

# M.K. DANDEKER & CO LLP

## Chartered Accountants

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To,  
**The Board of Directors,**  
**Dr. Agarwal's Eye Hospital Limited,**  
3<sup>rd</sup> Floor, Buhari Towers,  
No. 4, Moores Road, Off Greams Road,  
Near Asan Memorial School,  
Chennai – 600006,  
Tamil Nadu, India.

**Independent Practitioner's Certificate certifying the details of built-up of share capital of Dr. Agarwal's Eye Hospital Limited as at November 13, 2025, for the proposed scheme of amalgamation of Dr. Agarwal's Eye Hospital Limited ("Transferor Company"), Dr. Agarwal's Health Care Limited ("Transferee Company") and their respective shareholders and creditors in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013.**

1) We, **M. K. Dandeker & Co. LLP**, Chartered Accountants (Firm's Registration Number: 000679S/S000103), have been requested by **Dr. Agarwal's Eye Hospital Limited ("Company")** having Corporate Identification Number (CIN) – **L85110TN1994PLC027366**, and its registered office at 3<sup>rd</sup> Floor, Buhari Towers, No. 4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai – 600006, Tamil Nadu, India, to issue a certificate on the accompanying statement in the Annexure ("**Statement**"). The Statement contains the details as required under the *Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular")*, issued by the Securities Exchange Board of India ("**SEBI**") as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and the checklists for application to be filed under Regulation 37 of the SEBI LODR Regulations, issued by the BSE Limited and the National Stock Exchange of India Limited ("**Stock Exchanges**"), with respect to the proposed scheme of amalgamation ("**Proposed Scheme**") between Dr. Agarwal's Health Care Limited, Dr. Agarwal's Eye Hospital Limited, and their respective shareholders and creditors, as approved by Board of Directors of the Company in its meeting held on **August 27, 2025**, in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Act**") and other applicable provisions of the Act and SEBI LODR Regulations.

2) The accompanying Statement (**Annexure**) containing details of built-up of share capital of the Company as at November 13, 2025, has been prepared by the Company, pursuant to the requirements of applicable circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of sections 230 to 232 and other applicable provisions of the Act for onward submission by the Company to the National Company Law Tribunal, Ministry of Corporate Affairs, SEBI, Stock Exchanges and other regulatory authorities, as applicable. We have initialed and sealed the Statement (**Annexure**) for identification purposes only.



### Management's Responsibility

- 3) The responsibility for the preparation of the Statement (**Annexure**), including the creation and maintenance of all accounting and other records supporting its contents, is solely the responsibility of the management of Company. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement (**Annexure**) and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
- 4) The management of the Company is also responsible for compliance with relevant provisions of the Act and applicable laws and regulations along with providing us with all the documents, details and explanations required for the certificate.

### Practitioner's Responsibility

- 5) It is our responsibility to examine and provide a reasonable assurance on whether the details of built-up of share capital of the Company as at November 13, 2025, have been appropriately and accurately stated and are in agreement with reference to the books of account, secretarial records and other relevant records maintained by the Company and the Audited Standalone Financial Statements of the Company as on March 31, 2025 and the Unaudited Financial Results of the Company for the quarter and half-year ended September 30, 2025. Our responsibility did not include the examination of compliance with other relevant provisions of the Act and applicable laws and regulations.
- 6) We have carried out our examination of the Statement (**Annexure**) in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("**Guidance Note**"), issued by the Institute of Chartered Accountants of India and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 7) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

- 8) Based on our examination and according to the information and explanations given to us and the representations provided by the management of the Company, in our opinion, the details of built-up of share capital of the Company as at November 13, 2025, have been appropriately and accurately stated and are in agreement with reference to the books of account, secretarial records and other records maintained by the Company and the Audited Standalone Financial Statements of the Company as on March 31, 2025 and the Unaudited Financial Results of the Company for the quarter and half-year ended September 30, 2025.



## Restriction on Use

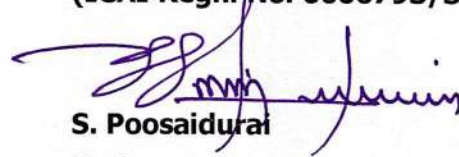
- 9) This certificate is issued at the request of the management of the Company pursuant to the requirements of applicable circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of sections 230 to 232 and other applicable provisions of the Act for onward submission by the Company to the National Company Law Tribunal, Ministry of Corporate Affairs, SEBI, Stock Exchanges and other regulatory authorities, as applicable. This certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Date:** November 13, 2025

**Place:** Chennai

**UDIN:** 25223754BMHXRF4267

**For M.K. Dandeker & Co. LLP**  
**(ICAI Regn. No. 000679S/S000103)**



**S. Poosaidurai**

**Partner**

**Chartered Accountants**

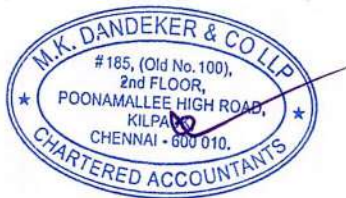
**Membership No. 223754**



## ANNEXURE

### Purpose of the Statement:

- 1) This Statement is prepared by the Management of **Dr. Agarwal's Eye Hospital Limited** ("**Transferor Company**" or "**Company**").
- 2) This Statement presents the **details of built-up of share capital of the Company as at November 13, 2025**, as required under the *Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023* ("**SEBI Scheme Circular**"), issued by the Securities Exchange Board of India ("**SEBI**") as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and the checklists for application to be filed under Regulation 37 of the SEBI LODR Regulations, issued by the BSE Limited and the National Stock Exchange of India Limited ("**Stock Exchanges**"), with respect to the proposed scheme of amalgamation ("**Proposed Scheme**") between Dr. Agarwal's Health Care Limited ("**Transferee Company**"), Dr. Agarwal's Eye Hospital Limited, and their respective shareholders and creditors, as approved by Board of Directors of the Company in its meeting held on **August 27, 2025**, in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 ("**Act**") and other applicable provisions of the Act and SEBI LODR Regulations.
- 3) This Statement is intended and prepared solely pursuant to the requirements of applicable circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of sections 230 to 232 and other applicable provisions of the Act for onward submission by the Company to the National Company Law Tribunal, Ministry of Corporate Affairs, SEBI, Stock Exchanges and other regulatory authorities, as applicable, for providing the details and compliances specified and required in point 2 above.
- 4) The details of built-up of share capital of the Company as at November 13, 2025, are as follows:



**Dr. Agarwal's Eye Hospital Ltd.**

**Regd. Office :**

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

Tel. : +91 44 4378 7777 | 4378 7778 | Email : info@dragarwal.com | Website : www.dragarwal.com

CIN No. : L85110TN1994PLC027366 | GST No. : 33AAACD2373G1Z2

### Built-up of Share Capital of Dr. Agarwal's Eye Hospital Limited as at November 13, 2025

Date of allotment of equity shares of ₹10 each	No. of equity shares issued	Issue price per equity share of ₹10 each (In ₹)	Type of issue (IPO / FPO / Preferential Issue / Scheme / Bonus / Rights, etc.)	Cumulative capital (No. of equity shares of ₹10 each)	Whether listed or not as at November 13, 2025?
May 07, 1994	700	₹10.00	Allotment pursuant to subscription to the Memorandum of Association	700	Listed
November 29, 1994	15,09,300	₹10.00	Further Issue	15,10,000	Listed
March 21, 1995	13,40,000	₹10.00	Initial Public Offering (IPO) – Allotted to Indian Public	28,50,000	Listed
August 12, 1995	4,00,000	₹10.00	Initial Public Offering (IPO) – (Allotted to other than Indian Public, an OCB on receipt of RBI approval)	32,50,000	Listed
February 10, 2007	12,50,000	₹42.88	Preferential allotment	45,00,000	Listed
August 05, 2013	2,00,000	₹86.00	Allotment pursuant to Employee Share Purchase Scheme (ESPS)	47,00,000	Listed
September 26, 2025	1,32,827	₹5,270.00	Preferential allotment	48,32,827	Listed
<b>Total</b>	<b>48,32,827</b>				

For and on behalf of Dr. Agarwal's Eye Hospital Limited,

*M. Meenakshi Jayaraman*



**Authorized Signatory**

**Name:** Meenakshi Jayaraman

**Designation:** Company Secretary and Compliance Officer

**Date:** November 13, 2025

**Place:** Chennai

**Dr. Agarwal's Eye Hospital Ltd.**

**Regd. Office :**

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