



Date: August 26, 2025

The Board of Directors

Dr. Agarwal's Health Care Ltd.
Buhari Towers No.4,
1st Floor, Moores Road,
Off Greams Road, Near Asan Memorial School,
Chennai, Tamil Nadu, 600006

Dear Sirs,

Sub: Proposed scheme of amalgamation of Dr. Agarwal's Eye Hospital Limited ("AEHL" or the "Transferor Company") with Dr. Agarwal's Health Care Ltd ("AHCL" or the "Company" or the "Transferee Company") and their respective shareholders and creditors for amalgamation of AEHL into AHCL

You have requested us to issue a fairness opinion ("**Opinion**") from a financial point of view on the Share Exchange Ratio (*as defined below*) in relation to amalgamation of AEHL into AHCL ("**Amalgamation**"), described in the Scheme (*as defined below*). As more fully described in the Scheme, in consideration of the Amalgamation, 23 (Twenty-three) fully paid-up equity shares of face value of INR 1 each of the Transferee Company will be issued for every 2 (Two) fully paid-up equity shares of face value INR 10 each of the Transferor Company (the "**Share Exchange Ratio**").

Background of the Companies

AEHL is a listed public limited company incorporated under the Companies Act, 1956 and is *inter alia*, engaged in the business of running, owning and managing eye care hospitals, pharmacies, and providing a comprehensive range of eye care services. The equity shares of the AEHL are listed on BSE Limited ("**BSE**").

AHCL is a listed public limited company incorporated under the Companies Act, 1956 and is also engaged in the business of running, owning and managing eye care hospitals, pharmacies, etc. and providing a comprehensive range of eye care services. The equity shares of AHCL are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE (collectively referred to as the "**Stock Exchanges**").

AEHL is a subsidiary of the AHCL, with AHCL holding 71.90% of the paid-up equity share capital of AEHL as on June 30, 2025.

Proposed Transaction

A scheme of amalgamation is being proposed to be entered amongst AEHL, AHCL and their respective shareholders and creditors ("**Scheme**"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, providing for the amalgamation of AEHL into AHCL and in consideration, the consequent issuance of equity shares by AHCL to all the equity shareholders of AEHL (other than

AHCL) (“**Proposed Transaction**”). Our scope is restricted to providing an Opinion on the Share Exchange Ratio as recommended by PwC Business Consulting Services LLP (“**Valuer 1**”) and Bansi S. Mehta Valuers LLP, (“**Valuer 2**”) in their joint valuation report dated August 26, 2025. (Valuer 1 and Valuer 2 collectively referred to as the “**Valuers**”).

In arriving at our Opinion, we have reviewed (i) the joint valuation report dated August 26, 2025 issued by Valuers and (ii) the draft of the Scheme received by us and (iii) the historical financials and forecast management projections, business information of AHCL (consolidated), AEHL, listed stock price data of AHCL and AEHL and the proposed preferential issue of INR 700 million by AEHL to AHCL. We have also reviewed certain publicly available information which the Company has confirmed as being reasonable for the purposes of providing our fairness opinion, and have also taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions.

We have also assumed that the final Scheme will be substantially the same as the scheme discussed with and reviewed by us and that there will be no material changes between the draft shared with us and the final approved scheme. Any such material changes will require us to re-evaluate our opinion herein.

In addition to above, we have had discussions with members of the management of AHCL and AEHL on the past and current business operations of the concerned businesses, their future prospects and operations, and have received management representation letter from AHCL dated August 26, 2025.

Further, we have had discussions with Valuers on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge AHCL and AEHL to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment. We have further assumed that the Proposed Transaction would be carried out in compliance with all the applicable laws, rules and regulations.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. With respect to information and data relating to AHCL and AEHL provided to or otherwise reviewed by or discussed with us, we have been advised by the respective managements of AHCL and AEHL, and we have assumed and relied upon such advice, that such information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of AHCL and AEHL as to the potential strategic implications and operational benefits anticipated to result from the Amalgamation and the other matters covered thereby. We have not conducted any evaluation or appraisal of any assets or liabilities of AHCL or AEHL nor have we evaluated the solvency or fair value of AHCL or AEHL, whether for any lender or otherwise, under any laws relating to bankruptcy, insolvency or similar matters or the Company’s ability to fulfill its obligations towards any class of



investors or third parties. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of AHCL or AEHL.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of AHCL and/ or AEHL, in arriving at our final Opinion. A multitude of factors including, but not limited to, changes in demand, competition, technology, any geo-political risks, wars, insurrections and any macroeconomic conditions in India and globally can cause actual events, performance or results to differ significantly from the financial projections.

Our Opinion does not address, and we have not assessed, any matters (including any existing or potential contingent liabilities and any ongoing or threatened litigation, including taxation proceedings) which may have an impact, adverse or otherwise, on the business, operations or prospects of AHCL, AEHL or their affiliates or any underlying assumptions, forecasts or views of the management of AHCL or AEHL. We have relied upon the financial, market, and technical data provided to or obtained by us or the management's views on the future businesses, operations and prospects or any underlying assumptions for the same.

We have assumed, with your consent, that the Amalgamation will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals (including approvals of all classes of shareholders and creditors of AHCL and AEHL and their respective affiliates, as applicable), consents and releases for the Amalgamation, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on AHCL and/or AEHL or the contemplated benefits of the Amalgamation. We have further assumed that such approvals, consents and releases will be duly obtained as required pursuant to applicable laws and contractual obligations, without any delays. Representatives of AHCL have advised us, and we have further assumed, that the final terms of the Scheme will not vary from those set forth in the draft Scheme reviewed by us. Further, we have assumed that there will not be any adverse rulings or proceedings whatsoever (whether of any court, regulatory body or otherwise) arising out of or in relation to the Amalgamation as contemplated by the Scheme.

Our Opinion does not address, and we have not assessed, any legal, regulatory, taxation or accounting matters. We have also assumed that all aspects of the Amalgamation and any other transaction contemplated in the draft Scheme would be in compliance with applicable laws and regulations; and we have issued this Opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance. Without prejudice to the generality of the foregoing, we express no opinion and have assumed that the Amalgamation will not trigger obligations to make open offers under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and accordingly we have not considered the consequences or impact on AHCL or AEHL, if any such open offers are mandated. We have also assumed that the Amalgamation will not result in any adverse effect on AHCL, AEHL or their respective businesses, whether under tax or other laws or under the terms of any license or approval. We also have assumed, with your consent, that the Amalgamation will be treated as a tax-free reorganization for Indian income tax purposes.



Our Opinion is restricted to the fairness, from a financial point of view, of the Share Exchange Ratio, as determined by the Valuers pursuant to their valuation exercise, and we express no view as to the fairness (financial or otherwise) to the holders of any other class of securities or creditors of AHCL, AEHL or any of their affiliates. Our Opinion also does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance, shareholder rights or any other equitable considerations. We are not providing you with any investment advice or recommendations in connection with the Amalgamation including any advice (from an investment perspective) on the suitability of the Amalgamation (whether structured as any single transaction or a series of transactions) or any trading strategy or any other structuring options or approach involving AHCL and AEHL. Further, AHCL will remain solely responsible for the commercial assumptions on which the Opinion provided by us is based and for its decision to proceed with the Amalgamation. Further, our Opinion does not take into account any corporate actions of any of AHCL and AEHL after the date hereof, including payment of dividends. We have not made or been provided with an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of AHCL, AEHL or their respective affiliates. We express no opinion as to the solvency or fair value of AHCL or AEHL under any laws, or otherwise, or the realizable value of the properties or assets of AHCL or AEHL or their respective affiliates.

A valuation estimate for any transaction does not necessarily suggest that a market exists for the transaction. We have not made any physical inspection of the properties or assets of AHCL, AEHL or their respective affiliates. We were not requested to, and we did not, participate in the negotiation or structuring of the Amalgamation, nor were we requested to, and we did not, solicit third party indications of interest in the possible acquisition of all or a part of AEHL. We express no view as to, and our Opinion does not address, the underlying business decision of AHCL to effect the Amalgamation, the relative merits of the Amalgamation as compared to any alternative business strategies that might exist for AHCL or the effect of any other transaction in which AHCL might engage. We also express no view as to, and our Opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees of any parties to the Amalgamation, or any class of such persons, relative to the Share Exchange Ratio. We express herein no view or opinion as to any terms or other aspects of the Amalgamation or the Scheme (other than the Share Exchange Ratio, as determined by Valuers pursuant to their valuation exercise, to the extent expressly specified herein). Our Opinion is necessarily based upon information available to us, and financial, stock market and other conditions and circumstances existing, as of the date hereof.

Our Opinion does not constitute a recommendation to any shareholder or creditor of AHCL or AEHL as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of AHCL. We are not expressing any opinion herein as to the prices at which the equity shares of AHCL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the equity shares of AHCL may be transacted.

AHCL has executed the engagement letter ("**Kotak EL**") in relation to our services in connection with the delivery of this Opinion and for providing certain advisory services to AHCL in connection with the Transaction. We will receive fees from AHCL for these services under Kotak EL. In addition, AHCL has agreed to indemnify us from any claims arising out of our engagement in providing the Opinion.



We and/or our affiliates in the past five years may have provided, and currently maybe providing, services to AHCL and/ or AEHL and/ or their affiliates unrelated to the Proposed Transaction for which we or such affiliates have received and expect to receive compensation, including, without limitation as lenders and creditors to AHCL.

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with AHCL and its respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of AHCL and is for the purpose of submission to the Stock Exchanges under the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and shall not confer rights or remedies upon, any shareholder of AHCL, AEHL or any other person including any company involved in the Scheme other than the members of the Board of Directors of AHCL and shall not be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of AHCL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Opinion may be shown or who may acquire a copy of this Opinion.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion, the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, our work as merchant bankers, our work as described above, and other factors that we deem relevant, it is our view that, as of the date hereof, the proposed Share Exchange Ratio recommended by Valuers, in their joint valuation report dated August 26, 2025, is fair and reasonable from a financial point of view.

Yours faithfully,

For **Kotak Mahindra Capital Company Limited**



Authorised Signatory