31, 2025, the Company has invested in high end technology, skilled manpower resulting in higher depreciation and increased operating cost. As per the provisions of Schedule V of the Companies Act, 2013, the net profit would be inadequate for payment of remuneration to the Whole time Director and Managing Director.
Steps taken or proposed to be taken for improvement	The investment in new centres are expected to benefit the company in the long run through higher revenues/margin.
Expected increase in productivity and profits in measurable terms.	The Company expects that improvement in business environment and several steps being taken to enhance revenue and reduce costs, which may yield better Profit in the years to come.

The Board recommends the Resolution as set out at Item nos. 7 & 8 for approval by the members of the Company as Special Resolutions. None of the Directors or Key Managerial Personnel or their relatives, other than the interested Directors and their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Details of appointee Directors in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on general meetings (SS-2) are given hereunder;

Name	Dr. Amar Agarwal	Dr. Athiya Agarwal
DIN	00435684	1365659
Date of Birth	20-07-1960	04-07-1955
Nationality	Indian	Indian
Date of first appointment on the Board	22-04-1994	09-05-1994
Qualifications, experience/expertise in specific functional area	Dr. Amar Agarwal, 65 years, company since its inception. He is MS, FRCS, FRC. Opht. (London) He has over 39 years of experience in Eye Care Industry.	Dr. Athiya Agarwal, aged 70 years has been the Director of the Company since its inception. She is MD, FRSH (London), DO, She has over 36 years of experience in Eye Care Industry.
No. of shares held in the Company, including shareholding as a beneficial owner	Nil	Nil
List of Directorships held in other companies including listed entities	Dr. Agarwal's Health Care Limited	Nil
No. of board meetings attended during the year	Please refer report on corporate governance	Please refer report on corporate governance
Relationship between director inter-se and other key managerial personnel of the company	Spouse of Dr. Athiya Agarwal and father of Dr. Adil Agarwal	Spouse of Dr. Amar Agarwal and mother of Dr. Adil Agarwal
Terms and conditions of appointment	Refer Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013	Refer Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

Item No. 9:

APPROVAL FOR ISSUANCE OF 1,32,827 EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS

The Company had undertaken the demolition of the existing structure in order to rebuild a state-of-the-art Hospital at 19, Cathedral Road, Chennai in the year 2021. This center is also of strategic importance as this center, being the "Chennai Main Hospital" was the first center of the group, that started its operations in 1957. The original estimated project outlay for the construction was INR 70,00,00,000 (Indian Rupees Seventy Crores Only). The Company had decided to source the outlay through a combination of debt and the remaining through internal accruals. However, owing to various external factors and internal challenges faced by the Company, the construction of the Chennai Main Hospital would require.

The board of directors of the Company ("Board") at its meeting held on Wednesday, August 27, 2025, inter alia approved raising funds through issuance of up to 1,32,827 fully paid-up equity shares of the Company having face value of INR 10 each (Indian Rupees Ten Only)

("Equity Shares") for cash, at a price of ₹5,270 (Rupees (Five thousand Two Hundred and Seventy Only) per Equity Share, on a preferential basis, through private placement offer ("Preferential Issue") to Dr. Agarwal's Health Care Limited, promoter of the Company ("Promoter Allottee"), subject to the approval of the Members being received in this regard, by way of a special resolution.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modification, and/or re-enactment thereof, for the time being in force) ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, statutory modification, and/or re-enactment thereof, for the time being in force) ("ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

amendments, statutory modification, and/or re-enactment thereof, for the time being in force) ("Listing Regulations"), and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities ("Regulatory Authorities"), approval of the Members is being sought by way of special resolution on the Preferential Issue at this Annual General Meeting to be held on Wednesday, September 24, 2025 at 10:00 a.m. ("AGM") through Video Conferencing or Other Audio-Visual Means ("VC/OAVM").

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations, the Act and other applicable provisions of law, are set out below:

- a) **The maximum number of securities offered, kind of securities, price at which securities are being offered and their material terms:**

The Company proposes to issue and allot, and the Promoter Allottee is desirous of acquiring, up to 1,32,827 Equity Shares, at a price of INR ₹5,270 (Indian Rupees Five thousand Two Hundred and Seventy Only) per Equity Share, which is a price determined in accordance with Chapter V of the ICDR Regulations

and which amounts to a total consideration of ₹ 69,99,98,290 (Indian Rupees Sixty Nine Crores Ninety Nine Lakhs Ninety Eight Thousand Two Hundred and Ninety Only) ("Total Consideration").

The Promoter Allottee has consented to the proposed Preferential Issue and has confirmed its eligibility in terms of Regulation 159 of ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% (one hundred per cent) of the Total Consideration shall be payable at the time of allotment of the Equity Shares.

The material terms of the proposed Preferential Issue of the Equity Shares are stipulated in the special resolution set forth in Item No. 9 and this explanatory statement.

- b) **Objects of the Preferential Issue:**

Subject to compliance with applicable laws and regulations, the issue proceeds (i.e. the Total Consideration) are proposed to be utilised as under:

*The amount utilised for general corporate purposes does not exceed 25% of the total issue proceeds.

(INR in Crores)

Sl.No.	Purpose for which issue proceeds is proposed to be utilized	Amount
1.	To fund the construction of Chennai Main Hospital facility at 19, Cathedral Road, Chennai	60
2.	General Corporate Purpose*	9.99

While the Company's funding requirements are based on internal management estimates, we may have to revise such estimates from time to time on account of various external factors beyond our control; however, such revision shall not exceed +/- 10% of the amount specified for that object specified above. It is currently proposed that the issue proceeds shall be deployed by the end of financial year 2026-27. Such deployment of issue proceeds will, however, be subject to changes in external circumstances affecting/ requiring such deployment, or in the Company's financial condition, business strategies, market conditions and/or obtaining necessary approvals / consents, as applicable, subject to compliance with applicable laws and in accordance with the BSE Limited ("Stock Exchange") Notice No. 20221213-47 dated December 13, 2022, as amended ("BSE Circular"). If the issue proceeds are not completely utilised for the objects described in the table above by the end of financial year 2026-27, such amounts will be utilised (in part or full) in subsequent periods, as may be determined by the Board, in accordance with applicable law including the

BSE Circular. The total amount of issue size allocated for different objects of the Preferential Issue shall together be used only for the objects of the issue as specified above and shall not be added to general corporate purpose.

Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or deploy funds for such business opportunities as may be allowed by the Board from time to time, subject to compliance with applicable laws.

c) Relevant date:

In terms of the provisions of Chapter V of the ICDR Regulations, "Relevant Date" for determining the floor price of Equity Shares to be issued and allotted to the Promoter Allottee is Monday, August 25, 2025, being the date 30 (thirty) days prior to the date of AGM i.e. Wednesday, September 24, 2025.

d) Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on only BSE Limited. The existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the ICDR Regulations. BSE Limited, being the Stock Exchange where the shares are frequently traded with higher trading volumes, has been considered for determining the price in terms of the ICDR Regulations.

In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is ₹ 4554.26 (Indian Rupees Four Thousand Five Hundred and Fifty Four Rupees and Twenty Six Paise Only) per Equity Share, being the floor price as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:

- i. 90 Trading Days volume weighted average price ("VWAP") of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 4,360.81 per Equity Share or
- ii. 10 Trading Days VWAP of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 4554.26 per Equity Share.

The pricing of the Equity Shares to be allotted in the Preferential Issue is ₹ 5,270 (Indian Rupees Five Thousand Two Hundred and Seventy Only) per Equity Share, which is not less than the floor price determined in the manner set out above.

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue. Mr. Subramanian Chandrasekar, Practising Company Secretary, have determined the value of Equity Shares of the Company as ₹ 4360.81 (Indian Rupees Four Thousand Three Hundred and Sixty Rupees and Eighty One Paise Only) and ₹ 4554.26 (Indian Rupees Four Thousand Five Hundred and Fifty Four Rupees and Twenty Six Paise Only) per Equity Share, in accordance with Regulation 164(1) of the ICDR Regulations, and have issued a certificate dated

August 27, 2025 ("PCS Certificate"). The PCS Certificate shall be available for inspection by the Members at the AGM and is available on the Company's website at <https://dragarwals.co.in/dr-agarwals-eye-hospital/>

e) The number of persons to whom allotment of securities on preferential basis have already been made during the year, in terms of number of as well as the price:

The Company has not made any preferential allotment during the current financial year 2025-26.

f) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

Dr. Agarwal's Health Care Limited, Promoter of the Company, as the Promoter Allottee, intends to subscribe up to 1,32,827 Equity Shares in the proposed Preferential Issue. Other than the above, none of the promoters, directors, key management personnel or senior management of the Company intends to subscribe to any of the Equity Shares proposed to be issued in the Preferential Issue.

g) Time frame within which the Preferential Issue shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the Equity Shares shall be issued and allotted in dematerialized form within 15 (fifteen) days from the later of: (i) date of receipt of approval of the Members pursuant to this resolution; and (ii) date of receipt of the last applicable approval or permission by any Regulatory Authority (including but not limited to the in-principle approval of the Stock Exchange for issuance of the Equity Shares to the Promoter Allottees) or such other extended period as may be permitted in accordance with ICDR Regulations.

The Company will make an application to the Stock Exchange, for listing of the Equity Shares issued and allotted pursuant to the Preferential Issue, in accordance with the timeline as per applicable laws. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottee, the percentage of the post-Preferential Issue that may be held by the proposed allottee:

S. No.	Name of proposed allottee	Identity of natural persons who are ultimate beneficial owner of and/or control the proposed allottee	Category	Pre-issue % holding	Number of Equity Shares proposed to be allotted	Post issue % holding
1.	Dr. Agarwal's Health Care Limited	The proposed allottee is a listed company with its equity shares listed on BSE Limited and the National Stock Exchange of India Limited	Promoter	71.90%	1,32,827	72.67%

i) **Change in control:**

There will be no change in control of the Company consequent to the Preferential Issue to the Promoter Allottee.

j) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the Preferential Issue will be undertaken for cash consideration.

k) **The class or classes of persons to whom the allotment is proposed to be made:**

The allotment will be made to Dr. Agarwal's Health Care Limited, which is a promoter of the Company.

l) **Shareholding Pattern of the Company before and after the Preferential Issue:**

(i) Shareholding Pattern of the Company **before** the Preferential Issue:

Category	No. of Shares	%
Promoter / Promoter Group	33,79,171	71.90
Public	13,20,829	28.10
Total	47,00,000	100.00

(ii) Shareholding Pattern of the Company **after** the Preferential Issue:

Category	No. of Shares	%
Promoter / Promoter Group	35,11,998	72.67
Public	13,20,829	27.33
Total	48,32,827	100.00

m) **Current and proposed status of the proposed allottee post the Preferential Issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:**

Dr. Agarwal's Health Care Limited is part of Promoter category of the Company and its status will remain the same post issuance and allotment of the Equity Shares pursuant to the Preferential Issue.

n) **Lock-in period:**

The Equity Shares issued and allotted pursuant to the Preferential Issue shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations. The entire pre-preferential allotment shareholding, of the Promoter Allottee, shall be locked in from the Relevant Date up to a period of 90 (ninety) trading days from the date of the trading approval for the Equity Shares, as specified under Regulation 167(6) of the ICDR Regulations.

o) **The Company hereby undertakes that:**

- As the equity shares of the Company have been listed for a period of more than 90 trading day as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Equity Shares proposed to be allotted pursuant to the Preferential Issue shall not be applicable. However, the Company shall re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations, if required;
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares shall continue to be locked in till the time such amount is paid by the proposed allottee;
- Neither the Company, nor its directors or promoters have been declared as willful defaulter or a fraudulent borrower;
- None of the Company's directors or promoters is a fugitive economic offender as defined under the ICDR Regulations;

- v. It is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued thereunder; and
- vi. It is eligible to make the Preferential Issue to the Promoter Allottee under Chapter V of the ICDR Regulations.

p) Practicing Company Secretary Certificate:

A certificate has been obtained from Mr. Subramanian Chandrasekar, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with requirements of the ICDR Regulations. The same shall be available for inspection by the Members at the AGM and is also available on the website of the Company <https://dragarwals.co.in/dr-agarwals-eye-hospital/>

q) Principal terms of assets charged as securities:

Not applicable.

Issue of the Equity Shares pursuant to the proposed Preferential Issue would be within the authorised share capital of the Company. The Board believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the special resolution as set out in item no. 9 of this Notice, for approval of the Members.

None of the directors, key managerial personnel and their relatives thereof are, in any way, concerned or interested in the proposed special resolutions, except to the extent of their shareholding in the Company, if any.

CDSL E-Voting System – For Remote E-Voting And E-Voting During AGM

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of all members resolutions. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC/OAVM but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the members. The procedures and instructions for 'remote e-voting,' 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice.
5. The Board of Directors have appointed Mr. Subramanian Chandrasekar, Practicing Company Secretary (Membership No. FCS 6773), Chennai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Company has engaged the services of CDSL to provide e-voting facilities enabling the members to cast their vote in a secure manner. The e-voting facility will be available at www.evotingindia.com.
6. The Scrutinizer shall, immediately after the conclusion of the meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in presence of atleast two witnesses not in employment of the Company. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two days after the conclusion of the Meeting. Thereafter, the Results of remote e-voting and e-voting during the 31st AGM shall be declared by the Chairman or a person authorized by him in writing. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at <https://dragarwals.co.in/dr-agarwals-eye-hospital/>

and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

7. The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
8. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Ministry's General Circular No. 9/ 2024 dated September 19, 2024 as well. General Circular No. 10/2022 dated December 28, 2022, Circular No. 02/2022 dated May 05, 2022 and Circular No.20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDRES FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual shareholders in demat mode.

FOR REMOTE E-VOTING

- (i) The e-voting period would commence on September 20, 2025 (Saturday) 09.00 A.M. (IST) and conclude on September 23, 2025 (Tuesday) 05.00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions. However, it has been observed that the participation by the public non- institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility. Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting

Type of shareholders	Login Method
	<p>your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</p> <p>A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.	
(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form	<p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.</p>
1) The shareholders should log on to the e-voting website www.evotingindia.com .	4) Next enter the Image Verification as displayed and Click on Login.
2) Click on "Shareholders" module.	5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
3) Now enter your User ID	6) If you are a first-time user follow the steps given below:
a. For CDSL: 16 digits beneficiary ID,	

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
 - (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (ix) Click on the EVSN for the relevant Dr. Agarwal's Eye Hospital Limited on which you choose to vote.
 - (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification
 - (xvii) Additional Facility for Non – Individual members and Custodians – For Remote Voting only.
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@dragarwal.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B) FOR ATTENDING THE AGM THROUGH VC / OAVM

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the meeting through laptops / iPads for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to investor@dragarwal.com on or before September 18, 2025 by 5:00 P.M. (IST) only. The members who do not wish to speak during the AGM but have queries may send their queries to investor@dragarwal.com mentioning their name, demat account number / folio number, e-mail ID, mobile number. The Company will reply to these queries suitably by e-mail.
7. The members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the Members through the e-voting available during the EGM/AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

C) FOR E-VOTING DURING THE AGM:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- iii. Only those members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM. Further, members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC / OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES / RTA / COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) along with Form ISR-1 and its supporting documents by email to corpserv@integratedindia.in