

M.K. DANDEKER & CO LLP Annexure XVIIB
Chartered Accountants

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No.185 (Old No.100) 2nd Floor,
Poonamallee High Road, Kilpauk,
CHENNAI - 600 010.

To,

The Board of Directors,
Dr. Agarwal's Health Care Limited,
6th Floor, Menon Eternity,
1st Main Road, Austin Nagar
Alwarpet, Chennai – 600018,
Tamil Nadu, India.

Independent Practitioner's Certificate certifying the details of Built-up of Equity Share Capital of Dr. Agarwal's Health Care Limited as at May 26, 2026, for 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 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 Health Care Limited ("Company")** having Corporate Identification Number (CIN) – **L85100TN2010PLC075403**, and its registered office at 6th Floor, Menon Eternity, 1st main Road, Austin Nagar, Alwarpet, Chennai – 600018, 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 Equity Share Capital of the Company as at May 26, 2026 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 its Shareholders, Creditors, 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 Equity Share Capital of the Company as at May 26, 2026, have been appropriately stated and are in agreement with reference to the books of account and other relevant records maintained by the Company. 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 Equity Share Capital of the Company as at May 26, 2026, have been appropriately stated and are in agreement with reference to the books of account and other records maintained by the Company.

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 its Shareholders, Creditors, 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: May 26, 2026

Place: Chennai

UDIN: 26227630UYGPBS8722

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

R ARUN

KUMAR MEHTA

Digitally signed by R ARUN
KUMAR MEHTA
Date: 2026.05.26 20:36:27
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R. Arun Kumar Mehta

Partner

Chartered Accountants

Membership No. 227630



ANNEXURE

Purpose of the Statement:

1. This Statement is prepared by the Management of **Dr. Agarwal's Health Care Limited** ("**Transferee Company**" or "**Company**").
2. This Statement presents the **details of built-up of share capital of the Company as at May 26, 2026**, 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 Observations letters issued by the National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**"), dated February 16, 2026 and February 17, 2026 respectively with respect to the proposed scheme of amalgamation ("**Proposed Scheme**") between Dr. Agarwal's Health Care Limited and Dr. Agarwal's Eye Hospital Limited ("**Transferor Company**"), 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of sections 230 to 232 and other applicable provisions of the Act for onward disclosure / submission by the Company to its Shareholders, Creditors, 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 May 26, 2026 are as follows:

DR. AGARWAL'S HEALTH CARE LIMITED

Registered Office: 6th Floor, Menon Eternity, 1st Main Road, Austin Nagar, Alwarpet, Chennai - 600 018.

Tel: +91 44 4378 7777 | CIN: L85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

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



Built-up of Share Capital of Dr. Agarwal's Health Care Limited as at May 26, 2026

A) Equity Share Capital

Date of allotment of equity shares	No. of equity shares issued	Issue price per equity share (In ₹)	Type of Issue (IPO / FPO / Preferential Issue / Scheme / Bonus / Rights, etc.)	Cumulative Capital (No. of equity shares)	Whether listed or not as at May 26, 2026
April 19, 2010	50,000	₹10.00	Allotment pursuant to subscription to the Memorandum of Association	50,000	Listed
January 7, 2011	20,00,000	₹10.00	Rights Issue	20,50,000	Listed
January 18, 2011	100	₹247.60	Preferential allotment	20,50,100	Listed
April 26, 2012	100	₹194.40	Preferential allotment	20,50,200	Listed
April 26, 2012	792,089	NA*	Shares acquired pursuant to acquisition of Dr. Agarwal's Eye Hospital Limited	28,42,289	Listed
March 17, 2017	19,00,963	₹571.90	Allotment of Equity Shares pursuant to conversion of Series A CCPS and Series B CCPS	47,43,252	Listed
November 17, 2018	366,339	NA*	Allotment pursuant to scheme of amalgamation approved by NCLT order on August 31, 2018(2)	51,09,591	Listed
January 28, 2019	273,122	₹1,075.50	Allotment of Equity Shares pursuant to conversion of series B CCPS	53,82,713	Listed
February 13, 2019	14,77,256	₹1,672.00	Private placement	68,59,969	Listed
April 26, 2022	53,024	₹3,185.67	Allotment of Equity Shares pursuant to conversion of series C CCPS	69,12,993	Listed
April 26, 2022	71,394	₹3,185.67	Allotment of Equity	69,84,387	Listed

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Date of allotment of equity shares	No. of equity shares issued	Issue price per equity share (In ₹)	Type of Issue (IPO / FPO / Preferential Issue / Scheme / Bonus / Rights, etc.)	Cumulative Capital (No. of equity shares)	Whether listed or not as at May 26, 2026
			Shares pursuant to conversion of series C CCPS		
May 5, 2022	9,41,716	₹3,185.67	Private placement	79,26,103	Listed
August 10, 2023	13,98,417	₹4,576.60	Rights issue	93,24,520	Listed
December 12, 2023	3,107	₹2,548.00	Allotment pursuant to ESOP 2022	93,27,627	Listed
February 5, 2024	1,436	₹2,548.00	Allotment pursuant to ESOP 2022	9,329,063	Listed
March 18, 2024	229	₹2,548.00	Allotment pursuant to ESOP 2022	93,29,292	Listed
May 31, 2024	367	₹2,548.00	Allotment pursuant to ESOP 2022	93,29,659	Listed
August 28, 2024	307,401	₹4,118.94	Allotment of equity shares pursuant to conversion of series D1-CCPS	96,37,060	Listed
August 28, 2024	614,804	₹4,118.94	Allotment of equity shares pursuant to conversion of series D2-CCPS	1,02,51,864	Listed
<i>Pursuant to a Shareholder's resolution dated September 5, 2024, equity shares of ₹10 face value were sub divided into equity shares of face value ₹ 1</i>				10,25,18,640	Listed
September 9, 2024	20,50,37,280	NA*	Bonus Issue	30,75,55,920	Listed
December 20, 2024	861,240	₹84.93	Allotment pursuant to ESOP 2022	30,84,17,160	Listed
February 1, 2025	74,62,686	₹402.00	Initial Public Offering (IPO)	31,58,79,846	Listed
April 21, 2025	1,59,865	₹129.88	Allotment pursuant to ESOP 2022	31,60,39,711	Listed
May 14, 2025	1,18,646	₹129.88	Allotment pursuant to ESOP 2022	31,61,58,357	Listed
October 30, 2025	12,523	₹129.88	Allotment pursuant to ESOP 2022	31,61,70,880	Listed
December 12, 2025	17,400	₹129.88	Allotment pursuant to ESOP 2022	31,61,88,280	Listed
December 12, 2025	2,81,722	₹84.93	Allotment pursuant to ESOP 2022	31,64,70,002	Listed
January 06, 2026	3,37,504	₹135.00	Allotment pursuant	31,68,07,506	Listed

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Date of allotment of equity shares	No. of equity shares issued	Issue price per equity share (In ₹)	Type of Issue (IPO / FPO / Preferential Issue / Scheme / Bonus / Rights, etc.)	Cumulative Capital (No. of equity shares)	Whether listed or not as at May 26, 2026
			to ESOP 2022		
April 08, 2026	5,571	₹84.93	Allotment pursuant to ESOP 2022	31,68,13,077	Listed
April 08, 2026	1,01,730	₹129.88	Allotment pursuant to ESOP 2022	31,69,14,807	Listed
April 08, 2026	42,981	₹135.00	Allotment pursuant to ESOP 2022	31,69,57,788	Listed
May 21, 2026	11,700	₹129.88	Allotment pursuant to ESOP 2022	31,69,69,488	Unlisted [^]
May 21, 2026	13,540	₹135.00	Allotment pursuant to ESOP 2022	31,69,83,028	Unlisted [^]
Total	31,69,83,028				

** Nature of consideration is other than cash*

[^]As on the date of this certification, the Company is in process of obtaining the Trading Approval from the Stock Exchanges.

B) Preference Share Capital

The Company has an authorized preference share capital of ₹35,80,00,000 divided into 35,80,000 0.001% fully and compulsorily convertible, non-cumulative, participating preference shares of ₹100 each. However, there are no preference shares that are outstanding as on May 26, 2026. Accordingly, the details relating to the built-up of preference share capital have not been provided.

For and on behalf of Dr. Agarwal's Health Care Limited,

Digitally signed
by
Thanikainathan A
Date: 2026.05.26
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Authorized Signatory

Name: Thanikainathan Arumugam

Designation: Company Secretary and Compliance Officer

Date: May 26, 2026

Place: Chennai

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