

CORRIGENDUM TO THE NOTICE OF THE 31st ANNUAL GENERAL MEETING

Corrigendum to the Notice of the 31st Annual General Meeting of the Company (“AGM”) scheduled to be held on Wednesday, September 24, 2025, at 10:00 AM (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

Dr. Agarwal’s Eye Hospital Limited (“**Company**”) has issued a Notice of AGM dated August 27, 2025 (“**AGM Notice**”) for convening the AGM of the members of the Company, which is scheduled to be held on Wednesday, September 24, 2025, at 10 a.m. (IST) through VC/ OAVM. The AGM Notice has been dispatched to the members of the Company on September 02, 2025, in due compliance with the provisions of the Companies Act, 2013, read with the relevant rules made thereunder and the circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India (“**SEBI**”) and other applicable laws.

Pursuant to the requirements of Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed an application for obtaining in-principle approval of the BSE Limited (“**Stock Exchange**”) for the proposed issuance of 1,32,827 (One Lakh Thirty Two Thousand Eight Hundred Twenty Seven) equity shares of the Company on a preferential basis (“**Preferential Issue**”), as detailed in Item No. 9 of the AGM Notice along with the explanatory statement thereto (“**Explanatory Statement**”).

The Stock Exchange, on September 11, 2025, has asked the Company to provide certain clarifications/ information in respect of the proposed Preferential Issue, by way of a corrigendum to the AGM Notice.

Accordingly, this corrigendum (“**Corrigendum**”) is being issued in continuation to the AGM Notice together with the Explanatory Statement. This corrigendum should be read in continuation of and in conjunction with the AGM Notice and shall form an integral part of the AGM Notice. All other contents of the AGM Notice, save and except as modified by this communication, shall remain unchanged. Accordingly, the members of the Company are hereby requested to take note of the revised contents of the AGM Notice as set forth hereunder:

1. The introduction to the Explanatory Statement for Item No. 9 shall now be read as follows:

The Company had undertaken the demolition of the existing structure in the year 2021, in order to rebuild a state-of-the-art Hospital at 19, Cathedral Road, Chennai (“**CMH Hospital Construction**”). The CMH Hospital Construction commenced in February, 2022. The total area of the new building is 1,32,677 (One Lakh Thirty Two Thousand Six Hundred Seventy Seven) square feet. The structure comprises three basement levels, a ground floor, a mezzanine, and nine upper floors, designed to accommodate both clinical and administrative functions. The building glass façade covers the northern, eastern and parts of the western side of the hospital building. The CMH Hospital Construction is of strategic importance, as this center,

being the “Chennai Main Hospital” was the first center of the group, which 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 an estimated outlay of approximately INR 164,00,00,000 (Indian Rupees One Hundred Sixty Four Crores Only).

Accordingly, in order to meet the funding requirements for the CMH Hospital Construction, 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:

2. Sub-section (b) of the Explanatory Statement for Item No. 9 shall now be read as follows:

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:

- (i) **CMH Hospital Construction:** The total project cost for the CMH Hospital Construction is estimated to be INR 164,00,00,000 (Indian Rupees One Hundred Sixty Four Crores Only), including biomedical equipment spends. Considering the estimates of internal cash accruals and the requirements of working capital, the Company have arrived at the requirement of INR 60,00,00,000 (Indian Rupees Sixty Crores Only) for deployment towards the CMH Hospital Construction.
- (ii) **General corporate purposes:** Based on its internal estimates, the Company has determined an additional funding requirement of approximately INR 10,00,00,000 (Indian Rupees Ten Crores Only) to be utilized towards general corporate purposes.

A detailed breakdown of the intended use of the issue proceeds for the above objects is set out herein below:

(INR in Crores)

Sl. No.	Purpose for which issue proceeds is proposed to be utilized		Total estimated amount to be utilized for each object	Tentative timeline for utilization of issue proceeds
1.	CMH Hospital Construction	Civil	28	By May, 2026
		Mechanical/Electrical/Plumbing	14	
		Biomedical equipments	6	
		Interior works	12	
		Total Amount allocated	60	
2.	General Corporate Purposes*		9.99	By the end of financial year 2026-27

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

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% (ten per cent) of the amount specified for that object specified above. 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.

3. Sub-section (I) of the Explanatory Statement for Item No. 9 shall now be read as follows:

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

Shareholding Pattern of the Company						
			Pre- issue shareholding (as on September 02, 2025)		Post-issue shareholding	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	Dr. Sunita Agarwal	63	0	63	0
		Dr. Ashar Agarwal	5	0	5	0
		Dr. Ashvin Agarwal	5	0	5	0
		Dr. Adil Agarwal	0	0	0	0
		Dr. Amar Agarwal	0	0	0	0
		Dr. Anosh Agarwal	0	0	0	0
		Dr. Athiya Agarwal	0	0	0	0
		Mr. Pankaj Sondhi	0	0	0	0
(b)	Bodies Corporate	Dr. Agarwal's Health Care Limited	33,79,098	71.9	35,11,925	72.67
	Sub Total(A)(1)		33,79,171	71.9	35,11,998	72.67
2	Foreign					

Shareholding Pattern of the Company						
			Pre- issue shareholding (as on September 02, 2025)		Post-issue shareholding	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
	Sub Total(A)(2)		0	0	0	0
	Total Shareholding of Promoter and Promoter Group(A)= (A)(1) + (A)(2)		33,79,171	71.9	35,11,998	72.67
(B)	Public shareholding					
1	Institutions (Domestic)					
(a)	Mutual Funds/ UTI		8,839	0.19	8,839	0.18
(b)	Alternate Investment Funds		1,06,048	2.26	1,06,048	2.19
	AIF holding more than 1%	Malabar Midcap Fund	80,314	1.71	80,314	1.66
	Sub-Total (B)(1)		1,14,887	2.44	1,14,887	2.38
2	Institutions (Foreign)					
(a)	Foreign Portfolio Investment Category I		74,957	1.59	74,957	1.55
	FPI-I holding more than 1%	Malabar India Fund Limited	71,433	1.52	71,433	1.48
(b)	Foreign Portfolio Investment Category II		3002	0.06	3002	0.06
	Sub-Total (B)(2)		77,959	1.66	77,959	1.61
3	Central Government/State Government(s)/President of India					
	Sub Total(B)(3)		0	0	0	0
4	Non-Institutions					
(a)	Investor Education and Protection Fund (IEPF)		1,35,397	2.88	1,35,397	2.80
(b)	Individuals	Resident Individuals holding nominal share capital up to INR 2 lakhs	635672	13.52	635672	13.15
		Resident Individuals holding nominal share capital in	2,44,789	5.21	2,44,789	5.07

Dr. Agarwal's Eye Hospital Limited

Regd. & Corporate Office

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Shareholding Pattern of the Company						
			Pre- issue shareholding (as on September 02, 2025)		Post-issue shareholding	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
		excess of INR 2 lakhs				
		Varun Ashok Hiremath	94,837	2.02	94,837	1.96
		Non-Resident Indians (NRIs)	31,792	0.68	31,792	0.66
		Foreign Nationals	200	0.00	200	0.00
(c)	Bodies Corporate		52,987	1.13	52,987	1.10
(d)	Any others	HUF	15,662	0.33	15,662	0.32
		LLP	11,484	0.24	11,484	0.24
	Sub-Total (B)(4)		11,27,983	24.00	11,27,983	23.34
	Total Public Shareholding (B)= (B)(1) +(B)(2) + (B)(3) +(B)(4)		13,20,829	28.10	13,20,829	27.33
	TOTAL (A)+(B)		47,00,000	100.00	48,32,827	100.00
(C)	Shares held by Custodians and against which DRs have been issued		0	0	0	0
	GRAND TOTAL (A)+(B)+(C)		47,00,000	100	48,32,827	100

All other contents of the AGM Notice dated August 27, 2025, save and except as amended by this Corrigendum, shall remain unchanged. Capitalized terms used but not defined herein shall have the same meaning ascribed to them in the AGM Notice and the Explanatory Statement.

On and from the date hereof, the AGM Notice dated August 27, 2025, shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company at <https://dragarwals.co.in/dr-agarwals-eye-hospital/>, on the website of Stock Exchange at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.

By Order of the Board,
For Dr Agarwal's Eye Hospital Limited
Sd/-
Meenakshi Jayaraman
Company Secretary
Date: September 15, 2025
Place: Chennai

Dr. Agarwal's Eye Hospital Limited

Regd. & Corporate Office

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