



Ref: AHCL/2026-27/C024

July 02, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot No C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code – **544350**

Symbol : **AGARWALEYE**

Dear Sir / Madam,

Sub: Consolidated Scrutinizer's Report in relation to the Scheme of amalgamation between Dr. Agarwal's Eye Hospital Limited and Dr. Agarwal's Health Care Limited and their respective shareholders and creditors ("Scheme")

With reference to the captioned subject and our earlier letters dated June 01, 2026, we wish to inform that the Hon'ble National Company Law Tribunal ("**NCLT**") convened Meeting of the Secured Creditors of Dr. Agarwal's Health Care Limited ("**the Company**") was held on Thursday, July 02, 2026, at 03:00 P.M. (IST) at The Music Academy, T.T.K. Road, Chennai - 600 014 and the Company had provided its secured creditors with the facilities of remote e-voting, e-voting at the venue, and voting via polls in relation to the transaction of the subject mentioned Scheme.

The Hon'ble NCLT, vide its Order dated May 05, 2026, had appointed Shri Shivam Parashar as the Scrutinizer of the meeting for scrutinizing the processes of remote e-voting as well as voting at the venue of the Meeting (i.e. through e-voting and via polls).

As per the **enclosed** Scrutinizer's Consolidated Report, the Resolutions for approval of the Scheme as set out in the Notice dated June 01, 2026, have been **duly approved** by the **requisite majority** of the secured creditors of the Company and deemed to be passed as on July 02, 2026.

This information is also hosted on the Company's website at: <https://dragarwals.co.in/dr-agarwals-health-care/#corporate-announcement>.

We request you to kindly take the above on record.

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

Thanikainathan Arumugam
Company Secretary and Compliance Officer

Encl.: as above.

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

Mr. Shivam Parashar

Advocate

Enrollment No.: D/5376/2021 Ph.: +91 9643938332

Address: Chamber No. 110, 30 Lawyers Chambers Pandit Deendayal
Upadhyay Marg Mata Sundari Railway Colony. New Delhi - 110002

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE VENUE OF THE MEETING OF THE SECURED CREDITORS OF DR. AGARWAL'S HEALTH CARE LIMITED HELD ON THURSDAY, JULY 02, 2026, AT THE MUSIC ACADEMY, T.T.K. ROAD, CHENNAI – 600 014

[Pursuant to Section 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the Order dated May 05, 2026, passed by the Hon'ble National Company Law Tribunal, Chennai Bench]

In the matter of Scheme of Amalgamation amongst Dr. Agarwal's Eye Hospital Limited ("Transferor company") and Dr. Agarwal's Health Care Limited ("Transferee Company" / "Company") and their respective Shareholders and Creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

To,

Shri L.N. Gupta,

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") for convening the meeting of the Secured Creditors of Dr. Agarwal's Health Care Limited.

Copy to:

Dr. Agarwal's Health Care Limited

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

Dear Sir,

Sub: Combined Scrutinizer's Report on the results of voting at the Meeting of the Secured Creditors of Dr. Agarwal's Health Care Limited held on Thursday, July 02, 2026 at 03:00 P.M. at the Music Academy, T.T.K. Road, Chennai – 600 014, pursuant to Directions of the Hon'ble NCLT, vide order dated May 05, 2026

I, **Shri. Shivam Parashar**, having office address at Chamber No. 110, 30 Lawyers Chambers Pandit Deendayal Upadhyay Marg Mata Sundari Railway Colony, New Delhi – 110002, duly appointed as Scrutinizer by the Hon'ble NCLT vide order dated May 05, 2026, for the Meeting of the Secured Creditors of the Company for the purpose of scrutinizing the below:

Mr. Shivam Parashar

Advocate

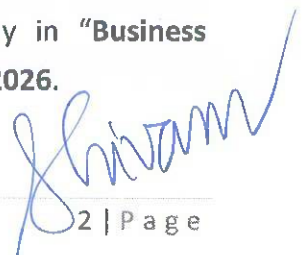
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- a) E-voting process held prior to the Meeting of Secured Creditors ('Remote e-voting');
- b) Voting through Polling Papers by proxies at the venue of the meeting ('Polls') and
- c) E-voting process at the venue ('E-voting') of the Meeting;

held on **Thursday, July 02, 2026** at 03:00 P.M. (IST) at the Music Academy, T.T.K. Road, Chennai – 600 014, pursuant to Section 108, 109 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 ("the Rules") as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") hereby furnish my Report that:

1. I have been appointed as the Scrutinizer to scrutinize the voting processes at the said NCLT convened Meeting of Secured Creditors of the Company held Physically for the purpose of considering the Scheme of Amalgamation amongst Dr. Agarwal's Eye Hospital Limited and Dr. Agarwal's Health Care Limited and their respective Shareholders and Creditors under Sections 230-232 and other applicable provisions of the Act ("Scheme").
2. The Notice of the Meeting along with the Statement setting out the material facts in terms of Sections 102, 230(3), 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, SEBI Listing Regulations, SEBI Master circular no. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023 and other applicable circulars issued by SEBI read with the Observation Letters issued by National Stock Exchange of India Limited and BSE Limited dated February 16, 2026 and February 17, 2026 ("Statement"), of the Secured Creditor, as confirmed by the Company, were sent to the Secured Creditor of the Company, through **electronic mode on June 01, 2026**, whose email addresses were registered with the Company as on Wednesday, December 31, 2025.
3. The Company had also published an advertisement with respect to the dispatch of the Notice of the meeting of the Secured Creditors of the Company in "Business Standard" (English) and "Makkal Kural" (Tamil) on **Monday, June 01, 2026**.


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Mr. Shivam Parashar

Advocate

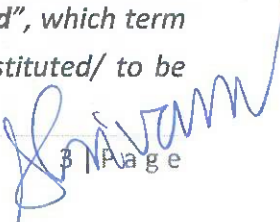
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4. The Notice of the Meeting along with the Statement, in respect of the below mentioned resolution, was proposed for approval with or without modification(s) at the Meeting of Secured Creditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other rules and/or regulations made thereunder (including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), or re-enactment thereof for the time being in force), the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations 2015, read with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable circulars issued by SEBI from time to time and relevant provisions of other applicable laws, in each case as may be amended or restated from time to time, Section 2(6) of the Income-tax Act 2025 (corresponding to the erstwhile section (1B) of the Income tax Act, 1961), other relevant provisions of the Income-tax Act, 2025 read with applicable Income tax Rules, 2026 made thereunder (including any statutory modification(s), amendment(s), clarification(s), circular(s), notification(s), or re-enactment thereof for the time being in force), the Observation Letters issued by National Stock Exchange of India Limited and BSE Limited dated February 16, 2026 and February 17, 2026 respectively, enabling provisions of the Memorandum of Association and Articles of Association of the Company and all other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Government of India, Ministry of Corporate Affairs, SEBI, National Stock Exchange of India Limited, BSE Limited and/or any other statutory or regulatory authority(ies), in each case as may be amended, modified, reenacted or restated from time to time, and subject to the sanction of the Hon'ble National Company Law Tribunal, Chennai Bench (hereinafter referred to as "Hon'ble Tribunal" or "NCLT") and such other approvals, permissions and sanctions of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal, or by any statutory or regulatory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/ to be


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Mr. Shivam Parashar

Advocate

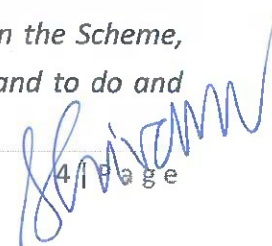
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constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Scheme of Amalgamation amongst Dr. Agarwal's Eye Hospital Limited ("AEHL" or "Transferor Company") and Dr. Agarwal's Health Care Limited ("AHCL" or "Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"), as annexed to this Notice of the NCLT convened Meeting of the Secured Creditors, be and is hereby approved.

RESOLVED FURTHER THAT *for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate, expedient, usual, proper or necessary, to give effect to this resolution and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to settle any questions, difficulties or doubts that may arise, including passing such accounting entries and/or making such adjustments in the books of account of the Company, transfer/vesting of such assets and liabilities as may be considered necessary to give effect to the Scheme, settling any questions or difficulties arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, reviewing the position relating to the satisfaction of various conditions of the Scheme and, if considered necessary, waiving any of those, and to make such modifications, amendments, revisions, edits and other changes as may be required to finalise and implement the Scheme, and to accept such directions, modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, and to carry out such modifications, directions and/or conditions as may be required, imposed and/or permitted by the Hon'ble National Company Law Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme, or by any regulatory, statutory, governmental or other authority(ies), and to do and*


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Mr. Shivam Parashar

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perform, and to authorise the performance of, all such acts and deeds as may be necessary, desirable or expedient for the implementation of the Scheme and, upon the sanction of the Scheme by the Hon'ble Tribunal and receipt of such other approvals, permissions and sanctions as may be necessary, to implement and make the Scheme effective, without being required to seek any further approval of the Secured creditors and the Secured creditors shall be deemed to have given their approval thereto expressly by virtue of this resolution, including approval and authorisation to withdraw (and where applicable, re-file) the Scheme at any stage for any reason, including if any changes and/or modifications suggested, required or imposed by any shareholder and/or creditor of the Company, the Hon'ble Tribunal or any other authority are, in the view of the Board, not acceptable to the Company, and/or if the Scheme cannot otherwise be implemented, and further to approve and authorise the execution of any agreements, deeds, documents, declarations, affidavits, writings and other instruments (including any alterations or modifications thereto), whether or not under the common seal of the Company, as may be required from time to time in connection with the Scheme.

RESOLVED FURTHER THAT *the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Secured Creditor of the Company."*

5. Only the Secured Creditors whose names were recorded as such in the records / books of the Company as on **Wednesday, December 31, 2025** (Cut-off date for voting) were entitled to vote on the resolution set out in the Notice through remote e-voting / polls / e-voting at the meeting.
6. The Company had engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing the facility of remote e-voting prior to the Meeting and e-voting during the Meeting. In addition, the facility for voting through polls (i.e., for proxies) was also made available at the venue of the meeting.
7. The remote e-voting commenced on **Sunday, June 07, 2026, at 09:00 A.M. (IST)** and concluded for voting on **Wednesday, July 01, 2026, at 05:00 P.M. (IST)**. The remote e-voting module was disabled by NSDL for voting thereafter.

Mr. Shivam Parashar

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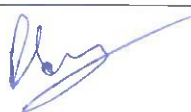
8. The Secured Creditors meeting was convened on **Thursday, July 02, 2026**, at 03:00 P.M. IST physically at the Music Academy, T.T.K. Road, Chennai – 600 014. The requisite quorum as per the NCLT’s order dated May 05, 2026 was 1 (One) Secured Creditor personally present / through valid proxies. It was informed to us by the RTA ie. Kfintech Technologies Ltd. that the Meeting was attended by 2 (Two) Secured Creditors physically. Accordingly, the requisite quorum was present throughout the Meeting, and the Meeting was duly constituted.
9. The documents received by the Company pursuant to Section 105 and 113 of the Act, List of Secured Creditors of the Company along with their value outstanding, Attendance Register and Register of Proxies were made available to me for inspection and reference.
10. In addition to the availability of the facility to cast votes either through (i) NSDL’s e-voting system at the meeting and (ii) polls (i.e. for proxies), the facility for casting votes through NSDL’s remote e-voting module was re-enabled during the conduct of the meeting, for casting votes by those Secured Creditor who have not voted during the remote e-voting period and were not personally present at the meeting.
11. While no proxies were present at the venue of the Meeting, as a measure of abundant caution and foresight, the Polling Box was opened before all, including the two witnesses present. It was inspected as being empty and then sealed again expectant of ballot papers that it would hold. Despite this, however, no proxies showed up and no votes were cast by way of Ballot paper.
12. After conclusion of the voting process, the votes cast through (i) NSDL’s e-voting facility at the venue of the meeting; and (ii) NSDL’s remote e-voting facility were unblocked on **July 02, 2026** at 3.15 P.M. (IST) in the presence of two witnesses as detailed below, who are not in the employment of the Company, in accordance with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.
13. Thereafter, the votes so obtained were verified and counted. The said witnesses have signed the box provided below confirming their presence at the meeting and witnessing the unblocking of votes from NSDL’s voting portal by the Scrutinizer:

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Sl. No.	Names of witnesses	Signatures
1.	Ms. Priyanka Sharma	
2.	Mr. Rohit Sharma	

14. Thereafter, the details containing *inter alia*, the list of the Secured Creditors, who have voted “for” and / or “against” in respect of the resolutions that were put to vote, were derived from the report generated through the Scrutinizer’s Login from the e-voting portal of NSDL at <https://www.evoting.nsdl.com/>

15. Combined Voting Results

Based on the reports generated from the aforesaid e-voting portal of NSDL, the combined voting results are as under:

Particulars	No of members Voted	No. of valid Votes cast	No of members Voted in Favour	No. of Votes cast in Favor	No of member Voted against	No. of Votes cast Against	Percentage of total votes cast
Remote e-voting	3	738350533	3	738350533	Nil	Nil	100 %
E-voting at the Meeting	Nil	Nil	-	-	-	-	Nil
Polls	Nil	Nil	-	-	-	-	Nil
Total	3	738350533	3	738350533	Nil	Nil	100 %

Note: No votes cast were considered as invalid.

Based on the aforesaid combined voting results, the resolution for approval of the Scheme of Amalgamation was passed by the Secured Creditors of the Company with the requisite majority as prescribed under the applicable provisions of the Companies Act, 2013 read with the rules made thereunder.


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Mr. Shivam Parashar
Advocate
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16. On scrutiny of the remote e-voting and e-voting conducted at the Meeting, the Resolution proposed in the Notice convening the Meeting of Secured Creditors is deemed to have been approved by the Secured Creditors on **Thursday, July 02, 2026**, being the date of the NCLT Convened Meeting of Secured Creditor of the Company, subject to fulfilment of the following conditions:
- a. The Resolution is approved by a majority of the Secured Creditor exercising voting rights representing three-fourths in value held by them and voting through remote e-voting and e-voting at the Meeting.

Upon satisfaction of the aforesaid requirement, the Resolution stands **approved** by the Secured Creditors and the Chairman may accordingly declare the result of the Meeting.

17. The electronic data relating to remote e-voting, e-voting at the Meeting and all other relevant records shall remain in my safe custody until the closure of this meeting and thereafter the same shall be handed over to Mr. Thanikainathan Arumugam, Company Secretary and Compliance Officer of the Company for safekeeping.

Thanking you,

Yours faithfully,



Shri. Shivam Parashar, Scrutinizer

Chamber No. 110, 30 Lawyers Chambers
Pandit Deendayal Upadhyay Marg Mata
Sundari Railway Colony. New Delhi -
110002

Chennai

July 02, 2026

Counter Signed
For Dr. Agarwal's Health Care Limited



Thanikainathan Arumugam

Company Secretary and Compliance Officer

Membership No. A25829

(Authorized by the Chairman)