

ANNEXURE 11

September 10, 2025

To,
BSE Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Fort,
 Mumbai - 400001, Maharashtra
 Scrip Code: 544350

National Stock Exchange of India Limited
 'Exchange Plaza'. C-1, Block G,
 Bandra Kurla Complex,
 Bandra (E), Mumbai - 400 051
 Scrip Symbol: AGARWALEYE

Dear Sir/Madam,

Sub: Application for obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the proposed scheme of amalgamation of Dr. Agarwal's Eye Hospital Limited ("Transferor Company") with Dr. Agarwal's Health Care Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules and/or regulations framed thereunder and the regulations and circulars issued by the Securities and Exchange Board of India (in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

It is hereby certified that the draft scheme of amalgamation involving Dr. Agarwal's Health Care Limited ("Company") and Dr. Agarwal's Eye Hospital Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s) and the same is in compliance with the applicable provisions of SEBI LODR Regulations and SEBI Master Circular on Scheme of Arrangement no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular"), including the following:

SN	Reference	Particulars	Remarks
1	Regulations 17 to 27 of Listing Regulations	Corporate governance requirements	Complied
2	Regulation 11 of Listing Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Applicable. The Company will comply with the provision of e-voting to public shareholders as required by the SEBI Scheme Circular, applicable provisions of the Companies Act, 2013 and the Listing Regulations.


Thanikainathan Arumugam
 Company Secretary and Compliance Officer




Dr. Adil Agarwal
 Whole-time Director and Chief Executive Officer

Dr. Agarwal's Health Care Limited

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

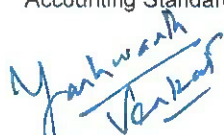
Corporate Office

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: L85100TN2010PLCO75403 | GST No: 33AADCD4418M1ZO

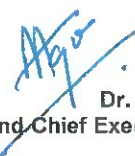
Email: info@dragarwal.com | Website: www.dragarwals.co.in

Certified that the transactions/ accounting treatment provided in the draft Scheme are in compliance with all the Accounting Standards applicable to a listed entity.



Yashwanth Venkat
Chief Financial Officer

Date: September 10, 2025



Dr. Adil Agarwal
Whole-time Director and Chief Executive Officer

Dr. Agarwal's Health Care Limited

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