Notice to the Shareholders

DR. AGARWAL'S HEALTH CARE LIMITED

Regd. Office: 6th Floor, Menon Eternity, 1st Main Road, Austin Nagar, Alwarpet,
Chennai, Tamil Nadu, India, 600 018
CIN: L85100TN2010PLC075403
Website: www.dragarwals.co.in | **Email:** secretarial@dragarwal.com

Dear Members of the Company,

Notice is hereby given that the Sixteenth Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, the 21st day of September 2026**, at **10:00 A.M. (IST)** through video conferencing/other audio visual means (VC/OAVM) to transact the following items of business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT:

a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon; and

b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Auditor thereon

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

a) "**RESOLVED THAT** the audited standalone financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Auditors and Board of Directors thereon, as circulated to the members, be and are hereby, considered and adopted."

b) "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of Auditors thereon, as circulated to the members, be and are hereby, considered and adopted."

2. TO RE-APPOINT DR. ANOSH AGARWAL (DIN: 02636035), WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT;

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Anosh Agarwal (DIN: 02636035), who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company."

3. TO RE-APPOINT MR. ANKUR NAND THADANI (DIN: 03566737), NON-EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT;

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ankur Nand Thadani (DIN: 03566737), who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company."

4. TO APPOINT M/S. S.R. BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY, TO HOLD OFFICE TILL THE CONCLUSION OF THE 20TH AGM OF THE COMPANY AND FIXING THEIR REMUNERATION;

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**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Statutory Auditors be paid such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the audit for the financial year 2026-27, as deliberated in the explanatory statement to this Notice, and that the Board of Directors of the Company, be and is hereby authorised to alter/ revise the remuneration payable to the Statutory Auditors during the remainder of their tenure, taking into account the scope & volume of their services, and the recommendations of the Audit Committee from time to time;

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

SPECIAL BUSINESS:

5. TO APPROVE REVISION IN THE REMUNERATION OF DR. ADIL AGARWAL (DIN: 01074272), WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the members at the preceding 15th Annual General Meeting of the Company dated September 24, 2025, with respect to the remuneration payable to Dr. Adil Agarwal (DIN: 01074272), and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("**Act**"), read with Schedule V to the Act, the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Nomination and Remuneration Committee and the receipt of subsequent approval of the Board of Directors, the approval of the Members of the Company, be and is hereby accorded for the revision in the remuneration of Dr. Adil Agarwal, Whole-time Director and Chief Executive Officer, as detailed below:

(a) Salary: ₹ 2,37,30,000 (Rupees Two Crores Thirty Seven Lakhs Thirty Thousand only) per annum.

(b) Perquisites: Use of car with chauffeur, travel reimbursements for official travel, reimbursement of expenses incurred towards attending conferences, reimbursement of credit card expenses to the extent pertaining to official use and use of telephone and internet reimbursements will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. The value of the car shall not exceed ₹ 1,00,00,000 (Rupees One Crore only) and the age of the car shall not be more than four years. Personal staffs with total remuneration of ₹ 42,90,000 (Rupees Forty-Two Lakhs Ninety Thousand) per annum shall be provided, which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Leave Encashment shall be provided as per the Company's policy from time to time.

(c) Contribution to funds: Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

(d) Variable pay: Variable pay shall be determined based on the achievement of Profit After Tax (PAT) of the Company on a consolidated basis excluding Elisar Life Sciences Private Limited as follows:

PAT (₹ in Crores)	Eligible variable pay (% of PAT)
Above 180 to 195	2.00%
Above 195 to 210	2.25%
Above 210	2.50% (Capped at ₹ 5.50 Crores)

(e) An annual Club Membership fees be paid to the Young Presidents Organisation for the membership of Dr. Adil Agarwal and travel reimbursement shall be paid.

RESOLVED FURTHER THAT the aforesaid remuneration of Dr. Adil Agarwal shall be with effect from the April 01, 2026 until April 30, 2028;

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the current and future tenure of the Whole-time Director, the above remuneration, and variable pay, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated and paid as the minimum remuneration, subject to the limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time;

RESOLVED FURTHER THAT Dr. Anosh Agarwal, Whole-time Director, Mr. Yashwanth Venkat, Chief Financial Officer, and Mr. Thanikainathan A, Company Secretary of the Company, be and are hereby jointly and severally authorised to file necessary forms, if any with the Registrar of Companies, and do all such other acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

6. TO APPROVE REVISION IN THE REMUNERATION OF DR. ANOSH AGARWAL (DIN: 02636035), WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the members at the preceding 15th Annual General Meeting of the Company dated September 24, 2025, with respect to the remuneration payable to Dr. Anosh Agarwal (DIN: 02636035), and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Nomination and Remuneration Committee and the receipt of subsequent approval of the Board of Directors, the approval of the Members of the Company, be and is hereby accorded for the revision in the remuneration of Dr. Anosh Agarwal, Whole-time Director and Chief Operating Officer, as detailed below:

(a) Salary: ₹ 2,33,90,000 (Rupees Two Crores Thirty Three Lakhs and Ninety Thousand only) per annum.

(b) Perquisites: Use of car with chauffeur, travel reimbursements for official travel, reimbursement of expenses incurred towards attending conferences, reimbursement of credit card expenses to the extent pertaining to official use and use of telephone and internet reimbursements will be provided in accordance with the policies of the Company and the same will be evaluated as per the Income Tax Rules. The value of the car shall not exceed ₹ 1,00,00,000 (Rupees One Crore only) and the age of the car shall not be more than four years. Personal staffs with total remuneration of ₹ 42,50,000 (Rupees Forty Two Lakhs and Fifty Thousand) per annum shall be provided which shall be increased based on the HR policy of the Company and the same shall be added up as perquisite. Perquisite value for the car provided by the Company will be attributed as per Section 17(2) of the Income Tax Act. Leave Encashment shall be provided as per the Company's policy from time to time.

(c) Contribution to funds: Company's contribution to Provident Fund and Super Annuation Fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding 15 days salary for every completed year of service, subject to prevailing rules and regulations.

(d) Variable pay: Variable pay shall be determined based on the achievement of Profit After Tax (PAT) of the Company on a consolidated basis excluding Elisar Life Sciences Private Limited as follows:

PAT (₹ in Crores)	Eligible variable pay (% of PAT)
Above 180 to 195	2.00%
Above 195 to 210	2.25%
Above 210	2.50% (Capped at ₹ 5.50 Crores)

(e) An annual Club Membership fees be paid to the Young Presidents Organisation for the membership of Dr. Anosh Agarwal and travel reimbursement shall be paid.

RESOLVED FURTHER THAT the aforesaid remuneration of Dr. Anosh Agarwal shall be with effect from the April 01, 2026 until April 30, 2028;

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the current and future tenure of the Whole-time Director, the above remuneration, and variable pay, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated and paid as the minimum remuneration, subject to the limits mentioned under Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time;

RESOLVED FURTHER THAT Dr. Adil Agarwal, Whole-time Director and Chief Executive Officer, Mr. Yashwanth Venkat, Chief Financial Officer, and

Mr. Thanikainathan A, Company Secretary of the Company, be and are hereby jointly and severally authorised to file necessary forms, if any with the Registrar of Companies, and do all such other acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

7. TO RATIFY THE REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR ENDED 2025-26

To consider and, if thought fit, to pass the following resolution as a **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration of ₹ 90,000 (Rupees Ninety Thousand only) (excluding all taxes and re-imbursement of out of pocket expenses incurred by them) payable for the year 2025-26 to M/s. BY & Associates, Cost Accountant in Practice (Firm Registration No: 003498), appointed by the Board of Directors, on recommendations of the Audit Committee, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ended 2025-26, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT any Directors and/ or Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution."

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

Thanikainathan Arumugam
Company Secretary and
Compliance Officer

Chennai
August 04, 2026

Registered Office Address:
6th Floor, Menon Eternity, 1st Main Road,
Austin Nagar, Alwarpet, Chennai 600 018
Email: secretarial@dragarwal.com
Website: www.dragarwals.co.in
Tel: + 91 44 4378 7777

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 of the Act along with the additional information as required under the SEBI Listing Regulations, wherever applicable, stating all material facts, enabling the members to understand the meaning, scope, reasons/rationale and implications for the proposed business items are annexed herewith and forms part of this Notice.

2. In terms of the provisions of Section 152 of the Act, Dr. Anosh Agarwal and Mr. Ankur Nand Thadani, Directors of the Company, are liable to retire by rotation at this Meeting.

   Considering their experience, expertise, qualifications and the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company commends their respective re-appointments vide Ordinary Resolutions set out at Item Nos. 2 and 3 of the Notice for approval by the Members of the Company.

   Details, as required in terms of regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of the aforesaid Directors, are provided in the "**Annexure I**" to this Notice.

3. Pursuant to the General Circular Nos. (i) 14/2020 dated April 8, 2020, (ii) 17/2020 dated April 13, 2020, (iii) 20/2020 dated May 05, 2020, and various subsequent circulars issued in this regard with the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**") and other applicable circulars & notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold their EGM/AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. In compliance with the framework as specified in the said MCA Circulars, the 16th AGM of the Company shall be conducted through VC/OAVM.

4. Since the AGM is to be convened through VC/OAVM, the facility to appoint proxy to attend & cast vote on behalf of the members shall not be available and the route map to the venue of the meeting is annexed hereto. However, the Body Corporates members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through the e-voting facility.

5. In compliance with the MCA Circulars, this AGM 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, August 21, 2026,** received from the Depositories and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories.

6. In respect of those equity shareholders whose e-mail addresses are not registered with the Company or their Depository Participant(s), a communication shall be sent through post providing the web link and a static Quick Response code of the Notice of the Meeting hosted on the website of the Company, along with necessary instructions for accessing the same.

7. 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.

8. The members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at this AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who shall be allowed to attend this AGM without any restriction on account of first come first served basis.

9. The attendance of the members attending this AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('**the Act**'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"), and other applicable provisions of the Act and the Rules, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI Listing Regulations, the MCA Circulars 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), the Company is providing the facility of e-Voting (remote and venue) to its members in respect of the business items as set out in this Notice to be transacted at the AGM.

11. The Company has engaged the services of National Securities Depository Limited (NSDL) for hosting & convening the 16^{th} AGM through VC / OAVM, and facilitating the e-voting process (remote and venue). Accordingly, the facility of casting votes by a member using either the facility of (i) remote e-Voting/(ii) venue e-voting on the date of the AGM of the Company will be provided by NSDL.

12. The **remote e-voting facility** will be made available during the following period:

Cut-off date for eligibility to vote	**Tuesday, September 15, 2026**
Commencement of e-voting period	**Thursday, September 17, 2026 at (9:00 A.M.) IST**
Conclusion of e-voting period	**Sunday, September 20, 2026 at (5:00 P.M.) IST**

The remote e-voting facility will be disabled immediately after 5.00 p.m. IST on Sunday, September 20, 2026, and will be disallowed thereafter.

13. 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 Notice for information purpose only.

14. 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 Instructions for e-voting forming part of the Notice. The resolutions, if approved by the requisite members, shall be deemed to have been passed on the date of the AGM i.e. **Monday, September 21, 2026**.

15. In terms of the resolution passed by the Board of Directors dated August 04, 2026, and pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, Mr. Subramanian Chandrasekar, Practicing Company Secretary, (FCS No. 6773; CP No. 13761) Chennai, has been appointed as the Scrutinizer ("Scrutinizer"), for scrutinizing the e-voting process (remote & venue voting) in a fair and transparent manner.

16. After completion of the scrutiny of e-voting, the Scrutinizer will submit his report on the results to the Chairman of the Company or any person authorised by him. The results will be announced by the Chairman/Whole Time Directors/Company Secretary of the Company, on or before **Wednesday, September 23, 2026**, by placing it along with the Scrutinizer's Report on the Company's website at www.dragarwals.co.in, the website of the NSDL at www.evoting.nsdl.com. The results will also be simultaneously communicated to the Stock Exchanges, i.e., BSE Ltd and National Stock Exchange of India Limited as required under the relevant laws.

Notice to the Shareholders

17. (i) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, (ii) the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and (iii) a certificate from the Secretarial Auditor of the Company certifying that the Dr. Agarwal's Health Care Limited Employees Stock Option Scheme – 2022 has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and resolution passed by the Company in the general meeting will be available, electronically, for inspection by the members during the AGM.

18. All the documents referred to, in this Notice and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice until the date of the AGM. Members seeking to inspect such documents can send an email mentioning their request to secretarial@dragarwal.com.

19. Further, in line with the MCA Circulars, the Notice calling the 16th AGM of the Company has been uploaded and made available on the websites of (i) the Company at: https://dragarwals.co.in/dr-agarwals-health-care/#notice-of-general-meeting, (ii) the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at: www.bseindia.com and www.nseindia.com respectively; and (iii) NSDL (agency for providing the e-Voting facility) at: www.evoting.nsdl.com.

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

ITEM NO. 4:

TO APPOINT M/S. S.R. BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY, TO HOLD OFFICE TILL THE CONCLUSION OF THE 20TH AGM OF THE COMPANY AND FIXING THEIR REMUNERATION

As result of the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants, the erstwhile Statutory Auditors of the Company, during the financial year 2025-26, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W/E300004) were appointed as the Statutory Auditors of the Company, to fill the casual vacancy during the interim period, as recommended by the Audit Committee and approved by the Board of Directors vide their respective resolutions passed by circulation on November 12, 2025.

Subsequently, the Members of the Company, vide resolution passed by Postal Ballot dated December 17, 2025, had approved the aforesaid appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, to hold office as such until the conclusion of the ensuing 16th AGM of the company in accordance with the provisions of section 139(8) of the Companies Act, 2013 ('**the Act**'), read with the Companies (Audit and Auditors) Rules, 2014.

Considering the satisfactory performance and quality of services rendered by M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors to the Company during the interim period, the Board of Directors of the Company, on the recommendations of the Audit Committee, at their respective meetings held on August 04, 2026, had proposed to appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, w.e.f. the conclusion of the ensuing 16th AGM until the conclusion of the 20th AGM of the Company, for the financial year 2029-30, subject to the receipt of approval from the Members of the Company in this AGM.

Pursuant to the provisions of section 139(1) of the Act, 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 within the limits and as per the terms provided in the Act;

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

Particulars	Details
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;	The proposed fee payable to M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, shall be ₹ 63,00,000 (Rupees Sixty Three Lakhs only) (exclusive of applicable taxes) and out-of-pocket expenses incurred in connection with the Statutory Audit services for the FY26-27. Any 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. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, shall hold office as the Statutory Auditors, w.e.f. the conclusion of the ensuing 16th AGM until the conclusion of the 20th AGM of the Company for the FY ending 2029-30.

Particulars	Details
	Given that, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, served as the Statutory Auditors, during the interim casual vacancy period and they are proposed to be appointed as the regular Statutory Auditors of the Company, the material change in the fee payable to such auditor from that paid to the outgoing auditor is not applicable.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed	M/s. S. R. Batliboi & 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 & 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. In the opinion of the Audit Committee and the Board of Directors of the Company, 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 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.

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 business.

Given the experience, expertise, audit quality and performance 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. 4 of this Notice for approval by the members.

ITEM NO. 5 & 6:

TO APPROVE REVISION IN THE REMUNERATION OF:

(5) DR. ADIL AGARWAL (DIN: 01074272), WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

(6) DR. ANOSH AGARWAL (DIN: 02636035), WHOLE-TIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY

Dr. Adil Agarwal (DIN: 01074272) and Dr. Anosh Agarwal (DIN: 02636035) were appointed as the Whole-time Directors for a period of 3 years each, beginning from May 01, 2025 to April 30, 2028, at the Extra-ordinary General Meeting of the Company held on September 26, 2024. The Nomination and Remuneration Committee, at its meeting held on May 21, 2026 had recommended a revision in the respective remuneration payable to Dr. Adil Agarwal and Dr. Anosh Agarwal during the remainder of their tenure as Whole-time Directors, i.e., from April 01, 2026 to April 30, 2028. Subsequently, the Board, at its meeting held on July 03, 2026, had approved the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members in the ensuing AGM of the Company. In view of the above, their remuneration is being revised as set out in the resolution no 5 and 6 of this Notice.

Disclosures in accordance with Schedule V of the Companies Act, 2013:

Notice to the Shareholders

I. General Information

1.	Nature of Industry	Eye Hospital	
2.	Date of Commencement of Business	May 10, 2010	
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable	
4.	Financial Performance as on March 31, 2026		₹ in Crore
		Total Income	1,326.55
		Total Expenses	1,255.54
		Profit before tax	63.96
		Profit after tax	39.45
5.	Foreign investments or Collaborations, if any	As on March 31, 2026, the foreign investments in the Company is 57.96% of the equity share capital.	

II. Information About Director (inclusive of requisite details under SS-2, wherever applicable)

S. No.	Particulars	Dr. Adil Agarwal	Dr. Anosh Agarwal
1.	Background details	Dr. Adil Agarwal, aged 42 years, is in the Board of the Company since May 01, 2016. He holds a bachelor's degree in medicine and surgery from Sri Ramachandra Medical College and Research Institute, Chennai. He has completed his master's in surgery in Ophthalmology from Sri Ramachandra University and master's in business administration from the Leland Stanford Junior University, Stanford University, California.	Dr. Anosh Agarwal, aged 41 years, is in the Board of the Company since September 30, 2014. He is a highly qualified vitreoretinal surgeon. He holds a bachelor's degree in medicine and surgery from the Sri Ramachandra University. He has completed a master's in business administration from Harvard Business School. He has completed his master's in surgery in ophthalmology from Annamalai University. He registered with the Tamil Nadu Medical Council on February 16, 2007.
2.	Terms and Conditions of Appointment / Re-appointment	As approved by the Members at the Extra-ordinary General Meeting of the Company held on September 26, 2024	
3.	Past Remuneration	As approved by the Members in the 15^{th} AGM of the Company held on September 24, 2025	
4.	Recognition or awards	-	-
5.	Job Profile and his suitability	He will be spearheading/drawing up expansion plans. He shall be responsible for the general conduct and management of the business and affairs of the Company and will operate subject to the control and supervision of the Board of Directors of the Company. At Dr. Agarwal's Group of Eye Hospitals, Dr. Adil Agarwal has responsibility for global strategic initiatives, new business development, medical operations and the retina foundation. He is a core member of the leadership team that is responsible for the execution of the group's strategic initiatives.	He will be entrusted with the overall control of the systems design/marketing/HR initiatives of the Company. He will also supervise the day to day administration of the Company and will act subject to the supervision and control of the Board of Directors of the Company. At Dr. Agarwal's Group of Eye Hospitals, Dr. Anosh Agarwal has overall responsibility for the finance, human resources and information technology functions. He is a core member of the leadership team that is responsible for the execution of the group's strategic initiatives. Dr. Anosh plays a key role in group expansion plans including fund raising (private equity, debt), and mergers & acquisitions, restructuring and exploring diversification opportunities.
6.	Remuneration proposed	As stated in the resolutions of Item Nos. 5 and 6 of the Notice respectively.	
7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is commensurate with his qualification/experience and the size of the company. The remuneration proposed to be paid is in line with the industry standards.	The remuneration is commensurate with his qualification/experience and the size of the company. The remuneration proposed to be paid is in line with the industry standards.

S. No.	Particulars	Dr. Adil Agarwal	Dr. Anosh Agarwal
8.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He holds 1,40,46,979 Equity Shares of the Company and is related to Dr. Anosh Agarwal and Dr. Amar Agarwal, Directors of the Company.	He holds 1,34,16,352 Equity Shares of the Company and is related to Dr. Adil Agarwal and Dr. Amar Agarwal Directors of the Company.
9.	No. of Meetings of the Board attended during the year	100% - 6 Board Meetings held during the FY25-26	100% - 6 Board Meetings held during the FY25-26
10.	Directorships on other Boards as on the date of this Notice^	1. Dr. Agarwal's Eye Hospital Limited 2. Maatrum Technologies and Legal Ventures Private Limited 3. Aditya Jyot Eye Hospital Private Limited 4. Dr. Thind Eye Care Private Limited	1. Elisar Life Sciences Private Limited 2. Maatrum Technologies and Legal Ventures Private Limited 3. Aditya Jyot Eye Hospital Private Limited
11.	Membership/Chairmanship of Committees of other Boards	**Dr. Agarwal's Eye Hospital Limited:** • Audit Committee – **Member** • Nomination and Remuneration Committee - **Member** • Stakeholders Relationship Committee - **Chairperson**	-

^ Directorships in foreign companies and Section 8 Companies have been excluded.

III. Other Information

1.	Reasons of loss or inadequate profits	The Company's operations involve huge capital investment and a long gestation period. The Company also faces stiff competition. The Company was incorporated during April 2010, and the quantum of losses has been steadily coming down on account of the continuous efforts being made towards making the operations profitable
2.	Steps taken for improvement	The Company is taking steps to reduce costs and increase the volume and the quality of the business. These steps are already showing results, and it is hoped that the Company may make profits in the upcoming years. Additionally, the Company has initiated strategic corporate restructuring. Specifically, the proposed merger of its material subsidiary, Dr. Agarwal's Eye Hospital Limited ('AEHL'), into the Company (approved by Members and Creditors on July 02, 2026, and pending final NCLT sanction) serves as a primary turnaround driver. This consolidation will streamline Operational and financial efficiencies, Integrated Capital Allocation for Stronger Growth, Simplified Legal, Regulatory and Governance Framework, Shareholder Value Creation.
3.	Expected increase in productivity and profits in measurable terms	The Company is in the process of strengthening the performance of all its units, with continued emphasis on the quality of service. This, coupled with several steps being taken to reduce costs, would result in improved growth, performance and profitability.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Dr. Adil Agarwal and Dr. Anosh Agarwal) are, in any way, concerned or interested, financial or otherwise (except to the extent of their shareholding, if any, in the Company) in these items of Special business set out at Item Nos. 6 and 7.

Given the experience, expertise and qualifications of Dr. Adil Agarwal and Dr. Anosh Agarwal, and the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company commends the said revision in their respective remuneration vide Special Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the members.

ITEM NO. 7:

TO RATIFY THE REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR ENDED 2025-26

At the Board Meeting held on August 12, 2025, after considering the recommendation of the Audit Committee, the Board of Directors have appointed M/s. BY & Associates, Cost Accountants in Practice (Firm Registration No: 003498), as the Cost Auditors of the Company for the financial year 2025-26 on a remuneration of ₹ 90,000 (Rupees Ninety Thousand only), excluding all taxes and re-imbursement of the out of pocket expenses incurred in connection with the aforesaid audit.

Notice to the Shareholders

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Members of the Company.

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, qualifications and satisfactory performance of the Cost Audit functions of the Company by M/s. BY & Associates, Cost Accountants in Practice, and the recommendations of the Audit Committee, the Board of Directors of the Company, commends their ratification of remuneration as the Cost Auditors of the Company for FY ended 2025-26 vide Ordinary Resolution set out at Item No. 7 of this Notice for approval by the members.

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

Thanikainathan Arumugam
Company Secretary and
Compliance Officer

Chennai
August 04, 2026

Registered Office Address:
6^{th} Floor, Menon Eternity, 1^{st} Main Road,
Austin Nagar, Alwarpet, Chennai 600 018
Email: secretarial@dragarwal.com
Website: www.dragarwals.co.in
Tel: + 91 44 4378 7777

ANNEXURE I - DETAILS OF DIRECTORS RETIRING BY ROTATION AT THE MEETING:

(i) DR. ANOSH AGARWAL (DIN: 02636035)

Date of Birth	October 01, 1984
Nationality	Indian
Date of first appointment on the Board	January 30, 2014
Qualification Brief Profile Experience/ expertise in specific functional area	Dr. Anosh Agarwal, aged 41 years, is a highly qualified vitreoretinal surgeon. He holds a bachelor's degree in medicine and surgery from the Sri Ramachandra University. He has completed a master's in business administration from Harvard Business School. He has completed his master's in surgery in ophthalmology from Annamalai University. He registered with the Tamil Nadu Medical Council on February 16, 2007.
Past Remuneration	As approved by the Members in the 15^{th} AGM of the Company held on September 24, 2025
Remuneration proposed	As stated in the resolutions of Item Nos. 5 and 6 of the Notice respectively.
Shareholding in the company, relationship with other Directors, Manager and other Key Managerial Personnel of the company	He holds 1,34,16,352 Equity Shares of the Company and is related to Dr. Adil Agarwal and Dr. Amar Agarwal Directors of the Company.
No. of board meetings attended during the year	100% - 6 Board Meetings held during the FY25-26
List of Directorships held in other companies including listed entities as on the date of this Notice^	1. Elisar Life Sciences Private Limited 2. Maatrum Technologies and Legal Ventures Private Limited 3. Aditya Jyot Eye Hospital Private Limited
Membership / Chairmanship of Committees of other Boards	-
Listed entities from which the Director has resigned in the past three years	Nil
Terms and conditions of appointment	Liable to retire by rotation

^ Directorships in foreign companies and Section 8 Companies have been excluded.

(ii) MR. ANKUR NAND THADANI (DIN: 03566737)

Date of Birth	April 01, 1984
Nationality	Indian
Date of first appointment on the Board	May 05, 2022
Qualification	Mr. Ankur Nand Thadani holds a bachelor's degree in electronics and telecommunication engineering from the University of Mumbai. He is currently employed with TPG Capital India Private Limited.
Brief Profile	
Experience/ expertise in specific functional area	
Past Remuneration	Nil
Remuneration proposed	
Shareholding in the company, relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil. He is not related to any other Directors and Key Managerial Personnel of the company
No. of board meetings attended during the year	4 out of 6 Board Meetings held during the FY25-26.
List of Directorships held in other companies including listed entities as on the date of this Notice^	1. API Holdings Limited 2. Rhea Healthcare Private Limited 3. Climate Finance India Private Limited 4. Learning with N Private Limited 5. Tata Passenger Electric Mobility Limited 6. Vayona Energy Private Limited 7. Mount Mary Realty Private Limited 8. Elaris Realty Private Limited 9. Hypervault AI Data Center Limited
Membership / Chairmanship of Committees of other Boards	**API Holdings Limited** • Stakeholders Relationship Committee – **Chairperson** • Nomination and Remuneration Committee -**Member** • Corporate Social Responsibility Committee - **Member**
Listed entities from which the Director has resigned in the past three years	1. Solara Active Pharma Sciences Limited 2. Campus Activewear Limited 3. Onesource Speciality Pharma Limited
Terms and conditions of appointment	Liable to retire by rotation

^ Directorships in foreign companies and Section 8 Companies have been excluded.

Notice to the Shareholders

INSTRUCTIONS FOR MEMBERS TO ACCESS THE REMOTE E-VOTING FACILITY AND JOINING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on September 17, 2026, at 09:00 A.M. and concludes on September 20, 2026 by 05:00 P.M. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. September 15, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being September 15, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Instructions for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or during the appointed time of the meeting i.e., 10:00 A.M. IST. 2. Existing **IDeAS** user may visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or during the appointed time of the meeting i.e., 10:00 A.M. IST. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. 4. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 5. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSD**L and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or during the appointed time of the meeting i.e., 10:00 A.M. IST. 6. Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then login using your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or during the appointed time of the meeting i.e., 10:00 A.M. IST. Additionally, there is also links provided to access the system of all e-Voting Service Providers for the user to visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or during the appointed time of the meeting i.e., 10:00 A.M. IST

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID and your Password (details given below) or OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares - Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com to reset the User id/password.

b) If you are still unable to get the password by the aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system and join the Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of Dr. Agarwal's Health Care Limited to cast your vote during the remote e-Voting period or during the appointed time of the meeting i.e., 10:00 A.M. IST. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to cschandrasekar2015@gmail.com along with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Gopalakrishnan A at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Registrar & Transfer Agent of the Company at the email address: einward.ris@kfintech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

2. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

3. In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID, PAN, mobile number at secretarial@dragarwal.com from August 28, 2026 to September 18, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.