

September 23, 2020

Corporate Relationship Department
BSE Limited
PJ Towers
Dalal Street
Mumbai - 400 001

Dear Sirs,

Security Code – 526783

Sub: Proceedings of the 26th Annual General Meeting of the Company - in pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In pursuance to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Members of the Company at the 26th Annual General Meeting (AGM) of Dr. Agarwal's Eye Hospital Limited ("the Company") held on Wednesday, September 23, 2020 commenced at 3:00 p.m. (IST) and concluded at 3:50 p.m (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") have transacted all the items contained in the Notice calling AGM dated 19th May, 2020.

1. The details of the businesses transacted and voted at the AGM are as follows:

Ordinary Business:

- (i) Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the Reports of the Board of Directors and Auditors. **(Ordinary Resolution)**
- (ii) Re-appointment of Dr. Adil Agarwal (DIN 01074272) who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**
- (iii) Re-appointment of Statutory Auditors and fixed their remuneration **(Ordinary Resolution)**

Special Business:

- (iv) Ratification of the payment of Remuneration to Cost Auditor for the year 2019-20. **(Ordinary Resolution)**



Dr. Agarwal's Eye Hospital Ltd.

Regd. & Corporate Office :

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

Tel : +91-44-3991 6600 Fax : +91-44-3991 6645 CIN : L85110TN1994PLC027366 GST No. : 33AAACD2373G1Z2

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

2. The Company has provided remote e-voting facility to the members to cast votes electronically and e-voting facility during the Annual General Meeting for the members who have not voted through remote e-voting.

The Chairman informed the members that the consolidated results of e-voting and e-voting at the Annual General Meeting would be announced within 48 hours from the closure of AGM and shall be intimated to the Stock Exchange and posted on the website of the Company and Central Depository Services Limited.

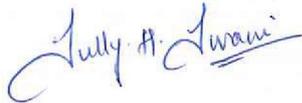
The copy of 26th Annual Report containing the Audited Financial Statements of the Company for the financial year ended March 31, 2020, the Report of the Auditors thereon and Report of the Board of Directors adopted by the Members is enclosed for your records.

Kindly acknowledge and take the above in your records.

Thanking You,

Yours faithfully

FOR DR. AGARWAL'S EYE HOSPITAL LIMITED



July H Jivani

Company Secretary & Compliance Officer



26th
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R E P O R T
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OUR VISION

To become a global
healthcare organization with best
practices in the sector and
functions

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CORPORATE INFORMATION

DIRECTORS

Dr. Amar Agarwal (DIN: 00435684) Chairman Cum Managing Director
Dr. Athiya Agarwal (DIN: 01365659) Whole-time Director
Dr. Adil Agarwal (DIN: 01074272)..... Director
CA Sanjay Anand (DIN: 02501139)..... Independent Director
Mr T. R. Ramasubramanian (DIN: 08207929)..... Independent Director
Mrs. Lakshmi Subramanian (DIN: 00001439) Independent Director

CHIEF FINANCIAL OFFICER

Ms. Saradha Govindarajan (till 31.07.2020)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Jully H. Jivani

AUDITORS

M/s. Deloitte Haskins & Sells.
Chartered Accountants,
ASV N Ramana Towers, 52, Venkatanarayana Road,
T.Nagar, Chennai – 600 017.
Ph: 044-6688500

BANKERS TO THE COMPANY

HDFC Bank,
Nungambakkam,
Chennai.

REGISTERED OFFICE

3rd Floor, Buhari Towers, No. 4 Moores Road Off
Greens Road, Chennai- 600 006
Website: www.dragarwal.com
CIN NO: L85110TN1994PLC027366
Telephone: 91-44-39916600, Email: investor@dragarwal.com

SHARE TRANSFER AGENTS

Integrated Registry Management Services Private Limited.
2nd floor, Kences Towers,
No.1 Ramakrishna Street North Usman Road,
T Nagar Chennai - 600 017
Tel - 2814 0801-03, Email: corpserv@integratedindia.in



CHAIRMAN'S DESK

Dear Shareholders,

Hope you and your family are well and safe in these testing times. The world is facing an unprecedented scenario, and we, at Dr. Agarwal's, commend the effort of the front-line warriors who have gone above and beyond their call of duty to keep us all safe.

We started our journey 63 years ago, with a challenge to build an organization that would offer high quality eye care at affordable prices. This continued effort over the years, has helped us earn the trust of millions of people across the world, while staying true to our vision of being a truly global healthcare organization which imbibes the best practices in the sector while relying on continuous innovation and cutting-edge technology.

For FY 2019-20, we clocked INR 178.60 Crores as the total income, and our EBITDA stood at 27.36%. Due to the COVID-19 crisis, the momentum in our peak month of March got derailed, and for nearly 15 days in March, our revenues dropped down drastically. Our Q1 21 performance has been affected due to the cascading impact of COVID-19 crisis and nationwide lockdown in India. However, we believe that the COVID-19 crisis is a temporary setback and we will bounce back by showing a better run rate Q2 21 onwards. To rejuvenate the organization from this pandemic, our mantra for the FY 2020-21 will be to focus on cost efficiency, operational optimization, and optimal growth rate. We would be relocating our Salem branch (by Q3 21), to a bigger premise to address the market demands, and we expect to gain more market share with this move. We have also strengthened our compliance process, and will continue to do so.

As we move ahead on the path of value creation for all our stakeholders, I would like to commend the effort of our Doctors, Consultants, management and staff. I thank all the directors for their valued insights and directions imparted to the Company. The trust and confidence of the shareholders fuel us on the path of excellence, and I look forward to this continued support.

Prof. Dr. Amar Agarwal

Chairman & Managing Director
Dr. Agarwal's Eye Hospital Limited

Revolutionizing Eyecare
Since 1957

Dr. Agarwals
EYE HOSPITAL

Dr Agarwals Eye Hospitals is coming home!



Get your eyes checked from the comfort of your home with Dr Agarwals Eye Connect, our new video consultation service! Scan the code or visit our website to book an appointment.

Dr. Agarwals
Eye Connect
Tele-Consultation with expert doctors



eyeconnect.dragarwal.com

60+ Years | 11 Countries | 95+ Hospitals

To Know more, log on to www.dragarwal.com | Email us : patientcare@dragarwal.com | Call 1800 568 7777

[f](#) DrAgarwalsEyeHospital [t](#) dragarwals_eye [@](#) dragarwalseye

BOARD OF DIRECTORS



PROF. DR. AMAR AGARWAL
CHAIRMAN CUM MANAGING DIRECTOR

Prof. Dr. Amar Agarwal – Chairman cum Managing Director (M.S. FRCS, FRCOphth) is a widely respected Ophthalmic Surgeon

Various Scientific Contributions

- Developed the Phakonit procedure for Cataract Surgery – First to remove Cataracts through a 1mm incision
- Developed “no anaesthesia” Cataract Surgery and FAVIT – a new technique to removed Dropped Nuclei
- First in the world to implant a Glued IOL. First to use Trypan Blue for staining Epiretinal Membranes
- Performed the first innovative PDEK surgery technique (in 2013)
- Discovered a new refractive error called Aberropia
- Trains doctors from all over the world on Phaco, Bimanual Phaco, LASIK and Retina
- Authored 50+ books published in various languages

Awards & Associates

- Voted #2 on the “100 most influential people in ophthalmology” by “the Ophthalmologist” (leading international publication) has in its 2014 & 2015 “Power List”
- Has received many awards in ophthalmology including GOLDEN APPLE AWARD, BARRAQUER AWARD and the KELMAN AWARD
- Has received the BEST DOCTOR AWARD from the Govt. of Tamilnadu in 2014

Positions held

- He was the President of International Society of Refractive Surgery (ISRS), partner of the American Academy of Ophthalmology
- He is the Secretary General and Chairman Scientific Committee of the Intraocular Implant & Refractive Society (IIRS), India and Professor of ophthalmology at Ramachandra Medical College in Chennai.



DR. ATHIYA AGARWAL
WHOLE-TIME DIRECTOR

Dr. Athiya Agarwal is one of the leading Anterior Segment Surgeons and Ocular Pathologists in India She was trained in Ophthalmology and Pathology in the world famous Moorfields Eye Hospital London

An Active Member of the All India Ophthalmology society and conducts training programs for the post graduate students in modern surgical procedures.

She heads the research activities of the Group

BOARD OF DIRECTORS



DR. ADIL AGARWAL
DIRECTOR

Dr. Adil Agarwal is an eye surgeon and has specialized in Vitreo-Retinal Surgery. Has performed more than 5000 Cataract surgeries and over 500 retinal surgeries.

Has an MS in Ophthalmology (Gold Medalist) and has completed a stint in Bascom Palmer Eye Institute, Miami, USA. Has an MBA from Stanford Graduate School of Business.

Drives Strategic Initiatives, Investor Relations, M&A, New Business Development and heads Brand/Marketing.

Joined the Group in 2006 as a consultant and took over as Vice President – Strategy in 2010 for 2 years before pursuing his MBA. Rejoined the Group in June 2014.



CA SANJAY ANAND
INDEPENDANT DIRECTOR

CA Sanjay Anand is an Independent Director with the Dr. Agarwal's Group since 2009. A Chartered Accountant having an excellent academic record right from School, Delhi Public School, Delhi, DAV Chennai, Bachelor of Commerce, University of Madras having achieved distinction from Academy of Accountings at SIRC, ICAI.

He has one of the largest organized business of office supplies- "Office #1" - a leading entity in the organized office supplies and Consumables. He is the founder promoter of IIGM Private Limited, the largest in the Industrial Garments Machines in India.

He has four decades of advisory expertise in capital- stock markets & specializes in Equity Investments.

He has been in the Directorship of Dr. Agarwal's group over a decade with immense experience in Health Care Industry.

BOARD OF DIRECTORS



MR. T.R. RAMASUBRAMANIAN
INDEPENDANT DIRECTOR

Mr. T.R. Ramasubramanian has over 40 years experience in sales and marketing, working with diverse consumer brands. Areas of work include strategic planning, competitive analysis, market positioning, new business development, new product introduction, extensive growth of distribution network, production planning, staff training and development, building strategic partnerships, and building/maintaining stakeholder relationships. 2010 for 2 years before pursuing his MBA. Rejoined the Group in June 2014.

EXPERTISE PROFILE

Sales Development, Production Planning, Marketing Strategy & Business Strategy & Development. First person in India to introduce product to product free scheme which is still a success story of many companies Between 1997 and 2000, in Butterfly, cultivated effective retailer relationships to build a model for making advance payment for goods, while the rest of the market was using a credit based purchasing system. Have lead teams ranging from 50 - 1000 people Consistently generated high revenues Brand penetration in 80% of target markets Zero attrition of sales team.



MRS. LAKSHMI SUBRAMANIAN
INDEPENDANT DIRECTOR

Mrs. Lakshmi Subramanian is a Practicing Company Secretary. She has done her graduation from S.I.E.T College, Chennai. She founded Lakshmmi Subramanian & Associates (LSA) in 2001.

She provides IPO services like drafting of prospectus, due diligence to the issue and has Handled Several Merger, De-Merger, Acquisition and Take Over cases.

She has extensive knowledge in all Corporate Law Matters, and also provides advisory services at the Board level. She is assisting in the concept of On-line Live Portal "GOAL" covering all corporate laws.

RECOGNITIONS

LSA was ranked 3rd in India amongst IPO issue advisory firms by Bloomberg (2011), Peer Reviewed Firm (2015-16), Excellent Performance Award by leading Corporate on Due Diligence. (2017), Philanthropic award by Trust for the best "CSR support to Society" (2016-2018) and ICSI certificate for supporting the initiative of Institute for education of the Daughters of Martyrs.

10 YEARS FINANCIAL HIGHLIGHTS

INR Cr

For the year ended	2019-20	2018-19	2017-18	2016-17	2015-16
Total Income	178.60	172.03	155.62	150.2	136.84
EBITDA	48.87	30.92	25.73	23.05	14.64
EBITDA %	27%	18%	17%	15%	11%
Depreciation	21.23	10.91	9.78	8.74	11.38
PBT	19.94	17.43	13.36	10.97	-0.48
PBT%	11.16%	10.13%	8.59%	7.30%	-0.35%
PAT	13.67	11.21	6.5	7.07	0.03
PAT %	7.65%	6.52%	4.18%	4.71%	0.02%
Equity Share Capital	4.70	4.70	4.70	4.70	4.70
Reserves	51.4	40.88	30.36	24.7	18.72
Net Worth(NW)	56.10	45.58	35.06	29.4	23.42
Loan Funds	13.18	18.75	17.67	21.73	24.92
Capital Employed (CE)	101.20	65.02	52.73	51.13	41.76
Return on Networth %	24.37%	24.59%	18.54%	24.05%	0.13%
Return on Capital Employed %	48.29%	47.55%	48.80%	45.08%	35.06%
Debt/Equity Ratio	0.31	0.52	0.5	0.74	1.06
Dividend	NIL	15%	12%	15%	8%
Earnings per share	29.11	25.35	15.05	13.84	0.08

INR Cr

For the year ended	2014-15	2013-14	2012-13	2011-12	2010-11
Total Income	118.37	115.94	109.73	105.68	104.01
EBITDA	14.73	13.22	13.39	13	13.77
EBITDA %	12%	11%	12%	12%	13%
Depreciation	6.15	6.05	5.38	5.56	6.15
PBT	5.36	3.72	4.43	2.92	3.6
PBT%	4.53%	3.21%	4.04%	2.76%	3.46%
PAT	5.7	2.43	3.14	1.6	2.05
PAT %	4.82%	2.10%	2.86%	1.51%	1.97%
Equity Share Capital	4.70	4.70	4.50	4.50	4.50
Reserves	19.06	14.28	11.14	8.63	7.02
Net Worth(NW)	23.76	18.98	15.64	13.13	11.52
Loan Funds	18.81	18.89	19.55	20.99	24.16
Capital Employed (CE)	42.57	37.87	35.19	34.12	35.68
Return on Networth %	23.99%	12.80%	20.08%	12.19%	17.80%
Return on Capital Employed %	34.60%	34.91%	38.05%	38.10%	38.59%
Debt/Equity Ratio	0.79	1	1.25	1.6	2.1
Dividend	12%	12%	12%	0	12%
Earnings per share	12.12	5.25	6.98	3.56	4.55

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of the shareholders of the company will be held on wednesday the 23rd day of September 2020 at 3:00 pm through Video Conferencing ("VC") /other Audio Visual Means ("OAVM"), to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020, along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in the place of Dr. Adil Agarwal (DIN 01074272) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

"RESOLVED THAT, pursuant to the Section 139, 142 and other applicable provisions, if, any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Deloitte Haskins and Sells (Firm Reg.No 008072S) Chartered Accountants, Chennai, be and is hereby re-appointed as Statutory Auditors of the Company for the second term of five consecutive years to hold office from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company, on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor for the Year 2019-20.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an 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 (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 50,000 /- (Rupees Fifty Thousand only) plus applicable taxes and re-imbusement of out of pocket expenses incurred by him and payable for the year 2019-2020 to Mr. S.Jagadeesan, Cost Accountant (Membership No: 32750) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, be and is hereby ratified and confirmed".

By Order of the Board
Dr. Agarwal's Eye Hospital Limited

Sd/-
DR AMAR AGARWAL
Chairman Cum Managing Director
Date: 19-05-2020
Place: Chennai

NOTES :

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies

by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. Under the provisions of Section 124 of the Companies Act, 2013 (Section 205A of the Companies Act, 1956), dividends remaining unpaid for a period of 7 years will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company or Registrar and Share Transfer Agent for claiming the amount before it is transferred to the IEP Fund. As per Section 124(6) of the Companies Act, 2013 all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEP Fund. The shareholders are entitled to claim the shares and the dividend transferred to IEP Fund in accordance with the procedures and on submission of such documents as prescribed in the Companies Act, 2013. The details of due dates for transfer of such unclaimed dividend to the said IEP Fund are given below.

Financial Year	Dividend %	Date of declaration of Dividend	Due date for transfer to IEPF Authority
2012-13	12%	13.08.2013	19.09.2020
2013-14	12%	09.09.2014	15.10.2021
2014-15	12%	10.09.2015	16.10.2022
2015-16	8%	23.08.2016	29.09.2023
2016-17	15%	23.08.2017	29.09.2024
2017-18	12%	30.08.2018	05.10.2025
2018-19	15%	24.09.2019	30.10.2026

The Shareholders who have not claimed the dividends are requested to claim the same before the due dates as mentioned above after which the amount will be transferred to IEP Fund.

6. Wherever the name of the director appears the same to be read with the DIN no. of the concerned Director as appearing above in this Notice.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

7. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@dragarwal.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@dragarwal.com.

9. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.dragarwal.com, on the website of Stock Exchange i.e. BSE Limited and on the website of CDSL at www.evoting.india.com.

10. Corporate members are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney authorizing the representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

11. The Register of members and the share transfer books of the company will remain closed from 16th September, 2020 to 23rd September, 2020 (both days inclusive) on account of the Annual General Meeting.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all the documents referred to in the notice will be available for inspection in electronic mode, members can send an email to investor@dragarwal.com, requesting for the inspection of Registers.

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the 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 the AGM through VC/OAVM will be made available to atleast 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 are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dragarwal.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e- Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 19th September 2020 at 9:00 am and ends on 22nd September 2020 at 5:00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September 2020 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below: For Shareholders holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Company Name on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA at investor@dragarwal.com / csdstd@integratedindia.in

2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders / members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@dragarwal.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@dragarwal.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 shareholders, who are 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 available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders 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.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz; scrutinizervasumathy@gmail.com and to the Company at the email address viz; investor@dragarwal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact

Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Ms. V. Vasumathy, Practicing Company Secretary (Membership No. FCS 5424) has been appointed as the Scrutinizer to Scrutinize the voting process in fair and Transparent manner.

The result shall be declared within 48 hours after the AGM of the Company. The result declared along with the scrutinizer’s report shall be placed on the website of the company www.dragarwal.com and on the website of CDSL www.evotingindia.com. The result shall be forwarded to the BSE Limited.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and Secretarial Standards-2 brief profile of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting is as follows:

6. THE INFORMATION IN RESPECT OF ITEM NO. 2 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ABOUT THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER

PARTICULARS	ITEM NO.2
Name of the Director	Dr. Adil Agarwal
Date of Birth	13-10-1983
Date of first appointment on the Board	28-03-2005
Qualification	MBBS, M.S. Ophthalmology, MBA Finance (Stanford)
Experience in specific functional areas	Ophthalmology
List of other Public Companies in which Directorship held	Dr. Agarwal’s Health Care Limited
Chairman / Member of the Committee of the Board of Director of the Company	Chairman: Nil Member: 1
Chairman / Member of the Committee of the other companies in which he / she is a Director	Chairman: Nil Member: Nil
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) as on March 31, 2020	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Dr. Amar Agarwal & Dr. Athiya Agarwal
Number of meetings attended during the year	5
Number of shares held in the Company	NIL

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013:

Item No. 3

M/s Deloitte Haskins and Sells (Firm Reg.No 008072S) Chartered Accountants, Chennai, were appointed as the Statutory Auditors of the Company at the 21st Annual General meeting held on September 10, 2015 for the first term of five consecutive years. Accordingly, their present term gets completed on conclusion of the 26th Annual General Meeting of the Company. In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the Board of Directors at its meeting held on 19th May, 2020, after considering the recommendations of the Audit Committee, the board had recommended the re-appointment M/s Deloitte Haskins and Sells (Firm Reg.No 008072S) Chartered Accountants, Chennai, as the Statutory Auditors of the Company for approval of the members. The Auditors shall hold office for the second term of five consecutive years from the conclusion of the twenty Sixth Annual General Meeting till the conclusion of thirty first Annual General Meeting of the Company.

M/s Deloitte Haskins and Sells (Firm Reg.No 008072S) Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

The Audit Committee reviewed the performance of M/s. Deloitte Haskins and Sells, Chartered Accountants, during their first term of appointment based on various parameters audit experience, in health care industry, technical knowledge, credentials, etc., and their performance was found to be satisfactory. In light of the above the audit committee recommended the Re-appointment of M/s. Deloitte Haskins and Sells Chartered Accountants, as the Statutory auditors for the second term of five years.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for re-appointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution. Accordingly, approval of the members is sought for re-appointment of M/s Deloitte Haskins and Sells, Chartered Accountants,

Chennai, as the Statutory Auditors of the Company and to fix their remuneration.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except as a member of the company.

Item No. 4

In terms of Section 148 of the Companies Act 2013 and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 5th August 2019, appointed Mr. S.Jagadeesan, Cost Accountant (Membership No: 32750), as Cost Auditor, for conducting the Cost Audit for the year 2019-20 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals. Rule 14 of Companies (Audit and Auditors) Rules, 2014, as amended, requires that the remuneration payable to the Cost Auditor be ratified by the members.

The Board recommends that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No.4 of the accompanying Notice be confirmed, approved and ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except as a member of the company.

DIRECTORS' REPORT

Your Directors have pleasure in presenting before you the Twenty Sixth Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2020

PERFORMANCE:

The highlights of the financial of your company are as under:

Rs. in Lakhs

Particulars		March 31, 2020	March 31, 2019
I	Revenue from Operations	17,595.40	17,004.61
II	Other Income	264.81	198.16
III	Total Income (I+II)	17,860.21	17,202.77
	Expenses	2,258.71	1,823.10
	Purchases of Stock-in-trade	(55.14)	91.99
	Changes in inventory of stock-in-trade		
IV	Employee benefit expense	3,563.08	3,377.08
	Finance costs	769.64	258.02
	Depreciation and amortisation expense	2,123.52	1,091.28
	Other expenses	7,206.34	8,818.74
	Total expenses (IV)	15,866.15	15,460.21
V	Profit before tax (III-IV)	1,994.06	1,742.56
	Tax expense		
VI	(a) Current tax (including prior years)	619.50	626.12
	(b) Deferred tax	6.22	(75.12)
VII	Profit for the Year (V-VI)	1,368.34	1,191.56
	Other Comprehensive Income	-	-
	Items that will not be reclassified to profit or loss		
VIII	(a) Remeasurements of the defined benefit liabilities / (asset)	(29.40)	(99.92)
	(b) Income tax relating to items that will not be reclassified to profit or loss	7.40	29.10
	Total other comprehensive (loss) / income for the year	(22.00)	(70.82)
IX	Total comprehensive income for the year (VII+VIII)	1,346.34	1,120.74

COURSE OF BUSINESS AND OUTLOOK / BUSINESS PERFORMANCE

During the year under review, the company had achieved a turnover of Rs.175.95 crores, as compared to Rs.170.04 crores in the previous financial years. The Profit before tax is at Rs.19.94 crores as compared to last year's profit before tax of Rs.17.42 Crores.

Your company has plans to relocate few of the existing centers including the center at Salem to new location during the financial year 2020-2021.

SHARE CAPITAL

The paid up Equity share capital, as on March 31, 2020 was Rs. 470.00 Lakhs. The company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

PARTICULARS OF SUBSIDIARIES, ASSOCIATES AND JOINTVENTURE COMPANIES

The Company has no Subsidiaries, Associates and Joint ventures during the financial year 2019-20.

DIVIDEND

In view of the COVID-19 Pandemic, affecting the economy globally the Board after careful consideration on the measures to conserve cash for managing the fixed cost and other overhead expenses, have decided not to recommend dividend for the financial year 2019-20.

MEETINGS

During the year 2019-20 Six Board Meetings and five Audit Committee meetings were held. The details of the meetings held and the composition of the Audit Committee are given in the Corporate Governance Report. The meetings of the Board were held periodically and 120 days has not lapsed between two meetings as prescribed under section 173 (1) of the Companies Act 2013.

TRANSFER TO RESERVES:

Your Company does not propose to transfer any amount to the General Reserve during the year.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the said financial year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees and made any investments as covered under the provisions of section 186 of the Companies Act, 2013 during the financial year - 2019-20.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has an adequate system of internal control

in place, which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, protecting assets from unauthorized use or losses, compliance with regulation and for ensuring reliability of financial reporting. The Internal Audit function is carried out by independent firm of Chartered Accountants. The scope and authority of the Internal Audit is defined by the Audit Committee. The Internal Audit Reports are placed before the Audit Committee for its review and the Internal Auditors attends the Audit Committee meetings.

DIRECTORS / KEY MANAGERIAL PERSONNEL:

During the year under review, Dr. Amar Agarwal was re-appointed as Chairman cum Managing Director and Dr. Athiya Agarwal was re-appointed as Whole-Time Director of the Company effective from 1st October 2019.

Ms. Jully Jivani was appointed as Company Secretary and Compliance Officer on 03rd June, 2019. Mrs. Lakshmi Subramanian was appointed as Additional Director under the category of Independent & Women Director on 03rd June, 2019 for a period of five years. Dr. Adil Agarwal was appointed as Additional Non-Executive director with effect from 03rd June, 2019. The appointment of Dr. Adil Agarwal and Mrs. Lakshmi Subramanian were regularized vide resolution dated 24th September 2020 passed by the shareholders. CA Sanjay Anand was re-appointed as Independent Director for the second term of five years commencing from 09th September 2019 by passing a Special Resolution by the Company at the 25th Annual General Meeting of the Company.

In accordance with Section 152 of the Companies Act 2013 and as per the Articles of Association of your Company, Dr. Adil Agarwal, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for being re-appointed. The Board recommends for his re-appointment.

Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

The composition of the Board of Directors of the Company and other details related to the board is furnished in the Corporate Governance Report annexed to this report. In terms of requirement of SEBI (LODR) Regulations, 2015, the Board has identified core skills, expertise and competencies of the Directors in the context of the healthcare businesses for effective functioning, which are detailed in the Corporate Governance Report.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015 that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6). During the year under review, the Independent Directors met once without the presence of Non-Independent Directors and members of the Management

BOARD EVALUATION

The Nomination & Remuneration committee as well as the board have evaluated the performance of the board as a whole, various committees and also of the individual directors. The manner in which the evaluation was carried out has been disclosed in the Corporate Governance Report attached to this report. A structured analysis is done after taking into consideration the inputs received from Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, Execution and Performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and of its minority shareholders etc.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The salient features of the Remuneration Policy details are stated in the Corporate Governance Report. The Remuneration Policy approved by the Board of Directors is uploaded on the website of the Company www.dragarwal.com.

STATUTORY AUDITORS:

M/s Deloitte Haskins and Sells (Firm Reg. No 008072S) Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of 26th Annual General Meeting of the Company. As required under Section 139 and 141 of Companies Act, 2013, the Company has obtained a written consent from the Statutory Auditors to their continuous appointment and a certificate from them to the extent that their

existing appointment is in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder.

The Board of Directors based on the recommendation of the Audit Committee have recommended re-appointment of M/s. Deloitte Haskins and Sells (Firm Reg.No 008072S) Chartered Accountants as Statutory Auditors of the Company, for the second term of five (5) consecutive years from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company. The Resolution seeking re-appointment and remuneration payable to Statutory Auditors in connection with the audit of the accounts of the Company has been included in the Notice convening the 26th Annual General Meeting.

The Auditors' Report for Financial Year ended 31st March 2020 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in the Annual Report the same is self-explanatory.

COST AUDITOR:

Pursuant to Section 148 of the Companies Act 2013, read with relevant rules, and based on the recommendation of the Audit Committee, your Board of Directors appointed Mr. S. Jagadeesan, of M/s, Jagadeesan & Co., (Membership No 32750) as the Cost Auditor of the Company for the Financial Year 2019-20 and the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Mr. S. Jagadeesan, of M/s, Jagadeesan & Co, Cost Accountant is included at Item No. 4 of the Notice convening this Annual General Meeting.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure-I to this report.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are being annexed as part of the Annual Report as Annexure- II to this report.

SECRETARIAL AUDIT REPORT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Ms. V Vasumathy, Practicing Company Secretary (Membership No: FCS 5424) to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit report is annexed as Annexure-III to this report.

MANAGEMENT RESPONSES TO OBSERVATION IN SECRETARIAL AUDIT REPORT:

The Secretarial Auditor in their report made the following observation:

As per Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. Whereas, the promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group in physical form.

Management Response:

During the year 2019-20 the Promoters / Promoters group have dematerialized 139,100 equity shares of the Company. Due to procedural reasons, the Promoters / Promoters group were not able to dematerialize 6,700 equity shares of the Company held by them. The Company is constantly taking all efforts to dematerialize the 6,700 equity shares of the Company held by Promoters / Promoters group"

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Management Discussion and Analysis Report is annexed as Annexure- IV to this report.

RISK MANAGEMENT:

Your Company continues to have an effective Risk Management process in place. The management and the Board continuously oversees the risk management process including identification, impact assessment and drawing mitigation plans. The details of risks perceived by the Management are annexed as part of the Management Discussion and Analysis Report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE:

The Company is exploring new technologies and improving the existing technologies applicable to the Healthcare Business. In all its new locations, the company has been using LED technology lamps to conserve energy as well as costs.

FOREIGN EXCHANGE EARNINGS / OUTGO:

Foreign Exchange Earnings: Rs. 67.13 lakhs (Previous Year 32.88 lakhs) on account of services rendered Foreign Exchange Outgo : Rs. 151.61 lakhs (Previous Year Rs. 310.72 lakhs) towards Purchase of Consumables and software.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business during the financial year.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors under Section 143(12) of the Companies Act, 2013.

INFORMATION ON LISTING WITH STOCK EXCHANGE

The Company's equity shares are listed on BSE Limited and the scrip code is 526783.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134 clause (C) of sub-section (3) of the Companies Act, 2013, the Directors would like to state that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) The directors have prepared the annual accounts on a going concern basis.

(v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the Policy is posted on the website of the Company www.dragarwal.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has constituted CSR Committee and following are the members:-

- a. Dr. Athiya Agarwal - Chairperson
- b. Dr. Amar Agarwal - Member
- c. Mr. T R Ramasubramanian - Member

The CSR policy pursuant to the provisions of Section 135 of the Companies Act, 2013 is available in your company's website www.dragarwal.com. Your Company has incurred an expenditure amounting to Rs.28.15 lakhs by way of contribution towards CSR responsibilities (please refer details as per annexure).

The Company's total spending on CSR is 2% of the average net profit for the immediately preceding three financial years. The report on CSR activities is given in Annexure V forming part of this Report.

REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance as well as a certificate from a Practicing Company Secretary confirming the compliance with the conditions of the Corporate Governance are annexed as Annexure – VI to this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been setup by your Company to redress complaints received regarding

sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2019-20

- a. No. of complaints received during the financial year : Nil
- b. No. of complaints disposed off during the financial year : NA
- c. No. of complaints pending as on end of the financial year : Nil

EMPLOYEE RELATIONS:

Employee relations throughout the year were harmonious. The board wishes to place on record its sincere appreciation of the devoted efforts of all the employees in advancing the company’s vision and strategy to deliver another record performance.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm’s length basis and were in the ordinary course of the business, thus disclosure in form AOC-2 is not required. There are no materially significant related party transactions made by the company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have potential conflict with interest of the company at large. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, and the Rules there under. This policy was considered and approved by the Board has been uploaded on the website at www.dragarwal.com

PREVENTION OF INSIDER TRADING

The Company has adopted a Code for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

ANNEXURES FORMING PART OF THIS REPORT OF THE DIRECTORS:

The following annexures referred in this report and other information which are required to be disclosed are attached and forms an Integral part of this report

ANNEXURE PARTICULARS

- 1. Extract of Annual Return (MGT 9)
- 2. Information required under section 197 of the Companies Act, 2013
- 3. Secretarial Audit Report
- 4. Management Discussions and Analysis Report
- 5. Report on Corporate Social Responsibility Activities
- 6. Corporate Governance Report

ACKNOWLEDGEMENTS:

Your directors wish to place on record their appreciation for the continuous support received from the members, customers, suppliers, various statutory bodies of the Government of India and the company’s employees at all levels

For and on behalf of the Board

sd/-

Dr Amar Agarwal
Chairman cum
Managing Director

Place : Chennai
Date : 19th May, 2020

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	L85110TN1994PLC027366
ii.	Registration Date [DDMMYY]	22/04/1994
iii.	Name of the Company	DR. AGARWAL'S EYE HOSPITAL LIMITED
iv.	Category / Sub-category of the Company	1. Public Company 2. Limited by shares
v.	Address of the Registered office and contact details	3 rd Floor, Buhari Towers, No.4, Moores Road, off Greams Road, Chennai - 600 006, Tamilnadu Tel : 91-44-39916600 Fax: 91-44-39916645 investor@dragarwal.com
vi.	Whether listed company Yes /No	Yes (Listed in BSE only)
vii.	Name and Address of Registrar & Transfer Agents (RTA)	
	Registrar & Transfer Agents (RTA):-	Integrated Registry Management Services Private Limited
	Address	2 nd Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar
	Town / City	Chennai
	State	Tamilnadu
	Pin Code:	600 017
	Telephone (With STD Area Code Number)	044 - 2814 0801 / 03
	Fax Number :	044 - 2814 2479

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Hospital & Health related services, nursing homes, clinics, medical, research and other institutions and establishments for eye care and treatment, other health care facilities.	85110	74.49
2	Hospital Related Trading and other Activities	47721	25.51

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
1	Dr. Agarwal's Health Care Ltd	U85100TN2010PLC075403	Holding	71.75	2(46) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Shareholding

Category of Shareholder	No. of shares held at the end of the year (31/03/2019)				No. of shares held at the end of the year (31/03/2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A PROMOTERS									
(1) Indian									
a Individual/HUF	-	145,800	145,800	3.10	134,719	6,700	141,419	3.01	(0.09)
b Central Government									
C State Governments									
d Bodies Corporate	3,372,408		3,372,408	71.75	3,372,408		3,372,408	71.75	-
e Banks / Fis									
f Any other (Specify)									
Sub Total A(1)	3,372,408	145,800	3,518,208	74.86	3,507,127	6,700	3,513,827	74.76	(0.09)
(2) Foreign									
a NRI - Individuals									
b Other - Individuals									
c Bodies Corporate		-	-	-					
e Banks / Fis									
e Any other (Specify)									
Sub Total A(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)= (A)(1) + (A)(2)	3,372,408	145,800	3,518,208	74.86	3,507,127	6,700	3,513,827	74.76	(0.09)
B Public Shareholding									
(1) Institutions									
a Mutual Funds (includes UTI)				-				-	-
b Financial Institutions / Banks				-				-	-
c Central Government				-				-	-
d State Governments				-				-	-
e Venture capital Funds				-				-	-
f Insurance Companies				-				-	-
g FIs				-				-	-
h Foreign Venture Capital Investors				-				-	-
i Any other (Specify) - Foreign Banks				-				-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a Bodies Corporate									
(i) Indian	79,298	4,200	83,498	1.78	56,179	4,200	60,379	1.28	(0.49)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b Individuals									
(i) Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh	454,398	133,841	588,239	12.52	489,761	128,241	618,002	13.15	0.63
(i i) Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh	373,396	-	373,396	7.94	382,549		382,549	8.14	0.19
c Any other -Clearing Members	201	-	201	0.00	566	-	566	0.01	0.01
-- NRI	27,966	-	27,966	0.60	16,385	-	16,385	0.35	(0.25)
-- Unclaimed Securities Sus A/c	1,700	-	1,700	0.04	1,700	-	1,700	0.04	-
-- IEPF Authority	106,786	-	106,786	2.27	106,386	-	106,386	2.26	(0.01)
-- Limited Liability Partnership	6	-	6	0.00	6	-	6	0.00	-
Sub Total B(2)	1,043,751	138,041	1,181,792	25.14	1,053,732	132,441	1,186,173	25.24	0.09
Total Public Shareholding (B)= (B)(1)+(B)(2)	1,043,751	138,041	1,181,792	25.14	1,053,732	132,441	1,186,173	25.24	0.09
C Shares held by Custodians for GDRs and ADRs									
Grand Total (A) + (B) + (C)	4,416,159	283,841	4,700,000	100.00	4,560,859	139,141	4,700,000	100.00	-

ii. Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the end of the year (31/03/2019)			Shareholding at the end of the year (31/03/2020)			% Change during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Dr. Sunita Agarwal	145700	3.10	0.00	141319	3.01	2.13	2.13
2	Pankaj Sondhi	100	0.00	0.00	100	0.00	0.00	0.00
3	Dr. Agarwal's Health Care Limited	3372408	71.75	71.75	3372408	71.75	71.75	0.00

Change in Promoters Shareholding

Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Dr. Sunita Agarwal				
At the Beginning of the year	145,700	3.10	0	0
Date wise increase / Decrease in Promoters Shareholding during the year	0	0.00	0	0.00
At the End of the year	145,700	3.10	145,700	3.10
05/10/2019	(5)	0.00	145,695	3.10
09/10/2019	(1)	0.00	145,694	3.10
13/12/2019	(351)	-0.01	145,343	3.09
17/12/2019	(255)	-0.01	145,088	3.09
19/12/2019	(984)	-0.02	144,104	3.07
20/12/2019	(250)	-0.01	143,854	3.06
24/12/2019	(100)	0.00	143,754	3.06
26/12/2019	(60)	0.00	143,694	3.06
13/01/2020	(100)	0.00	143,594	3.06
17/01/2020	(25)	0.00	143,569	3.06
05/02/2020	(250)	-0.01	143,319	3.05
10/02/2020	(2,000)	-0.04	141,319	3.01
At the End of the year			141,319	3.01
2. Pankaj Sondhi				
At the Beginning of the year	100	0.00		
Date wise increase / Decrease in Promoters Shareholding during the year	0	0.00		
At the End of the year			100	0.00
3. Dr. Agarwal's Health Care Limited				
At the Beginning of the year	3,372,408	71.75		
Date wise increase / Decrease in Promoters Shareholding during the year	0	0.00		
At the End of the year			3,372,408	71.75

iii. Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For Each of the Top 10 Shareholders	Cumulative Shareholding during the year (31/03/2019)		Changes during the year		Cumulative Shareholding during the year (31/03/2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY						
	Opening Balance as on 01/04/2019	106,786	2.27				
	29/11/2019			300	0.01	106,486	2.27
	31/01/2020			100	0.00	106,386	2.26
	Closing Balance as on 31/03/2020					106,386	2.26
2	ASHA MUKUL AGRAWAL						
	Opening Balance as on 01/04/2019	55,453	1.18				
	Closing Balance as on 31/03/2020					55,453	1.18
3	MIHIR JANAK JESRANI						
	Opening Balance as on 01/04/2019	46,366	0.99				
	Closing Balance as on 31/03/2020					46,366	0.99
4	DINERO WEALTH PRIVATE LIMITED						
	Opening Balance as on 01/04/2019	45,957	0.98				
	06/12/2019			192	0.00	46,149	0.98
	13/12/2019			500	0.01	46,649	0.99
	20/12/2019			500	0.01	47,149	1.00
	Closing Balance as on 31/03/2020					47,149	1.00
5	P SRIDHAR						
	Opening Balance as on 01/04/2019	40,943	0.87				
	21/02/2020			10		40,943	0.87
	Closing Balance as on 31/03/2020					40,943	0.87
6	S BRINDA						
	Opening Balance as on 01/04/2019	40,466	0.86				
	17/05/2019			10		40,456	0.86
	Closing Balance as on 31/03/2020					40,456	0.86
7	BHARTI KHANDELWAL						
	Opening Balance as on 01/04/2019	27,030	0.58				
	Closing Balance as on 31/03/2020					27,030	0.58
8	ARIHANTS SECURITIES LIMITED						
	Opening Balance as on 01/04/2019	23,643	0.50				
	Closing Balance as on 31/03/2020					23,643	0.50
9	MUKESH KANOOGA S						
	Opening Balance as on 01/04/2019	22,777	0.49				
	31/05/2019			400	0.01	23,177	0.49
	Closing Balance as on 31/03/2020					23,177	0.49
10	PARAS KANOOGA M						
	Opening Balance as on 01/04/2019	22,627	0.48				
	16/08/2019			8	-	22,635	0.48
	23/08/2019			15	-	22,650	0.48
	01/11/2019			50	0.00	22,700	0.48
	Closing Balance as on 31/03/2020					22,700	0.48
11	SOOSAN JACOB						
	Opening Balance as on 01/04/2019	17,709	0.38				
	Closing Balance as on 31/03/2020					17,709	0.38
12	NIRAJKUMAR VINODKUMAR DAGA						
	Opening Balance as on 01/04/2019	14,002	0.30				
	24/05/2019			(1,300)	0.03	12,702	0.27
	31/05/2019			(7,821)	0.17	4,881	0.10
	07/06/2019			(3,760)	0.08	1,121	0.02
	14/06/2019			(1,121)	0.02	-	-
	Closing Balance as on 31/03/2020						

iii. Shareholding of Directors and Key Managerial Personnel

Sl. No	For Each of the Top 10 Shareholders	Cumulative Shareholding during the year (31/03/2019)		Changes during the year		Cumulative Shareholding during the year (31/03/2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CA SANJAY ANAND						
	Opening Balance as on 01/04/2019	12603	0.268	-	-		
	Closing Balance as on 31/03/2020					12603	0.268

IV. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (In Rupees)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	237,595,829.00			237,595,829.00
ii) Interest due but not paid				0
iii) Interest accrued but not due	129,038.00			129,038.00
Total (i+ii+iii)	237,724,867.00	0	0	237,724,867.00
Change in Indebtedness during the financial year				
Addition	4,900,000.00			4,900,000.00
Reduction	65,939,332.00			65,939,332.00
Net Change	-61,039,332.00	0	0	-61,039,332.00
Indebtedness at the end of the financial year				
i) Principal Amount	176,556,678.00			176,556,678.00
ii) Interest due but not paid				0
iii) Interest accrued but not due	2,676,147.00			2,676,147.00
Total (i+ii+iii)	179,232,825.00	0	0	179,232,825.00

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and / or Manager: (In Rupees)

Sl. No	Particulars of Remuneration	Total Amount		
		Dr. Amar Agarwal	Dr. Athiya Agarwal	Total
1	Gross salary	1,56,00,000.00	8,40,00,000.00	2,40,00,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - others, specify...			
5	Others, please specify			
	Total (A)	1,56,00,000.00	8,40,00,000.00	2,40,00,000.00
	Ceiling as per the Act			

B. Remuneration to other directors (Exclusive of tax) (In Rupees)

Sl. No	Particulars of Remuneration	Name of Directors			
		Mrs. Lakshmi Subramanian	CA Sanjay Anand	Mr.T.R.Ramasubramanian	Total
1	Independent Directors	90000.00	135000.00	135000.00	360000.00
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	90000.00	135000.00	135000.00	360000.00
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	0.00	0.00	-	0.00
	Total (B)=(1+2)	90000.00	135000.00	135000.00	360000.00
	Total Managerial Remuneration	90000.00	135000.00	135000.00	360000.00
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Managers/ WTD: (In Rupees)

Sl No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO*	Total
1	Gross salary	7,68,782.00	39,54,250.00	47,23,032.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	7,68,782.00	39,54,250.00	47,23,032.00

* Total remuneration paid to Ms. Saradha Govindarajan for the FY19-20 is Rs.79,08,500 out of which Rs. 39,54,250 has been apportioned to other group entity.

VI. PENALTIES / PUNISHMENT / COMPUNDING OF OFFENCES:

There were no penalties / punishments / compounding of offences for the year ended 31st March 2020.

The information required under Section 197 of the Companies Act, 2013 and Rules made there-under, in respect of employees of the Company is as follows:-

INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013:

1. Ratio of the remuneration of each director to the median remuneration;

Director	Designation	Ratio
Dr. Amar Agarwal	Chairman Cum Managing Director	70 : 1
Dr. Athiya Agarwal	Whole-Time Director	38 : 1

2. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Director	Designation	% Increase
Dr. Amar Agarwal	Chairman Cum Managing Director	86%
Dr. Athiya Agarwal	Whole-Time Director	0.0%
Dr. Adil Agarwal	Director	0.0%
Ms. Jully H Jivani*	Company Secretary	NA
Ms. Saradha Govindarajan	CFO	37.4%

* Ms. Jully H Jivani joined the Company on 3rd June 2019

3. The Percentage increase in the median remuneration of employees in the financial year was 3.4%
4. The number of permanent employees on the rolls of company were 772
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof;

Increase of remuneration for employees varies from 5% to 15% and for Key Managerial Personnel the increase in remuneration was based on their individual performance during the period under review

6. Affirmation that the remuneration is as per the remuneration policy of the company;
The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report

- (a) Personnel who are in receipt of remuneration aggregating not less than Rs.120,00,000 per annum and employed throughout the financial year: Nil

The details of top ten employees in terms of remuneration drawn during the financial year 2019-2020 as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 duly amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2016, are as follow.

Name and Age	Designation/ Nature of duties	Gross Remuneration paid (₹)	Qualification & Experience (years)	Date of Commencement of Employment	Previous Employment
Jagannathan V (59)	Group President	8,963,700	BSC PGDM (38 years)	2-Dec-13	Spencer & Company Limited
Dr. Soundari S (43)	Doctor	4,799,206	MBBS, DO, DNB, FRCS (15 years)	20-Jun-06	Appasamy Eye Hospital
Venkatesh Vaidyanathan (42)	Vice President- Projects	4,657,500	BSC (20 years)	3-Nov-14	Future Group
Dr. Palanivel V (45)	Doctor	4,113,202	MBBS, MS (19 years)	8-Jan-01	NA
Saradha Govindarajan (33)	Chief Financial Officer	3,954,250*	PGDBM (10 years)	11-Feb-15	Mahindra Two Wheelers
Yashwanth Venkat (35)	General Manager – Business Finance & Analytics	3,124,380	BTech, PGDM (11 years)	18-May-2018	Intellect Design Arena
Mr. Sunantharaj Ebenezar (54)	General Manager - Admin	3,112,500	BA (Sociology), PG in Personnel Management and Industrial Relations, Diploma in Medical Law (31 years)	11-Nov-90	IMRB
Dr. Vijay Anand T (47)	Doctor	3,075,202	MBBS, DO, FMRF(Glaucoma), (23 years)	11-Apr-08	Aravind Eye Hospital
Mr. Kumaraguru K (47)#	Executive - Secretary	2,835,600	Bsc Maths, Diploma(Hons) in System Management, MCSE (27 years)	3-Aug-95	Auomira Stock and Share Broker
Ugandhar N R (41)	General Manager–M&A	2,585,940	BSc (Physics), MCA (18 years)	01-Feb-2006	Micro Vision Pharmaceuticals

Mr. Kumaraguru K holds 149 equity shares of the company

* Total remuneration paid to Ms. Saradha Govindarajan for the FY19-20 is Rs.79,08,500 out of which Rs. 39,54,250 has been apportioned to other group entity.

FORM NO.MR3

ANNEXURE-III

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
DR. AGARWAL'S EYE HOSPITAL LIMITED
3rd Floor, Buhari Towers, No. 4 Moores Road Off
Greams Road, Chennai – 600 006.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DR. AGARWAL'S EYE HOSPITAL LIMITED (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by DR. AGARWAL'S EYE HOSPITAL LIMITED and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records, including the website of the Company, maintained by DR. AGARWAL'S EYE HOSPITAL LIMITED for the financial year ended March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and

External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and

(d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the audit period, since there were no issues during the year which required specific compliance under:

(a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

3. I have examined compliance with the following other laws specifically applicable to the industry to which the Company is engaged in the business of:

(a) The Environment Protection Act, 1986;

(b) Bio-Medical Waste (Management & Handling) Rules, 1998;

(c) The Pharmacy Act, 1948; and

(d) Drugs and Cosmetic Rules, 1945.

I have relied on the representation made by the Company and its officers, relating to systems and mechanisms framed by the Company, for ensuring compliance with the other Applicable Acts specific to the Industry, Laws and Regulations as applicable to the Company

I further report that the compliance by the Company of other applicable laws like direct and indirect tax laws have not been reviewed in this audit, since the same have been subject to review by statutory financial audit and other designated professional.

4. I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as approved by the Central Government and the amendments w.r.t the same.

(ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

5. I further report that:

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director(s). The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(c) Decisions are carried through Majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

6. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

7. Based on the above examination, I hereby report that, during the aforesaid Review Period, the listed entity has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above, except the following observation:

As per Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. Whereas, the promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group in physical form.

Hence, there is non-compliance with respect to Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. I further report that during the audit period, the Company did not have any events which had a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc referred to above.

Sd/-
Signature
Name of the Practising Company
Secretary: V . Vasumathy
FCS No. : 5424; COP No. : 9451
UDIN: F005424B000229428

Place: Chennai
Date: May 12, 2020

This report is to be read with my letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

ANNEXURE A

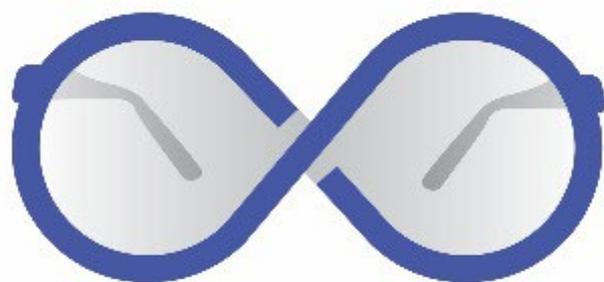
To
The Members
DR. AGARWAL'S EYE HOSPITAL LIMITED
3rd Floor, Buhari Towers
No. 4, Moores Road Off Greams Road
Chennai – 600 006.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Due to the Covid – 19 Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.

Place: Chennai
Date: May 12, 2020

Sd/-
Signature:
Name of the Practising Company Secretary: V. Vasumathy
FCS No. : 5424; COP No. : 9451



Benefits are infinite

Having the right kind of spectacles, you can see the visible difference.

MANAGEMENT DISCUSSION AND ANALYSIS COMPANY OVERVIEW

ANNEXURE-IV

ABOUT DR AGARWAL'S

Founded in 1957, and registered in 1994 as a Company, Dr Agarwal's Eye Hospital is a leading chain of eye hospitals with predominant presence in Tamil Nadu. Lead by renowned Dr Amar Agarwal, the Company has been a pioneer and leader in the Indian Ophthalmology market with an established market position, healthy brand recall in the eye care segment.

It offers comprehensive services in the eye-care segment including Cataract, Glaucoma, Laser Correction, Corner and Refractive, Retina, and Squint among others. It has presence in multiple locations in Tamil Nadu and Rajasthan.

HEALTHCARE INDUSTRY STRUCTURE AND DEVELOPMENT

One aspect of human welfare that transcends everything including economic well-being and geographic location, is the health of the individual. For this reason, healthcare has been existing since the beginning of time and continues due to life style of modern times.

A normal human accesses healthcare only in times of sickness or injury or both. But the future doesn't look the same. People are moving from cure to prevention. Healthcare is moving from treatment to well-being. The emphasis is now on preventing illness, identifying health risks earlier, adopting healthier lifestyle rather than cure, treatment, and recovery.

In 2015, World Health Organisation (WHO), along with its members, had set about to achieve Universal Health Coverage (UHC). This was considered as one of the targets under the umbrella of Sustainable Development Goals (SDG) set out by the United Nations. WHO says "UHC means that all individuals and communities receive the health services they need without suffering financial hardship. It includes the full spectrum of essential, quality health services, from health promotion to prevention, treatment, rehabilitation, and palliative care." So to put in simple words, UHC sets to achieve three goals: healthcare access for all, quality and comprehensive care, and financial protection.

Since access is foundational to building comprehensive and affordable healthcare, primary healthcare is key

strategy to ensure that everyone in need of care is able to get into the system. And when it comes to eye care, the strategy for providing screening and some level of primary care at the community level in India is essentially limited to periodic community outreach events like eye camps, typically conducted once a year in a given community.

GLOBAL OPHTHALMOLOGY MARKET

Ophthalmology is the science stream that deals with the physiology, diseases, and anatomy of the eyes. High prevalence of vision impairment and increase in eye disorders due to digitalization are the major factors fueling the global ophthalmology market growth. The technological advancements in the devices, increase in target population that suffers from vision problems, rise in the introduction of insurance coverage/policies by the governments, and growth in the establishment of ophthalmic clinics in both developing and under-developed countries are also key global market drivers for ophthalmology devices and services.

WHO in partnership with the International Agency for Prevention of Blindness (IAPB) had launched a global initiative 'VISION 2020: The Right to Sight' for the elimination of avoidable blindness.

World Sight Day (WSD) is celebrated every year on the second Thursday of October to draw attention on blindness and vision impairment. It highlights the importance of encouraging blindness prevention efforts; as the 80% of blindness is avoidable (preventable and/or treatable); 4 out of 5 people have avoidable visual impairment. WSD provides a platform to organizations to support individuals, communities for initiating various preventive measures to eliminate avoidable blindness and visual impairment.

INDIAN OPHTHALMOLOGY MARKET

In Asia Pacific, the ophthalmology market is expected to register the highest growth rate in the world in the near future, due to the rising investments and funding by government, the establishments of ophthalmic clinics in India and China, growing target population, and a large number of people suffering from eye defects and disorders. WHO, in 2017, had said that in India about 8 million people were blind and over 54 million were visually impaired. This increase combined with

technological advancements, urban lifestyle and for various other reasons, the Indian Ophthalmology market is looking at a robust growth in the upcoming years.

Ophthalmic services are available in India through eye hospitals/clinic run by the government, corporations, and non-profits organisations. The expenditure in private hospitals/clinics is higher than that in government hospitals, and yet there is a growing popularity for private eye settings primarily due to their higher degree of sophistication, technical advancements and compliance of international eye-care standards.

Ophthalmology based diseases in India is significantly large. Annually, around 5 million cataract surgeries are performed in India. A majority of these procedures involve intraocular lens implantation. Furthermore, as per a study published in 2019 by L V Prasad Eye Institute (Hyderabad) states that by the year 2030, a staggering 275 million people are expected to be affected by the dry eye disease. There is a significant and growing burden of moderate visual impairment in India. Based upon increasing burden of eye diseases and moderate growth in technological advancements, the market is expected to grow at the CAGR of 7.3%, valuing it at US\$ 2 billion by 2022.

The Indian ophthalmic surgeons are expected to perform around 8 million cataract procedures next year, making cataract the largest overall ophthalmic market in the country. Revenues from cataract surgery in India are expected to generate more than a quarter of the total ophthalmic market revenues in the country. The diagnostic equipment market is the second largest ophthalmic market in India and is expected to reach nearly \$257 million in 2022.

SWOT ANALYSIS

Strengths

- a) Being a pioneer in ophthalmology space with best track record of clinical outcomes, the Company is best placed to grow its patient base and related financial outcomes
- b) The Company is guided by a very strong promoter team with right blend of clinical and managerial expertise

Weaknesses

- a) Dependence on scarcely available medical professionals: As per statistics published by the International Council of Ophthalmology in 2016, there were about 15,000 ophthalmologists in India, which highlights the shortage and high burden among the doctors to tackle the patient population in India, which is among the primary restraining factors to this market
- b) Lands on which our hospitals are located are on leasehold premises. In the event of nonrenewal or if the renewal is not in favorable terms to us, our business may face disruptions

Opportunities

- a) The Company has got tremendous learning from the positives and significant challenges encountered by peers, against which it is de-risking itself
- b) The company employs an experienced team of Doctors aided by sophisticated technology thus providing advanced eye-care services
- c) Over a period of time, the Company has achieved significant efficient in its capital structure with low leverage position to enable ramp up
- d) The recent relocation of its branches creates a well set platform / robust operating model to drive expansion – In the last financial year, your Company has relocated Ashok Nagar branch (Chennai) and are also expanding it to cater to the increasing volume realised in that locality.

Threats

- a) The global pandemic caused COVID-19 has impacted the general health of people, businesses and the economy as a whole. The compounding impact on the operations and financials of the organisation due to the global pandemic and also due to the lockdowns initiated by the Indian Central Government and the State Governments cannot be quantified at present.
- b) Geographically concentrated operations with modest growth in scale amidst stiff competition

INTERNAL CONTROLS AND SYSTEMS AND THEIR ADEQUACY:

The company has an adequate system of internal controls in place which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting

FINANCIAL PERFORMANCE:

The revenue from operations grew by 3.47% from INR 170.04 Crores to INR 175.95 Crores. With an increased focus on profitability the EBITDA moved from INR 30.92 Crores to INR 48.87 Crores (including INR 11.25 crores due to INDAS 116 adjustment).

OPERATIONAL PERFORMANCE:

The number of outpatients per day (paid as well as review) increased by 0.8%. There was an increase in the number of paid reviews in out-patients by 2.06%.

HUMAN RESOURCE:

During the year, the human resource relations continued to be cordial, conducive and mutually productive. Human resources are used efficiently to achieve success, stability and growth of the Company. The details regarding developments in Human resources is dealt in the "Particulars of Employees" forming part of the of the Directors' Report. The total employees as at the year-end were 772.

RISKS AND MITIGATIONS

a) Competition intensity and new entrants to the market: Many competitors attempt capturing market by offering similar treatment through use of primitive technology. This can significantly impact Companies bottom line

Risk Mitigation: The Company believes that in the long run, quality is the sole consideration and has never compromised on its ability in conducting high end, state of art technology.

b) Pace of obsolescence of technology and treatment methods: Eye Care segment used a number of equipment in its business, which needs to be constantly tested, monitored for technology obsolescence.

Risk Mitigation: Company utilises a dedicated Research & Development function, which develops near term and incremental improvements, as well as step change improvements to existing products and processes,

resulting in minimal obsolescence.

c) Materials risk: Non availability of good quality materials could impact on time delivery of service to clients.

Risk Mitigation: The Company procures its materials directly from manufacturers on a sustained basis on account of large volumes and timely payments.

d) Labour shortage and attrition of key staff including medical professionals Non availability of key / skilled Doctors could negate the quality and quantitative performance of the business

Risk Mitigation: The Company has been continuously recruiting / training Doctors and building its capabilities.

e) Increased compliance and regulatory challenges

The evolution of the global regulatory environment has resulted into increased regulatory scrutiny that has raised the minimum standards to be maintained. This signifies the alignment of corporate performance objectives, while ensuring compliance with regulatory requirements.

Risk Mitigation: Company recognises that regulatory requirements can at times be challenging, and therefore, will strive to understand the changing regulatory standards, so as to strengthen its decision making process and integrate these in the business strategy in which it operates

KEY RATIOS:

The debt equity ratio stood at 0.23. The operating margin moved to 27.36%. The PBT increased from 10.13% to 11.16%. The return on Net worth stood at 24.37% due to improved profitability.

- (i) Debtors Turnover 14.04 days
- (ii) Inventory Turnover 72.81 days
- (iii) Interest Coverage Ratio 3.59
- (iv) Current Ratio 0.75
- (v) Net Profit Margin 7.65%

CAUTIONARY STATEMENT:

Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic business environment, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation etc.

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

REPORT ON CSR ACTIVITIES		
1	<p>A Brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs</p>	<p>1. The Company is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.</p> <p>2. In line with its broad principles and radical outlook the Company would have freedom and flexibility to choose from any of the activities specified in schedule VII of Companies Act, 2013, as amended from time to time</p> <p>3. As per the Companies Act 2013, Dr Agarwal's Eye Hospital Ltd (The Company) has a policy of Corporate Social Responsibility (hereinafter referred as CSR) whereby it is mandatory to spend atleast 2% of average net profits of the immediately preceding 3 financial years on "CSR" activities. CSR activities at The Company are carried out through-</p> <p>a. Directly by the Company for fulfilling its responsibilities towards various stakeholders</p> <p>b. Contribution / donation made to such other Organization / Institutions as may be permitted under the applicable laws from time to time.</p> <p>The Company has formulated a CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is www.dragarwal.com/corporatepolicies.php</p>
2	The Composition of the CSR Committee	<p>1. Dr. Athiya Agarwal - Chairperson</p> <p>2. Mr. T R Ramasubramanian - Member</p> <p>3. Dr. Amar Agarwal - Member</p>
3	Average net profits of the Company for last three financial years	Rs. 14.07 crores
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	Rs. 28.15 lacs
5	Amount unspent, if any	NIL
6	<p>Details of CSR spent during the financial year:</p> <p>a) Total Amount to be spent for the financial year</p> <p>b) Amount unspent, if any;</p> <p>c) Manner in which the amount spent during the financial year</p>	<p>a) Rs.28.15 lacs</p> <p>b) NIL</p> <p>c) The manner in which the amount is spent is detailed below.</p>

REPORT ON CSR ACTIVITIES							
Sl. No	CSR project or activity identified	Sector in which project is identified	Projects or programs (1) Local Area or other (2) Specify the state and district	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto the reporting period	Amount Spent: Direct
1	Indian Institute of Animal Welfare	Ensuring animal welfare	Chennai, Tamilnadu	200,000	200,000	200,000	200,000
2	Little Drops Old Age Home	Old age homes and other facilities for senior citizens	Chennai, Tamilnadu	5,04,539	5,04,539	5,04,539	5,04,539
3	Sarvodaya Orphanage	Orphanage homes	Chennai, Tamilnadu	2,69,243	2,69,243	2,69,243	2,69,243
4	Mercy home	Old age homes and other facilities for senior citizens	Chennai, Tamilnadu	2,35,502	2,35,502	2,35,502	2,35,502
5	Bala Vihar	Orphanage school	Chennai, Tamilnadu	55,309	55,309	55,309	55,309
6	MRT trust	Promoting education	Chennai, Tamilnadu	13,00,000	13,00,000	13,00,000	13,00,000
7	Pratyaksha Charitable Trust	To promote tradition and culture with academic education	Chennai, Tamilnadu	2,50,000	2,50,000	2,50,000	2,50,000
Total				28,14,593	28,14,593	28,14,593	28,14,593

1. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's Report:-

Not Applicable since the Company has spent more than the required amount as per Section 135 of the Companies Act, 2013.

Responsibility Statement of the CSR Committee

2. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the company.

sd/-

Dr Amar Agarwal

Chairman cum Managing Director

sd/-

Dr. Athiya Agarwal

(Chairperson CSR Committee)

Place : Chennai
Date : May 19, 2020

ANNEXURE-VI

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good Corporate governance practices is intrinsic to the management of the affairs of the company. Its businesses focus on getting best returns on assets and capital deployed with minimum risks. Therefore, it always ensures that its targets and performance are met with integrity and accountability to investors and all other associates, governmental and non-governmental agencies.

With emphasis on transparency, integrity and accountability, the Board of Directors adopted the

principles of good corporate governance by setting up an Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

2. BOARD OF DIRECTORS:

(a) The Company's Board consists of 6 directors comprising of 2 Executive Directors, 1 Non-Executive Director and 3 Independent Directors (as on 31.03.2020).

Composition and Category of Directors:

Name	Designation	No. Of Shares held by the Director	No. of Board Meetings attended during 2019-20	Whether attended last AGM	No. of directorships in other public companies	No. of committee memberships/ (chairmanship) in other public companies*	
						Member	Chairman
Dr. Amar Agarwal	Chairman- Cum Managing Director - Promoter	#	6	YES	1	-	
Dr. Athiya Agarwal	Whole Time Director - Promoter	--	6	YES	0	-	
CA Sanjay Anand	Independent Director	12603	6	YES	1	1	1
Dr. Adil Agarwal (w.e.f 03.06.2019)	Non-Executive Director - Promoter	--	5	YES	1	-	
Mr. T R Ramasubramanian	Independent Director	--	6	YES	-	-	
Mrs. Lakshmi Subramanian (w.e.f 03.06.2019)	Independent Director	--	4	YES	4	6	

*Covers only the membership/chairmanship in Audit Committee and Stakeholders Relationship Committee.

#Dr. Sunita Agarwal holds 6600 shares jointly with Dr. Amar Agarwal

(b) Relationship between Directors inter-se:

Dr Athiya Agarwal is the wife of Dr. Amar Agarwal

Dr Adil Agarwal is the son of Dr. Amar Agarwal & Dr Athiya Agarwal

Name of other listed companies in which Director of the Company is Director and their category:

SI No.	Name of the Director	Name of other listed company	Category of Directorship
1.	Mrs. Lakshmi Subramanian	Indo-National Limited Dynavision Limited	Non-Executive Independent Director

(c) Meetings:

During the year 2019-20, 6 (Six) Board Meetings were held at Chennai on the following dates:

13/05/2019, 03/06/2019, 05/08/2019,
24/09/2019, 25/10/2019 & 28/01/2020.

(d) Disclosure of Director's Interests in Transaction with the Company:

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of SEBI LODR Regulations, 2015 other than that of sitting fees.

Except sitting fees, no director has been paid any remuneration as the Director of the Company except the executive directors who were being paid remuneration for acting as Managing / Whole Time Director of the Company.

(e) Code of Conduct:

The Board of directors had implemented a Code of Conduct to be applicable to all Board members and Senior Management of the Company. The same has been posted on the Company's website

- www.dragarwal.com. The Board of Directors and Members of the Senior Management, have affirmed compliance with the code of conduct for the financial year 2019-20

(f) List of core skills, expertise and competencies identified by the Board

The Board of your Company consists of expert Directors who have vast experience in their respective field of specialisation and offers a range of core skills and experience that is relevant to the healthcare sector. The Board of Directors have identified the following core skills, expertise and competencies in the context of the Company's business and healthcare sector for it to function effectively:

SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

Board of Directors	Dr. Amar Agarwal	Dr. Athiya Agarwal	Dr. Adil Agarwal	CA Sanjay Anand	Mr. T.R.Ramasubramanian	Mrs. Lakshmi Subramanian
Business Leadership - reacting in an effective manner to changing circumstances, ability tap into the vision to achieve success, decisiveness and collaborative skills	√	√	√	√	√	√
Financial Expertise - ability to understand financial statements and functions of an Audit Committee	√	√	√	√	√	√
Strategic planning and General Management - strategic vision, administration of the Company, ability to think expansively, evaluate alternatives and make decisions	√	√	√	√	√	√
Understanding of Technology and innovation - relating to healthcare sector	√	√	√			
Ability to identify the key risk - in various areas including operation, finance & marketing	√	√	√	√	√	√
Legal & compliances - Experience in corporate governance and understanding of regulatory environment				√		√
Human Resource Management - understanding of employees and motivates them to deliver superior performance	√	√	√	√	√	√
Stakeholder Management - Experience in dealing with various stakeholders including regulators, suppliers, employees, etc.	√	√	√	√	√	√

Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties, your Board is satisfied with the present composition of the Board of Directors. In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

(g) Familiarisation programme for Independent Director

Familiarisation programme for Independent Directors of the Company was being conducted and the details of the familiarisation programme are uploaded on the website of the Company www.dragarwal.com.

3. BOARD COMMITTEES:

3.1 AUDIT COMMITTEE:

I. Terms of Reference:

The Audit Committee of the company has been mandated with the same terms of reference as specified in Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015 as well as Section 177 of the Companies Act, 2013.

The audit committee reviews the quarterly unaudited / audited financial results of the Company. The unaudited results are subjected to limited review by the statutory auditors of the Company. The Statutory auditors are eligible to issue limited review report as the audit firm has been subjected to peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI. The Audit Committee approves payment to statutory auditors for audit and non-audit services.

The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI LODR, including review of internal auditor observations and statutory compliance.

II. Composition and attendance:

The Audit Committee consists of 3 directors. During the year Audit Committee met five times on 8th May 2019 5th August 2019, 24th September 2019, 25th October 2019 and 28th January 2020.

SI No.	Name of Director	Designation	No. of meetings attended
1.	CA Sanjay Anand	Chairman	5
2.	Dr Amar Agarwal	Member	4
3.	Mr. T R Ramasubramanian	Member	5

Among the three members of the Committee, two are Independent. They have considerable financial expertise and experience. The Chief Financial Officer (CFO) and the Statutory Auditors and Internal Auditors are permanent invitees to the committee. The Company Secretary shall act as the secretary to the committee. Based on the requirement, Senior Management Personnel attended the meetings by invitation. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the board.

The Chairman of the Audit Committee was present at the Annual General Meeting held on 24th September 2019.

3.2 NOMINATION & REMUNERATION COMMITTEE:

The Company has constituted 'Nomination and Remuneration Committee', meeting the requirements of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as well as Section 178 of the Companies Act, 2013.

(i) Composition:

The Nomination and Remuneration Committee consists of 4 directors. Among the four members of the Committee, three members are Independent.

The Nomination and Remuneration Committee was reconstituted on 03rd June, 2020 and the members of the Committee as at 31st March 2020 is as follows:

SI No.	Name of Director	Designation
1.	CA Sanjay Anand	Chairman
2.	Dr Adil Agarwal	Member
3.	Mr. T R Ramasubramanian	Member
4.	Mrs. Lakshmi Subramanian	Member

The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting held on 24th September 2019.

(ii) Terms of Reference:

The Nomination & Remuneration Committee has been constituted to formulate, review and recommend a policy relating to remuneration of directors, key managerial personnel and other employees. The Committee also formulates the criteria for evaluation of Independent Directors and the Board.

iii. Meetings and Attendance:

During the year 2019-20, the Nomination and Remuneration Committee met on 3rd June, 2019, 5th August 2019 & 25th October, 2019 and all the members were attended the meeting except Mrs. Lakshmi Subramanian who has availed leave of absence for the meeting held on 25th October, 2019.

3.3 Remuneration Policy:

The Nomination and Remuneration committee has adopted a Charter which, inter alia deals with the manner and criteria for determining qualifications and positive attributes of Independent Directors and a remuneration policy for Directors, key managerial personnel and other employees. This Policy is accordingly derived from the said Charter.

(I) Criteria for Determining Qualifications, Positive Attributes & Independence of Director:

(i) Qualifications of Independent Director:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

(ii) Positive attributes of Independent Directors:

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

(iii) Independence of Independent Directors:

An Independent director should meet the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, concerning independence of directors.

(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees:

(a) NON-EXECUTIVE DIRECTORS (NEDs):

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(b) MANAGING DIRECTOR (MD) & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES:

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Chairman Cum Managing Director shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture. The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.

The Remuneration policy approved by the Board of Directors is uploaded on the website of the Company www.dragarwal.com.

3.4 Independent Directors Meeting:

During the year under review, the Independent Directors met on 28th Jan 2020 without the attendance of Non-Independent Directors and members of the Management.

3.5 Stakeholders Relationship Committee:

The Stakeholders Relationship Committee was constituted in compliance with the requirements of the SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee has been constituted by the Board to monitor the redressal of the shareholders / investors grievances.

The Committee reviews the status of complaints received from shareholders/investors and redressal thereof. A status report of shareholders complaints and redressal thereof is prepared and placed before the Committee. As on 31st March 2020 no shares are pending for transfer for more than 15 days.

As required by the Regulations of SEBI, the issued and listed capital of the Company is reconciled with the aggregate of the number of shares held by Investors in physical mode and in the demat mode. A certificate is being obtained on a quarterly basis to this effect from a Practicing Company Secretary and submitted to the Stock Exchange where the Company's Shares are listed. As on 31st March 2020, there were no differences between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

Composition

The Stakeholders Relationship Committee consists of 3 directors. Among the three members of the Committee, two are Independent.

SI No.	Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
1.	CA Sanjay Anand	Chairman	5	5
2.	Dr. Amar Agarwal	Member	5	5
3.	Mr. T R Ramasubramanian	Member	5	5

The Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on 24th September, 2019.

Details of the complaints received from the shareholders during the financial year 2019-20

SI No.	Nature of complaints from shareholders	No. of complaints received	No. of complaints redressed	No. of complaints pending
1	Nil	Nil	Nil	Nil

The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints through centralized web based redressal system and online redressal of all the shareholders complaints. There were no outstanding complaints as on 31/03/2020.

As on the date of this report Ms. Jully H Jivani, Company Secretary is the Compliance Officer of the Company.

4. GENERAL BODY MEETINGS:

I. Meeting Details:

Year	Location	Date	Time	Number of Special Resolution passed
2017	19, Cathedral Road, Chennai-600086	23/08/2017	11.00 am	Nil
2018	19, Cathedral Road, Chennai-600086	30/08/2018	11.00 am	NIL
2019	The Music Academy Mini Hall, No. 168, TT Krishnamachari Road, Chennai, Tamil Nadu 600014	24/09/2019	11.00 am	4

The details of Special Resolutions passed in AGM / EGM in the last 3 years are as follows:

Date of AGM	Whether any Special Resolution was passed	Particulars
24/09/2019	Yes	(i) Re-appointment of CA Sanjay Anand as Independent Director (ii) Appointment of Mr. T R Ramasubramanian (iii) Re-appointment of Dr. Amar Agarwal as Chairman cum Managing Director (iv). Re-appointment of Dr. Athiya Agarwal as Whole-Time Director
30/08/2018	No	
23/08/2017	No	

II. Postal Ballot:

No resolutions were passed in the year 2019-2020 through Postal Ballot.

(a) DISCLOSURES:**I. Related Party Transactions:**

There has been no materially significant related party transaction with promoters, directors, management or their relatives which may have a potential conflict with the interests of the company. The Board has approved a policy for related party transactions which is uploaded in the Company's website www.dragarwal.com.

II. Compliance with Regulations:

The company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the company on any matters related to the capital markets, nor as any penalty or stricture been imposed on the Company by Stock Exchange, SEBI or any other Statutory authority.

III. Whistle Blower Policy / Vigil Mechanism:

The Company has adopted Whistle Blower Policy where it has a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct / Business Ethics. No personnel have been denied access to the Audit Committee.

IV. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:
During the year, the Company has fully complied with the mandatory requirements of the Listing Regulations to the extent applicable**5. CEO/CFO CERTIFICATION:**

The Managing Director and Chief Financial Officer of the Company give annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual Compliance Certificate given by Managing Director and Chief Financial Officer forms part of the Annual Report.

6. MEANS OF COMMUNICATION:

The quarterly / half-yearly / annual financial results are published in Financial Express, Business Standard, and Makkal Kural (Tamil Daily). The financials results are also placed on the Company's website www.dragarwal.com.

GENERAL SHAREHOLDER INFORMATION:**I. 26th Annual General Meeting:**

The 26th Annual General Meeting will be held on Wednesday, 23rd September, 2020 at 3:00 PM through Video Conferencing ("VC") / other Audio Visual Means ("OAVM"). The financial year pertains to 1st April 2019 to 31st March 2020.

II. Tentative Financial Reporting Calendar:

Financial reporting 2020-21	From	To	Date
1 st quarter	April	June	On or before August 14, 2020
2 nd quarter	July	September	On or before November 14, 2020
3 rd quarter	October	December	On or before February 14, 2020
4 th quarter	January	March	On or before May 30, 2021
Annual General meeting	April 2020	March 2021	On or before September 30, 2021

Book Closure:

The period of book closure is from 16th September, 2020 to 23rd September, 2020 (Inclusive of both days).

III. Stock Exchange Listing and Stock Code:

Stock Exchange	Stock Code	Listing Fees Paid Up to	ISIN No.
Bombay Stock Exchange	526783	31-03-2021	INE934C01018

VI. Market price data:

High and low prices of Equity shares in the financial year 2019-20 were as follows:

Month	BSE LIMITED	
	HIGH	LOW
Apr-19	385.00	341.05
May-19	367.00	260.00
Jun-19	296.00	244.15
Jul-19	304.25	255.00
Aug-19	341.65	258.40
Sep-19	336.00	285.00
Oct-19	340.95	275.00
Nov-19	340.00	275.50
Dec-19	295.00	261.85
Jan-20	300.00	267.00
Feb-20	297.95	254.00
Mar-20	291.95	169.20

IV. Share price movement of Dr.Agarwal’s shares during 2019-20 on BSE Ltd vis-à-vis movement of Sensex



V. Registrar and Share Transfer Agent:

Integrated Registry Management Services Private Limited
 2nd Floor, “Kences Towers” No.1,
 Ramakrishna Street North Usman Road, T. Nagar,
 Chennai- 600 017
 Phone: 044 28140801, 28140803
 Fax: 044- 28143378, 28142479
 Email: corpseiv@integratedindia.in

VI. Share Transfer System:

The Share Transfer work is being handled by Company’s Registrar and share Transfer Agent. Share transfers are processed and share certificates duly endorsed are returned within the stipulated period as specified under the Companies Act, 2013 and the SEBI (LODR) Regulations 2015, from the date of receipt of the documents are correct and valid in all respects.

The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (LODR) Regulations 2015 and files a copy of the said certificate with the Stock Exchange.

VII. Equity Shares in Suspense Account:

As per Regulation 39(4) read with Schedule VI of the SEBI (LODR), Regulations 2015, the Company reports following details in respect of Equity Shares lying in the “Unclaimed Suspense Account”.

Particulars	No of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense Account lying as on April 1, 2019	3	1700
Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	NIL	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL	NIL
Shares transferred to IEPF Authority from Unclaimed Securities Suspense Account	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense Account lying as on March 31, 2020	3	1700

The voting rights of the shares outstanding in the Suspense Account as on March 31, 2020 shall remain frozen till the rightful owner of such shares claims the shares

VIII. Distribution of shareholding:

As on 31st March, 2020

No	Category	Number of Share Held	% of Holding
1	Promoters	3513827	74.76
	-- Indian	3513827	74.76
	--Foreign	0	0
2	Persons acting in concert	0	0
3	Institutional Investors	0	0
	a. Mutual Funds & UTI	0	0
	b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Inst./Non-Govt. Inst)	0	0
	C. FIs	0	0
4	Others		
	-- Bodies Corporate	60379	1.28
	-- Indian Public	1000551	21.30
	-- NRIs/ OCBs	16385	0.35
	--LLP	6	0
	Other than specified above	200	0.00
	--Clearing Members	566	0.01
	--Unclaimed Securities Suspense Account	1700	0.04
--IEPF authority	106386	2.26	
Paid-up Shares		4700000	100

XI. DISTRIBUTION SCHEDULE:

As on 31st March 2020

Distribution Schedule					
Sl. No	CATEGORY	HOLDERS		SHARES	
		Nos.	%	Nos.	%
1	Upto 500	2695	91.98	215697	4.59
2	501 - 1000	80	2.73	64963	1.38
3	1001 - 2000	63	2.15	101534	2.16
4	2001 - 3000	30	1.02	75910	1.62
5	3001 - 4000	14	0.48	48809	1.04
6	4001 - 5000	13	0.44	62336	1.33
7	5001 - 10000	15	0.51	111046	2.36
8	Above 10001	20	0.68	4019705	85.52
Total		2930	100	4700000	100

Category	No. of Holders	Shares	% to Capital
Shares held in Physical Form	625	139141	2.96
Shares held in Electronic Form	2305	4560859	97.04
Total	2930	4700000	100.00

XII. Address for Correspondence:

Registered Office and Corporate Office: 3rd floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Chennai – 600 006.

XIII. Dematerialisation of Shares and Liquidity:

The equity shares of the company are required to be compulsorily Traded and settled only in the dematerialised form. 45,60,859 being 97.04 % shares have already been dematerialized.

XIV. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity:

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the company.

XV. Foreign Exchange Risk and Hedging activity:

Foreign exchange risk did not arise during the financial year 2019-20

XVI. Credit rating:

CRISIL Limited, Credit rating agency has rated the following facilities which are availed from Bank as detailed below:

Instrument Type	Size of Issue (Crores)	Rating/ Outlook	Rating Action
Long term loan	29.00	CRISIL A (Stable)	Ratings Assigned
Cash Credit	6.00	CRISIL A (Stable)	Ratings Assigned

XVII. Fees paid to Statutory Auditors:

The Members at the 21st Annual General Meeting of the Company have appointed M/s.Deloitte Haskins and Sells, Chartered Accountants as the Statutory Auditors of the Company and to hold office till the conclusion of the 26th Annual General Meeting of the Company.

The total fee paid for M/s. Deloitte Haskins and Sells, Chartered Accountants for the financial year 2019-20 is given below:

Sl No.	Description of Service	Fees paid (Amount in Lakhs.)
1.	Statutory Audit and Limited Review Report	34.00

XVIII. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The company has complied with provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No. of Complaints Filed during the Financial year	No. of Complaints disposed off during the Financial year	No. of Complaints pending as on end of the Financial year
Nil	Nil	Nil

For and on behalf of the Board

Sd/-

DR AMAR AGARWAL

Chairman Cum Managing Director

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

To
The Board of Directors,
Dr. Agarwal's Eye Hospital Ltd
Chennai-600006

We the undersigned in our respective capacity as CEO AND CFO of the company to the best of our knowledge and belief certify that:

- A. We have examined the financial statement and the cash flow statement for the year ended 31/03/2020 and based on our knowledge and belief we state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) that there are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

sd/-

Place : Chennai
Date : 19th May 2020

Dr Amar Agarwal
Chairman cum Managing Director

sd/-

Ms. Saradha Govindarajan
Chief Financial Officer

ANNUAL COMPLIANCE OF THE CODE OF CONDUCT FOR THE FINANCIAL YEAR 2019-2020

I, Dr. Amar Agarwal, Chairman cum Managing Director of the Company, hereby declare that the Board of Directors has laid down a code of conduct for its Board Members and Senior Management Personnel of the Company pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 and the Board Members and Senior Management Personnel have affirmed compliance with the said code of conduct.

Place : Chennai
Date : 19th May 2020

For and on behalf of the Board
sd/-
Dr Amar Agarwal
Chairman cum Managing Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Dr. Agarwal's Eye Hospital Limited

I have examined the compliance of conditions as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Corporate Governance by Dr. Agarwal's Eye Hospital Limited, for the year ended March 31, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Due to the Covid – 19 Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.

for V. VASUMATHY & ASSOCIATES,

Sd/-

V. VASUMATHY

Practising Company Secretary
FCS No. 5424 / COP No. 9451

Place : Chennai
Date : May 12, 2020
UDIN: F005424B000231793

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of Dr. Agarwal's Eye Hospital Limited

I have examined the relevant registers, records, forms, returns, declarations and disclosures received from the Directors of Dr. Agarwal's Eye Hospital Limited, having CIN: L85110TN1994PLC027366 and having registered office at 3 rd Floor, Buhari Towers, No. 4, Moores Road Off, Greams Road, Chennai – 600 006 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C, Sub-clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in of Ministry of Corporate Affairs) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ended March 31, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Dr. Amar Agarwal	00435684	22.04.1994
2.	Dr. Adil Agarwal	01074272	03.06.2019
3.	Dr. Athiya Agarwal	01365659	09.05.1994
4.	Mr. Sanjay Dharambhir Anand	02501139	27.01.2009
5.	Mr. Trichur Ramachandran Ramasubramanian	08207929	30.08.2018
6.	Ms. Lakshmi Subramanian	00001439	03.06.2019

Ensuring the eligibility for appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is only to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Due to the Covid – 19 Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.

for V. VASUMATHY & ASSOCIATES,

Sd/-

V. VASUMATHY

Practising Company Secretary
FCS No. 5424 / COP No. 9451

Place : Chennai

Date : May 12, 2020

UDIN: F005424B000231793



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a magnifying glass

Get your eyes checked and go the distance.



What you see



What we see

Diabetes is one main cause for Glaucoma. So being cautious can save you hospital bills.

INDEPENDENT AUDITOR'S REPORT

To The Members of Dr. Agarwal's Eye Hospital Limited

Report on the Audit of the Ind AS Financial Statements

OPINION

We have audited the accompanying Ind AS financial statements of Dr. Agarwal's Eye Hospital Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Ind AS Financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountant of India (ICAI) together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No	Key Audit Matter	Auditor's Response
1.	<p>Impact of first time adoption of Ind AS 116 - Leases:</p> <p>As described in Note 38 to the financial statements, the Company has adopted Ind AS 116 – "Leases" effective from 1 April 2019. The standard involves certain key judgements and assumptions involving identification of lease, determination of the lease term, application of appropriate discount rate etc.</p> <p>There also exists a risk that the lease data which underpin the Ind AS 116 transition calculation is incomplete or inaccurate.</p>	<p>We have performed the following procedures:</p> <p>Evaluated the design and implementation of the relevant controls over the application of the new lease accounting standard and tested the operating effectiveness of such internal controls;</p> <p>In addition to the above,</p> <p>Tested the completeness of lease data provided by the Company by agreeing them to the branch rental schedule, scrutiny of ledger balances for identifying potential arrangements in the nature of lease and also made corroborative inquiries with the operations and legal teams.</p>

S.No	Key Audit Matter	Auditor's Response
	<p>The standard also requires certain additional disclosures to be presented in the financial statement.</p> <p>The first time adoption of the standard as at 1 April 2019, resulted in the recognition of Right of use asset of Rs. 4,260.65 lakhs and Lease Liabilities of Rs. 4,629.53 lakhs, which was very significant for the Company.</p> <p>Based on the above factors, the implementation of the new accounting standard on leases has been considered as a key audit matter.</p>	<p>Tested the accuracy of the lease data by reviewing the underlying contracts for key terms and conditions, re-computation of Right of use assets and lease liabilities and agreeing them with the respective general ledger balances and disclosure in the financial statements.</p> <p>Tested the reasonableness of the assumptions used in determination of the lease term, identification of the appropriate discount rate etc. by reviewing the terms and conditions in the contract, assessing past trend and by agreeing the discount rate to weighted average cost of capital, as applicable.</p> <p>Where lease terms were renegotiated due to impact of COVID 19, verified if necessary adjustments arising from re-measurement of lease liability (including corresponding adjustment to the related right of use asset), where applicable, due to lease modifications/ termination, is appropriately made.</p> <p>Evaluated the basis of determination of for impairment indicators, if any, with respect to Right of Use assets.</p> <p>Tested the presentation and disclosures with reference to the requirements of Ind AS.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussions and Analysis Report, Board Report, but does not include the Ind AS financial statements and our auditor's report thereon.
- Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:

(a.) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b.) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c.) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

(d.) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.

(e.) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

(f.) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g.) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h.) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i). The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements;

ii). The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii). There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Place: Chennai
Date: 19 May 2020

Ananthi Amarnath
(Partner) (Membership No. 209252)
UDIN: 20209252AAAAFD6679

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF DR. AGARWAL'S EYE HOSPITAL LIMITED

OPINION AND CONCLUSION

We have (a) audited the Financial Results for the year ended 31 March 2020 and (b) reviewed the Financial Results for the quarter ended 31 March 2020 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Financial Results for the Quarter and Year Ended 31 March 2020" of Dr. Agarwal's Eye Hospital Limited ("the Company"), ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Financial Results for the year ended 31 March 2020:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the year then ended.

(b) Conclusion on Unaudited Financial Results for the quarter ended 31 March 2020

With respect to the Financial Results for the quarter ended 31 March 2020, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Financial Results for the quarter ended 31 March 2020, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

BASIS FOR OPINION ON THE AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31 MARCH 2020

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Financial Results for the year ended 31 March 2020 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

MANAGEMENT'S RESPONSIBILITIES FOR THE STATEMENT

This Statement which includes the Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Financial Results for the year ended 31 March 2020 has been compiled from the related audited financial statements. This responsibility includes the preparation and presentation of the Financial Results for the quarter and year ended 31 March 2020 that give a true and fair view of the net profit and other comprehensive loss and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively

for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

AUDITOR'S RESPONSIBILITIES

(A) AUDIT OF THE FINANCIAL RESULTS FOR THE YEAR ENDED 31 MARCH 2020

Our objectives are to obtain reasonable assurance about whether the Financial Results for the year ended 31 March 2020 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Results. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.

- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Annual Financial Results, including the disclosures, and whether the Annual Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the Annual Financial Results of the Company to express an opinion on the Annual Financial Results.

Materiality is the magnitude of misstatements in the Annual Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Financial Results for the quarter ended 31 March 2020

We conducted our review of the Financial Results for the quarter ended 31 March 2020 in accordance with the Standard on Review Engagements (“SRE”) 2410 ‘Review of Interim Financial Information Performed by the Independent Auditor of the Entity’, issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company’s personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Place: Chennai
Date: 19 May 2020

OTHER MATTERS

• As stated in Note 2 of the Statement, the figures for the corresponding quarter ended 31 March 2019 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended 31 December 2018. We have not issued a separate limited review report on the results and figures for the quarter ended 31 March 2019. Our report on the Statement is not modified in respect of this matter.

• The Statement includes the results for the Quarter ended 31 March 2020 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report on the Statement is not modified in respect of this matter.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm’s Registration No. 008072S)

Ananthi Amarnath
(Partner)
(Membership No. 209252)
UDIN: 20209252AAAAFA3899

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 1(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Dr. Agarwal's Eye Hospital Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and

maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility

of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Chennai
Date: 19 May 2020

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Ananthi Amarnath
(Partner)
(Membership No. 209252)
UDIN: 20209252AAAAFD6679

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(REFERRED TO IN PARAGRAPH 2 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

(i) In respect of property, plant and equipment:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification, which in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noted on such verification.

(c) The Company does not have any immovable properties of freehold or leasehold land and building, which are reported under Property, Plant and Equipment and hence reporting under clause(i)(c) of the CARO 2016 is not applicable.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. No material discrepancies were noted on the physical verification during the year and the other discrepancies noticed have been properly dealt with in the books of accounts.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made investments or provided guarantees and hence, reporting under clause (iv) of the CARO 2016 is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits during the year.

(vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2016, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained.

(vii) According to the information and explanations given to us in respect of statutory dues:

(a) Except for certain delays in remittance of Provident fund, Professional tax, Tax deducted at source and Advance tax, the Company has generally been regular in depositing other undisputed statutory dues, including, Employees' State Insurance, Customs Duty, Professional Tax, Cess and other material statutory dues applicable to it with the appropriate authorities during the year.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Services tax, Customs Duty, Cess, professional tax and other material statutory dues in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(c) Details of Income Tax which have not been deposited as at 31 March 2020 on account of disputes are given below:

Name of the Statute	Nature of dues	Forum where Dispute is pending	Period to which the Amount Relates (Financial Year)	Amount Involved (Rs. In Lakhs)	Amount Unpaid (Rs. In Lakhs)
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	2008-09	82.60	13.02
			2009-10	125.58	67.31
			2010-11	194.14	40.15
			2011-12	164.52	21.10
			2013-14	486.17	152.17

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks. The Company has not taken any loans or borrowings from government and has not issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds. Further, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments).

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and, hence, reporting under clause 3 (xii) of the CARO 2016 is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and, hence, reporting under clause (xiv) of CARO 2016 is not applicable to the company.

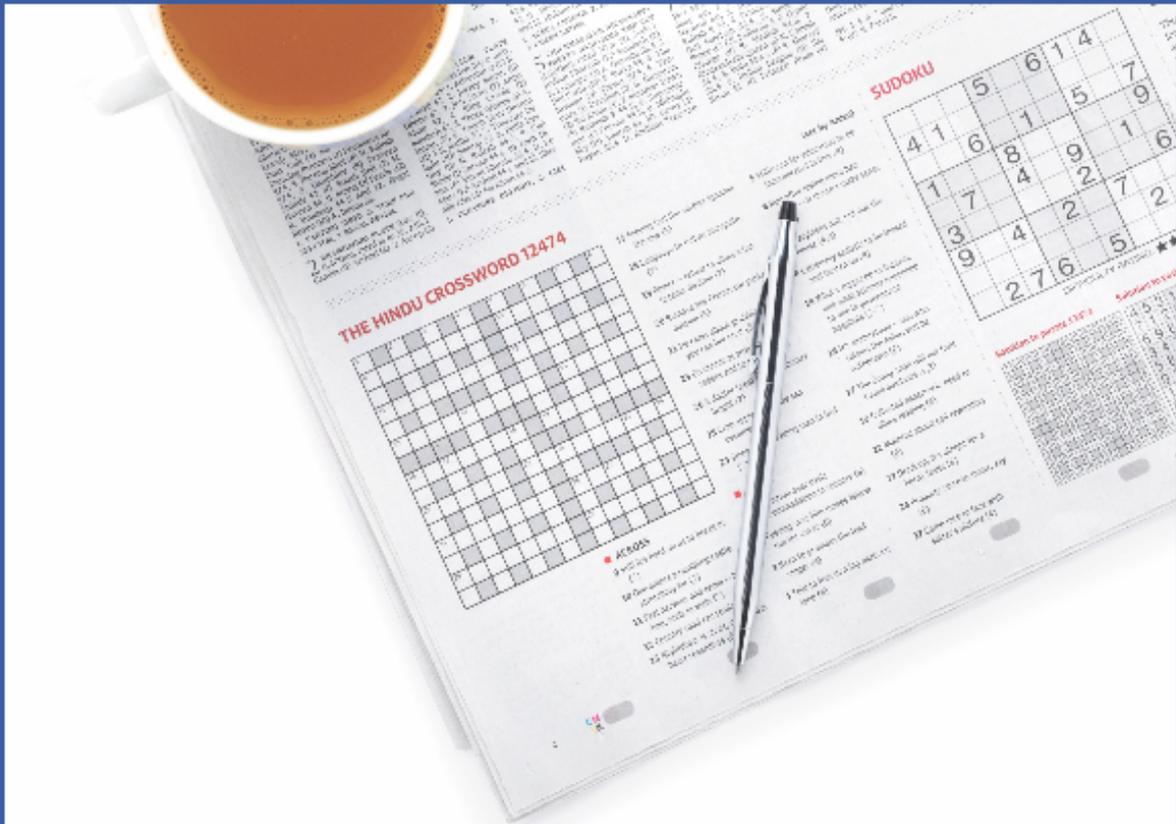
(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding or persons connected with him and, hence, provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Ananthi Amarnath
(Partner)
(Membership No. 209252)
UDIN: 20209252AAAAFD6679

Place: Chennai
Date: 19 May 2020



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BALANCE SHEET AS AT 31 MARCH 2020

(Amount Rs. in lakhs)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	5	5,534.31	5,236.12
(b) Right-of-use assets	6	3,674.27	-
(c) Capital work-in-progress		2.14	25.24
(d) Intangible assets	7	149.78	237.65
(e) Financial assets			
(i) Loans	8	460.23	392.71
(f) Non-current tax assets (net)	9	420.59	366.00
(g) Deferred tax assets (net)	10	848.72	761.19
(h) Other non-current assets	11	-	30.79
Total Non-current Assets		11,090.04	7,049.70
(2) Current assets			
(a) Inventories	12	797.69	649.01
(b) Financial assets			
(i) Trade receivables	13	676.96	863.79
(ii) Cash and cash equivalents	14(a)	621.88	421.03
(iii) Other Bank balances	14(b)	66.43	65.34
(iv) Loans	8	229.84	524.52
(v) Other Financial Assets	15	425.31	60.30
(c) Other current assets	11	147.50	376.98
Total current assets		2,965.61	2,960.97
TOTAL ASSETS		14,055.65	10,010.67
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	16	470.00	470.00
(b) Other equity	17	5,140.09	4,088.77
Total Equity		5,610.09	4,558.77
(2) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	849.27	1,311.03
(ii) Lease Liabilities	38	3,338.91	-
(b) Provisions	19	321.55	266.61
(c) Other non-current liabilities	20	-	365.35
Total Non - Current Liabilities		4,509.73	1,942.99
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	474.83	502.53
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	22	1,350.41	1,530.03
(iii) Lease liabilities	38	900.75	-
(iv) Other financial liabilities	23	887.95	1,167.14
(b) Other current liabilities	20	219.55	233.24
(c) Provisions	19	102.34	75.97
Total Current Liabilities		3,935.83	3,508.91
Total Liabilities		8,445.56	5,451.90
TOTAL EQUITY AND LIABILITIES		14,055.65	10,010.67

See accompanying notes forming part of the financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants**Ananthi Amarnath**
PartnerPlace : Chennai
Date : 19 May 2020**Dr. Amar Agarwal**
Chairman & Managing Director
DIN: 00435684**Ms. Saradha Govindarajan**
Chief Financial Officer

For and on behalf of the Board of Directors

Dr. Athiya Agarwal
Wholetime Director
DIN: 01365659**Ms. Jully Jivani**
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(Amount Rs. in lakhs)

Particulars	Note No.	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
I Revenue from Operations	24	17,595.40	17,004.61
II Other Income	25	264.81	198.16
III Total Income (I+II)		17,860.21	17,202.77
IV Expenses			
Purchases of Stock-in-trade	26	2,258.71	1,823.10
Changes in inventory of stock-in-trade	27	(55.14)	91.99
Employee benefit expense	28	3,563.08	3,377.08
Finance costs	29	769.64	258.02
Depreciation and amortisation expense	30	2,123.52	1,091.28
Other expenses	31	7,206.34	8,818.74
Total expenses (IV)		15,866.15	15,460.21
V Profit before tax (III-IV)		1,994.06	1,742.56
VI Tax expense			
(a) Current tax (including prior years)	9.2	619.50	626.12
(b) Deferred tax	10.2	6.22	(75.12)
		625.72	551.00
VII Profit for the Year (V-VI)		1,368.34	1,191.56
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans	35.3	(29.40)	(99.92)
(b) Income tax relating to items that will not be reclassified to profit or loss		7.40	29.10
Total other comprehensive (loss) / income for the year		(22.00)	(70.82)
IX Total comprehensive income for the year (VII+VIII)		1,346.34	1,120.74
Earnings per equity share (Face value of Rs.10/- each)	39		
(a) Basic (in Rs.)		29.11	25.35
(b) Diluted (in Rs.)		29.11	25.35

See accompanying notes forming part of the financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : 19 May 2020

Dr. Amar Agarwal
Chairman & Managing Director
DIN: 00435684

Ms. Saradha Govindarajan
Chief Financial Officer

For and on behalf of the Board of Directors

Dr. Athiya Agarwal
Wholetime Director
DIN: 01365659

Ms. Jully Jivani
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

A. Equity share capital

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Balance as at beginning of the Year	470.00	470.00
Changes in equity share capital during the year	-	-
Balance at the end of reporting period	470.00	470.00

B. Other Equity

(Amount Rs. in lakhs)

Particulars	Reserves and Surplus			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	
Balance as at 31 March 2018	551.00	83.00	2,401.91	3,035.91
Profit for the year	-	-	1,191.56	1,191.56
Payment of Dividend on equity shares	-	-	(56.40)	(56.40)
Payment of Dividend Distribution Tax on equity shares	-	-	(11.48)	(11.48)
Other Comprehensive Income:				
Remeasurements of the defined benefit plans (net of taxes)	-	-	(70.82)	(70.82)
Balance as at 31 March 2019	551.00	83.00	3,454.77	4,088.77
Transition Effect of Ind AS 116 adjustment (net of taxes) (Refer Note 38)	-	-	(210.17)	(210.17)
Profit for the year	-	-	1,368.34	1,368.34
Payment of Dividend on equity shares	-	-	(70.50)	(70.50)
Payment of Dividend Distribution Tax on equity shares	-	-	(14.35)	(14.35)
Other Comprehensive Income:				
Remeasurements of the defined benefit plans (net of taxes)	-	-	(22.00)	(22.00)
Balance as at 31 March 2020	551.00	83.00	4,506.09	5,140.09

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : 19 May 2020

For and on behalf of the **Board of Directors**

Dr. Amar Agarwal
Chairman & Managing Director
DIN: 00435684

Ms. Saradha Govindarajan
Chief Financial Officer

Dr. Athiya Agarwal
Wholtime Director
DIN: 01365659

Ms. Jully Jivani
Company Secretary

CASH FLOW STATEMENT AS ON 31 MARCH 2020

(Amount Rs. in Lakhs)

Particulars	Note No.	Year ended 31 March 2020	Year ended 31 March 2019
A. Cash flows from operating activities			
Profit for the year		1368.34	1,191.56
Adjustments for:			
Income taxes (current and deferred taxes)	9, 10	625.72	551.00
Depreciation and Amortisation Expenses	30	2123.52	1,091.28
Finance Costs / Interest Expense on financial liabilities at amortised cost	29	769.64	258.02
Interest Income on Deposits with Banks	25	(6.55)	(4.09)
Loss from Sale of Property, Plant and Equipments / Assets discarded (Net)	25 & 31	11.95	3.34
Allowance for Expected Credit Losses	25	(42.70)	(48.16)
Net gain on termination of right-of-use assets	25	(41.90)	-
Operating Profit before Working Capital and Other changes		4,808.02	3,042.95
Movements in working capital:			
(Increase)/decrease in inventories		(148.68)	84.54
(Increase) / Decrease in trade receivables		229.53	(108.53)
(Increase) / Decrease in Other Non current and Current Financial assets and Non current and Current assets		94.01	288.17
Increase / (Decrease) in Trade Payables, Other Current and Non-current liabilities and Provisions		(446.86)	26.11
Changes in Working Capital and Other changes		(227.00)	290.29
		4536.02	3,333.24
Income taxes (paid) - net of refunds	9	(674.10)	(826.29)
Net cash generated by operating activities		3,861.92	2,506.95
B. Cash flows from investing activities			
Payment towards acquisition of Property, Plant and Equipment	5,7	(1,713.91)	(2,479.72)
Proceeds from Sale of Property, Plant and Equipment	5.7	42.59	7.58
Increase in Bank balances not considered as Cash and cash equivalents	14 (b)	-	(8.50)
Interest Received on Fixed Deposit	15, 25	4.17	0.24
Net cash (used in) investing activities		(1,667.15)	(2,480.40)
C. Cash flows from financing activities			
Long-term borrowing taken	18,23	49.00	1,408.54
Long-term borrowing (repaid)	18.23	(631.69)	(822.54)
Short-term borrowings taken/(repaid) (net)	21	(27.70)	2.13
Dividend paid (including tax thereon)	17,3	(84.85)	(67.88)
Finance costs paid on borrowings	29,23	(307.20)	(308.62)
Payment of lease liabilities (Refer Note 38)		(991.48)	
Net cash (used in) financing activities		(1993.92)	211.63
Net (decrease) / increase in cash and cash equivalents [A+B+C]		200.85	238.18
Cash and cash equivalents at the beginning of the year	14(a)	421.03	182.85
Cash and cash equivalents at the end of the year	14(a)	621.88	421.03

See accompanying notes forming part of the financial statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Ananthi Amarnath
 Partner

Place : Chennai
 Date : 19 May 2020

Dr. Amar Agarwal
 Chairman & Managing Director
 DIN: 00435684

Ms. Saradha Govindarajan
 Chief Financial Officer

For and on behalf of the Board of Directors

Dr. Athiya Agarwal
 Wholetime Director
 DIN: 01365659

Ms. Jully Jivani
 Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1. CORPORATE INFORMATION:

Dr. Agarwal's Eye Hospital Limited ('the Company') was incorporated on 22 April 1994 and is primarily engaged in providing eye care and related services. As at 31 March 2020, the Company is operating in 22 locations and has one central stores. Dr. Agarwal's Health Care Limited is the holding Company as at 31 March 2020.

2. APPLICATION OF NEW AND REVISED IND AS

All the Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in the preparing these financial statements. There is no other Indian Accounting Standard that has been issued as of that date but was not mandatorily effective.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Except for the changes below, the Company has consistently applied accounting policies to all periods.

(i) The Company has adopted Ind AS 116 'Leases' with the date of initial application being 1 April 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at 1 April 2019. As a result, the comparative information as at and for the year ended 31 March 2019 has not been restated and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended 31 March 2019. Refer Note 38 for further details.

(ii) On 30 March 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective from 1 April 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that there is no significant impact.

(iii) On 30 March 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment is effective from 1 April 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that there is no significant impact.

(iv) On 30 March 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment is effective from 1 April 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that this amendment is currently not applicable.

3.2 Basis of Preparation and Presentation of Financial Statements

"These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability."

3.3 Use of Estimates

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/advances, provision for employee benefits, useful lives of fixed assets, lease term, provision for contingencies etc.

Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

"Estimation uncertainty due to COVID-19 outbreak:

The Company has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports up to the date of approval of the financial statements in determining the impact on various elements of its financial statements relating to COVID-19 pandemic. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company expects to fully recover the carrying amount of trade receivables and right-to-use asset. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements."

3.4 Cash and Cash Equivalents (for the purpose of Cash Flow Statement)

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Bank balances other than the balance included in cash and cash equivalents represents balance on account of unpaid dividend and margin money deposit with banks.

3.5 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.6 Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupees (Rs.), the national currency of India, which is the functional currency of the Company. All the financial information have been presented in Indian Rupees except for share data and as otherwise stated.

3.7 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.8 Property, Plant & Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment loss (if any). The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates and includes taxes, duties, freight, incidental expenses related to the acquisition and installation of the assets concerned and is net of Goods and Service Tax (GST), wherever the credit is availed. Borrowing costs paid during the period of construction in respect of borrowed funds pertaining to construction / acquisition of qualifying property, plant and equipment is adjusted to the carrying cost of the underlying property, plant and equipment.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalized separately, based on the technical assessment of the Management.

Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date are disclosed as "Capital Advances" under Other Non Current Assets and cost of Property, Plant and Equipment not ready to use before such date are disclosed under "Capital Work-in-Progress".

Depreciation

Depreciable amount for assets is the cost of an asset less its estimated residual value.

Depreciation on tangible property, plant and equipment has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Category	Useful life
Leasehold Improvements	Over lease term
Medical Equipments	13-15 years
Office Equipments	5 years
Vehicles	8-10 years
Computers	3-6 years
Electrical Fittings	10 years
Furniture and Fixtures	8-10 years
Lab Equipments	10 years
Kitchen Equipments	8 years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

3.9 Intangible Assets

"Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses (if any). Software is amortised on a straight line basis over the license period or three years, whichever is lower. Other intangibles are amortised based on the estimated useful life as determined. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An Intangible assets is derecognised on disposal or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible assets measured as the difference between the net disposal proceeds and the carrying amount of the asset as recognised in profit or loss when the asset is derecognised."

net disposal proceeds and the carrying amount of the asset as recognised in profit or loss when the asset is derecognised."

3.10 Impairment of Tangible and Intangible Assets

"At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for

the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss."

3.11 Inventories

"Inventory of Traded Goods comprising Opticals, Pharmaceutical Products, Contact Lenses and Accessories, Consumables and Provisions - Food Items are valued at lower of cost ascertained using the First-in-First-out method and net realisable value. Cost includes cost of purchase, freight, taxes, duties and other charges incurred for bringing the goods to the present location and condition and are net of GST credit, where applicable.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale."

Due allowance is estimated and made for unusable/non-saleable/ expired items of inventory wherever necessary, based on the past experience of the Company and such allowances are adjusted against the inventory carrying value

3.12 Revenue Recognition

"(i) Revenue from Operations

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Sales and Service Income exclude Goods and Service Tax (GST) and are net of trade / volume discounts, where applicable.

Sale of products comprising Sale of Optical Frames and Lens, Pharmaceutical Products, Contact Lens and related accessories and food items is recognised on delivery of items to the customers and when control on goods is passed on to the customers.

Sale of services comprising Income from Consultation, Surgeries, Treatments and Investigations performed are recognised when performance obligation is satisfied at a point in time, on rendering the related services.

Other Operating Income comprises medical support services provided by the Company and is recognised on rendering the related services."

(ii) Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend Income is accounted for when right to receive it is established."

3.13 Foreign Currency Transactions**"Initial Recognition:**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition:

As at the reporting date, non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Treatment of Exchange Differences:

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate and exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss."

3.14 Employee Benefits**Retirement benefit costs and termination benefits:****i) Defined Benefit Plans:**

Employee defined benefit plans include gratuity.

"Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses,

effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the Statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement"

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

"The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

The Company makes contribution to a scheme administered by the insurer to discharge gratuity liabilities to the employees. "

Short-term and other long-term employee benefits

"A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date."

ii) Defined Contribution Plans

Employee defined contribution plans include Provident Fund and Employee State Insurance.

Provident Fund and Employee State Insurance:

All employees of the Company receive benefits from Provident Fund and Employee's State Insurance, which are defined contribution plans. Both, the employee and the Company make monthly contributions to the plan, each equalling to a specified percentage of employee's basic salary. The Company has no further obligations under the plan beyond its monthly contributions. The Company contributes to the Employee Provident Fund and Employee's State Insurance scheme maintained by the Central Government of India and the contribution thereof is charged to the Statement of Profit and Loss in the year in which the services are rendered by the employees.

3.15 Borrowing Costs

"Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on

qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in profit or loss in the period in which they are incurred."

3.16 Government Grants, Subsidies and Export Incentives

"Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidies will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits, if any, are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are accounted in Reserves and Surplus in Other Equity. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis."

3.17 Segment Reporting

"Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief operating decision maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

3.18 Leases

"The Company's lease asset classes consists of leases for buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will

exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term."

3.19 Earnings Per Share

"Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease earnings per share from continuing operations. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate."

3.20 Taxes on Income

"Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Minimum Alternate Tax (MAT) paid as current tax

expense in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as tax credit and recognised as deferred tax asset when there is reasonable certainty that the Company will pay normal income tax in the future years and future economic benefit associated with it will flow to the Company. The carrying amount is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered."

"Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities."

3.21 Provisions, Contingent Liabilities and Contingent Assets

"A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of

resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date and measured using the present value of cash flows estimated to settle the present obligations (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity."

3.22 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

3.23 Financial Instruments

Initial Recognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

3.23.1 Financial Assets

"(a) Recognition and initial measurement

(i) The Company initially recognises loans and advances, deposits and subordinated liabilities on the date on

which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

(b) Classification of financial assets

"On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy in financial assets measured at amortised cost, refer Note 3.23.1 (e)

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognized at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value."

(c) Effective interest method

"The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or

discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item."

(d) Financial assets at fair value through profit or loss (FVTPL)

"Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably."

(e) Impairment of financial assets

"The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the

weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information."

(f) Derecognition of financial assets

"The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the

proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts."

(g) Foreign exchange gains and losses:

"The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss.
- Changes in carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains or losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in the Statement of Profit and Loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income."

3.23.2 Financial Liabilities and equity instruments

(a) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(c) Financial Liabilities at FVTPL:

"Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking;

"A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Companying is provided internally on that basis;"

(d) Financial liabilities subsequently measured at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are

subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(e) Foreign exchange gains and losses:

"For financial liabilities that are denominated in a foreign currency and measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on amortised cost of the instruments and are recognised in the Statement of Profit and Loss.

The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses recognised in the Statement of profit and Loss."

(f) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised the Statement of Profit and Loss.

3.24 Goods & Service Tax Input Credit

Goods & Service Tax Input Credit is accounted for in the books during the period in which the underlying service received is accounted and where there is no uncertainty in availing/utilizing the same.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require a material adjustment to the carrying value of assets or liabilities affected in future periods.

"Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in apply

ing accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (i) Useful lives of Property, plant and equipment (Refer Note 3.8)
- (ii) Assets and obligations relating to employee benefits (Refer Note 3.14)
- (iii) Valuation and measurement of income taxes and deferred taxes (Refer Note 3.20)
- (iv) Provisions for disputed statutory and other matters
- (v) Allowances for expected credit losses (Refer Note 3.23.1(e))
- (vi) Fair value of Financial Assets and Liabilities (Refer Note 3.23.1 and 3.23.2)

Determination of functional currency: Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (INR) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR)."

5 PROPERTY, PLANT AND EQUIPMENT

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amounts of :		
Leasehold Improvements	2,066.67	2,115.29
Medical Equipments	2,427.27	1,963.58
Office Equipments	49.66	67.24
Vehicles	146.34	121.28
Computers	35.53	42.92
Electrical Fittings	646.81	734.66
Furniture and Fixtures	149.93	177.55
Lab Equipments	9.93	12.89
Kitchen Equipments	2.17	0.71
Total	5,534.31	5,236.12

5.1 Details of movement in the carrying amounts of property, plant and equipment

(Amount Rs. in lakhs)

Description of Assets	Leasehold Improvements	Medical Equipments	Office Equipments	Vehicles	Computers	Electrical Fittings	Furniture and Fixtures	Lab Equipments	Kitchen Equipments	Total
I. Gross carrying value										
As at 1 April 2018	1,169.91	1,922.68	32.56	246.13	132.97	777.38	144.84	22.56	2.12	4,451.15
Additions	1,544.51	784.98	75.20	4.80	19.93	417.33	108.18	0.44	-	2,955.37
Disposals / Adjustments during the year	(145.51)	-	-	(5.62)	-	(2.69)	-	-	-	(153.82)
As at 31 March 2019	2,568.91	2,707.66	107.76	245.31	152.90	1,192.02	253.02	23.00	2.12	7,252.70
As at 1 April 2019	2,568.91	2,707.66	107.76	245.31	152.90	1,192.02	253.02	23.00	2.12	7,252.70
Additions	289.87	950.54	16.56	81.85	18.99	118.08	17.75	0.51	1.93	1,496.08
Disposals / Adjustments during the year	-	(13.80)	(0.12)	-	-	(3.63)	(1.72)	-	-	(19.27)
As at 31 March 2020	2,858.78	3,644.40	124.20	327.16	171.89	1,306.47	269.05	23.51	4.05	8,729.51
II. Accumulated depreciation and impairment										
As at 1 April 2018	347.17	380.84	11.97	81.38	75.23	292.52	39.45	5.61	1.12	1,235.29
Charge for the year	245.85	363.24	28.55	44.98	34.75	166.02	36.02	4.50	0.29	924.20
Disposals / Adjustments during the year	(139.40)	-	-	(2.33)	-	(1.18)	-	-	-	(142.91)
As at 31 March 2019	453.62	744.08	40.52	124.03	109.98	457.36	75.47	10.11	1.41	2,016.58
As at 1 April 2019	453.62	744.08	40.52	124.03	109.98	457.36	75.47	10.11	1.41	2,016.58
Charge for the year	338.49	477.45	34.07	56.79	26.38	208.84	44.28	3.47	0.47	1,185.24
Disposals / Adjustments during the year	-	(4.40)	(0.05)	-	-	(1.54)	(0.63)	-	-	(6.62)
As at 31 March 2020	792.11	1,217.13	74.54	180.82	136.36	659.66	119.12	13.58	1.88	3,195.20
Net carrying value as at 31 March 2020	2,066.67	2,427.27	49.66	146.34	35.53	646.81	149.93	9.93	2.17	5,534.31
Net carrying value as at 31 March 2019	2,115.29	1,963.58	67.24	121.28	42.92	734.66	177.55	12.89	0.71	5,236.12

6 INTANGIBLE ASSETS

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amounts of:		
Right-of-use assets	3,674.27	
Total	3,674.27	

6.1 Details of movement in the carrying amounts of right-of-use assets

(Amount Rs. in lakhs)

Description of Assets	Buildings	Total
I - Gross carrying value		
As at 1 April 2018	-	-
Additions	-	-
Disposals / Adjustments during the year	-	-
As at 31 March 2019	-	-
As at 1 April 2019	-	-
Impact of adoption of Ind AS 116 (Refer Note 38)	4,260.65	4,260.65
Additions	433.47	433.47
Disposals / Adjustments during the year	(268.72)	(268.72)
As at 31 March 2020	4,425.40	4,425.40
II. Accumulated depreciation and impairment		
As at 1 April 2018	-	-
Charge for the year	-	-
Disposals / Adjustments during the year	-	-
As at 31 March 2019	-	-
As at 1 April 2019	-	-
Additions	764.60	764.60
Disposals / Adjustments during the year	(13.47)	(13.47)
As at 31 March 2020	751.13	751.13
Net carrying value as at 31 March 2020	3,674.27	3,674.27
Net carrying value as at 31 March 2019	-	-

7 INTANGIBLE ASSETS

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Carrying amounts of:		
Computer software	149.78	237.65
Total	149.78	237.65

7.1 Details of movement in the carrying amounts of intangible assets

(Amount Rs. in lakhs)

Description of Assets	Computer Software	Total
I - Gross carrying value		
As at 1 April 2018	457.66	457.66
Additions	61.21	61.21
Disposals / Adjustments during the year	-	-
As at 31 March 2019	518.87	518.87
As at 1 April 2019	518.87	518.87
Additions	85.81	85.81
Disposals / Adjustments during the year	-	-
As at 31 March 2020	604.68	604.68
II. Accumulated depreciation and impairment		
As at 1 April 2018	114.14	114.14
Charge for the year	167.08	167.08
Disposals / Adjustments during the year	-	-
As at 31 March 2019	281.22	281.22
As at 1 April 2019	281.22	281.22
Charge for the year	173.68	173.68
Disposals / Adjustments during the year	-	-
As at 31 March 2020	454.90	454.90
Net carrying value as at 31 March 2020	149.78	149.78
Net carrying value as at 31 March 2019	237.65	237.65

8 LOANS (Unsecured, considered good)

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current, at amortised cost		
(a) Rental Deposits	385.40	318.61
(b) Security deposits	74.83	74.10
Total	460.23	392.71
Current		
(a) Rental Deposits		
- Related Parties (Refer Note 36.4)	-	417.37
- Others	229.84	107.15
Total	229.84	524.52

Note:

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
Due from firm in which director of the Company is a partner (Refer Note 36.4)	-	417.37

9 INCOME TAX

9.1 Non-current tax assets

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Income tax payments made against returns filed /demands received (including taxes deducted at source)	3,827.24	3,153.15
Less: Provision for tax as carried for the respective years netted off against the payments made	(3,406.65)	(2,787.15)
Tax receivable (net)	420.59	366.00

9.2 Income tax expense

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(A.1) Income Tax recognised in statement of profit and loss		
(i) Current Tax:		
- in respect of current year	619.50	620.80
- in respect of prior years	-	5.32
Total (A)	619.50	626.12
(ii) Deferred Tax:		
- in respect of current year	6.22	(75.12)
Total (B)	6.22	(75.12)
Total income tax expense recognised in profit and loss account (A+B)	625.72	551.00
(A.2) Income tax recognised in other Comprehensive income		
Deferred tax related to items recognised in other comprehensive income during the year:		
- Remeasurement of defined benefit obligations	7.40	29.10
Total	7.40	29.10
Classification of income tax recognised in other comprehensive income		
- Income taxes related to items that will be reclassified to profit or loss	-	-
- Income taxes related to items that will not be reclassified to profit or loss	7.40	29.10
Total	7.40	29.10
(A.3) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:		
Profit before tax	1,994.06	1,742.56
Income Tax using the Company's domestic Tax rate	501.90	507.43
Tax Effect of :		
- Effect of expenses that are non-deductible in determining taxable profit	8.86	38.25
- Adjustments recognised in current year in relation to current tax of prior years	-	5.32
- Change in Tax Rate	114.96	-
Income Tax expense recognised in statement of profit or loss from continuing operations	625.72	551.00

The tax rate used for the year ended 31 March 2020 and 31 March 2019 reconciliations above is the corporate tax rate of 25.17% and 29.12%, respectively, payable by corporate entities in India on taxable profits under Indian Income Tax Laws.

10 DEFERRED TAXES

10.1 Deferred Tax Balances

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
The following is the analysis of the net deferred tax asset/ (liability) position as presented in the financial statements		
Deferred tax assets	848.72	761.19
Less: Deferred tax liabilities	-	-
Deferred tax asset - net	848.72	761.19

10.2 Movement in Deferred Tax Balances

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020				As at 31 March 2020
	As at 1 April 2019	Charge/(Credit) recognised in			
		Statement of Profit and Loss	Other Comprehensive Income	Directly in Other Equity	
Tax effect of items constituting (deferred tax liabilities)/deferred tax assets					
Property, plant and equipment and Intangible assets	478.57	(1.46)	-	-	477.11
Financial assets at fair value through profit & loss	7.30	3.58	-	-	10.88
Employee benefits	112.96	(4.77)	7.40	-	115.59
Provisions	55.97	(17.59)	-	-	38.38
Lease liabilities (Refer Note below)	86.34	(11.71)	-	-	74.63
Other items	106.39	25.73	-	-	132.12
Net Tax Asset /(Liabilities)	847.53	(6.22)	7.40	-	848.72

Particulars	For the Year Ended 31 March 2019				As at 31 March 2019
	As at 1 April 2018	Charge/(Credit) recognised in			
		Statement of Profit and Loss	Other Comprehensive Income	Directly in Other Equity	
Tax effect of items constituting (deferred tax liabilities)/deferred tax assets					
Property, Plant and Equipment and Intangible Assets	444.11	34.46	-	-	478.57
Financial assets at fair value through profit & loss	7.84	(0.54)	-	-	7.30
Employee Benefits	64.64	19.22	29.10	-	112.96
Provisions	70.00	(14.03)	-	-	55.97
Other items	70.38	36.01	-	-	106.39
Net Tax Asset /(Liabilities)	656.97	75.12	29.10	-	761.19

11 OTHER ASSETS

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
(a) Capital Advances	-	30.79
Total	-	30.79
Current		
(a) Prepaid Expenses	39.74	344.34
(b) Advances to Suppliers	107.76	32.64
Total	147.50	376.98

12 INVENTORIES (at lower of cost and net realisable value)

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
a) Traded Goods		
- Opticals	251.04	194.72
- Pharmaceutical Products	117.37	123.43
- Contact Lens and Accessories	27.44	22.56
(b) Surgical lens including other consumables (goods held for use in rendering services)	401.84	308.30
Total	797.69	649.01

Notes:

(Amount Rs. in lakhs)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
1. The cost of inventories recognised as an expenses during the year	3,998.63	3,760.57
2. The cost of inventories recognised as an expense, includes write downs of inventory to net realisable value, amounting to	-	-
3. The mode of valuation of inventories has been stated in Note 3.11.		

13 TRADE RECEIVABLES

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
(i) Secured, considered Good	-	-
Allowance for doubtful debts - secured - considered good	-	-
(ii) Unsecured, considered Good	811.05	1,040.58
Allowance for doubtful debts - considered good	(134.09)	(176.79)
(iii) Unsecured, which have significant increase in Credit Risk	-	-
Allowance for doubtful debts - increase in credit risk	-	-
(iv) Unsecured - Credit impaired	-	-
Allowance for doubtful debts - credit impaired	-	-
Total	676.96	863.79

13.1 Credit period and risk

Significant portion of the Company's business is against receipt of advance. Credit is provided mainly to Insurance Companies, Corporate customers, customers with insurance coverage and customers covered by Government accorded health benefits. The Insurance Companies are required to maintain minimum reserve levels and pre-approve the insurance claim, Government undertakings and the Corporate Customers are enterprises with high credit ratings. Accordingly, the Company's exposure to credit risk in relation to trade receivables is low.

Trade receivables are non-interest bearing and are generally on terms of upto 30 days. Of the Trade Receivable as at 31 March 2020, Rs. 740.22 lakhs (As at 31 March 2019: Rs. 829.91 lakhs) are due from eight (Previous year: seven) of the Company's customers i.e having more than 5% of the total outstanding trade receivable balance. There are no other customers who represent more than 5% of the total balance of trade receivables.

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

13.2 Expected credit loss allowance

The Company has used a practical expedient by computing the expected loss allowance for trade receivables based on provision matrix. The provision matrix takes into account the historical credit loss experience and adjustments for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix, considering the amounts due from the government undertakings and the other undertakings.

The provision matrix at the end of the reporting period (31 March 2020) is as follows:

Particulars	Expected Credit loss (%)
Within the credit period	1% to 4%
1-90 days past due	1% to 4%
91-180 days past due	9% to 14%
181-270 days past due	20% to 38%
271-360 days past due	30% to 49%
361-450 days past due	38% to 100%
451-540 days past due	47% to 100%
541-630 days past due	57% to 100%
631-720 days past due	68% to 100%
721-810 days past due	83% to 100%
More than 810 days past due	100%

Age of receivables

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Within the credit period	263.11	359.76
1-90 days past due	257.27	277.68
91-180 days past due	54.60	109.20
181-270 days past due	63.45	88.12
271-360 days past due	48.19	62.20
361-450 days past due	24.37	24.00
451-540 days past due	16.44	0.14
541-630 days past due	18.85	17.04
More than 630 days past due	64.77	102.44
Total	811.05	1,040.58

13.3 Movement in the allowance for doubtful receivables (including expected credit loss allowance)

Particulars	2019-20	2018-19
Balance at beginning of the year	176.79	224.95
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	(42.70)	(48.16)
Balance at end of the year	134.09	176.79

During the year, the Company made no write-offs of trade receivables, it does not expect to receive future cash flows/ recoveries from trade receivables previously written off.

14 CASH AND BANK BALANCES**14(a) Cash and cash equivalents**

(Amount Rs. in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2019
(a) Cash on Hand	8.19	48.56
(b) Balances with Banks		
- In Current Accounts	413.69	372.47
- Fixed Deposits with maturity less than 3 months	200.00	
Total	621.88	421.03

14(b) Other Bank Balances

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
(a) In Fixed Deposits - under Lien (Refer Note (i) below)	52.96	52.96
(b) In Earmarked Accounts		
- Unpaid Dividend Accounts	13.47	12.38
Total	66.43	65.34
Note:		
(i) Deposit under Lien represents deposits placed for Bank Guarantees (maturity of less than 12 months) obtained by the Company from Banks towards:		
- Central Government Health Scheme (CGHS)	10.50	10.50
- Ex-Servicemen Contributory Health Scheme (ECHS)	15.75	15.75
- Southern Railways	4.50	4.50
- National Savings Certificate	0.03	0.03
- Rajasthan Commercial Tax	21.68	21.68
- North Western Railways	0.50	0.50

15 Other Financial Assets

(Unsecured, considered good)

(Amount Rs. in lakhs)

Particulars	As at	As at
	31 March 2020	31 March 2018
Current, at amortised cost		
(a) Interest accrued on fixed cost	18.02	15.64
(b) Advances to Employees	3.13	3.27
(c) Others		
- Receivable from Related Parties (Refer Note 34.4)	362.65	41.39
- Receivable from bank (Refer Note 15.1 below)	41.51	-
Total	425.31	60.30

15.1 According to the RBI Circular RBI/2019-20/186 dated 27 March 2020, RBI has permitted banks and financial institutions to provide a moratorium of up to 3 months of all payments due between 1 March 2020 and 31 May 2020. The Company had applied for moratorium on term loans taken from HDFC bank on 2 April 2020 and the bank had refunded the instalment of Rs. 41.51 lakhs (including interest of Rs. 9.99 lakhs) paid for the month of March 2020 on 1 May 2020. This has been considered as an adjusting subsequent event and the instalment paid for the month of March 2020 has been disclosed as "Receivable from bank" in Note 15 and duly adjusted against "Term loans from Banks" in Note 18 of the financial statements.

16 Equity Share Capital

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
Authorised Share capital :				
20,000,000 Equity shares of Rs. 10 each	2,00,00,000	2,000.00	2,00,00,000	2,000.00
Issued and subscribed capital comprises:				
4,700,000 fully paid equity shares of Rs. 10 each	47,00,000	470.00	47,00,000	470.00
Total		470.00		470.00

16.1 Reconciliation of the Number of Shares and Amount Outstanding at the Beginning and at the End of the Reporting Period:

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
Shares outstanding as at the beginning of the year	47,00,000	470.00	47,00,000	470.00
Add: Fresh issue of shares during the year	-	-	-	-
Less: Buy-back of shares during the year	-	-	-	-
Shares outstanding as at the end of the year	47,00,000	470.00	47,00,000	470.00

16.2 Terms / rights attached to Equity Shares :

The Company has only one class of equity shares having a par value of Rs. 10. Each holder is entitled to one vote per equity share. Dividends are paid in Indian Rupees. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the Annual General Meeting except in case of interim dividend. Repayment of capital will be in accordance with the terms of the Articles of Association and in proportion to the number of equity shares held.

16.3 Details of shares held by Dr. Agarwal's Health Care Limited (Holding Company)

Class of Shares	Number of Shares As at 31 March 2020	Number of Shares As at 31 March 2019
Equity Shares of Rs. 10/- each	33,72,408	33,72,408

16.4 Details of shares held by each shareholder holding more than 5% shares

Class of Shares	As at 31 March 2020		As at 31 March 2019	
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares
Equity shares				
Dr. Agarwal's Health Care Limited	33,72,408	71.75	33,72,408	71.75

17 Other Equity

(Amount Rs. in lakhs)

Particulars	Note	As at 31 March 2020	As at 31 March 2019
General reserve	17.1	83.00	83.00
Securities premium	17.2	551.00	551.00
Retained earnings	17.3	4,506.09	3,454.77
Total		5,140.09	4,088.77

17.1 General reserve

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Opening Balance	83.00	83.00
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing Balance	83.00	83.00

The general reserve represents appropriation of retained earnings by transferring profits. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

17.2 Securities premium

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Opening Balance	551.00	551.00
Add : Premium on Shares issued during the Year	-	-
Closing Balance	551.00	551.00

Amounts received on issue of shares in excess of the par value has been classified as securities premium.

17.3 Retained earnings

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Opening Balance	3,454.77	2,401.91
Adjustments		
Transition Effect of Ind AS 116 adjustment (net of taxes) (Refer Note 38)	(210.17)	-
Profit attributable to owners of the Company	1,368.34	1,191.56

Particulars	As at 31 March 2020	As at 31 March 2019
Dividends distributed to Equity Shareholders - Rs. 1.50 per share (Previous year: Rs. 1.20 per share)	(70.50)	(56.40)
Tax on Dividend	(14.35)	(11.48)
Add/(Less): Other Comprehensive Income for the year (Refer Note below)	(22.00)	(70.82)
Closing Balance	4,506.09	3,454.77

Retained earnings comprise of the Company's undistributed earnings after taxes.

Note:

In accordance with Notification G.S.R 404(E), dated 6 April 2016, remeasurement of defined benefit plans is recognised as part of retained earnings.

18 NON-CURRENT BORROWINGS

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowings measured at amortized cost:		
Secured borrowings : Term Loans (Refer Note (18.1) below)		
- From Banks	849.27	1,311.03
- From Other Parties	-	-
Total	849.27	1,311.03

18.1 Details of Term Loan from Banks / Others - Secured

The details of tenor, interest rate, repayment terms of the same are given below:

(Amount Rs. in lakhs)

S.No.	Original Tenor (in Months)	Interest Rate	No. of Instalments outstanding as at 31 March 2020	Repayment Terms	Loan Amount As at 31 March 2020	Loan Amount As at 31 March 2019
I - Term Loans from State Bank of India (Refer Note (iii) below)						
1	64	SBI Base Rate + applicable spread	-	Principal Quarterly, Interest Monthly	-	94.74
2	80		-		-	7.42
3	60		-		-	144.81
4	60		-		-	146.10
5	60		-		-	116.31
6	60		-		-	1,340.69
			Sub-Total		-	1,850.07
II - Term Loans from HDFC Bank (Refer Note (i) below)						
1	41	MCLR + 0.80%	37	Principal Monthly, Interest Monthly	1,161.08	-
2	29	MCLR + 0.80%	25		84.20	-
			Sub-Total		1,245.28	-
III - Vehicle Loans from ICICI Bank (Refer Note (ii) below)						
1	36	8.20%	2	Principal Monthly, Interest Monthly	3.34	23.36
			Sub-Total		3.34	23.36

(Amount Rs. in lakhs)

S.No.	Original Tenor (in Months)	Interest Rate	No. of Instalments outstanding as at 31 March 2020	Repayment Terms	Loan Amount As at 31 March 2020	Loan Amount As at 31 March 2019
IV - II - Vehicle Loans from Axis Bank (Refer Note (ii) below)						
1	60	9%	50	Principal Monthly, Interest Monthly	42.12	-
Total of borrowings from Banks					1,290.74	1,873.43
Less : Current Maturities of long-term borrowings (Refer Note 23)					(441.47)	(562.40)
Long-term Borrowings from Banks					849.27	1,311.03

Notes:

- (i) The details of Security provided against the Term Loans are as follows:
- First and exclusive charge on the entire current assets of the Company. (Refer Note 8,11,12,13,14,15)
 - Extension of equitable mortgage on a property owned by Orbit International.
 - First and exclusive charge on the Plant and Machinery owned by the company other than those funded by other banks. (Refer Note 5)
 - Pledge of 1,350,000 Shares of the Company held by Dr. Agarwal's Health Care Limited.
 - Corporate Guarantee provided by Dr. Agarwal's Health Care Limited.
 - Personal Guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal, Dr. Ashvin Agarwal, being the promoter and relatives of the promoter.
- (ii) The loans are secured by hypothecation of respective vehicles financed by the Banks.
- (iii) During the current year ended 31 March 2020, the company has transferred its debt facilities from SBI Bank to HDFC Bank.

19 Provisions

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
(a) Provision for Employee Benefits:		
- Gratuity Payable (Refer Note 35.3(b))	240.30	196.87
- Compensated Absences (Refer Note 35.2)	81.25	69.74
Total Non-current	321.55	266.61
Current		
(a) Provision for Employee Benefits:		
- Compensated Absences (Refer Note 35.2)	69.39	43.48
- Others	14.54	17.06
(b) Provision for Contingencies (Refer Note 19.1)	18.41	15.43
Total Current	102.34	75.97

19.1 The Company carries a 'provision for contingencies' towards various claims against the Company not acknowledged as debts (Refer Note 34), based on Management's best estimate. The details are as follows:

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Opening Balance	15.43	15.43
Provision made during the year	2.98	-
Amounts Utilised during the year	-	-
Unused Amounts Reversed during the year	-	-
Closing Balance	18.41	15.43

Note:

Whilst the provision as at 31 March 2020 is considered as short term in nature, the actual outflow with regard to said matters depends on the exhaustion of remedies available under the law based on various developments. No recoveries are expected against the provision.

20 OTHER LIABILITIES

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Rent Equalisation Reserve	-	365.35
Total non-current liabilities	-	365.35
Current		
(a) Gratuity Payable (Refer Note 35.3(b))	68.29	60.74
(b) Statutory Remittances	113.82	158.31
(c) Advances from Customers	37.44	14.19
Total current liabilities	219.55	233.24

(Amount Rs. in lakhs)

21 Current Borrowings

Particulars	As at 31 March 2020	As at 31 March 2019
(a) Loans Repayable on Demand		
(i) From Banks - Secured		
- Cash Credit Facility (Refer Notes below)	474.83	502.53
Total	474.83	502.53

Notes :

(i) The details of interest rate, repayment and other terms of the Short Term Borrowings are as follows:

(Amount Rs. in lakhs)

Type	Name of the Party	Interest Rate	Repayment Terms	As at 31 March 2020	As at 31 March 2019
Cash Credit facility from Bank	HDFC	MCLR + 0.80%	On Demand	474.83	-
Cash Credit facility from Bank	SBI	SBI Base Rate + applicable spread	On Demand	-	502.53

- (ii) The Cash credit facility availed by the Company as at 31 March 2020 is secured by the following:
- First and exclusive charge on the entire current assets of the Company. (Refer Note 8,11,12,13,14,15)
 - First and exclusive charge on the Plant and Machinery owned by the company other than those funded by other banks. (Refer Note 5)
 - Pledge of 1,350,000 shares of the Company held by Dr. Agarwal's Health Care Limited.
 - Corporate Guarantee provided by Dr. Agarwal's Health Care Limited.
 - Personal Guarantees of Dr. Amar Agarwal, Dr. Athiya Agarwal, Dr. Adil Agarwal, Dr. Anosh Agarwal, Dr. Ashar Agarwal and Dr. Ashvin Agarwal being the promoter and relatives of the promoter.
- (iii) During the current year ended 31 March 2020, the company has transferred its debt facilities from SBI Bank to HDFC Bank.

22 Trade Payables

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
- Dues of Micro Enterprises and Small Enterprises (Refer Note 32)	-	-
- Dues of Creditors Other than Micro Enterprises and Small Enterprises	1,350.41	1,530.03
Total	1,350.41	1,530.03

23 Other Financial Liabilities

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Current		
(a) Payables towards purchase of Property, Plant and Equipment	406.25	591.07
(b) Current Maturities of Long-Term Borrowings		
- from Banks - Secured (Refer Note 18.1)	441.47	562.40
(c) Interest Accrued on Borrowings		
- from Banks	26.76	1.29
(d) Unpaid Dividends	13.47	12.38
Total	887.95	1,167.14

24. REVENUE FROM OPERATIONS

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Sale of Products (Refer Note 24.1 (i) below)	4,332.77	4,065.38
(b) Sale of Services (Refer Note 24.1 (ii) below)	13,191.66	12,874.43
(c) Other Operating Revenues	70.97	64.80
Total	17,595.40	17,004.61

24.1 Disaggregation of the revenue Information

The tables below presents disaggregated revenues from contracts with customers for the year ended 31 March 2020 by offerings. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

(i) Sale of Products comprises the following:

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
Traded Goods :		
(i) Opticals	2,774.60	2,672.92
(ii) Pharmaceutical Products	1,365.84	1,220.04
(iii) Contact Lens and Accessories	177.16	144.61
(iv) Sale of Food Items	15.17	27.81
Total - Sale of Products	4,332.77	4,065.38

(ii) Sale of Services comprises the following :

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(i) Income from Surgeries	10,767.05	10,526.77
(ii) Income from Consultation	828.62	892.34
(iii) Income from Treatments and Investigations	1,595.99	1,455.32
Total - Sale of Services	13,191.66	12,874.43

The services are rendered to various patients and there are no patients who represent more than 10% of the total revenue. However, the Hospital also serves patients who are covered under insurance/health schemes run by insurance companies, corporates and the central/state government agencies, wherein the services rendered to the patient is on credit to be reimbursed by the said insurance company, corporate or government agency.

24.2 Trade Receivables and Contract Balances

The company classifies the right to consideration in exchange for deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognized as and when the related goods / services are delivered / performed to the customer.

Trade receivable are presented net of impairment in the Balance Sheet.

Contract liabilities include payments received in advance of performance under the contract, and are realized with the associated revenue recognized under the contract.

24.3 Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in IND AS - 115, the Company has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

25 Other Income

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Interest Income - Bank Deposits	6.55	4.09
(b) Interest income - Other Financial Asset at amortised cost	39.80	60.79
(c) Profit on sale of Property, Plant and Equipment (Net)	-	2.78
(d) Net gain on termination of right-of-use assets	41.90	-
(e) Allowance for Expected Credit Losses - Written Back	42.70	48.16
(f) Income from Business Support Services (Refer Note 36.2)	103.22	63.23
(g) Miscellaneous Income	30.64	19.11
Total	264.81	198.16

26 Purchase Of Stock In Trade

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Opticals	1,217.47	977.16
(b) Pharmaceuticals Products	929.91	778.10
(c) Contact Lens and Accessories	100.78	51.21
(d) Provisions - Food Items	10.55	16.63
Total	2,258.71	1,823.10

27 Changes In Inventories Of Stock In Trade

A. Inventories at the beginning of the year:

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Opticals	194.72	164.37
(b) Pharmaceuticals Products	123.43	240.44
(c) Contact Lens and Accessories	22.56	27.21
(d) Provisions - Food Items	-	0.68
Total (A)	340.71	432.70

B. Inventories at the end of the year:

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Opticals	251.04	194.72
(b) Pharmaceuticals Products	117.37	123.43
(c) Contact Lens and Accessories	27.44	22.56
(d) Provisions - Food Items	-	-
Total (B)	395.85	340.71
Total (A) - (B)	(55.14)	91.99

28 Employee Benefits Expense

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Salaries and Bonus	3,215.74	3,046.51
(b) Contributions to Provident and Other Funds (Refer Note 35)	234.90	224.01
(c) Staff Welfare Expenses	112.44	106.56
Total	3,563.08	3,377.08

29 Finance Costs

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Interest on Loan		
(i) On Term Loans	254.41	185.85
(ii) On Others	42.02	35.12
(b) Interest on delayed remittance of statutory dues	5.58	11.81
(c) Other Borrowing Costs - Corporate Guarantee charges (Refer Note 36.2)	30.66	25.24
(d) Interest on Lease Liability (Refer Note 38)	436.97	-
Total	769.64	258.02

30 Depreciation & Amortisation

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Depreciation on property, plant and equipment	1,185.24	924.20
(b) Depreciation on right-of-use assets (Refer Note 38)	764.60	-
(c) Amortisation of intangible assets	173.68	167.08
Total	2,123.52	1,091.28

31 Other Expenses

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) Consultancy Charges	2,514.59	2,293.13
(b) Surgical lens including other consumables	1,795.06	1,845.48
(c) Power and Fuel	235.06	317.47
(d) Water Consumption	18.28	12.56
(e) Rent (Refer Note 36.2 & Note 38)	268.98	1,866.14
(f) Repairs & Maintenance		
- Equipments	195.81	153.12
- Others	174.08	229.51
(g) Hospital Maintenance Charges	199.56	196.86
(h) Brokerage and Commission	0.12	3.27
(i) Insurance	14.43	23.91
(j) Rates and Taxes	45.78	20.76
(k) Communication	114.04	100.95
(l) Travelling and Conveyance	338.35	340.71
(m) Printing and Stationery	117.16	133.13
(n) Legal and Professional Charges	144.95	148.53
(o) Software Maintenance Charges	79.51	45.62
(p) Business Promotion and Entertainment	246.56	239.24
(q) Marketing Expenses	456.45	472.08
(r) Payments to Auditors (Refer Note 31.1 Below)	38.25	40.67
(s) Bank Charges	89.37	103.60
(t) Net Loss on Foreign Currency Transactions and Translation	0.06	-
(u) Expenditure on Corporate Social Responsibility (CSR) (Refer Note 31.2 below)	28.15	16.34
(v) Loss on sale of Property, Plant & Equipment (Net)	11.95	-
(w) Miscellaneous Expenses	79.79	215.66
Total	7,206.34	8,818.74

31.1 Payments to the Auditors Comprises :

(Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(a) As Auditors:		
- For Statutory Audit and Limited Review	34.00	34.00
- For Tax Audit	-	-
- Service Tax / Goods and Service Tax	3.73	6.12
- Reimbursement of Expenses	0.52	0.55
Total	38.25	40.67

31.2 Details of Corporate Social Responsibility expenditure

The Company identifies and incurs expenses towards Corporate Social Responsibility ('CSR'), in accordance with its CSR Policy in compliance of Section 135 of the Companies Act 2013 read with relevant schedule and rules made thereunder. The necessary disclosures are as below: (Amount Rs. in lakhs)

Particulars	For the Year Ended 31 March 2020	For the Year Ended 31 March 2019
(i) Gross amount required to be spent by the Company during the year [Determined in accordance with the notification as issued by the Ministry of Corporate Affairs]	28.15	16.21
(ii) Amount spent during the financial year		
a) Construction or acquisition of any asset	-	-
b) On purpose other than (a) above		
- Paid	28.15	16.34
- Yet to be Paid	-	-

32 Disclosures Required Under Section 22 Of The Micro, Small And Medium Enterprises Development Act, 2006

(Amount Rs. in lakhs)

Particulars*	2019-2020	2018-2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

*Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

33 Capital Commitments

Particulars	As at 31 March 2020	As at 31 March 2019
(i) The estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for	25.13	-

34 Contingent Liabilities

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Consumer Claims against the Company not acknowledged as debt	104.30	76.43
Income Tax demands - Disputed	602.27	586.85

Notes:

- Based on Professional Advice / Management's assessment of all the above claims, the Company expects a favourable decision in respect of the above claims and hence no specific provision has been considered for the above claims. Also refer Note 19.1.
- The amounts shown above represent the best possible estimates arrived at on the basis of the available information. The uncertainties and possible reimbursement are dependent on the outcome of the various legal proceedings which have been initiated by the Company or the Claimants, as the case may be and, therefore, cannot be predicted accurately.

35 Employee Benefits

35.1 Defined Contribution plans

- (a) The Company makes Provident and Pension Fund contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Company also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(b) Expenses recognised :

(Amount Rs. in lakhs)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
(i) Included under 'Contributions to Provident and Other Funds (Refer Note 28) Contributions to provident and pension funds	158.83	166.65
(ii) Included under 'Staff Welfare Expenses (Refer Note 28) Contributions to Employee State Insurance	36.38	51.46

35.2 Compensated Absences

(Amount Rs. in lakhs)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
(a) Included under ' Salaries and Bonus ' (Refer Note 28)	37.42	35.53

(Amount Rs. in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
(b) Net asset / (liability) recognised in the Balance Sheet	(150.64)	(113.22)
Current portion of the above	(69.39)	(43.48)
Non - current portion of the above	(81.25)	(69.74)

The Key Assumptions used in the computation of provision for compensated absences are as given below:

Particulars	2019-2020	2018-2019
Discount Rate (% p.a)	5.55%	6.75%
Future Salary Increase (% p.a)	6.00%	6.00%

35.3 Defined benefit plans

The Company operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972 and the benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India.

In respect of the plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31 March 2020 by Kapadia Actuaries & Consultants, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit cost credit method.

- (a) **Amount recognised in the statement of profit & loss (including other comprehensive income) in respect of the defined benefit plan are as follows :**

(Amount Rs. in lakhs)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Amounts recognised in Statement of Profit & Loss in respect of these defined benefit plans are as follows:		
Service Cost [Refer Note(i) below] :		
- Current Service Cost	60.74	47.07
- Net interest expense	15.33	10.29
Components of defined benefit costs recognised in the Statement of Profit and Loss	76.07	57.36
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amount included in net interest expense)	1.52	3.34
Actuarial gains and loss arising from changes in financial assumptions	15.38	3.73
Actuarial gains and loss arising from changes in demographic assumptions	(0.02)	-
Actuarial gains and loss arising from experience adjustments	12.51	92.85
Components of defined benefit costs recognised in other comprehensive income	29.40	99.92
Total defined benefit cost recognised in Statement of Profit and Loss and Other Comprehensive Income	105.47	157.28

- (i) The current service cost and interest expense for the year are included in Note 28 - "Employee Benefit Expenses" in the statement of profit & loss under the line item "Contribution to Provident and Other Funds"
- (ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows :

(Amount in Rs. Lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Net Asset/(Liability) recognised in the Balance Sheet		
1. Present value of defined benefit obligation	487.21	411.37
2. Fair value of plan assets	178.62	153.76
Net asset / (liability) recognised in the Balance Sheet	(308.59)	(257.61)
Current portion of the above	68.29	60.74
Non - current portion of the above	240.30	196.87

(c) Movement in the present value of the defined benefit obligation are as follows :

(Amount in Rs. Lakhs)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Present value of defined benefit obligation at the beginning of the year	411.37	283.48
Expenses Recognised in Statement of Profit and Loss:		
- Current Service Cost	60.74	47.07
- Interest Expense (Income)	24.02	20.07
Recognised in Other Comprehensive Income:		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Demographic Assumptions	(0.02)	-
ii. Financial Assumptions	15.38	3.73
iii. Experience Adjustments	12.51	92.85
Benefit Payments	(36.79)	(35.83)
Present value of defined benefit obligation at the end of the year	487.21	411.37

- (i) The weighted average duration of the benefit obligation as at March 31, 2020 is 3.16 years.

(d) Movement in fair value of plan assets are as follows :

(Amount in Rs. Lakhs)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Fair value of plan assets at the beginning of the year	153.76	138.18
Expenses Recognised in Statement of Profit and Loss:		
- Expected return on plan assets	8.67	9.78
Recognised in Other Comprehensive Income:		
Remeasurement gains / (losses)		
- Actuarial gains and loss arising from changes in financial assumptions	(1.52)	(3.34)
- Return on plan assets (excluding amount included in net interest expense)	-	-
Contributions by employer	54.50	44.97
Benefit payments	(36.79)	(35.83)
Fair value of plan assets at the end of the year	178.62	153.76

(e) The fair value of plan assets plan at the end of the reporting period are as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Investment Funds with Insurance Company		
- Life Insurance Corporation of India	178.62	153.76

- (i) The plan assets comprise insurer managed funds. None of the assets carry a quoted market price in active market or represent the entity's own transferable financial instruments or property occupied by the entity.
- (f) The Actual return on plan asset for the year ended 31 March 2020 was Rs. 7.16 lakhs (For the year ended - 31 March 2019: Rs.6.44 lakhs).

(g) Actuarial assumptions**Investment Risk:**

The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Interest Risk:

A decrease in the yield of Indian government securities will increase the plan liability.

Longevity Risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries. In particular, there is a risk for the Company that any adverse salary growth can result in an increase in cost of providing these benefits to employees in future.

The principal assumptions used for the purpose of actuarial valuation were as follows :

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	5.55%	6.75%
Expected rate of salary increase	6.00%	6.00%
Expected return on plan assets	5.55%	6.75%
Expected Attrition rate based on Past Service (PS) (% p.a)	28%	28%
Mortality	Indian Assured Lives (2012- 2014)	Indian Assured Lives (2006- 2008)

1. The discount rate is based on the prevailing market yields of Indian Government securities as at balance sheet date for the estimated term of the obligation.
2. The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
3. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are maintained with an insurer managed fund (maintained by the Life Insurance Corporation ("LIC") and is well diversified.

Sensitivity Analysis

The benefit obligation results of a such a scheme are particularly sensitive to discount rate, longevity risk, salary growth and employee attrition, if the plan provision do provide for such increases on commencement of pension. The following table summarizes the impact in financial terms on the reported defined benefit obligation at the end of the reporting period arising on account changes in these four key parameters:"

(Amount in Rs. Lakhs)

Impact on the Defined benefit Obligation	As at 31 March 2020	As at 31 March 2019
(i) Discount Rate		
Increase by 100 bps	(12.90)	(11.07)
Decrease by 100 bps	13.75	11.79
(ii) Mortality Rate		
Increase by 10%	0.02	0.02
(iii) Salary growth rate		
Increase by 100 bps	11.93	10.57
Decrease by 100 bps	(11.63)	(10.08)
(iv) Attrition rate		
Increase by 100 bps	(0.28)	(0.20)
Decrease by 100 bps	0.27	0.21

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore in presenting the above sensitivity analysis the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There is no change in the methods and assumptions used in preparing the sensitivity analysis from the prior years."

(h) Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity liability occurring during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

(i) Effect of Plan on Entity's Future Cash Flows**a) Funding Arrangements and Funding Policy**

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) The Company expects to make a contribution of Rs. 68.29 lakhs during the next financial year.

c) The weighted average duration of the benefit obligation as at 31 March 2020 is 3.16 years (as at March 31, 2019 is 3.28 years).

d) Maturity profile of defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis):	Amounts in Rs. Lakhs
Within 1 year	135.12
2 to 5 years	284.67
6 to 10 years	103.41
more than 10 years	-

(i) Experience Adjustments*

(Amount in Rs. Lakhs)

Particulars	2019-20	2018-19	2017-18	2016-17
Defined Benefit Obligations	487.21	411.37	283.48	255.51
Plan Assets	178.62	153.76	138.18	155.83
Surplus / (Deficit)	(308.60)	(257.61)	(145.30)	(99.68)
Experience Adjustments on Plan Liabilities	12.51	92.85	41.22	26.20
Experience Adjustments on Plan Assets	-	-	-	-

*Experience adjustments related to prior years have been disclosed based on the information to the extent available.

36 Related Party Disclosure**36.1 Names of Related Parties and Nature of Relationships**

Nature of Relationship	2019-2020	2018-2019
(i) Holding Company	Dr. Agarwal's Health Care Limited (AHCL)	Dr. Agarwal's Health Care Limited (AHCL)
(ii) Fellow Subsidiaries	Orbit Healthcare Services (Mauritius) Limited	Orbit Healthcare Services (Mauritius) Limited
	Orbit Healthcare Services International Operations Limited	Orbit Healthcare Services International Operations Limited
	Orbit Health care services (Tanzania) Limited	Orbit Health care services (Tanzania) Limited
	Orbit Healthcare Services Limited, Rwanda	Orbit Healthcare Services Limited, Rwanda
	Orbit Healthcare Services Ghana Limited	Orbit Healthcare Services Ghana Limited
	Orbit Healthcare Services Mozambique Limited	Orbit Healthcare Services Mozambique Limited
	Orbit Healthcare Services SARL, Madagascar	Orbit Healthcare Services SARL, Madagascar
	Orbit Healthcare Services Uganda Limited	Orbit Healthcare Services Uganda Limited
	Orbit Healthcare Services Zambia Limited	Orbit Healthcare Services Zambia Limited
	Orbit Thelish Healthcare Services (Nigeria) Limited	Orbit Thelish Healthcare Services (Nigeria) Limited
	Orbit Healthcare Services Kenya Limited	Orbit Healthcare Services Kenya Limited

Nature of Relationship	2019-2020	2018-2019
	Advance Eye Institute Private Limited (w.e.f 11 December 2019)	
	Elisar Life Sciences Private Limited (w.e.f 14 November 2019)	
(iii) Associate entities of the Holding Company	IdeaRx Services Private Limited	IdeaRx Services Private Limited
(iv) Entities with significant influence over the Holding Company	Value Growth Investment Holdings PTE Ltd	Value Growth Investment Holdings PTE Ltd
	Claymore Investments (Mauritius) Pte. Ltd	Claymore Investments (Mauritius) Pte. Ltd (w.e.f 13 February 2019)
(v) Enterprise over which the Key Management Personnel (of the Company and the Holding Company) is in a position to exercise control/ joint control	Dr. Agarwal's Eye Institute	Dr. Agarwal's Eye Institute
	Dr. Agarwal's Eye Institute Private Limited	Dr. Agarwal's Eye Institute Private Limited
	Maatrum Technologies and Legal Ventures Private Limited	Maatrum Technologies Private Limited
	Orbit International	Orbit International
		Elisar Life Sciences Private Limited (w.e.f 26 November 2018)
(vi) Key Management Personnel of the Company and the Holding Company	Dr. Amar Agarwal, Managing Director	Dr. Amar Agarwal, Managing Director
	Dr. Athiya Agarwal, Wholetime Director	Dr. Athiya Agarwal, Whole-time Director
	Mr.Trichur Ramasubramanian Ramachandran	Ms. Meka Ram Gopal Apparao (upto 31 January 2019)
	Mr. Sanjay Dharambir Anand	Mr. Sanjay Dharambir Anand
	Dr. Ashvin Agarwal	Dr. Ashvin Agarwal
	Dr. Ashar Agarwal	Dr. Ashar Agarwal
	Dr. Adil Agarwal	Dr. Adil Agarwal
	Dr. Anosh Agarwal	Dr. Anosh Agarwal
	Ms. Saradha Govindarajan	Ms. Saradha Govindarajan
	Ms. Jully H Jivani (w.e.f 3 June 2019)	Mr. Lakshmi Narasimhan (upto 31 December 2018)
	Ms. Lakshmi Subramanian (w.e.f 03 June 2019)	Mr. Shiv Agrawal (AHCL)
	Mr. Shiv Agrawal (AHCL)	Ms. Sudha Balasubramanian (AHCL) (Resigned w.e.f 03 September 2019)
	Mr. Mithun Padamchand Sacheti (AHCL)	Mr. Mithun Padamchand Sacheti (AHCL)
	Mr. Suresh Eshwara Prabhala (AHCL)	Mr. Suresh Eshwara Prabhala (AHCL)
	Mr. Venkatesh Ratnasami (AHCL)	Mr.Trichur Ramasubramanian Ramachandran (w.e.f 30 August 2018)
	Mr. Balakrishnan Venkataraman (AHCL) (w.e.f 03 September 2019)	Mr. Venkatesh Ratnasami(AHCL) (w.e.f 13 February 2019)

*Related party relationships are as identified by the Management and relied upon by the auditors.

36.2 Transactions carried out with related parties referred to above in the ordinary course of business during the Year.

(Amount in Rs. Lakhs)

Particulars	Related Party	2019-2020	2018-2019
Transactions during the Year			
Revenue			
Other Income	Dr. Agarwal's Health Care Limited	103.22	63.23
Expenses			
Rent	Dr. Agarwal's Eye Institute	-	708.00
	Dr. Ashvin Agarwal - Guesthouse	29.89	28.35
	Dr. Ashar Agarwal - Guesthouse	33.07	-
Business Promotion expenses	Dr. Agarwal's Health Care Limited	13.50	49.63
Other Expenses	Dr. Agarwal's Health Care Limited	26.65	-
Purchases	IdeaRx Services Private Limited	408.50	229.42
Corporate Guarantee charges	Dr. Agarwal's Health Care Limited	30.66	25.24
Recovery of Expenses			
Salary	Dr. Agarwal's Health Care Limited	204.33	179.69
Rent	Dr. Agarwal's Health Care Limited	-	24.63
Interest	Dr. Agarwal's Health Care Limited	3.36	-
Software maintenance expenses	Dr. Agarwal's Health Care Limited	48.67	-
Others			
Recovery of capital advances	Dr. Agarwal's Health Care Limited	417.37	-
Dividend Paid	Dr. Agarwal's Health Care Limited	50.59	40.47
	Dr. Sunita Agarwal	1.92	1.75
	Mr. Sanjay Anand	0.19	0.14

Notes:

(i) The Company accounts for costs incurred by / on behalf of the Related Parties based on the actual invoices / debit notes raised and accruals as confirmed by such related parties. The Related Parties have confirmed to the Management that as at 31 March 2020 and 31 March 2019, there are no further amounts payable to / receivable from them, other than as disclosed above. The Company incurs certain costs on behalf of other companies in the group. These costs have been allocated/recovered from the group companies on a basis mutually agreed to with the group companies.

(ii) Dr. Agarwal's Health Care Limited has provided Corporate Guarantees amounting to Rs. 2,360 lakhs to HDFC (Previous year : Rs. 2,714 lakhs to SBI) for the loans taken by the Company. Further, 1,350,000 Equity Shares held by Dr. Agarwal's Health Care Limited in the Company has been pledged as one of the collateral securities with HDFC (Previous year with SBI), for the loans taken by the Company to the extent of Rs. 2,360 lakhs.

36.3 Compensation of key management personnel

(Amount in Rs. Lakhs)

Particulars	Related Party	2019-2020	2018-2019
Short-term employee benefits			
(Refer Note (i))	Dr. Amar Agarwal	156.00	84.00
Remuneration (Refer Note (ii) below)	Dr. Athiya Agarwal	84.00	84.00
	Ms.Saradha Govindarajan	39.54	57.57
	Mr. Lakshmi Narasimhan	-	6.91
	Ms. Jully H Jivani	7.69	-
Post-employee benefits			
(Contribution to Provident Fund)	Dr. Amar Agarwal	0.22	0.22
	Dr. Athiya Agarwal	0.22	0.22
	Ms.Saradha Govindarajan	0.11	0.22
	Mr. Lakshmi Narasimhan	-	0.16
	Ms. Jully H Jivani	0.20	-
Consultancy services			
Consultancy	Dr. Ashvin Agarwal	61.84	49.20
	Dr. Ashar Agarwal	42.29	34.50
Others			
Reimbursement of Expenses	Dr. Amar Agarwal	156.83	97.18
	Dr. Ashvin Agarwal	35.26	38.83
Director sitting fees	Mr. Meka Ram Gopal Apparao	-	0.50
	Mr. Trichur Ramasubramanian Ramachandran	1.35	0.20
	Mr. Sanjay Anand	1.35	0.65
	Ms. Lakshmi Subramanian	0.90	-

Notes:

- Excludes gratuity and compensated absences which cannot be separately identifiable from the composite amount advised by the actuary.
- Also Refer Note 18 (i) and Note 21 (ii).
- The remuneration payable to key management personnel is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends.
- There were no balances outstanding to be paid / received as at the year end.
- The above remuneration for KMP's does not include vehicle allowance, communication expenses and other expenses for which the perquisite value is nil.

36.4 Balances outstanding as at year end

(Amount in Rs. Lakhs)

Particulars	Related Party	As at 31 March 2020	As at 31 March 2019
Assets - Receivables			
Other Current Financial Assets	Dr. Agarwal's Health Care Limited	362.65	41.39
Current Financial Asset - Loans (Rental Deposit)	Dr. Agarwal's Eye Institute	-	417.37
Liabilities			
Trade Payables	Dr. Agarwal's Eye Institute	-	54.00
	IdeaRx Services Private Limited	37.02	1.98
	Ms.Saradha Govindarajan	-	4.20

- (i) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. There have been no instances of amounts due to or due from related parties that have been written back or written off or otherwise provided for during the year.

37 Segment Reporting

The Company is engaged in providing eye care and related services provided from its hospitals which are located in India. Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by the overall business segment, i.e. Eye care related sales and services. As the allocation of resources and profitability of the business is evaluated by the CODM on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly no additional disclosure has been made for the segmental revenue, segmental results and the segmental assets & liabilities."

38 Leases

"The Company has adopted Ind AS 116 'Leases' with the date of initial application being 1 April 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Company has applied Ind AS 116 using the modified retrospective approach, wherein the cumulative impact of initial application is recognised as an adjustment to the opening retained earnings at 1 April 2019. As a result, the comparative information has not been restated. In adopting Ind AS 116, the Company has applied the below practical expedients:

- (i) The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (ii) The Company has treated the leases with remaining lease term of less than 12 months as if they were "short term leases". (Refer Note 31(e)).
- (iii) The Company has not applied the requirements of Ind AS 116 for leases of low value assets.
- (iv) The Company has excluded the initial direct costs from measurement of the right-of-use asset at the date of transition.
- (v) The Company has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease.

On transition to Ind AS 116, the Company recognised right-of-use assets amounting to Rs 4,260.65 lakhs and lease liabilities amounting to Rs. 4,629.52 lakhs and debit to retained earnings amounting to Rs. 210.17 lakhs as at 1 April 2019. The Company has discounted lease payments using the applicable incremental borrowing rate as at 1 April 2019, which is 9.75% for measuring the lease liability. "

- A. Reconciliation of operating lease commitments as at 31 March 2019 with the lease liabilities recognized in the Balance Sheet as at 1 April 2019:

(Amount in Rs. Lakhs)

Particulars	As at 31 March 2020
Operating lease commitments at 31 March 2019	9,626.85
Effects of discounting at the incremental borrowing rate as at 1 April 2019	(4,997.33)
Lease liabilities recognised as at 1 April 2019	4,629.52

- B. The Company has taken buildings on leases having remaining lease terms of 1 year to 10 years, with the option to extend the term of leases. Refer Note 6 for carrying amount of right-to-use assets at the end of the reporting period by class of underlying asset.

C. The following is the breakup of current and non-current lease liabilities as at 31 March 2020:

(Amount in Rs. Lakhs)

Particulars	As at 31 March 2020
Current	900.75
Non-current	3,338.91
Total	4,239.66

D. The contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis is as follows:

(Amount in Rs. Lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Payable - Not later than one year	967.15	958.50
Payable - Later than one year but not later than five years	3,457.64	3,717.04
Payable - Later than five years	1,310.44	4,951.31
Total	5,735.23	9,626.85

E. Amounts recognised in the Statement of Profit and Loss:

(Amount in Rs. Lakhs)

Particulars	For the year ended 31 March 2020
Interest on lease liabilities	436.97
Expenses relating to short term leases	268.98
Depreciation on right-of-use assets	764.60
Profit on termination of lease	41.90

F. Amounts recognised in the Cash Flow Statement:

Particulars	For the year ended 31 March 2020
Total cash outflow for leases	(991.48)

39 Earnings Per Share

Particulars	2019-2020	2018-2019
Earnings Per Share - Basic – Rs.	29.11	25.35
Earnings Per Share - Diluted – Rs.	29.11	25.35
Net Profit attributable to Equity Shareholders - Rs. in lakhs (Basic and Diluted)	1,368.34	1,191.56
Weighted Average Number of Equity Shares (Face Value Rs. 10 Each)- Basic and Diluted (Nos.)	4,700,000	4,700,000

40 FINANCIAL INSTRUMENTS

40.1 Capital Management

The Company manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure. For the purpose of the Company's capital management, capital includes equity share Capital and Other Equity and Debt includes Borrowings and Other Financial Liabilities net of Cash and bank balances. The Company monitors capital on the basis of the following gearing ratio. There is no change in the overall capital risk management strategy of the Company compared to last year.

Gearing Ratio :

(Amount in Rs. Lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowings and Other Financial Liabilities	2,212.05	2,980.70
Cash and Bank Balance	(688.31)	(486.37)
Net Debt (A)	1,523.74	2,494.33
Total Equity (B)	5,610.09	4,558.77
Net Debt to equity ratio (A/B)	0.27	0.55

40.2 Categories of Financial Instruments

The carrying value of the financial instruments by categories as on 31 March 2020 and 31 March 2019 is as follows:

(Amount in Rs. Lakhs)

Particulars	Carrying Value		Fair Value	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
<u>(a) Financial Assets</u>				
Measured at amortised cost				
- Loans	690.07	917.23	690.07	917.23
- Cash and Bank balances	621.88	421.03	621.88	421.03
- Other Bank balances	66.43	65.34	66.43	65.34
- Trade receivables	676.96	863.79	676.96	863.79
- Other financial assets	425.31	60.30	425.31	60.30
	2,480.65	2,327.69	2,480.65	2,327.69
<u>(b) Financial Liabilities :</u>				
Measured at amortised cost				
- Borrowings	1,324.10	1,813.56	1,324.10	1,813.56
- Trade Payables	1,350.41	1,530.03	1,350.41	1,530.03
- Lease Liabilities	4,239.66	-	4,239.66	-
- Other financial liabilities	887.95	1,167.14	887.95	1,167.14
	7,802.12	4,510.73	7,802.12	4,510.73

The management assessed that fair value of cash and cash equivalents, trade receivables, loans, borrowings, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value/amortized cost

- 1) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual losses and creditworthiness of the receivables
- 2) The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or discount rate, the fair value of the unquoted instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- 3) Fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2020 was assessed to be insignificant.

Fair Value Hierarchy

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There were no items of financial assets or financial liabilities which were valued at fair value as of 31 March 2020 and 31 March 2019.

40.3 Financial Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages financial risk relating to the operations through internal risk reports which analyse exposure by degree and magnitude of risk. The Company's activities expose it to a variety of financial risks: liquidity risk, credit risk and market risk (including interest rate risk and other price risk). The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes."

(a) Liquidity Risk Management :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company maintains adequate reserves and banking facilities, and continuously monitors the forecast and actual cash flows by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of the Company periodically. The Company believes that the working capital (including banking limits not utilised) and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

Liquidity and Interest Risk Tables :

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Particulars	Less than 1 month	1-3 months	3 months to 1 year	1 to 5 years	5 years and above	Total
31 March 2020						
Interest bearing	69.63	249.71	1,086.33	2,735.36	1,890.95	6,031.98
Non-interest bearing	-	1,756.67	-	-	-	1,756.67
Total	69.63	2,006.38	1,086.33	2,735.36	1,890.95	7,788.65
31 March 2019						
Interest bearing	1.29	7.42	888.18	1,480.36	-	2,377.25
Non-interest bearing	-	2,121.10	-	-	-	2,121.10
Total	1.29	2,128.52	888.18	1,480.36	-	4,498.35

The following tables detail the Company's remaining contractual maturity for its non-derivative financial Assets with agreed repayment periods. The Company does not hold any derivative financial instrument.

Particulars	Less than 1 month	1-3 months	3 months to 1 year	1 to 5 years	5 years and above	Total
31 March 2020						
Interest bearing	154.02	34.75	112.05	256.93	128.47	686.22
Non-interest bearing	666.52	676.96	362.65	74.83	-	1,780.96
Total	820.54	711.71	474.70	331.76	128.47	2,467.18
31 March 2019						
Interest bearing	454.64	4.75	103.28	119.80	198.80	881.27
Non-interest bearing	769.62	417.93	172.39	74.10	-	1,434.04
Total	1,224.26	422.68	275.67	193.90	198.80	2,315.31

(b) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company result in material concentration of credit risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The carrying amount of the financial assets recorded in these financial statements, grossed up for any allowance for losses, represents the maximum exposures to credit risk.

Trade receivables: The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and credit history, also has an influence on credit risk assessment. Refer Note 13 and Note 24 for the details in respect of revenue and receivable from top customers.

Credit risk on current investments, cash & cash equivalent and derivatives is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in fixed deposits.

(c) Market Risk :

Market risk is the risk of loss of any future earnings, in realizable fair values or in future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

(c.1) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's management monitors the interest fluctuations, if any, and accordingly, take necessary steps to mitigate any interest rate risk.

Interest rate sensitivity analysis

A change (decrease/increase) of 100 basis points in interest rates at the reporting date would increase/(decrease) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Impact on Profit and Loss for the reporting period

Particulars	As at 31 March 2020		As at 31 March 2019	
	Increase by 100 bps	Decrease by 100 bps	Increase by 100 bps	Decrease by 100 bps
Impact on Profit and Loss for the reporting period	(17.32)	17.32	(22.24)	22.24

Impact on Total Equity as at end of the reporting period

Particulars	As at 31 March 2020		As at 31 March 2019	
	Increase by 100 bps	Decrease by 100 bps	Increase by 100 bps	Decrease by 100 bps
Impact on Total Equity as at end of the reporting period	(17.32)	17.32	(22.24)	22.24

(c.2) Foreign Currency Risk Management :

The Company undertakes transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuations arises. The Company has not entered into any derivate contracts during the year ended 31 March 2019 and there are no outstanding contracts as at 31 March 2018.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows :

Particulars	Currency	As at 31 March 2020		As at 31 March 2019	
		Amount in Foreign Currency	Amount Rs. In lakhs	Amount in Foreign Currency	Amount Rs. In lakhs
Trade Payables	USD	-	-	32,820	22.79

Foreign Currency sensitivity analysis:

The following table details the Company's sensitivity to a 5% increase and decrease in INR against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates a increase in profit / decrease in loss and increase in equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or loss and equity and balance below would be negative.

Impact on Profit and loss for the reporting period

Particulars	For the year ended 31 March 2020 Increase by 5%	For the year ended 31 March 2020 Decrease by 5%	For the year ended 31 March 2019 Increase by 5%	For the year ended 31 March 2019 Decrease by 5%
USD	-	-	(0.81)	0.81

Impact on total equity as at end of the reporting period

Particulars	As at 31 March 2020 Increase by 5%	As at 31 March 2020 Decrease by 5%	As at 31 March 2019 Increase by 5%	As at 31 March 2019 Decrease by 5%
USD	-	-	(0.81)	0.81

Note :

This is mainly attributable to the exposure of receivable and payable outstanding in the above mentioned currencies to the Company at the end of the reporting period.

40.4 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The Management considers that the carrying amount of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

40.5 Offsetting of financial assets and financial liabilities

The Company has not offset financial assets and financial liabilities.

41 Estimation uncertainty due to COVID-19 outbreak

The Company has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports up to the date of approval of the financial statements in determining the impact on various elements of its financial statements relating to COVID-19 pandemic. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company expects to fully recover the carrying amount of trade receivables and right-to-use asset. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

42 APPROVAL OF FINANCIAL STATEMENTS

The Board of Directors of the Company has reviewed the realisable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 19 May 2020.

Dr. Amar Agarwal

Chairman & Managing Director
DIN: 00435684

Ms. Saradha Govindarajan

Chief Financial Officer

Place : Chennai

Date : 19 May 2020

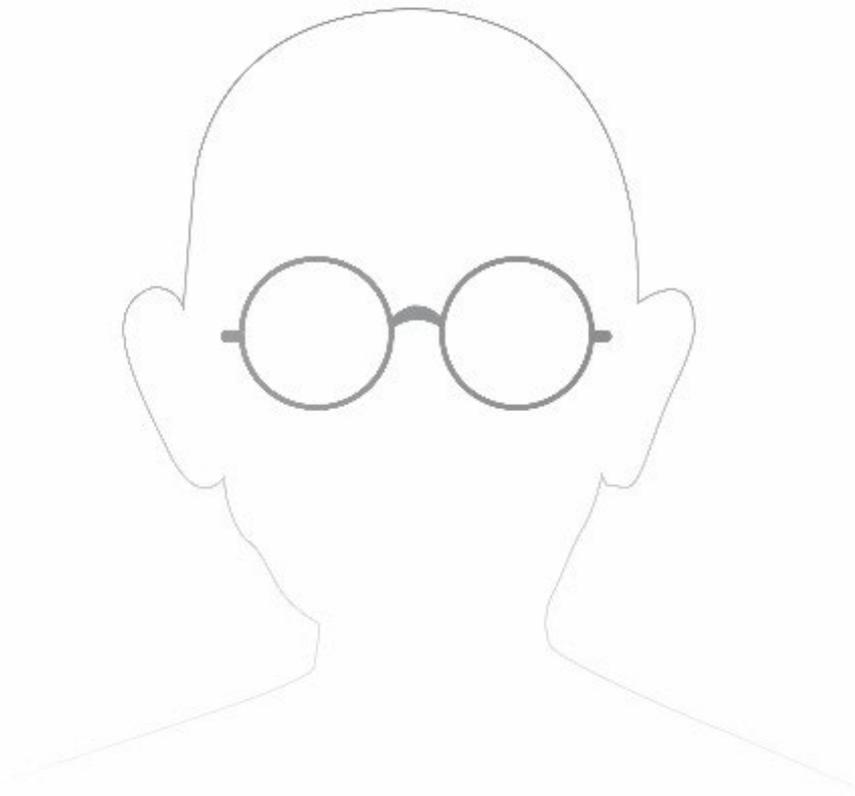
For and on behalf of the **Board of Directors**

Dr. Athiya Agarwal

Wholetime Director
DIN: 01365659

Ms. Jully Jivani

Company Secretary



Some people are recognised
by their glasses

Dont be part of the common crowd.

 **Dr. Agarwals**
EYE HOSPITAL

'Blink your eyes regularly'

◆ **Dr Agarwal's hospital introduces high-tech equipment**

| NT Bureau |

Chennai, Nov 4:

'In India, the rate of prevalence of dry eye syndrome is estimated to be 5 to 15 per cent of the population,' said Dr Agarwal's Group of Eye Hospitals chairman Prof Amar Agarwal.

Dr Agarwal's Eye Hospital, Porur has introduced a comprehensive suite of cutting-edge technology for the diagnosis and treatment of dry eye syndrome. State Minister for Fisheries, Personnel and Administrative Reforms D Jayakumar inaugurated the facility recently.

Speaking on the occasion, Prof Amar Agarwal said, 'Some of the major factors that have made dry eye a common and often chronic problem are the conditions of modern lifestyles where people stare at computer or mobile phone screens for long periods of time without blinking regularly'.

People with dry eyes may experience irritation, scratchy or burning eyes; excess watering; and blurred vision. When left untreated, dry eye can cause light sensitivity, blurred vision, and can also permanently harm vision, he said.

Talking about the application of the dry eye machine, Dr Agarwal's Eye Hospitals, Porur, zonal head (Clinical Services), Dr Kaladevi Sathish said the two main types of dry eye diseases are evaporative



Dr Agarwal's Group of Eye Hospitals chairman Prof Amar Agarwal, State Fisheries Minister D Jayakumar and Rural Industries P Benjamin during the inauguration of comprehensive suite of cutting-edge technology for the diagnosis and treatment of dry eye syndrome at Dr Agarwal's Eye Hospital, Porur in Chennai recently.

and aqueous. Evaporative is the most common form and is typically associated with meibomian gland dysfunction (MGD). And the most effective treatment that can provide long-term relief for MGD is Intense Regulated Pulsed Light (IRPL). The goal of this treatment is to stimulate the secretion and the contraction of the meibomian glands; and to melt and express any thickened oil clogging the openings of meibomian glands, a press release said.

The dry eye suite is meant both for diagnosis as well as for the IRPL treatment. On the diagnosis front, the suite will be used to evaluate the quantity and quality of tears and tear flow; to identify the changes in the outer surface of the eye due to insufficient tears, and to understand the structure of the eyelids, cornea, and blinking dynamics of the patients. Since it is non-invasive, IRPL using dry eye suite does not result in any side effects, the release added.

கண் சிகிச்சை கருவி தொடக்க விழா



► போரூரில் உள்ள டாக்டர் அகர்வால் கண் மருத்துவமனையில் உலர்ந்த கண் நிலைக்கு சிகிச்சை அளிக்க உயர் தொழில்நுட்ப சாதனத்தை அமைச்சர் ஜெயக்குமார் தொடங்கி வைத்தார். அருகில், அமைச்சர் பெஞ்சமின், டாக்டர் அகர்வால் கண் மருத்துவமனை குழு தலைவர் அமர் அகர்வால், தலைமை மருத்துவர் சவுந்தரி, மண்டல தலைவர் கலாதேவி சதீஷ்.

தலைவர்

நூறில் 20 பேருக்கு 'உலர் விழி' பாதிப்பு: பார்வைக் குறைபாட்டைத் தவிர்க்க சிகிச்சை அவசியம்

சென்னை, நவ 2: தீவிர கணினி, செல்லிடப்பேசி பயன்பாடு, குளிர்நூட்டப்பட்ட அறையில் அதிக நேரம் பணியாற்றுவது உள்ளிட்ட காரணங்களால் உலர் விழி (டிஹைட்ரஜி) பிரச்சனைகளால் பாதிக்கப்படுவோரின் எண்ணிக்கை அதிகரித்து வருவதாக மருத்துவர்கள் தெரிவித்துள்ளனர்.

அண்மைக் காலமாக கண் பரிசோதனைக்கு வருபவர்களில் 20 சதவீதத்துக்கும் அதிகமானோர் அப் பிரச்சனைகளால் பாதிக்கப்பட்டுள்ளதாகவும் அவர்கள் கூறியுள்ளனர்.

உலர் விழி பாதிப்புகளுக்குச் சிகிச்சையளிக்கும் அதிநவீன தொழில்நுட்பத்திலான மருத்துவ வசதி போரூரில் உள்ள டாக்டர் அகர்வால் மருத்துவமனையில் சனிக்கிழமை அறிமுகப் படுத்தப்பட்டது. அதற்கான சாதனங்களின் செயல்பாட்டை அமைச்சர்கள் டி.ஜெயக்குமார், ப.பென்ஜமின் ஆகியோர் தொடங்கி வைத்தனர்.

இது குறித்து அகர்வால் மருத்துவமனைகளின் தலைவர் டாக்டர் அமர் அகர்வால் செய்தியாளர்களிடம் கூறியதாவது

உலக மக்கள்தொகையில் 15 சதவீதம் பேர் உலர் விழி பாதிப்

புக்கு உள்ளாகியிருப்பதாகத் தகவல்கள் தெரிவிக்கின்றன. இந்தியாவைப் பொருத்தவரை 32 சதவீதம் பேருக்கு அத்தகைய பிரச்சனைகள் இருப்பதாக ஆய்வில் தெரியவந்துள்ளது.

சாதாரணமான ஒன்றாக கருதப்படும் உலர் விழி பாதிப்பைக் கவனிக்காமல் விட்டால் நாளடைவில் அது ஏற்படுத்தும் விளைவுகள் மிகத் தீவிரமாக இருக்கும். கண்களில் உள்ள சுரப்பிகளில் இருந்து தேவையான அளவு நீர் சுரக்காமல் இருந்தால் உலர் விழி பிரச்சனை ஏற்படும். புறச்சூழல்களில் நிலவும் மாசு, அகித வெப்பம், வேதிப்பொருள்கள் கலந்த காற்று ஆகியவற்றில் இருந்து விழிகளைக் காப்பது கண்ணீர்தான்.

ஆனால், உலர் விழி பிரச்சனையுடையவர்களுக்குச் சரிவர கண்ணீர் சுரக்காது.

இதனால், கண் எரிச்சல், அரிப்பு, கூசும்தன்மை ஆகியவை ஏற்படும். அவற்றை ஆரம்ப நிலையிலேயே கண்டறிந்து சிகிச்சை எடுத்துக் கொள்வது அவசியம். அவ்வாறு இல்லாவிட்டால் பார்வைக் குறைபாடு ஏற்படக்கூடும்.

கடந்த சில நாள்களாக உலர்

விழி பிரச்சனைக்காக சிகிச்சை எடுத்துக் கொள்ள மருத்துவமனைக்கு வருபவர்களின் எண்ணிக்கை அதிகரித்து வருகிறது. அதற்கு முக்கியக் காரணம் ஏசி, கணினி, செல்லிடப்பேசி உள்ளிட்டவற்றின் அகித பயன்பாடுதான்.

நாளொன்றுக்கு 18 மணி நேரம் ஏசி அறைகளில் இருப்பவர்களுக்கு கண்டிப்பாக உலர் விழி பாதிப்பு ஏற்படும். அதைத் தவிர்க்க, ஏசி பயன்பாட்டைக் குறைக்க வேண்டும். 23 டிகிரிக்குக் குறைவாக ஏசி சாதனத்தை இயக்கக் கூடாது. குறைந்தது 7 அல்லது 8 மணி நேரம் உறங்க வேண்டும்.

தொடர்ந்து ஒரு மணி நேரத்துக்கு மேல் கணினியில் நேரத்தைச் செலவிடக் கூடாது. கண்களுக்கு சிறிது ஓய்வளித்த பிறகே மீண்டும் கணினிசார்பணியை மேற்கொள்ள வேண்டும் என்றார் அவர்.

நிகழ்ச்சியில் டாக்டர் அகர்வால் கண் மருத்துவமனையின் சிகிச்சைத் துறைத் தலைவர் டாக்டர் செளந்தரி, போரூர் அகர்வால் மருத்துவமனை தலைவர் டாக்டர் கலாதேவி சதீஷ், மருத்துவர் டாக்டர் சரஸ்வதி உள்ளிட்டோர் கலந்துகொண்டனர்.



Actor Vikram inaugurates Dr. Agarwal's Eye Hospitals in Kodambakkam, Tiruvottiyur

Announces free eyecare surgeries for 100 persons

Chennai, Sept 5: Dr. Agarwal's Eye Hospital, the globally renowned pioneers in eyecare since 1957, has opened a state-of-the-art eyecare hospital at Kodambakkam and Tiruvottiyur in Chennai. Popular Actor Chiyaan Vikram, was the Chief Guest at the inaugural event, supported the noble cause of eye donation by encouraging his fans to pledge their eyes.

Prof. Amar Agarwal, Chairman, Dr. Agarwal's Group of Eye Hospital, Dr. Baskaran, Head - Clinic Services, Dr. Agarwal Eye Hospital, Kodambakkam and Dr. Dhivya Pratheepa. S, Dr. Agarwal's Eye Hospital, Tiruvottiyur were also present on the occasion.

To mark the inaugural of our Kodambakkam and

Tiruvottiyur facility, Dr. Agarwal's Eye Hospital have announced that eye care surgeries will be performed completely free of cost to 100 persons below poverty line.

Addressing the guests about the importance of eye donation, Actor Chiyaan Vikram said, "In this National Eye donation fortnight, I hope such campaign drive will encourage and inspire others, especially my fans, to pledge their eyes as well which will help in creating a positive change in someone's life." I appreciate them for their graceful service in conducting free surgeries to 100 people"

Prof. Amar Agarwal, Chairman, Dr. Agarwal's Group of Eye Hospital, said, "We have been at the forefront of innovation in the field of

ophthalmology with advanced procedures such as Glued IOL, SFT, PDEK, and Phakonit. The newly opened facilities will provide high quality eye-care services to its patients. According to a recent study, India is the home for 20% of World's visually impaired. Around 80% of visual impairment in India was either preventable or curable. Preventable blindness could be eradicated from our country, if people come forward to pledge their eyes."

Dr. Baskaran, Head - Clinic Services, Dr. Agarwal's Eye Hospital, Kodambakkam: "The new hospital is the one-stop solution all eye-care services including treatment of diseases related to cornea, cataract, glaucoma, paediatric eye care,

squint, retina, neuro ophthalmology, and low vision rehabilitation."

Dr. Dhivya Pratheepa. S, Dr. Agarwal's Eye Hospital, Tiruvottiyur said, Tiruvottiyur facility of Dr. Agarwal's Eye Hospital will serve the North Chennai facility. We are sure Dr. Agarwal's Eye Hospital in Tiruvottiyur will be their trusted friend in taking care of their eyes."

The Kodambakkam facility is spread across 4,775 Sq ft, and is located at No. 33, Dr Ambedkar Road near Grace Super Market. And the Tiruvottiyur facility is spread across 2576 sq. Feet is located at No. 49/60, South Mada Street, TH Road, near MSM Theatre.

The only thing you do not want
to inherit is this



Diabetes is one main causes for Glaucoma and it can be inherited. So take
caution and get it tested regularly.



OUR MISSION

To focus on being different
through continuous innovation
and use best-in-class technology
to win

E

F P

T O Z

L P E D

P E C F D

E D F C Z P

F E L O P Z D

D E F P O T E C

CHENNAI

Anna Nagar | Ashok Nagar | Avadi | Nanganallur | Perambur
Porur | Triplicane | TTK Road | Velachery

TAMILNADU

Dharmapuri | Erode | Hosur | Kanchipuram | Krishnagiri
Kumbakonam | Madurai-KK Nagar | Neyveli | Salem | Tiruvallur
Vellore | Vilupuram

RAJASTHAN

Jaipur