



## DR. AGARWAL'S HEALTH CARE LIMITED

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

**CIN:** L85100TN2010PLC075403

**Website:** [www.dragarwals.co.in](http://www.dragarwals.co.in) , **Email:** [secretarial@dragarwal.com](mailto:secretarial@dragarwal.com)

### NOTICE OF POSTAL BALLOT

*(Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To the Members of the Company,

NOTICE is hereby given pursuant to Section 108 and 110, and other applicable provisions of the Companies Act, 2013 (**'the Act'**), read together with the Companies (Management and Administration) Rules, 2014, as amended (**'the Rules'**), and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued in this regard granting extension, with the latest one being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (**'the MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended in this Notice, be passed by the members of Dr. Agarwal's Health Care Limited (**'the Company'**) (as on the Cut-off Date), through postal ballot (**'the Postal Ballot'**) only by way of remote e-voting process (**'e-voting'**).

The detailed procedure with respect to e-voting forms part of this Notice. The Company has engaged the services of Kfin Technologies

Limited (**'KFinTech'** or **'Registrar and Transfer Agent'**) for facilitating the e-voting process.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

<b>Commencement of e-voting period</b>	<b>Tuesday, November 18, 2025 at (9:00 A.M.) IST</b>
<b>Conclusion of e-voting period</b>	<b>Wednesday, December 17, 2025 at (5:00 P.M.) IST</b>
<b>Cut-off date for eligibility to vote</b>	<b>Friday, November 14, 2025</b>

The e-voting facility will be disabled immediately after 5.00 p.m. IST on Wednesday, December 17, 2025, and will be disallowed thereafter. The last date of e-voting, i.e., Wednesday, December 17, 2025, will be taken to be the date of passing of the resolution in this Notice.

After completion of the scrutiny of voting, the Scrutinizer will submit his report on the results to the Chairman of the Company or any person authorized by him. The results will be announced by the Chairman / Whole Time

Directors / Company Secretary of the Company, on or before **Friday, December 19, 2025**, by placing it along with the Scrutinizer's Report on the Company's website at [www.dragarwals.co.in](http://www.dragarwals.co.in), the website of the Agency at <https://evoting.kfintech.com>. The results will simultaneously also be communicated to the Stock Exchanges, i.e., BSE Ltd and National Stock Exchange of India Limited as required under the relevant laws.

## **SPECIAL BUSINESS**

### **1. Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("Act") as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W/E300004), be and are hereby appointed as the Statutory Auditors of the Company to hold office w.e.f. November 12, 2025 till the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants, on such remuneration plus applicable taxes and out of pocket expenses for the financial year 2025-2026 as mentioned in the explanatory statement to this Notice;

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**By order of the Board of Directors**

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

**Thanikainathan Arumugam**

Company Secretary and Compliance Officer  
Chennai, November 12, 2025

## **NOTES:**

1. The explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act along with the information as required under Regulation 36 of the SEBI Listing Regulations stating all material facts and the reasons/rationale for the proposal is annexed herewith and forms part of this Notice.
2. In terms of the circular resolution passed by the Board of Directors dated November 12, 2025, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, Mr. Subramanian Chandrasekar, Practicing Company Secretary, (FCS No. 6773) Chennai, has been appointed as the Scrutinizer ("Scrutinizer"), for conducting the voting by Postal Ballot through electronic means in a fair and transparent manner.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, November 14, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the

- Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
  5. This Postal Ballot Notice will also be available on the Company's website at [www.dragarwals.co.in](http://www.dragarwals.co.in), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
  6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
  7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.
  8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
  9. **The e-voting period commences at 9:00 a.m. (IST) Tuesday, November 18, 2025, and ends at 5:00 p.m. (IST) Wednesday, December 17, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.**
  10. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Wednesday, December 17, 2025.**
  11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [secretarial@dragarwal.com](mailto:secretarial@dragarwal.com) or on [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  12. **PROCEDURE FOR E-VOTING:**
    - (i) **E-VOTING FACILITY :**
      - a. The Company is providing the e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolution by electronic means.
      - b. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, and Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

- c. Since the Company does not have any shareholders holding shares in physical mode, the voting instructions and other relevant information for the physical shareholders are not provided and do not form part of this Notice, in compliance with the Act, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations and the SEBI Master Circular.
- d. **The e-voting facility will be available during the following voting period:**

<b>Commencement of e-voting period</b>	<b>Tuesday, November 18, 2025 at (9:00 A.M.) IST</b>
<b>Conclusion of e-voting period</b>	<b>Wednesday, December 17, 2025 at (5:00 P.M.) IST</b>
<b>Cut-off date for eligibility to vote</b>	<b>Friday, November 14, 2025</b>

**(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING :**

Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

**(a) INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

**Login method for Individual shareholders holding securities in demat mode is given below:**

<b>Type of Member</b>	<b>Login Method</b>
<b>Individual Members holding equity shares in demat mode with NSDL</b>	<b>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>Click on Company name or e-voting service provider i.e. KFinTech.</li> <li>Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.</li> </ol>
	<b>B. Users not registered under IDeAS e-Services:</b> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>

	<p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Point No. A above to cast your vote.</p> <p><b>C. By visiting the e-voting website of NSDL:</b></p> <p>i. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>ii. 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.</p> <p>iii. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>v. Click on company or e-voting service provider name i.e. KFinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p>vi. Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="799 920 1110 1072" data-label="Image"> </div>
<p><b>Individual Members holding equity shares in demat mode with CDSL</b></p>	<p><b>A. Existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</p> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <p>i. Visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p>

	<ul style="list-style-type: none"> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KFinTech.</li> <li>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ul>
<b>Individual Members (holding equity shares in demat mode) logging through their depository participants</b>	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against Company's name or KFinTech.</li> <li>v. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:**

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue - CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 1800 22 55 33.

**INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUAL'S HOLDING SHARES IN DEMAT MODE AND (II) MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES WITH THE COMPANY / DEPOSITORY PARTICIPANTS.**

**(I) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com/](https://evoting.kfintech.com/)

- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9)

and a special character (@, #, \$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 9306 and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a

Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: [cschandrasekar2015@gmail.com](mailto:cschandrasekar2015@gmail.com) with a copy marked to [secretarial@dragarwal.com](mailto:secretarial@dragarwal.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

**(II) Members whose email IDs are not registered with the Company / KFinTech / Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:**

**Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**

- i. Members who have not registered their email address, thereby not being in receipt of this Postal Ballot Notice and e-voting instructions, may get their email address and mobile number submitted with KFinTech by following the below steps:
- ii. Members are requested to send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [secretarial@dragarwal.com](mailto:secretarial@dragarwal.com) along with



scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy for sending the Postal ballot Notice and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- iv. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**13. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING / ADDRESSING E-VOTING GRIEVANCES:**

**Mr. Ganesh Chandra Patro**

Assistant Vice President,  
M/s KFin Technologies Limited,  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad- 500 032, Telangana  
Phone No.: + 91 40 67161630  
Toll-free No.: 1800-309-4001  
E-mail: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI LISTING REGULATIONS**

The Board of Directors of the Company ('the Board') and its material subsidiary Dr. Agarwal's Eye Hospital Limited ('AEHL'), at their respective meetings held on August 27, 2025, approved the merger of AEHL into the Company, subject to statutory approvals. Further, the term of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditor in AEHL has concluded w.e.f. September 24, 2025 (date of AGM) wherein the shareholders of AEHL had approved the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as their Statutory Auditors.

Consequently, as part of the pre-merger activities and with a view to align the statutory audit function across the group, and to further promote synergy, uniformity, and bring operational efficiency & consistency in audit processes, the Company is considering the appointment of the same audit firm as appointed for AEHL to audit the standalone and consolidated financial statements for the year ending March 31, 2026, including the limited review for the quarter ending on December 31, 2025. This group-wide alignment will ensure streamlining the audit and reporting practices for the combined entity.

In order to help realise the aforementioned synergies in the audit and reporting process for the group at a consolidated level, M/s. Deloitte Haskins & Sells, Chartered Accountants have tendered their resignation vide letter dated and effective November 12, 2025, as the Statutory Auditors of the Company and its material Indian subsidiary Dr. Thind Eye Care Private Limited. M/s. Deloitte Haskins & Sells, Chartered Accountants, have not raised any concerns or issue, and the resignation has been tendered to facilitate the appointment of the existing statutory auditors of the Company's listed subsidiary, Dr. Agarwal's Eye Hospital Limited ('AEHL'), as the Statutory Auditors of the Company, being integral to the ongoing merger process between the Company and AEHL.

On the recommendations of the Audit Committee, the Board of Directors vide a resolution passed by circulation on November 12, 2025, considered and approved the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W/E300004), as the Statutory Auditors of the Company to hold office till the conclusion of the 16th Annual General Meeting of the Company for the financial year 2025-26; subject to approval of the members, to fill the casual vacancy arising as a result of the resignation of M/s. Deloitte Haskins & Sells, the erstwhile statutory auditors of the Company.

Pursuant to the provisions of section 139(1) of the Companies Act, 2013, the Company has received



the written consent letter and certificate from M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, confirming their eligibility,

qualifications and that their appointment, if made, shall be as per the terms provided in the Act;

The details as required under Regulation 36(5) of the SEBI Listing Regulations are specified in the below table:

Particulars	Details
<b>Proposed fees payable to the statutory auditor along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;</b>	<p>The proposed fee payable to M/s. S.R. Batliboi &amp; Associates LLP, Chartered Accountants, for the Statutory Audit services for FY 25-26 shall be ₹ 52,50,000 (Rupees Fifty Two Lakhs and Fifty Thousand only) (inclusive of applicable taxes) 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.</p> <p>The Statutory Auditor shall hold office until the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company for the FY 2025-26.</p> <p>There has been no material change in the fee payable to the proposed Statutory Auditor as compared to the fee paid to the outgoing Statutory Auditor and in the opinion of the Audit Committee, the recommended remuneration is considered reasonable.</p>
<b>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed</b>	<p>M/s. S. R. Batliboi &amp; Associates LLP ("the Firm/SRB"), a limited liability partnership firm incorporated in India, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with (ICAI Firm Registration No. 101049W/E300004). The Firm is part of S. R. Batliboi &amp; Affiliates, a network of firms registered with the ICAI. The Firm was established in 1949 with its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate. All the network firms including the Firm are primarily engaged in providing audit and assurance services to its clients. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.</p> <p>In the opinion of the Audit Committee, the firm possesses the requisite experience, expertise, and professional qualifications commensurate with the size, business nature, and statutory audit requirements of the Company. The auditors have</p>

	confirmed their eligibility and willingness to undertake the assignment for the prescribed term and have provided necessary declarations regarding independence and absence of any disqualifications as per Section 141 of the Companies Act, 2013.
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None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financial or otherwise, in this item of special business.

Given the experience, expertise and qualifications of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, and the recommendations of the Audit Committee, the Board of Directors of the Company, commends their appointment as the

Statutory Auditors of the Company vide Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

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

**Thanikainathan Arumugam**  
Company Secretary and Compliance Officer  
Chennai, November 12, 2025