

Date: 02-12-2024

To,
Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 023

Dear Sirs,

Sub: Results of Voting and Scrutinizer's Report of the Postal Ballot

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith result of the Postal Ballot (conducted through remote e-voting) conducted vide notice dated October 29, 2024 and concluded on Sunday, December 01, 2024, at 5:00 p.m. (1ST), in the prescribed format along with Scrutiniser Report thereon.

The resolution as set out in the Notice of Postal ballot has been passed by the shareholders with requisite majority and is deemed to have been passed on Sunday, December 01, 2024, (i.e. the last date of remote e-voting). The result of the voting and Report of the Scrutinizer is also being hosted on the website of the Company i.e. <https://www.dragarwal.com/> and website of Central Depository Services (India) Limited (e-voting agency) at www.evotingindia.com.

Thanking you,

Yours sincerely,
For Dr. Agarwal's Eye Hospital Limited

Meenakshi Jayaraman
Company Secretary & Compliance Officer

Encl: As above

Dr. Agarwal's Eye Hospital Limited

Regd. & Corporate Office

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai – 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: L85110TN1994PLC027366 | GST No: 33AAACD2373G1Z2

Email: info@dragarwal.com | Website: www.dragarwal.com

RESULT OF VOTING BY POSTAL BALLOT THROUGH REMOTE E-VOTING

Notice of Postal Ballot dated October 29, 2024 was issued pursuant to Section 110 of the Companies Act, 2013 (the “Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and MCA Circular dated 05th May 2022 read with the other Circulars referred to therein seeking approval of the Members for the following item through Postal Ballot by remote E-voting:

Special Business

1. Appointment of Mr. Shiv Agrawal (DIN: 00040199) as a Non-Executive Independent Director

The draft of the Resolution to be passed for the above purpose, together with the Explanatory Statement setting out the material facts and reasons thereto, was circulated to the Members for recording their assent or dissent through remote E- Voting.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and in terms of the relevant provisions of the Act, and the Rules made there-under, the Company engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The e-voting commenced at 9.00 AM on Saturday, November 02, 2024, and ended on Sunday, December 01, 2024, at 5.00 PM.

In terms of the resolution of the Board passed at the meeting held on October 29, 2024, Mr. Subramanian Chandrasekar, Practising Company Secretary, Chennai, was appointed as the Scrutinizer for conducting the voting by postal ballot through electronic means in a fair and transparent manner.

The Scrutinizer submitted his report on December 02, 2024 (copy enclosed). As per the Report, the following resolution has been duly passed as Special Resolution, as proposed in the Notice:

1. Appointment of Mr. Shiv Agrawal (DIN: 00040199) as a Non-Executive Independent Director

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013 (“the Act”) read with Schedule IV and other applicable provisions of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Act and the rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as Listing Regulations) (including any statutory Modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the shareholders is hereby accorded for the appointment of Mr. Shiv Agrawal (DIN: 00040199), who was appointed as an Additional Director in the category of Independent Director with effect from September 06, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 and who has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the relevant provisions of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a term of 5 (five) consecutive years, from September 06, 2024 to September 05, 2029.

RESOLVED FURTHER THAT the Board of Directors and company secretary of the company be are hereby authorized severally to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Dr. Agarwal's Eye Hospital Limited

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Voting results	
Date of conclusion of Postal Ballot	01-12-2024
Record date	31-10-2024
Total number of shareholders on record date	12484
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
No. of resolution passed in the meeting	1

1. Appointment of Mr. Shiv Agrawal (DIN: 00040199) as a Non-Executive Independent Director

Resolution required (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	3379171	3379098	99.9978	3379098	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3379171	3379098	99.9978	3379098	0	100
Public-Institutions	E-Voting	84432	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		84432	0	0	0	0	0
Public-Non Institutions	E-Voting	1236397	2166	0.1752	307	1859	14.1736	85.8264
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1236397	2166	0.1752	307	1859	14.1736
Total		4700000	3381264	71.9418	3379405	1859	99.945	0.055

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As per the applicable provisions of the Act, the Resolution is deemed to have been passed on December 01, 2024, being the date of conclusion of the postal ballot voting period.

For **Dr. Agarwal's Eye Hospital Limited**

Dr. Amar Agarwal
Chairman Cum Managing Director
DIN: 00435684

Dr. Agarwal's Eye Hospital Limited

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Subramanian Chandrasekar

Practising Company Secretary

Old No. 11A, New No.7, Saradambal Street

T.Nagar, Chennai - 600 017.

Email: cschandrasekar2015@gmail.com

Mobile: 98410 85273

GSTN : 33AFKPC9010P1ZD

**SCRUTINIZER'S REPORT
ON
POSTAL BALLOT AND E-VOTING**

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

December 2, 2024

To
The Chairman
DR. AGARWAL'S EYE HOSPITAL LIMITED
3rd Floor, Buhari Towers No. 4, Moores Road
Off. Greams Road, Chennai – 600006.

Sub: Scrutinizer's Report pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Special Resolution passed by the Members of the Company by way of Postal Ballot, through Electronic means only ('Postal Ballot/ Remote e-voting)

Dear Sir,

I, Subramanian Chandrasekar, Practising Company Secretary, (Membership No. FCS 6773/ C.P. No.13761) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated 29th October 2024, for the purpose of scrutinizing Postal Ballot which was conducted only through electronic means in respect of the resolution contained in the Postal Ballot Notice dated 29th October 2024 in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed in terms of the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto, in terms of General Circular No.14/2020 dated 8th April 2020, General Circular No.17/2020 dated 13th April 2020, General Circular No.20/2020 dated 5th May 2020, General Circular No.22/2020 dated 15th June 2020, General Circular No.33/2020 dated 28th September 2020, General Circular No.39/2020 dated 31st December 2020, General Circular No.10/2021 dated 23rd June 2021, General Circular No.20/2021 dated 8th December 2021, General Circular No.3/2022 dated 5th May 2022, General Circular No. 11/2022 dated 28th December 2022, General Circular No.9/2023 dated 25th September 2023 and General Circular No.09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars') and Regulation 44

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Subramanian Chandrasekar

Practising Company Secretary

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GSTN : 33AFKPC9010P1ZD

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

I submit my report as under:

1. The Management of the Company is responsible to ensure compliance of the Companies Act, 2013 and rules made there under along with circulars and notifications issued by Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) relating to conducting of Postal Ballot Process through remote e-voting on the resolution contained in the Postal Ballot Notice.
2. The Company has availed the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the members of the Company.
3. The Company has informed that on the basis of Register of Members/List of Beneficial Owners as received from Depositories, it has completed despatch of Notice of Postal Ballot on November 1, 2024 by E-mail (who had registered their email ids). This is in compliance with the General Circulars issued by MCA.
4. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company, to the Chairman on the above mentioned resolution.
5. The Company has made newspaper advertisement regarding despatch of Postal Ballot Notice in Financial Express (English Edition) and in Makkal Kural (Tamil Edition) on November 2, 2024.
6. As on the "cut-off date" i.e., Thursday, October 31, 2024, members of the Company were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated October 29, 2024, through e-voting only.
7. The e-voting commenced from 9.00 A.M. of November 2, 2024 and ended on 5.00 P.M. of December 1, 2024 at the e-voting platform on the designated website of CDSL i.e., <https://www.evotingindia.com/> and e-voting facility was blocked forthwith thereafter.
8. I have monitored the process of e-voting through the scrutinizer's secured link provided CDSL on the designated website <https://www.evotingindia.com/>
9. In terms of the General Circulars issued by MCA, physical postal ballot was not despatched and the Company has sent Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository/ depository

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**Subramanian Chandrasekar**

Practising Company Secretary

Old No. 11A, New No.7, Saradambal Street

T.Nagar, Chennai - 600 017.

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Mobile: 98410 85273

GSTN : 33AFKPC9010P1ZD

participants. This Postal Ballot has been conducted in compliance with MCA General Circulars.

10. On completion of e-voting, I unblocked the e-voting results on the CDSL e-voting platform in the presence of in the presence of two witnesses who are not in the employment of the Company and downloaded the e-voting results.

11. The e-voting report downloaded from the website of CDSL i.e., <https://www.evotingindia.com/> have been kept separately for the purpose of postal ballot.

12. Votes casted by the members through e-voting, were reconciled with the records maintained by the Company and RTA.

13. Based on the above mentioned process, the scrutiny was completed and a summary of the votes casted through e-votes are given below:

Item	1
Type of Resolution (Ordinary or Special)	Special Resolution
Description of Resolution	Appointment of Mr. Shiv Agrawal (DIN: 00040199) as a Non-Executive Independent Director
Mode of voting	E-voting

<i>Particulars</i>	<i>No. of Shares</i>	<i>No. of Members</i>
Total Votes Cast	33,81,264	46
Less: Invalid votes	0	0
Net Valid votes cast	33,81,264	46
Votes cast in favour	33,79,405	37
Votes cast against	1,859	9

% of total valid votes cast in favour of the resolution: 99.945%

% of total valid votes cast against the resolution: 0.055%

Based on the above e-voting, I report that the resolution has been passed with the requisite majority effective December 1, 2024 being the last date fixed for e-voting by the Company.

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Subramanian Chandrasekar

Practising Company Secretary

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14. Electronic data and relevant records relating to E-voting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,
Yours faithfully,

SUBRAMANIAN
CHANDRASEKAR

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Date: 2024.12.02 15:17:33 +05'30'

Subramanian Chandrasekar
Practising Company Secretary
FCS No. 6773/COP No.13761
Peer Review Certificate No: 2902/2023
UDIN: F006773F003204550
Place: Chennai

Counter Signed:

For **Dr. Agarwal's Eye Hospital Limited**

Dr. Amar Agarwal
Chairman cum Managing Director
DIN: 00435684