

**18<sup>th</sup>**  
**Annual Report**  
2011 - 2012



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

19 (Old No 13), Cathedral Road, Chennai - 600 086

## Our 55<sup>th</sup> Anniversary Celebration



His Excellency Dr K. Rosaiah, The Governor of Tamil Nadu gracing the 55<sup>th</sup> Anniversary function held on 9<sup>th</sup> February, 2012 at Chennai, India

## Hearty Tributes to Founders



**Padmabhushan Late Dr. J. Agarwal**  
Founder Chairman



**Late Dr. (Mrs.) T. Agarwal**  
Founder Managing Director

## Imparting knowledge... keeping legacy alive!



**Reticon'11**  
The Retinal Congress with Live Surgery Show



**Kalpavriksha'11**  
The National Postgraduate CME Programme

## 18th ANNUAL REPORT

**Board of Directors**

Dr. Amar Agarwal,  
(Chairman cum Managing Director)  
Dr. Athiya Agarwal (Wholetime Director)  
Dr. Adil Agarwal (Wholetime Director)  
Dr. Anosh Agarwal (Wholetime Director)  
Dr. Jasvinder Singh Saroya  
Mr. M. R. G. Apparao  
Mr. Prabhat Toshniwal  
Mr. Sanjay Anand

**Auditors**

M/s. M. K. Dandeker & Co.  
Chartered Accountants,  
244, Angappa Naicken Street,  
Chennai 600 001.

**Registered Office**

19 (Old No.13), Cathedral Road,  
Chennai 600 086.

**Bankers**

- (1) State Bank of India,  
Gopalapuram Branch,  
Chennai - 600 086.
- (2) State Bank of India,  
Industrial Finance Branch,  
Chennai 600 002.

**Share Transfer Agents**

Integrated Enterprises (India) Ltd.  
2<sup>nd</sup> Floor, Kences Towers,  
No.1, Ramakrishna Street,  
North Usman Road,  
T.Nagar, Chennai 600 017.  
Tel: 2814 0801-03  
Email: corpserve@integratedindia.in

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**NOTICE TO SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting of the shareholders of the company will be held on 21<sup>st</sup> August, 2012 at 11.00 a.m. at 19 (Old No.13), Cathedral Road, Chennai 600 086 to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To re-appoint a director in the place of Dr. Jasvinder Singh Saroya, who retires by rotation.
3. To re-appoint a director in the place of Mr. Prabhat Toshniwal, who retires by rotation.
4. To appoint Auditors and to fix their remuneration. The retiring auditors, M/s M.K.Dandekar & Co., Chartered Accountants, Chennai, are eligible for reappointment.

By Order of the Board  
Sd/-

Place : Chennai  
Date : 25.05.2012

Dr.AmarAgarwal  
Chairman Cum Managing Director

**NOTES:-**

1. A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Instrument of Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the Annual General Meeting. A Form of Proxy is enclosed.
3. The Register of members and the share transfer books of the company will remain closed from 14<sup>th</sup> August 2012 to 21st August 2012. (both days inclusive)
4. Members are requested to notify immediately changes in their respective addresses, if any, quoting their folio number so that the dividend warrants are correctly despatched.
5. Shareholders / proxy holders are requested to bring their copy of the annual report with them at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
6. Members desirous of getting any information about the accounts and operation of the company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the required information readily available at the meeting.

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General meeting of the Company. Also refer to the explanatory statement to the notice for other appointees details.**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange.

| Name of Director          | Expertise in Specific Functional Areas | Qualifications                                   | Director-Ship in Other Public Companies | Chairman/ Member of Committee |
|---------------------------|--|--|---|-------------------------------|
| Dr. Jasvinder Sing Saroya | Ophthalmology                          | M.B.B.S., D.O.,<br>D.N.B., M.N.A.M.S<br>F.C.L.I. | NIL                                     | NIL                           |
| Mr.Prabhat Toshniwal      | Business                               | B.Sc.,   | NIL                                     | NIL                           |

By Order of the Board  
Sd/-

Place : Chennai  
Date : 25.05.2012

Dr. Amar Agarwal  
Chairman Cum Managing Director

## DIRECTORS' REPORT

Your Directors have the pleasure in presenting the EIGHTEENTH ANNUAL REPORT and that of the Auditors together with the audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss account for the year ended on that date.

### PERFORMANCE

The financial results for the year ended 31<sup>st</sup> March, 2012 are as under:

|  | Rs. (In Lakhs)    |            |
|--|-------------------|------------|
|  | <b>31.03.2012</b> | 31.03.2011 |
| Income                                   | <b>10568.29</b>   | 10421.60   |
| Profits before depreciation and interest | <b>1322.70</b>    | 1389.20    |
| Depreciation                             | <b>570.48</b>     | 601.51     |
| Interest                                 | <b>459.94</b>     | 426.13     |
| Profit before Tax                        | <b>292.28</b>     | 361.56     |
| Provision for taxation                   | <b>132.43</b>     | 156.62     |
| Profit After Tax                         | <b>159.86</b>     | 204.94     |

### COURSE OF BUSINESS AND OUTLOOK

During the year under review, your company had achieved a turnover of Rs.105.68 crore as compared to the turnover of Rs. 104.21 crore in the last year. The profit before tax was Rs.292.28 lakhs as compared to Rs. 361.56 lakhs in the previous year. The board of directors have planned to consolidate the performance of existing hospitals for the current year.

### FIXED DEPOSIT:

The company has not accepted any fixed deposit during the year.

### DIVIDEND

To strengthen the reserve base and cash flows the Directors do not recommend any Dividend for the year ended 31st March, 2012.

### DIRECTORS

Dr. Jasvinder Singh Saroya and Mr Prabhat Toshnival retire by rotation and are eligible for re-appointment.

### INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to section 205C of the Companies Act, 1956, your company has transferred a sum of Rs.141894/- being unclaimed final dividend for the year 2003-04.

**AUDITORS**

The auditors of the Company M/s.M.K.Dandeker & Co., Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

**PARTICULARS OF EMPLOYEES AS PER SECTION 217(2A) OF THE COMPANIES ACT, 1956:**

The Company has no employees, attracting the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO:**

Significant measures are being taken to reduce energy consumption by using energy-efficient equipment. The Company has brought effective eye care based on international standards within the reach of every individual. The Company is engaged in conducting continuous research and development programs and has over a period, developed an excellent team of highly skilled Ophthalmic specialists and surgeons.

**FOREIGN EXCHANGE EARNINGS/OUTGO:**

Foreign Earnings : Rs. 148.43 Lakhs towards training and management consultancy charges.

Foreign Outgo : Rs. 177.65 Lakhs towards purchase of medical equipment and foreign travel.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Directors hereby declare:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that period ;
- iii) that the directors had 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 subject to the inherent limitations that should be recognized in weighing the assurance;
- iv) that the directors had prepared the annual accounts on a going concern basis.

**SECRETARIAL COMPLIANCE CERTIFICATE:**

In terms of Section 383A(1) of the Companies Act, 1956, and Companies (Compliance Certificate) Rules, 2001, the certificate issued by M/S N.K.BHANSALI & CO., Company Secretary in whole time Practice is attached to the Report.

**EMPLOYEE RELATIONS:**

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

**CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility (CSR) is part of corporate mission from the time of inception by extending eye care to common man in his neighbourhood with affordability.

Yearly, around 4000 such awareness programs are conducted and more than 3 Lakh people are screened for corrective measures in schools, colleges, corporate, Govt. offices and public forums.

Eye related observance day like world glaucoma day, cataract awareness month, eye donation awareness fortnight, world retina day etc... are also utilized for creating awareness through multiple level promotional activities also involving mass media (TV / Radio / News Paper).

Being one of the prime eye care institute, responsibility is also felt in imparting knowledge and experience to the aspiring Ophthalmologists through different platforms like conferences, live surgery shows, wetlab, Continued Medical Education (CME), Scientific Gathering where hands on experience and presentation skills are enhanced. More than 50 such programs are conducted yearly.

With safety, research and adding advancement to eye care listing in our responsibility agenda, we firmly believe to move beyond the business and add colours to many life, because we believe ... Vision is Life!

**CORPORATE GOVERNANCE:**

Pursuant to clause 49 of the Listing Agreement, a report of compliance of corporate governance as on 31/03/2012 duly certified by the auditors of the company is annexed.

**ACKNOWLEDGEMENTS:**

Your directors would like to express their grateful appreciation for the support and co operation of all stakeholders. At the very heart of our success and our ability to deliver quality service and satisfaction is the considerable skill and motivation of our employees. On behalf of all the company's stakeholders who benefit from the hard work of the employees, the Board would like to express its sincere appreciation and gratitude.

For and on behalf of the Board  
Sd/-

Place : Chennai  
Date : 25.05.2012

Dr.AmarAgarwal  
Chairman Cum Managing Director



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**Annexure to the Directors' Report****1. MANAGEMENT DISCUSSION AND ANALYSIS**

- I. Dr. Agarwal's Eye Hospital is one of the pioneers in eye health care hospitals. Our Company's identity in the industry is well established and it's a brand in the market as far as eye care is concerned. Today the company is catering to various corners of Chennai city and parts of Tamilnadu along with operations at Jaipur and Chittoor.

II. Performance Review

During the year, the company had achieved a turnover of Rs.105.68 crore as compared to Rs. 104.22 crore in last year and made a profit of 159.86 lakhs as compared to Rs. 204.94 lakhs in the previous year.

III. Risks & Concerns

The main risk to which the company is exposed is competition from the various competitors, development in science and the number of patients, the hospital serves. The company has expanded its operations by opening up various centres on its own and on arrangement basis to serve the patients at the nearest possible location. These, we believe will strengthen the company to weather any unforeseen volatility in its operations.

IV. Internal Control Systems

The company has adequate internal control systems and procedures commensurate with the size and nature of its business. The Company has an Audit Committee comprising of Non Executive Directors to monitor the functioning.

**2. CORPORATE GOVERNANCE REPORT**

Corporate Governance refers to the manner, in which a company is directed, and laws and custom affecting that direction. It includes the manner in which company operates under various laws governing it, the bye laws established by itself for its operations and the distribution of rights and responsibilities primarily among directors and managers. The fundamental concern of corporate Governance is to ensure conditions whereby a company's directors and managers act in the interest of the company.

Dr. Agarwal's Eye Hospital is committed to highest standards of corporate Governance in all its activities.

I. Board of Directors

The present company's board strength is 8 comprising of 4 executive director and 4 non-executive independent directors.

During the year 2011-12, 4 (Four) Board Meetings were held at # 19, Cathedral Road, Chennai-600 086 on the following dates:

17/05/2011, 30/07/2011, 08/11/2011, and 14/02/2012

## III. COMPOSITION AND CATEGORY OF DIRECTORS:

| Name                          | Designation                    | Category                               | No. of Board Meetings attended during 2011-12 | Whether attended last AGM | No. of directorships in other public companies | No. of Committee memberships (Chairmanship) in public Companies |
|-------------------------------|--------------------------------|--|---|---------------------------|--|---|
| 1. Dr. Amar Agarwal           | Chairman-cum-Managing Director | Executive & Non-independent (Promoter) | 4   | YES                       | 2  | NIL   |
| 2. Dr. Athiya Agarwal         | Whole Time Director            | Executive & Non-independent (Promoter) | 4   | YES                       | 3  | NIL   |
| 3. Dr. Adil Agarwal           | Director                       | Executive & Non-Independent (Promoter) | 4   | NO                        | 1  | NIL   |
| 4. Dr. Anosh Agarwal          | Director                       | Executive & Non Independent (Promoter) | 2   | NO                        | 1  | NIL   |
| 5. Dr. Jasvinder Singh Saroya | Director                       | Non Executive Independent              | NIL   | NO                        | NIL  | NIL   |
| 6. Mr. M. R. G Apparao        | Director                       | Non Executive Independent              | 2   | YES                       | 1  | NIL   |
| 7. Mr. Prabhat Toshniwal      | Director                       | Non Executive Independent              | 2   | NO                        | NIL  | NIL   |
| 8. Mr. Sanjay Anand           | Director                       | Non Executive Independent              | 4   | YES                       | NIL  | NIL   |

**IV. Directors seeking Re-appointment**

The required information regarding the details of directors who are seeking appointment or reappointment is set out in the notes to the notice.

**V. 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 Clause 49 VII (D) of the Listing Agreement other than 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.

**VI. Code of Conduct**

The board of directors had implemented a Code of Conduct to be applicable to all directors and employees.

**3. AUDIT COMMITTEE****I. Terms of Reference**

The audit committee of the company has been mandated with the same terms of reference as specified in Clause 49 of the Listing Agreements with stock exchanges.

**II. Composition**

The audit committee comprises 3 non-executive independent directors Mr. M R G Appa Rao, Mr Sanjay Anand and Mr.Prabhat Toshniwal who have considerable financial expertise and experience. The Head of Finance and the Statutory Auditors are permanent invitees to the committee.

**III. Meetings and Attendance**

Audit committee meeting held during the year and attendance details.

| <b>Date of Meeting</b> | <b>No. of members present</b> |
|------------------------|-------------------------------|
| May 17,2011            | 2                             |
| July 30,2011           | 2                             |
| November 8,2011        | 2                             |
| February 14,2012       | 2                             |

**4. REMUNERATION COMMITTEE****Constitution**

The Committee consists of 3 directors - all non executive and independent.

- |                         |   |          |
|-------------------------|---|----------|
| 1. Mr. M. R. G. Apparao | - | Chairman |
| 2. Mr Sanjay Anand      | - | Member   |
| 3. Mr Prabhat Toshniwal | - | Member   |

Terms of Reference :

The Remuneration Committee has been constituted to recommend and review the remuneration packages of the Managing, Whole Time Directors, and to formulate a broad policy for management remuneration.

Meetings & Attendance:

During the year 2011-12, no meeting of the Remuneration Committee was held.

Remuneration Policy :

The Remuneration Policy as outlined by the Committee aims at

- Recognising and rewarding performance and achievements,
- While fixing the remuneration of Directors, their contribution by way of their professional services as directors, towards the growth of the Company.
- This policy is in tune with current national and international practices.

**5. SHAREHOLDER'S / INVESTOR'S GRIEVANCE COMMITTEE**

A Shareholder's / Investor's Grievance 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 Shareholders / Investors Grievance Committee. As on 31-03-2012 no shares / debentures are pending for transfer for more than 15 days.

All complaints have been resolved to the satisfaction of shareholders with a reasonable time.

Constitution

The Committee consists of 3 non-executive independent directors:

1. Mr. M. R. G Apparao - Chairman
2. Mr Sanjay Anand - Member
3. Mr.Prabhat Toshniwal - Member

The Committee is chaired by Mr M.R.G Apparao.

Dr.Amar Agarwal, CMD is the Compliance Officer.

During the year 2011-12 the Committee met on :17/05/2011, 30/07/2011, 08/11/2011, and 14/02/2012.

Pending share Transfers:

There are no pending share transfers. 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 Exchanges where the Company's Shares are listed. As on 31<sup>st</sup> March 2012, 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.

## 6. GENERAL BODY MEETINGS.

### I. Meeting Details

| Year    | Location          | Date       | Time      | Number of Special Resolution passed |
|---------|-------------------|------------|-----------|-------------------------------------|
| 2008-09 | Registered Office | 25-08-2009 | 11.00 A.M | One*                                |
| 2009-10 | Registered Office | 24-08-2010 | 11.00 A.M | Four*                               |
| 2010-11 | Registered Office | 23-08-2011 | 11.00 A.M | NIL                                 |

\*All the Resolutions were passed on a voting by show of hands.

### II. Postal Ballot

During the financial year under review, no postal ballots were used for voting at meetings. At the ensuing AGM there is no item on the agenda that is required to be passed by postal ballot.

## 7. DISCLOSURES

### I. Related Party Transactions

There has been no materially significant related party transactions with the company's subsidiaries, promoters, directors, management or their relatives which may have a potential conflict with the interests of the company. Members may refer to the notes to the accounts for details of other related party transactions.

### 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. Accounting Standards

The company has rigorously followed the accounting standards, laid down by the Institute of Chartered Accountants of India.

### IV. Risk Management

The audit committee regularly reviews the risk management strategy of the company to ensure the effectiveness of risk management policies and procedures.

## V. Remuneration to the Directors :

| Name                          | Designation                    | Total Remuneration/<br>Sitting fees paid during<br>2011-12<br>(Rs.) | Performance Incentive | Stock Options |
|-------------------------------|--------------------------------|---|-----------------------|---------------|
| 1. Dr. Amar Agarwal           | Chairman cum Managing Director | 3600000   | NIL                   | NIL           |
| 2. Dr. Athiya Agarwal         | Whole Time Director            | 3600000   | NIL                   | NIL           |
| 3. Dr. Adil Agarwal           | Whole Time Director            | 3000000   | NIL                   | NIL           |
| 4. Dr. Anosh Agarwal          | Whole Time Director            | 1250000   | NIL                   | NIL           |
| 5. Dr. Jasvinder Singh Saroya | Director                       | NIL   | NIL                   | NIL           |
| 6. Mr. M. R. G. Apparao       | Director                       | 10000   | NIL                   | NIL           |
| 7. Mr. Prabhat Toshniwal      | Director                       | 10000   | NIL                   | NIL           |
| 8. Mr. Sanjay Anand           | Director                       | 20000   | NIL                   | NIL           |

8. **CEO/CFO CERTIFICATION**

As required by clause 49 of the Listing Agreement, the certificate from Chairman and Managing Director was placed before the Board of Directors at their meeting held on 25<sup>th</sup> May, 2012.

9. **COMMUNICATION APPROACH**

The Company's financial results are published in the News Today and Makkal Kural.

10. **GENERAL SHAREHOLDER INFORMATION**I. 18th Annual General Meeting

The 18th annual general meeting will be held on 21st August, 2012 at 19, Cathedral Road, Chennai - 600 086.

## II. Tentative Financial Reporting Calendar

| <b>Financial Reporting 2012-13</b> | <b>From</b> | <b>To</b>  | <b>Date</b>                     |
|------------------------------------|-------------|------------|---------------------------------|
| 1 <sup>st</sup> Quarter            | April       | June       | On or before August 14, 2012    |
| 2 <sup>nd</sup> Quarter            | July        | September  | On or before November 14, 2012  |
| 3 <sup>rd</sup> Quarter            | October     | December   | On or before February 14, 2013  |
| 4 <sup>th</sup> Quarter            | January     | March      | On or before May 30, 2013       |
| Annual General Meeting             | April 2012  | March 2013 | On or before September 30, 2013 |

III. Book Closure

The date of closure is from 14-08-2012 to 21-08-2012.

IV. Stock Exchange Listing

| Stock Exchange             | Stock Code | Listing Fees Paid upto on | ISIN No.                   |
|----------------------------|------------|---------------------------|----------------------------|
| Bombay Stock Exchange      | 526783     | 31-03-2013                | INE934C01018               |
| Madras Stock Exchange Ltd. | 118995     | 31-03-2012                | Delisting approval awaited |

V. Market price data

High and low prices of Equity shares in the financial year 2011-12 were as follows :

| Month          | Bombay Stock Exchange |           |
|----------------|-----------------------|-----------|
|                | High (Rs.)            | Low (Rs.) |
| April 2011     | 94.35                 | 89.35     |
| May 2011       | 94.10                 | 91.00     |
| June 2011      | 93.85                 | 91.30     |
| July 2011      | 99.90                 | 92.10     |
| August 2011    | 94.85                 | 84.00     |
| September 2011 | 92.90                 | 85.00     |
| October 2011   | 89.70                 | 73.20     |
| November 2011  | 86.00                 | 79.70     |
| December 2011  | 116.05                | 81.00     |
| January 2012   | 149.10                | 121.85    |
| February 2012  | 153.90                | 115.00    |
| March 2012     | 124.80                | 50.10     |

**VI. Share Transfer System**

The Share Transfer work is being handled by Company's Registrar and Transfer Agents,

M/s. INTEGRATED ENTERPRISES (INDIA) LTD.

2<sup>nd</sup> Floor, KENCES TOWERS

No.1, Ramakrishna Street

Off. North Usman Road, T.Nagar

Chennai- 600 017

Tel:2814 0801-03

Email: corpserve@integratedindia.in

The Company has established connectivity with the depositories, namely, National Securities Depository Limited, Mumbai and Central Depository Services (India) Limited, Mumbai. The transfers are approved by the Share Transfer Committee. Share Transfers are registered and despatched within a period of 30 days from the date of receipt if the documents are correct and valid in all respects. As on 31-03-2012 there were no valid requests pending for transfer of shares.

**VII. Unpaid/Unclaimed Dividend**

Pursuant to Section 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, remaining unpaid/unclaimed for a period of seven years from the date of declaration will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claims. Members who have not yet encashed their dividend warrant(s) for the financial years 2004-05 onwards, are requested to make their claims without any delay to the Company's Registrar and Transfer Agents, M/s. Integrated Enterprises (India) Ltd.

**VIII. Equity Shares in Suspense Account**

As per Clause 5A(1) of the Listing Agreement with the Stock Exchanges, the Company reports following details in respect of Equity Shares lying in the Suspense Account.

| Particulars   | No.of Shareholders | No.of Equity Shares |
|---|--------------------|---------------------|
| Aggregate number of shareholders and the outstanding shares in the Suspense Account as on March 31,2012 | 6                  | 4000                |

The voting rights of the shares outstanding in the Suspense Account as on March 31,2012 shall remain frozen till the rightful owner of such shares claims the shares. These shares are being transferred into "Unclaimed Shares Demat Suspense Account".



IX. Distribution of shareholdingAs on 31<sup>st</sup> March, 2012

| Category  | Number of<br>Shares held | % of<br>holding |
|---|--------------------------|-----------------|
| 1. Promoters  |                          |                 |
| - Indian  | 3520208                  | 78.23           |
| - Foreign   | - NIL -                  | - NIL -         |
| 2. Persons acting in concert  | - NIL -                  | - NIL -         |
| 3. Institutional Investors  |                          |                 |
| a. Mutual Funds & UTI   | - NIL -                  | - NIL -         |
| b. Banks, Financial Institutions, Insurance<br>Companies (Central/State Govt. Inst./<br>Non-Govt. Inst) | - NIL -                  | - NIL -         |
| c. FIIs   | - NIL -                  | - NIL -         |
| 4. Others   |                          |                 |
| - Bodies Corporate  | 126406                   | 2.81            |
| - Indian Public   | 795016                   | 17.67           |
| - NRIs / OCBs   | 19078                    | 0.42            |
| - Other than specified above Clearing Members   | 39292                    | 0.87            |
| Total   | 4500000                  | 100             |
| Paid-up Shares  | 4500000                  | 100             |

## X. DISTRIBUTION SCHEDULE AS ON 31/03/2012

| Sl. No. | Category of Shares | Holders |        | Shares  |        |
|---------|--------------------|---------|--------|---------|--------|
|         |                    | Nos.    | %      | Nos.    | %      |
| 1       | 1 - 500            | 2272    | 89.03  | 283367  | 6.30   |
| 2       | 501 - 1000         | 127     | 4.98   | 101619  | 2.26   |
| 3       | 1001 - 2000        | 65      | 2.54   | 99364   | 2.20   |
| 4       | 2001 - 3000        | 29      | 1.14   | 72268   | 1.61   |
| 5       | 3001 - 4000        | 8       | 0.31   | 27906   | 0.62   |
| 6       | 4001 - 5000        | 10      | 0.39   | 46056   | 1.02   |
| 7       | 5001 - 100000      | 11      | 0.43   | 71421   | 1.59   |
| 8       | 100001 and above   | 30      | 1.18   | 3797999 | 84.40  |
|         | TOTAL              | 2552    | 100.00 | 4500000 | 100.00 |

XI. Dematerialisation of shares

The equity shares of the Company are required to be compulsorily traded and settled only in the dematerialised form.

XII. Regd. Office Location

The Company has its Regd. Office at # 19 (Old No.13), Cathedral Road, Chennai – 600086.

XIII. Dematerialisation of Shares and Liquidity

Shares of the Company can be held and traded in electronic form.

Approximately 34,71,611 being 77.15% shares have already been dematerialized.

For and on behalf of the Board

Place : Chennai  
Date : 25.05.2012

Sd/-  
Dr. Amar Agarwal  
Chairman Cum Managing Director

**Declaration under clause 49 of the Listing Agreement  
regarding adherence to the code of conduct**

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 and the Board Members and Senior Management Personnel have affirmed compliance with the said code of conduct.

**FOR DR.AGARWAL'S EYE HOSPITAL LIMITED**

**Sd/-**

Place : Chennai

**DR.AMAR AGARWAL**

Date : 25.05.2012

**CHAIRMAN CUM MANAGING DIRECTOR**

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of  
Dr. Agarwal's Eye Hospital Limited,  
Chennai.

1. We have examined the compliance of the conditions of Corporate Governance by Dr. Agarwal's Eye Hospital Ltd, for the year ended 31<sup>st</sup> March 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and explanations given to us and based on the representation made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.
4. We further state that such Compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for M. K. DANDEKER & CO.,  
(Firm Reg. No.000679S)  
Sd/-

K. J. DANDEKER  
PARTNER

CHARTERED ACCOUNTANTS  
MEMBERSHIP No.018533

Place : Chennai  
Date : 25.05.2012

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

To  
The Board of Directors,  
Dr.Agarwal's Eye Hospitals Ltd

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 31/03/2012 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 that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee.
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) 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/-  
Dr.Amar Agarwal

Sd/-  
Dr.Athiya Agarwal

Place : Chennai  
Date : 25.05.2012

**AUDITOR'S REPORT TO THE MEMBERS OF  
DR.AGARWAL'S EYE HOSPITAL LIMITED, CHENNAI**

We have audited the attached Balance Sheet of Dr.Agarwal's Eye Hospital Limited, Chennai as at 31st March 2012, the Statement of Profit and Loss and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
- iii. The Balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
- iv. In our opinion, the Balance Sheet and Statement of Profit and Loss dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v. On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:
- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; and
  - b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
  - c) in case of the Cash Flow Statement, of the cash flows for the year ended on that date.
- .

Place : Chennai  
Date : 25.05.2012

for M. K. DANDEKER & CO.,  
(Firm Reg. No.000679S)  
Sd/-  
K. J. DANDEKER  
PARTNER  
CHARTERED ACCOUNTANTS  
MEMBERSHIP No 018533

**ANNEXURE TO THE AUDITOR'S REPORT**  
**(Referred to in our Report of even date)**

1.
  - a. The Company has maintained proper records showing full particulars including Quantitative details and situation of fixed assets.
  - b. The Fixed Assets are physically verified by the Management at regular Intervals and no material discrepancies were noticed on such verification.
  - c. No substantial part of Fixed Assets has been disposed off during the year.
2.
  - a. The physical verification of inventory has been conducted at reasonable intervals by the management.
  - b. The procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c. The Company is maintaining proper records of inventory and any discrepancies noticed on physical verification are being properly dealt in the books of accounts.
3. The Company has given interest free Rental deposits of Rs.4,25,00,000/- and Rs.4,17,37,000/- to two firms in which certain directors are partners.
4. In our opinion and according to the information and explanations given to us, the internal control procedures with regard to inventory and fixed assets and for sale of goods are being strengthened to be commensurate with the size of the Company and the nature of the business.
5.
  - a) In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
  - b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in 5(a) above and exceeding the value of Rs.5 lakhs with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted deposits from the public and the provisions of Section 58A and 58AA of the Act, rules framed there under and other relevant directives issued by the Reserve Bank of India are not applicable to the Company.
7. The Company's Internal Audit System is commensurate with the size of the company and nature of its business.
8. The Company is not required to maintain the cost records as prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act.
9.
  - a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty and other statutory dues.
  - b) According to the information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty were



in arrears as on 31.03.2012 for a period of more than six months from the date they became payable.

- c) There are no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax and Excise Duty that have not been deposited with the appropriate authorities on account of any dispute.
10. The Company has not incurred cash loss during the current financial year and the previous financial year and there are no accumulated losses as on the balance sheet date.
  11. The company has not defaulted in repayment of dues to a financial institution or bank.
  12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore Paragraph 4 (xii) of the order relating to maintenance of documents and records is not applicable.
  13. According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from bank or financial institutions.
  14. The term loans were applied for the purpose for which the loans were obtained.
  15. The funds raised by the Company on short-term basis have not been used for long-term investment and vice versa.
  16. The Company has not made Preferential Allotment of shares to parties and companies covered in the register maintained u/s.301 of the Act during the year.
  17. During the year covered by our Audit Report, the Company has not issued any debentures and therefore paragraph 4(xix) of the said Order is not applicable.
  18. The provisions of special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company and therefore Paragraph 4(xiii) of the order is not applicable.
  19. The Company is not dealing or trading in shares, securities, debentures or other investments and therefore Paragraph 4(xiv) of the order is not applicable.
  20. During the year covered by our Audit Report, the Company has not raised any money by public issue and therefore Paragraph 4(xx) of the order is not applicable.

Based on our examination and the information provided to us by the company, no fraud on or by the Company has been noticed or reported during the year.

for M. K. DANDEKER & CO.,  
(Firm Reg. No.000679S)  
Sd/-

K. J. DANDEKER  
PARTNER

Place : Chennai  
Date : 25.05.2012

CHARTERED ACCOUNTANTS  
MEMBERSHIP No 018533

**N K BHANSALI & CO.,**

Company Secretaries

“ CRESECENT COURT”

963/15, 3rd Floor, Poonamallee High Road,

Chennai-600084.

Tamilnadu

Tel/Fax +91 44 43560004

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narendra2000@vsnl.com

bhansalifcs@hotmail.com

### COMPLIANCE CERTIFICATE

To

The Members

DR. AGARWAL'S EYE HOSPITAL LIMITED

CHENNAI -86

CIN No.L85110TN1994PLC027366

I/We have examined the registers, records, books and papers of **DR. AGARWAL'S EYE HOSPITAL LIMITED** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In my/our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made there under.
3. The Company is a public Limited and hence the other conditions of Private Limited Company are not applicable.
4. The Board of Directors duly met 4 times on 17/05/2011, 30/07/2011, 08/11/2011, and 14/02/2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members, and/or Debenture holders during the year under review.
6. The annual general meeting for the financial year ended 31/03/2011 was held on 23/08/2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

7. No extra ordinary general meeting was held during the financial year under review.
8. The Company has not advanced any loan to its directors and/or persons or firms or Companies.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries wherever applicable in the register maintained under section 301 of the Act.
11. The Company has no appointment covered u/s 314 of the Act.
12. The Board of Directors or duly constituted Committee of Directors has not approved the issue of any duplicate share certificates.
13. The Company has:
  - i. delivered the certificate on lodgment thereof for transfer/transmission.
  - ii. deposited the amount of dividend declared including interim dividend in a separate Bank Account on 26/08/2011 which is within five days from the date of declaration of such dividend.
  - iii. paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank on 22/09/2011 within 30 days from declaration.
  - iv. transferred the amounts in unpaid dividend account for the year financial year 2004 which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - v. duly complied with the requirements of section 217 of the Act.
14. The Board of directors of the company is duly constituted and there was no change in the directors during the year under review.
15. There was no appointment of Managing Director/Wholtime Director/Manager during the year under review.
16. No sole-selling agent was appointed during the period under review.
17. The company did not seek any approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of section 299 of the Act and the rules made thereunder.
19. The Company has not allotted any Equity shares during the financial year under review.

20. The Company has not bought back any shares during the financial year ending under review.
21. The Company has not issued any preference shares/debentures during the year.
22. There were no instances of keeping in abeyance rights to dividend pending registration of transfer of shares in compliance with the provisions of the Act
23. The Company has not accepted any deposit from the public during the period under review.
24. The amount borrowed by the Company during the financial year ending 31/03/2012 is within the borrowing limits of the company .
25. The Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate except for the borrowings made by the Company.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its articles of association during the year under review.
31. There is no prosecution initiated against or show cause notice received by the company for alleged offenses under the act and also no fines and penalties or any other punishment imposed on the company during the financial year.
32. The Company has not received any amount as security from its employees during the year under certification as per provisions of section 417(1) of the Act.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

for N.K.BHANSALI & CO.,  
Company Secretaries  
Sd/-  
(N.K.BHANSALI)  
Proprietor  
C.P.No : 2321 FCS No. 3942

Place:Chennai  
Date:25.05.2012

## ANNEXURE A

(Referred to in our certificate of even date)

Registers as maintained by the Company under various provisions of the Act.

1. Register of members with index u/s 150&151.
2. Minutes books of general meetings u/s 193.
3. Minutes books of board meetings u/s 193.
4. Books of accounts u/s 209.
5. Register of directors, managing directors, manager and secretary u/s 303.
6. Register of charges.
7. Register of directors shareholdings.
8. Register of contracts in which directors are interested u/s 301.
9. Register of investments, loans and guarantee under section 372 A of the Act.
10. Register of share transfer.
11. Register of Fixed Assets.

## ANNEXURE B

(Referred to in our certificate of even date)

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2012.

| Sl. No. | Document Type / Form No | U/S* of The Companies Act, 1956 | Filing Date |
|---------|-------------------------|---------------------------------|-------------|
| 1.      | FORM 23AC & FORM 23ACA  | 220                             | 01/02/2012  |
| 2.      | FORM 66                 | 383A                            | 29/10/2011  |
| 3.      | FORM 23                 | 192                             | 08/09/2011  |
| 4.      | FORM 8                  | 125                             | 30/08/2011  |
| 5.      | FORM 21                 | 621A                            | 12/05/2011  |
| 6.      | FORM 21                 | 621A                            | 02/07/2011  |
| 7.      | FORM 23                 | 192                             | 21/09/2011  |
| 8.      | FORM 20B                | 159                             | 10/10/2011  |
| 9.      | FORM 1 INV              | Iepf Rules                      | 05/10/2011  |

for N.K.BHANSALI & CO.,  
Company Secretaries  
Sd/-

(N.K.BHANSALI)

Proprietor

Place : Chennai

Date : 25.05.2012

C.P.No : 2321 FCS No. 3942

**BALANCE SHEET AS AT 31 MARCH, 2012**

| Particulars   | Note No. | 31 March, 2012<br>(Rs. in 000's) | 31 March, 2011<br>(Rs. in 000's) |
|---|----------|----------------------------------|----------------------------------|
| <b>A EQUITY AND LIABILITIES</b>                     |          |                                  |                                  |
| 1. Shareholders' funds                              |          |                                  |                                  |
| (a) Share capital                                   | 1        | <b>45,000</b>                    | 45,000                           |
| (b) Reserves and surplus                            | 2        | <b>86,250</b>                    | 70,264                           |
| 2. Non-current liabilities                          |          |                                  |                                  |
| (a) Long-term borrowings                            | 3        | <b>146,769</b>                   | 192,699                          |
| (b) Deferred tax liabilities (net)                  |          | <b>3,191</b>                     | 3,191                            |
| (c) Other long-term liabilities                     | 4        | <b>3,623</b>                     | 1,914                            |
| 3. Current liabilities                              |          |                                  |                                  |
| (a) Short-term borrowings                           | 5        | <b>75,616</b>                    | 55,905                           |
| (b) Trade payables                                  | 6        | <b>108,238</b>                   | 112,094                          |
| (c) Other current liabilities                       | 7        | <b>99,723</b>                    | 69,682                           |
| (d) Short-term provisions                           | 8        | <b>6,039</b>                     | 11,419                           |
| <b>TOTAL</b>  |          | <b>574,451</b>                   | 562,168                          |
| <b>B ASSETS</b>                                     |          |                                  |                                  |
| 1. Non-current assets                               |          |                                  |                                  |
| (a) Fixed assets                                    |          |                                  |                                  |
| (i) Tangible assets                                 | 9.A      | <b>213,344</b>                   | 231,726                          |
| (ii) Intangible assets                              | 9.B      | <b>13,752</b>                    | 16,034                           |
|   |          | <b>227,095</b>                   | 247,760                          |
| (b) Non-current investments                         | 10       | <b>319</b>                       | 319                              |
| (c) Long-term loans and advances                    | 11       | <b>133,090</b>                   | 129,202                          |
| (d) Other non-current assets                        | 12       | <b>24,061</b>                    | 20,872                           |
|   |          | <b>384,565</b>                   | 398,153                          |
| 2. Current assets                                   |          |                                  |                                  |
| (a) Inventories                                     | 13       | <b>59,977</b>                    | 40,970                           |
| (b) Trade receivables                               | 14       | <b>68,669</b>                    | 70,014                           |
| (c) Cash and cash equivalents                       | 15       | <b>39,637</b>                    | 30,153                           |
| (d) Short-term loans and advances                   | 16       | <b>21,604</b>                    | 22,877                           |
|   |          | <b>189,886</b>                   | 164,015                          |
| <b>TOTAL</b>  |          | <b>574,451</b>                   | 562,168                          |
| Notes forming part of the financial statements 1-39 |          |                                  |                                  |

Sd/-  
**Dr. Amar Agarwal**  
Chairman &  
Managing Director

Sd/-  
**Dr. Athiya Agarwal**  
Director

As per our Report Annexed  
For M.K.DANDEKER & CO.,  
(Firm Reg. No.000679S)

Sd/-  
**K.J. DANDEKER**  
PARTNER

CHARTERED ACCOUNTANTS  
MEMBERSHIP No 018533

Place : Chennai  
Date : 25.05.2012

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2012**

| Particulars   | Note No. | 31 March, 2012<br>(Rs. In '000s) | 31 March, 2011<br>(Rs. In '000s) |
|---|----------|----------------------------------|----------------------------------|
| <b>Revenue</b>  |          |                                  |                                  |
| 1. Revenue from operations                                      | 17       | <b>1,034,995</b>                 | 1,027,531                        |
| 2. Other income   | 18       | <b>21,834</b>                    | 14,637                           |
| <b>Total Revenue</b>  |          | <b>1,056,829</b>                 | 1,042,168                        |
| <b>3. Expenses</b>  |          |                                  |                                  |
| (a) Hospital Operative Expenses                                 | 19       | <b>221,132</b>                   | 223,405                          |
| (b) Purchases of stock-in-trade                                 | 20       | <b>257,828</b>                   | 227,665                          |
| (c) Changes in inventories of finished goods and stock-in-trade | 21       | <b>-19,006</b>                   | -3,085                           |
| (d) Employee benefits expenses                                  | 22       | <b>205,398</b>                   | 204,414                          |
| (e) Finance costs   | 23       | <b>45,994</b>                    | 42,613                           |
| (f) Depreciation and Amortisation expenses                      | 9        | <b>57,048</b>                    | 63,754                           |
| (g) Other Expenses  | 24       | <b>259,207</b>                   | 247,246                          |
| <b>Total Expenses</b>   |          | <b>1,027,601</b>                 | 1,006,012                        |
| 4. Profit / (Loss) Before Tax                                   | A        | <b>29,228</b>                    | 36,156                           |
| 5. Tax expenses:  |          |                                  |                                  |
| (a) Current tax expense for current year                        |          | <b>13,200</b>                    | 15,500                           |
| (b) Current tax expense relating to prior years                 |          | <b>-</b>                         | 133                              |
| (c) Wealth Tax  |          | <b>43</b>                        | 28                               |
| <b>Total</b>  | B        | <b>13,243</b>                    | 15,662                           |
| 6. Profit / (Loss) for the Year                                 | A-B      | <b>15,986</b>                    | 20,494                           |
| 7. Earnings per share (of 10/- each):                           |          |                                  |                                  |
| (a) Basic Continuing operations                                 |          | <b>3.55</b>                      | 4.55                             |
| (b) Diluted Continuing operations                               |          | <b>3.55</b>                      | 4.55                             |
| Face value per share (in Rs)                                    |          | <b>10.00</b>                     | 10.00                            |

Notes forming part of the financial statements 1-39

|  |  |   |
|--|--|---|
| Sd/-<br><b>Dr. Amar Agarwal</b><br><i>Chairman &amp;<br/>Managing Director</i> | Sd/-<br><b>Dr. Athiya Agarwal</b><br><i>Director</i> | As per our Report Annexed<br>For M.K.DANDEKER & CO.,<br>(Firm Reg. No.000679S)<br>Sd/-<br><b>K.J. DANDEKER</b><br>PARTNER<br>CHARTERED ACCOUNTANTS<br>MEMBERSHIP No 18533 |
|--|--|---|

Place : Chennai  
Date : 25.05.2012

**CASH FLOW STATEMENT FOR 2011-2012**

| <b>Description</b>                                     | <b>Year ended<br/>31.03.12<br/>Rs in 000's</b> | <b>Year ended<br/>31.03.11<br/>Rs in 000's</b> |
|--|--|--|
| <b>A CASHFLOWFROM OPERATINGACTIVITIES</b>              |  |  |
| Net Profit before tax and extraordinary items          | 29,228   | 36,156   |
| <b>Adjustments for :</b>                               |  |  |
| Depreciation   | 57,048   | 63,754   |
| Interest expenses                                      | 43,935   | 39,900   |
| Forex Gain / Loss                                      | (387)  | -  |
| Interest / Dividend                                    | (619)  | (335)  |
| Profit on Sale of Assets                               | -  | (4)  |
|  | <b>99,978</b>                                  | <b>103,315</b>                                 |
| <b>Operating Profit before Working Capital Changes</b> | <b>129,206</b>                                 | <b>139,471</b>                                 |
| <b>Adjustments of Working Capital Changes:</b>         |  |  |
| Decrease in Trade Payables                             | (1,329)  | 31,787   |
| Increase in Provisions                                 | 2,230  | 791  |
| Decrease in Trade Receivables                          | 99   | (16,942)                                       |
| Increase in Other Receivables                          | 1,358  | (40,432)                                       |
| Increase in Inventories                                | (19,006)                                       | (3,086)  |
|  | <b>(16,648)</b>                                | <b>(27,882)</b>                                |
| <b>Net Changes in Working Capital Cash generated</b>   | <b>112,558</b>                                 | <b>111,589</b>                                 |
| Direct Taxes   | -  | 6,030  |
| <b>Cash flow before extraordinary items</b>            | <b>112,558</b>                                 | <b>105,559</b>                                 |
| <b>Net Cash from Operating Activities - A</b>          | <b>112,558</b>                                 | <b>105,559</b>                                 |
| <b>B CASHFLOWFROM INVESTINGACTIVITIES</b>              |  |  |
| <b>Description</b>                                     | <b>Rs in 000's</b>                             | <b>Rs in 000's</b>                             |
| Purchase of Fixed Assets                               | (36,966)                                       | (36,479)                                       |
| Sale of Fixed Assets                                   | -  | 175  |
| Dividend Received                                      | 32   | 32   |
| Interest Received                                      | 587  | 303  |
| <b>Net Cash used in Investing Activities - B</b>       | <b>(36,348)</b>                                | <b>(35,969)</b>                                |



| Description  | Year ended<br>31.03.12<br>Rs in 000's | Year ended<br>31.03.11<br>Rs in 000's |
|--|---------------------------------------|---------------------------------------|
| <b>C CASH FLOW FROM FINANCING ACTIVITIES</b>                 |                                       |                                       |
| Dividends & Dividend Tax                                     | 4,212                                 | (4,212)                               |
| Proceeds from Secured Loans                                  | 11,548                                | 37,028                                |
| Interest paid  | (35,162)                              | (39,927)                              |
| Repayment of Un Secured Loans                                | 3,565                                 | (3,565)                               |
| Repayment of Secured Loans                                   | (50,889)                              | (49,055)                              |
| <i>Net Cash inflow from Financing Activities - C</i>         | <u>(66,726)</u>                       | <u>(59,731)</u>                       |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS<br/>(A+B+C)</b> | <b>9,484</b>                          | 9,859                                 |
| <b>CASH AND CASH EQUIVALENT AS AT 31-03-2011</b>             | <b>30,153</b>                         | 20,294                                |
| <b>CASH AND CASH EQUIVALENT AS AT 31-03-2012</b>             | <b>39,637</b>                         | 30,153                                |
| <b>INCREASE IN CASH AND CASH EQUIVALENTS</b>                 | <b>9,484</b>                          | 9,859                                 |

Sd/-  
**Dr. Amar Agarwal**  
*Chairman &  
Managing Director*

Sd/-  
**Dr. Athiya Agarwal**  
*Director*

As per our Report Annexed  
For M.K.DANDEKER & CO.,  
(Firm Reg. No.000679S)

Sd/-  
**K.J. DANDEKER**  
**PARTNER**

CHARTERED ACCOUNTANTS  
MEMBERSHIP No 18533

Place : Chennai  
Date : 25.05.2012

**Notes forming part of the financial statements****Note 1 Share Capital**

| Particulars  | 31 March, 2012    |                    | 31 March, 2011   |                    |
|--|-------------------|--------------------|------------------|--------------------|
|  | Number of shares  | Amount (Rs. '000s) | Number of shares | Amount (Rs. '000s) |
| (a) Authorised<br>200,00,000 Equity shares of Rs.10/- each                                     | <b>20,000,000</b> | <b>200,000</b>     | 20,000,000       | 200,000            |
| (b) Issued<br>45,00,000 Equity shares of Rs.10/- each with voting rights                       | <b>4,500,000</b>  | <b>45,000</b>      | 4,500,000        | 45,000             |
| (c) Subscribed and fully paid up<br>45,00,000 Equity shares of Rs.10/- each with voting rights | <b>4,500,000</b>  | <b>45,000</b>      | 4,500,000        | 45,000             |
| <b>Total</b>   | <b>4,500,000</b>  | <b>45,000</b>      | 4,500,000        | 45,000             |

  

| Particulars   | Opening Balance | Fresh issue / Bonus | ESOP / Buyback/ other Changes | Closing Balance   |
|---|-----------------|---------------------|-------------------------------|-------------------|
| Equity shares with voting rights<br>Year ended 31 March, 2012 |                 |                     |                               |                   |
| - Number of shares  | 4,500,000       | -                   | -                             | <b>4,500,000</b>  |
| - Amount (Rs.10/-)  | 45,000,000      | -                   | -                             | <b>45,000,000</b> |
| Year ended 31 March, 2011                                     |                 |                     |                               |                   |
| - Number of shares  | 4,500,000       | -                   | -                             | <b>4,500,000</b>  |
| - Amount (Rs.10/-)  | 45,000,000      | -                   | -                             | <b>45,000,000</b> |

(ii) Date of shares held by each shareholder holding more than 5% shares

| Class of shares/Name of shareholder | 31 March, 2012        |                                   | 31 March, 2011        |                                   |
|-------------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
|                                     | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights    |                       |                                   |                       |                                   |
| Dr.J.Agarwal                        | -                     | -                                 | 317,474               | 7.05                              |
| Dr.Agarwal's Health Care Ltd        | <b>900,000</b>        | <b>20.00</b>                      | -                     | -                                 |
| Dr.Amar Agarwal                     | <b>473,887</b>        | <b>10.53</b>                      | 156,413               | 3.48                              |
| Dr.Agarwal's Eye Institute Pvt Ltd  | <b>451,800</b>        | <b>10.04</b>                      | 451,800               | 10.04                             |
| Adil Agarwal                        | <b>382,321</b>        | <b>8.50</b>                       | 382,321               | 8.50                              |
| Ashvin Agawal                       | <b>374,608</b>        | <b>8.32</b>                       | 374,608               | 8.32                              |
| Anosh Agrwal                        | <b>368,246</b>        | <b>8.18</b>                       | 368,246               | 8.18                              |
| Dr.Athiya Agarwal                   | <b>354,546</b>        | <b>7.88</b>                       | 354,546               | 7.88                              |

Note: As per the Share Purchase Agreement dated January 11, 2011, 24,72,408 shares of the Promoters have been transferred to Dr.Agarwal's Health Care Ltd. after the Balance Sheet date during April 2012. As a result of this transfer, the Company is now a Subsidiary of Dr.Agarwal's Health Care Ltd. which has a consolidated shareholding of 74.94% in Dr.Agarwal's Eye Hospital Ltd.

**Notes forming part of the financial statements (Contd.)****Note 2 Reserves and Surplus**

| <b>Particulars</b>   | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|--|---|---|
| <b>(a) Securities Premium Account</b>                              |   |   |
| Opening balance  | <b>41,100</b>                           | 41,100                                  |
| Add : Premium on shares issued during the year                     | -                                       | -                                       |
| Closing balance  | <b>41,100</b>                           | 41,100                                  |
| <b>(b) General Reserve</b>   |   |   |
| Opening balance  | <b>5,900</b>                            | 5,400                                   |
| Add: Transferred from surplus in Statement of Profit and Loss      | -                                       | 500                                     |
| Closing balance  | <b>5,900</b>                            | 5,900                                   |
| <b>(c) Surplus / (Deficit) in Statement of Profit and Loss</b>     |   |   |
| Opening balance  | <b>23,264</b>                           | 9,567                                   |
| Add: Profit / (Loss) for the year                                  | <b>15,986</b>                           | 20,494                                  |
| Less : Dividends proposed to be distributed to equity shareholders | -                                       | 5,400                                   |
| Tax on dividend  | -                                       | 897                                     |
| Amount Transferred to General reserve                              | -                                       | 500                                     |
| <b>Closing balance</b>   | <b>39,250</b>                           | 23,264                                  |
| <b>Total</b>   | <b>86,250</b>                           | 70,264                                  |

**Notes forming part of the financial statements (Contd.)****Note 3 Long-Term Borrowings**

| Particulars   | Terms of repayment | 31 March 2012<br>(Rs.in 000's) | 31 March 2011<br>(Rs.in 000's) |
|---|--------------------|--------------------------------|--------------------------------|
| <b>Secured Loan</b>   |                    |                                |                                |
| Term loans from banks:  |                    |                                |                                |
| a) Term Loan - SBI (Secured by First Charge on assets created out of this Term Loan)  | 3 Years            | <b>15,170</b>                  | 26,695                         |
| b) Term Loan - SBI (Secured by First Charge on entire fixed Assets including assets created out of this Term Loan excluding Vehicles specifically charged to other banks) | 2 Years            | <b>130,609</b>                 | 164,513                        |
| Vehicle Loans from banks:   |                    |                                |                                |
| c) Vehicle Loan - HDFC (Secured by hypothecation of Vehicles)   |                    | -                              | 1                              |
| d) Vehicle Loan - Axis Bank (Secured by hypothecation of Vehicles)  |                    | -                              | 152                            |
| e) Vehicle Loan - Kotak Mahindra Bank (Secured by hypothecation of Vehicle)   |                    | -                              | 47                             |
| f) Vehicle Loan - Kotak Mahindra Bank (Secured by hypothecation of Vehicle)   | 2 Years            | <b>778</b>                     | -                              |
| Total - Term loans from banks (A)   |                    | <b>146,558</b>                 | 191,408                        |
| Vehicle Loans from other parties:   |                    |                                |                                |
| a) Vehicle Loan - Reliance Consumer Finance Pvt Ltd. (Secured by hypothecation of Vehicle)  | 2 Years            | <b>212</b>                     | 1,291                          |
| Total - Term loans from other parties (B)   |                    | <b>212</b>                     | 1,291                          |
| <b>Total - loans and advances (A+B)</b>   |                    | <b>146,769</b>                 | 192,699                        |

**Note 4 Other Long-Term Liabilities**

| Particulars        | 31 March, 2012<br>(Rs.in 000's) | 31 March, 2011<br>(Rs.in 000's) |
|--------------------|---------------------------------|---------------------------------|
| (i) Trade Payables | <b>3,194</b>                    | 1,290                           |
| (ii) Others        | <b>430</b>                      | 624                             |
| <b>Total</b>       | <b>3,623</b>                    | 1,914                           |

**Notes forming part of the financial statements (Contd.)****Note 5 Short-Term Borrowings**

| <b>Particulars</b>   | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|--|---|---|
| a) Cash Credit - SBI (Hypothecation of all current Assets) | <b>75,616</b>                           | 55,905                                  |
| <b>Total</b>   | <b>75,616</b>                           | 55,905                                  |

**Note 6 Trade Payables**

| <b>Particulars</b>                           | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|--|---|---|
| A) Trade Payables :                          |   |   |
| (i) Due to Micro, Small & Medium Enterprises | <b>157</b>                              | 231                                     |
| (ii) Other Trade Payables                    | <b>103,749</b>                          | 111,119                                 |
| B) Other Payables                            | <b>4,332</b>                            | 744                                     |
| <b>Total</b>                                 | <b>108,238</b>                          | 112,094                                 |

**Note 7 Other Current Liabilities**

| <b>Particulars</b>  | <b>31 March, 2012<br/>(Rs in 000's)</b> | <b>31 March, 2011<br/>(Rs in 000's)</b> |
|---|---|---|
| a) Current maturities of long-term debt   | <b>63,471</b>                           | 50,198                                  |
| b) Interest accrued and due on borrowings   | <b>2,830</b>                            | 2,836                                   |
| c) Unpaid dividends   | <b>915</b>                              | 1,039                                   |
| d) Outstanding Liabilities  | <b>23,792</b>                           | 12,811                                  |
| e) Advances from customers  | <b>3,196</b>                            | -                                       |
| f) Statutory remittances (Contributions to PF and ESIC, withholding Taxes, Excise Duty, VAT, Service Tax, etc.) | <b>5,518</b>                            | 2,798                                   |
| <b>Total</b>  | <b>99,723</b>                           | 69,682                                  |

**Note 8 Short-Term Provisions**

| <b>Particulars</b>                           | <b>31 March, 2012<br/>(Rs. in 000's)</b> | <b>31 March, 2011<br/>(Rs. in 000's)</b> |
|--|--|--|
| (a) Provision for employee benefits:         |  |  |
| (i) Provision for bonus                      | <b>3,500</b>                             | 2,423                                    |
| (ii) Provision for gratuity                  | <b>2,539</b>                             | 2,700                                    |
| (b) Provision - Others:                      |  |  |
| (i) Provision for proposed equity dividend   | -  | 5,400                                    |
| (ii) Provision for tax on proposed dividends | -  | 897                                      |
| <b>Total</b>                                 | <b>6,039</b>                             | 11,419                                   |

**Note 9 Fixed Assets****Gross Block**

(Rs. in '000s)

| Description                 | Balance as at 1 Apr. 2011 | Additions     | Disposals     | Acquisitions through business combinations | Reclassified as held for sale | Revaluation increase | Effect of foreign currency exchange difference | Borrowing cost capitalised | Other adjustments | Balance as at 31 March 2012 |
|-----------------------------|---------------------------|---------------|---------------|--|-------------------------------|----------------------|--|----------------------------|-------------------|-----------------------------|
| <b>A. Tangible Assets</b>   |                           |               |               |  |                               |                      |  |                            |                   |                             |
| (a) Surgical Equipment      | 291,973                   | 45,825        | 25,208        | -  | -                             | -                    | -  | -                          | -                 | 312,590                     |
| (b) Furniture and Fixtures  | 61,855                    | 2,178         | 58            | -  | -                             | -                    | -  | -                          | -                 | 63,975                      |
| (c) Vehicles                | 36,201                    | 1,958         | 313           | -  | -                             | -                    | -  | -                          | -                 | 37,847                      |
| (d) Electrical Fittings     | 97,099                    | 4,700         | 641           | -  | -                             | -                    | -  | -                          | -                 | 101,159                     |
| (e) Computers               | 19,279                    | 4,171         | 98            | -  | -                             | -                    | -  | -                          | -                 | 23,353                      |
| (e) Leasehold improvements  | 21,304                    | 3,520         | 132           | -  | -                             | -                    | -  | -                          | -                 | 24,692                      |
| <b>Total</b>                | <b>527,711</b>            | <b>62,353</b> | <b>26,449</b> | -  | -                             | -                    | -  | -                          | -                 | <b>563,615</b>              |
| Previous year               | 509,410                   | 25,387        | 3,483         | -  | -                             | -                    | -  | -                          | -                 | 531,314                     |
| <b>B. Intangible Assets</b> |                           |               |               |  |                               |                      |  |                            |                   |                             |
| Goodwill                    | 22,833                    | -             | -             | -  | -                             | -                    | -  | -                          | -                 | 22,833                      |
| <b>Total</b>                | <b>22,833</b>             | -             | -             | -  | -                             | -                    | -  | -                          | -                 | <b>22,833</b>               |
| Previous year               | 22,833                    | -             | -             | -  | -                             | -                    | -  | -                          | -                 | 22,833                      |

**Net Block****Accumulated depreciation and impairment**

| Description                 | Balance as at 1 Apr. 2011 | Depreciation/amortisation expense for the year | Eliminated on disposal of assets | Eliminated on reclassification as held for sale | Impairment losses recognised in statement of profit and loss | Reversal of impairment losses recognised in statement of profit and loss | Other adjustments | Balance as at 31 March 2012 | Balance as at 1 April 2011 |
|-----------------------------|---------------------------|--|----------------------------------|---|--|--|-------------------|-----------------------------|----------------------------|
| <b>A. Tangible Assets</b>   |                           |  |                                  |   |  |  |                   |                             |                            |
| (a) Surgical Equipment      | 180,337                   | 25,227   | -                                | -   | 191  | -  | -                 | 205,755                     | 11,636                     |
| (b) Furniture and Fixtures  | 29,410                    | 6,051  | -26                              | -   | -  | -  | -                 | 35,434                      | 32,445                     |
| (c) Vehicles                | 21,552                    | 3,913  | -                                | -   | -  | -  | -                 | 25,465                      | 14,649                     |
| (d) Electrical Fittings     | 44,188                    | 10,029   | -319                             | -   | -  | -  | -                 | 53,898                      | 52,911                     |
| (e) Computers               | 14,127                    | 3,407  | -                                | -   | -  | -  | -                 | 17,534                      | 5,152                      |
| (e) Leasehold improvements  | 6,372                     | 6,137  | -                                | -   | -  | -  | -                 | 12,203                      | 14,932                     |
| <b>Total</b>                | <b>295,985</b>            | <b>54,764</b>                                  | <b>-346</b>                      | -   | <b>191</b>   | -  | -                 | <b>350,289</b>              | <b>231,726</b>             |
| Previous year               | 239,006                   | 57,868   | -888                             | -   | 3,603  | -  | -                 | 298,268                     | 288,722                    |
| <b>B. Intangible Assets</b> |                           |  |                                  |   |  |  |                   |                             |                            |
| Goodwill                    | 6,798                     | 2,283  | -                                | -   | -  | -  | -                 | 9,081                       | 16,034                     |
| <b>Total</b>                | <b>6,798</b>              | <b>2,283</b>                                   | -                                | -   | -  | -  | -                 | <b>9,081</b>                | <b>16,034</b>              |
| Previous year               | 4,515                     | 2,283  | -                                | -   | -  | -  | -                 | 6,798                       | 18,318                     |

**Notes forming part of the financial statements (Contd.)****Note 10 Non-current investments**

| <b>Particulars</b>  | <b>31 March, 2012<br/>Quoted<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>Quoted<br/>(Rs.in 000's)</b> |
|---|--|--|
| (a) Investments at cost :   |  |  |
| Quoted non trade investment of<br>Polyspin Exports Ltd 31,900 Shares of Rs.10 Each.<br>Market Value Rs.18/- per share (Rs.5,74,200) | <b>319</b>   | 319  |
| <b>Total</b>  | <b>319</b>   | 319  |

**Note 11 Long-term loans and advances**

| <b>Particulars</b>         | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|----------------------------|---|---|
| (a) Security deposits      |   |   |
| Unsecured, considered good | <b>133,090</b>                          | 129,202                                 |
| <b>Total</b>               | <b>133,090</b>                          | 129,202                                 |

**Note 12 Other non-current assets**

| <b>Particulars</b>                          | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|---|---|---|
| (a) Long-term trade receivables             |   |   |
| Unsecured, considered good                  | <b>1,444</b>                            | -                                       |
| (b) Advance Tax ( Provision for tax ) net   | <b>22,472</b>                           | 20,670                                  |
| (c) Accruals : Interest accrued on deposits | <b>145</b>                              | 202                                     |
| <b>Total</b>                                | <b>24,061</b>                           | 20,872                                  |

**Note 13 Inventories**

(At lower and net realisable value)

| <b>Particulars</b> | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|--------------------|---|---|
| Opticals           | <b>37,059</b>                           | 26,534                                  |
| Pharmacy           | <b>9,195</b>                            | 5,719                                   |
| IOL                | <b>13,723</b>                           | 8,717                                   |
| <b>Total</b>       | <b>59,977</b>                           | 40,970                                  |

**Notes forming part of the financial statements (Contd.)****Note 14 Trade receivables**

| <b>Particulars</b>  | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|---|--|--|
| Trade Receivables outstanding for a period exceeding six months from the date they were due for payment : |  |  |
| Unsecured, considered good  | <b>17,620</b>                            | 22,967                                   |
| Other Trade Receivables:  |  |  |
| Unsecured, considered good  | <b>51,048</b>                            | 47,047                                   |
| <b>Total</b>  | <b>68,669</b>                            | 70,014                                   |

**Note 15 Cash and cash equivalents**

| <b>Particulars</b>           | <b>31 March, 2012<br/>(Rs.in 000's)</b> | <b>31 March, 2011<br/>(Rs.in 000's)</b> |
|------------------------------|---|---|
| (a) Cash on hand             | <b>3,177</b>                            | 3,108                                   |
| (b) Cheques, drafts on hand  | <b>149</b>                              | -                                       |
| (c) Balances with banks      |   |   |
| (i) In current accounts      | <b>21,896</b>                           | 21,528                                  |
| (ii) In deposit accounts     | <b>13,500</b>                           | 3,000                                   |
| (d) Unpaid dividend accounts | <b>915</b>                              | 1,039                                   |
| (e) Other earmarked accounts | -                                       | 1,478                                   |
| <b>Total</b>                 | <b>39,637</b>                           | 30,153                                  |

**Note 16 Short-term loans and advances**

| <b>Particulars</b>  | <b>31 March, 2012<br/>(Rs. in 000's)</b> | <b>31 March, 2011<br/>(Rs. in 000's)</b> |
|---|--|--|
| (a) Advances Recoverable from others  | <b>11,114</b>                            | 14,737                                   |
| Unsecured, considered good  |  |  |
| (b) Loans and advances to employees   | <b>1,865</b>                             | 1,381                                    |
| Unsecured, considered good  |  |  |
| (c) Prepaid expenses - Unsecured, considered good<br>(For e.g. Insurance premium, Annual maintenance contracts, etc.) | <b>8,624</b>                             | 6,759                                    |
| <b>Total</b>  | <b>21,604</b>                            | 22,877                                   |



**Notes forming part of the financial statements (Contd.)****Note 17 Revenue From Operations**

| <b>Particulars</b>              | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|---------------------------------|--|--|
| Sale of Products                | 321,389                                  | 302,188                                  |
| Sale of Services                | 713,606                                  | 725,343                                  |
| <b>Total</b>                    | <b>1,034,995</b>                         | <b>1,027,531</b>                         |
| <u>Traded Goods</u>             |  |  |
| Income From Supply Of Medicines | 84,722                                   | 78,462                                   |
| Income From Opticals            | 236,667                                  | 223,726                                  |
| <b>Total</b>                    | <b>321,389</b>                           | <b>302,188</b>                           |

**Note 18 Other Income**

| <b>Particulars</b>  | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|---|--|--|
| Net gain on foreign currency transactions and translation (other than considered as finance cost) | 433                                      | -  |
| Interest On Income Tax Refund   | 293                                      | -  |
| Other Interest Income (TDS -Rs.43,669/-)  | 820                                      | 303                                      |
| Dividend Received   | 32                                       | 32                                       |
| Rental Income From Operating Lease  | 180                                      | 380                                      |
| Prior Period Incomes  | 724                                      | 164                                      |
| Miscellaneous Income  | 1,877                                    | 973                                      |
| Sponsorship Received  | 123                                      | 3,740                                    |
| Fees Received - Phaco Training  | -  | 2,087                                    |
| Fees Received - Knowhow Fees  | -  | 202                                      |
| Discount Received   | 12,464                                   | 4,351                                    |
| Sundry Creditors Written Back   | 200                                      | 1,489                                    |
| Excess Provision Written Back   | 4,383                                    | 916                                      |
| Bad Debts Recovered   | 305                                      | -  |
| <b>Total</b>  | <b>21,834</b>                            | <b>14,637</b>                            |

**Notes forming part of the financial statements (Contd.)****Note 19 : Hospital Operative Expenses**

| <b>Particulars</b>             | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|--------------------------------|--|--|
| Clinical Expenses              | <b>50,690</b>                            | 54,870                                   |
| Consultancy Charges            | <b>122,594</b>                           | 122,453                                  |
| Discount Opticals & Inpatients | <b>34</b>                                | 331                                      |
| Electricity Charges            | <b>17,742</b>                            | 17,112                                   |
| Hospital Maintenance           | <b>17,175</b>                            | 19,296                                   |
| Computer & Consumables         | <b>1,921</b>                             | 2,661                                    |
| Fees Paid                      | <b>23</b>                                | 45                                       |
| Frieght Outward                | <b>-</b>                                 | 227                                      |
| Gas Consumption                | <b>30</b>                                | 59                                       |
| Insurance Equipments           | <b>39</b>                                | 119                                      |
| Laboratory Expenses            | <b>5,673</b>                             | 5,034                                    |
| Optical Labour Charges         | <b>426</b>                               | 390                                      |
| Patient Food Expenses          | <b>99</b>                                | 141                                      |
| Security Charges               | <b>4,686</b>                             | 667                                      |
| <b>Total</b>                   | <b>221,132</b>                           | 223,405                                  |

**Note 20 Purchase of Stock -in - Trade**

| <b>Particulars</b> | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|--------------------|--|--|
| Opticals           | <b>120,598</b>                           | 106,791                                  |
| Pharamacy          | <b>60,503</b>                            | 58,516                                   |
| IOL                | <b>76,727</b>                            | 62,359                                   |
| <b>Total</b>       | <b>257,828</b>                           | 227,666                                  |

**Notes forming part of the financial statements (Contd.)****Note 21 : Change in inventories of Finished Goods and Stock in Trade**

| <b>Particulars</b>                        | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|---|--|--|
| Inventories At The Beginning of the year: |  |  |
| Opticals                                  | 26,534                                   | 21,657                                   |
| Pharamacy                                 | 5,719                                    | 8,307                                    |
| IOL                                       | 8,717                                    | 7,921                                    |
| <b>Total (A)</b>                          | <b>40,970</b>                            | <b>37,885</b>                            |
| Inventories At The End of the year:       |  |  |
| Opticals                                  | 40,004                                   | 26,534                                   |
| Pharamacy                                 | 9,195                                    | 5,719                                    |
| IOL                                       | 10,778                                   | 8,717                                    |
| <b>Total (B)</b>                          | <b>59,977</b>                            | <b>40,970</b>                            |
| <b>Total (A-B)</b>                        | <b>-19,006</b>                           | <b>-3,085</b>                            |

**Note 22 : Employee Benefits Expenses**

| <b>Particulars</b>                         | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|--|--|--|
| Salaries, Wages And Bonus                  | 193,466                                  | 192,135                                  |
| Keyman Insurance                           | 261                                      | 449                                      |
| Contributions To Provident And Other Funds | 9,856                                    | 8,319                                    |
| Staff Welfare                              | 1,816                                    | 3,512                                    |
| <b>Total</b>                               | <b>205,398</b>                           | <b>204,414</b>                           |

**Note 23 Finance Costs**

| <b>Particulars</b> | <b>31 March, 2012<br/>(Rs. in '000s)</b> | <b>31 March, 2011<br/>(Rs. in '000s)</b> |
|--------------------|--|--|
| On Term Loans      | 33,597                                   | 32,870                                   |
| On Others          | 10,338                                   | 7,030                                    |
| Financial Charges  | 2,059                                    | 2,713                                    |
| <b>Total</b>       | <b>45,994</b>                            | <b>42,613</b>                            |

**Notes forming part of the financial statements (Contd.)****Note 24 Other Expenses**

| Particulars                        | 31 March, 2012<br>(Rs. in '000s) | 31 March, 2011<br>(Rs. in '000s) |
|------------------------------------|----------------------------------|----------------------------------|
| Advertisement & Publicity          | 252                              | 182                              |
| Entertainment Expenses             | 6,678                            | 10,220                           |
| Books & Periodicals                | 77                               | 199                              |
| Brokerage Expenses                 | 25                               | 342                              |
| Conference Expenses                | 30                               | 93                               |
| Directors Remuneration             | 11,450                           | 12,100                           |
| Boarding & Lodging                 | 1,191                            | 1,902                            |
| Interior Decoration Expenses       | 241                              | 936                              |
| Listing Fees                       | 43                               | 30                               |
| Membership & Subscription Expenses | -                                | 122                              |
| Office Maintenance                 | 510                              | 428                              |
| Share Transfer Agent Fees          | 109                              | 106                              |
| Sitting Fees                       | 30                               | 40                               |
| Software Development Charges       | 290                              | 519                              |
| Interest Paid                      | 65                               | 310                              |
| Foreign Exchange Loss Realised     | -                                | 7                                |
| Vehicle Maintenance                | 7,664                            | 7,856                            |
| Water Consumption                  | 1,377                            | 1,356                            |
| Rent Including Lease Rentals       | 128,201                          | 119,049                          |
| Repairs & Maintenance - Equipments | 1,892                            | 1,338                            |
| Repairs & Maintenance - AMC        | 9,000                            | 11,538                           |
| Repairs & Maintenance - Others     | 9,583                            | 4,499                            |
| Insurance                          | 2,993                            | 2,783                            |
| Rates And Taxes                    | 598                              | 703                              |

**Notes forming part of the financial statements (Contd.)****Note 24 Other Expenses (Contd.)**

| Particulars  | 31 March, 2012<br>(Rs. in '000s) | 31 March, 2011<br>(Rs. in '000s) |
|--|----------------------------------|----------------------------------|
| Service Tax Expenses   | -                                | 1,690                            |
| Telephone Expenses   | 4,756                            | 7,478                            |
| Internet Charges   | 3,609                            | 1,256                            |
| Travelling and Conveyance :  |                                  |                                  |
| - Domestic   | 5,868                            | 69                               |
| - Foreign  | 1,815                            | 1,776                            |
| Travelling Expenses - Others   | 2,892                            | 10,737                           |
| Printing And Stationery  | 6,719                            | 6,893                            |
| Postage Expenses   | 1,893                            | 1,587                            |
| Business Promotion   | 4,115                            | 2,490                            |
| Marketing Expenses   | 23,380                           | 18,815                           |
| Donations And Contributions  | -                                | 40                               |
| Legal And Professional Charges   | 850                              | 1,076                            |
| Payments To Auditors (Refer Note (i) Below)  | 1,608                            | 1,315                            |
| Sundry Debtors Write off   | 12,996                           | 11,318                           |
| Prior Period Items   | 3,599                            | 3,719                            |
| Miscellaneous Expenses   | 2,806                            | 329                              |
| <b>Total</b>   | <b>259,206</b>                   | <b>247,247</b>                   |
| (i) Payments To The Auditors Comprises<br>(Including Service Tax Where Applicable<br>As Auditors - Statutory Audit | 833                              | 662                              |
| For Taxation Matters   | 56                               | 28                               |
| For Other Services   | 597                              | 494                              |
| Reimbursement Of Expenses  | 122                              | 132                              |
| <b>Total</b>   | <b>1,608</b>                     | <b>1,315</b>                     |

**Notes forming part of the financial statements (Contd.)****25) Significant Accounting Policies:****Basis of preparation of financial statements**

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) prevalent in India, under the historical cost convention on the accrual basis. GAAP comprises Mandatory Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Management evaluates all recently issued or revised accounting standards on an ongoing basis.

**Use of Estimates**

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported value of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from the estimates.

**Inventory**

The inventories of all medicines, Medicare items and opticals traded and dealt with by the company are valued at Cost or net realizable value whichever is less.

**Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

**Prior Period Items and Extraordinary Items**

Prior period items and extraordinary items are separately classified, identified and dealt with as required under AS 5 'Net profit or loss for the period, prior period items and changes in accounting policies' issued by the Institute of Chartered Accountants of India.

**Depreciation and Amortization Charges**

Depreciation on fixed assets has been provided at the rate specified in Schedule XIV of the Companies Act. Depreciation on fixed assets is applied on the Written down Method.

Depreciation for assets purchased / sold during a period is proportionately charged. Individual low cost assets (acquired for less than Rs.5,000/-) are entirely depreciated in the year of acquisition.

Amortization of Goodwill has been charged at 1/10<sup>th</sup> of the total value on a proportionate basis.

### **Revenue Recognition**

Hospital Income is net of discounts – Revenue is recognized as the related services are rendered. Pharmacy sales are stated net of returns, discounts– Revenue is recognized at the time of physical sale. Optical sales are stated net of returns, discounts– Revenue is recognized at the time of physical sale. Interest is recognized on an accrual basis. Dividend income is recognized when the company's right to receive dividend is established.

### **Fixed Assets**

Fixed Assets are stated at their original cost of acquisition less accumulated depreciation and impairment losses recognized where necessary. Additional cost relating to the acquisition and installation of fixed assets are capitalized. Improvements made to Leasehold Buildings are being capitalized.

### **Transaction in Foreign Currencies**

Exchange differences arising on settlement of foreign currency liabilities relating to the acquisition of fixed assets, which is in accordance with AS 11 "Accounting for the effect of changes in Foreign Exchange Rate" issued by the Institute of Chartered Accountants of India, are recognized in the Profit & Loss Account.

### **Investments**

Investments are classified as current or long term in accordance with AS 13 "Accounting for Investments" issued by the Institute of Chartered Accountants of India.

Long term investments are stated at cost to the company. The company provides for diminution in the value of long term investments other than those temporary in nature.

Current investments are valued at lower of cost and fair value.

### **Employee Benefits**

#### **Defined Contribution Plan**

The company makes contribution towards Provident Fund and Employee State Insurance as a defined contribution retirement benefit fund for qualifying employees.

The Provident Fund plan is operated by the Regional Provident Fund Commissioner. Under the scheme, the company is required to contribute a specified percentage of payroll cost, as per the statute, to the retirement benefit schemes to fund the benefits. Employee State Insurance is remitted to Employee State Insurance Corporation.

**Defined Benefit Plan**

For Defined Benefit Plan the cost of providing benefits is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains or losses are recognized in full in the Profit and Loss Account for the period in which they occur.

**(a) Gratuity**

The company makes annual contribution to the Employees' Group Gratuity scheme of the Life Insurance Corporation of India, a funded defined benefit plan ("Gratuity Plan") covering eligible employees and recognized as an expense when employees have rendered service entitling them to the contributions. The scheme provides for lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

**(b) Leave Encashment Benefits**

The Company has no Leave Encashment Scheme as a part of retirement benefit scheme.

**Short Term Employee Benefits**

Short term employee benefits are recognized as expenses as per Company's scheme based on expected obligation.

**Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such asset. As per AS 16 "Borrowing costs" issued by the Institute of Chartered Accountants of India, a "Qualifying asset" is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing cost is expensed as incurred.

**Segment Reporting**

The company has complied with AS 17 "Segment reporting" issued by the Institute of Chartered Accountants of India, with Business as the primary segment. Revenue and expenses have been identified to segments on the basis of their relationship to the operative activities of the segment. Revenue and expenses which relates to the enterprise as a whole and are not allocable to the segments on a reasonable basis have been included under unallocable expenses. Inter-segment revenue and expenses are eliminated.

**Earnings Per Share**

In determining earnings per share, the company considers the net profit after tax before extraordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. And the number



of shares used in computing Diluted earnings per share is the weighted average number of shares outstanding during the period.

## **Taxation**

### **1. Income Tax**

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

### **2. Deferred Tax**

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reversed in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations.

Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

## **Intangible Assets**

Intangible assets are initially recognized at cost and amortized as per AS 26 "Intangible assets" issued by the Institute of Chartered Accountants of India.

## **Impairment**

The carrying amounts of assets are reviewed at each balance sheet date to ascertain if there is any indication of impairment based on external and internal factors. An asset is treated as impaired based on the cash generating concept at the year end, when the carrying cost of the asset exceeds its recoverable value, in terms of para 5 to para 13 of AS-28 "Impairment of Assets" issued by the Institute of Chartered Accountants of India, for the purpose of arriving at impairment loss thereon, if any.

An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

## **Bad Debts Policy**

The Board of Directors approves the bad debt policy, on the recommendation of the Audit Committee, after the review of Debtors every year.

### Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are not provided for unless a reliable estimate of probable outflow to the company exists as at the balance sheet date. Contingent assets are neither disclosed nor recognized in the financial statements.

- 26) Expenditure incurred in foreign currency towards Foreign travel, Subscription for magazines, Membership fees during the year amounts to Rs.4,16,735/- (P.Y. Rs. 34,81,750/-)
- 27) Earnings in Foreign currency towards Consultancy Services and other Surgeries during the year amounts to Rs.1,48,43,470/- (P.Y. Rs.11,87,013/-)
- 28) The CIF value of Machinery imported during the year is Rs.1,73,47,762/- (P.Y. Rs.34,27,734/-).
- 29) Total number of Managing and Whole-time Directors is Four. Remuneration drawn for the F.Y.2011 – 12 is Rs.1,14,50,000/- (P.Y Rs.1,21,00,000/-).
- 30) The information required to be disclosed under the Micro, Small and Medium enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. There has been no over dues to parties on account of principal amount and / or interest and accordingly no additional disclosures have been made.
- 31) Deferred Tax Asset has not been recognized as there is no reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- 32) Quantitative particulars of Medicines and Opticals for the year ended 31.03.2012 are given below:

| Particulars   | Quantity (No's)   |                    | Value (Rs.) |             |
|---------------|-------------------|--------------------|-------------|-------------|
|               | Opticals (Frames) | Pharmacy (Bottles) | Opticals    | Pharmacy    |
| Opening Stock | 38,284            | 4,60,444           | 2,64,75,823 | 57,24,746   |
| Purchases     | 1,23,825          | 58,15,323          | 9,10,83,053 | 8,75,45,678 |
| Sales         | 1,26,453          | 55,31,769          | 8,04,99,387 | 8,40,75,654 |
| Closing Stock | 35,656            | 7,43,998           | 3,70,59,489 | 91,94,770   |

### 33) Impairment of Assets

On a review as required by AS 28, the amount of Impairment loss charged to Profit & Loss A/c during the F.Y.2011 -12 is Rs. 1,91,380/- (P.Y Rs.36,02,939/-)

34. Segment reporting made in accordance with Accounting Standard AS 17 with business as the primary segment.

(Rs. in '000s)

| Sl. No.    | Particulars  | Year to date figures for the current period ended 31/03/2012 Audited | Year to date figures for the previous period ended 31/03/2011 Audited |
|------------|--|--|---|
| <b>I</b>   | <b>SEGMENT- REVENUE</b>  |  |   |
|            | Medical Services   | <b>7,98,328</b>  | 7,98,998  |
|            | Trading Activities   | <b>2,36,667</b>  | 2,28,538  |
|            | Total Income   | <b>10,34,995</b>   | 10,27,536   |
|            | Others (Unallocable) - Net   | <b>21,834</b>  | 14,633  |
|            | Income from Operations   | <b>10,56,829</b>   | 10,42,169   |
| <b>II</b>  | <b>SEGMENT- RESULTS</b>  |  |   |
|            | Medical Services   | <b>43,560</b>  | 59,337  |
|            | Trading Activities   | <b>29,604</b>  | 16,720  |
|            | Profit before Interest and Tax   | <b>73,164</b>  | 76,057  |
|            | Less: Interest   | <b>43,936</b>  | 39,901  |
|            | Profit Before Tax  | <b>29,228</b>  | 36,156  |
| <b>III</b> | <b>CAPITAL EMPLOYED</b>  |  |   |
|            | Note: Assets used in the Company's business are not specifically identified with any of the segments as bulks of the assets are used for deriving Hospital Income. |  |   |

### 35) Intangible Assets

As per AS 26, 1/10<sup>th</sup> of Goodwill amounting to Rs.22,83,328/- has been amortized during the year. (P.Y.Rs.22,83,328/-)

- 36) Claims against the Company not acknowledged as debt is Rs. Nil

**37. Related Party Transactions:**

| Nature of Related Party       | Nature of Relationship                               | Nature of Transaction   | Transaction Value Rs.             | Outstanding amounts carried in the Balance Sheet Rs. |
|-------------------------------|--|---|-----------------------------------|--|
| Orbit International           | Partnership of Relatives of Key Management Personnel | Payment of Rent<br>License Fee<br>Deposit & Rental Advance          | 1,12,33,600<br>Nil                | 10,21,003 (Cr)<br>4,25,00,000 (Dr)                   |
| Dr. Agarwal's Eye Institute   | Partnership of Relatives of Key Management Personnel | Payment of Rent<br>Other Expenses<br>Rental Advance                 | 6,01,80,000<br>1,05,27,403<br>Nil | Nil<br>65,90,367 (Dr)<br>4,17,37,000 (Dr)            |
| Dr. Amar Agarwal              | Chairman and Managing Director                       | Director's Remuneration   | 36,00,000                         | Nil  |
| Dr. Athiya Agarwal            | Whole time Director                                  | Director's Remuneration   | 36,00,000                         | Nil  |
| Dr. Adil Agarwal              | Whole time Director                                  | Director's Remuneration   | 30,00,000                         | Nil  |
| Dr. Anosh Agarwal             | Whole time Director                                  | Director's Remuneration   | 12,50,000                         | Nil  |
| Senses Pharmaceuticals Ltd    | Common Directors                                     | Rent Received   | 2,40,000                          | 1,50,000 (Dr)  |
| Dr. Agarwal's Health Care Ltd | Ultimate Holding Company                             | Management consultancy services<br>Business Auxiliary services paid | 2,89,73,779                       | 99,73,205 (Dr)                                       |
| Dr. Agarwal's Opticals Ltd    | Common Directors                                     | Salary Payment  | 14,97,872                         | 4,36,682 (Dr)  |

**38. Earnings per share (EPS) computed in accordance with Accounting Standard - 20:**

| PARTICULARS                              | 31.03.2012<br>(Rs. in '000's) | 31.03.2011<br>(Rs. in '000's) |
|--|-------------------------------|-------------------------------|
| Profit after tax (Rs.)                   | 15986                         | 20494                         |
| Number of shares issued                  | 4500                          | 4500                          |
| The nominal value per equity share (Rs.) | 10                            | 10                            |
| Basic / Diluted EPS (Rs.)                | 3.55                          | 4.55                          |

**39. These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous year figures have been recasted/ restated to confirm to the classification of the current year.**

**Dr. Agarwal's Eye Hospital Limited****ATTENDANCE SLIP**

Name of the Member :

Address :

Folio Number :

Client ID\* :

DP.ID\* :

**\* Applicable for investors holding shares in electronic form**

I /We hereby record my/our presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company at the registered office of the Company 19, Cathedral Road, Chennai 600 086 at 11.00 a.m. on Tuesday, August 21, 2012.

Signature of the attending Member/Proxy :

**TEAR HERE****PROXY FORM**

I/We.....  
 Of..... being a member/members of Dr. Agarwal's Hospital Limited hereby  
 appoint.....  
 Of..... or failing him.....  
 Of..... as my/our proxy to vote for me/us and on my/our  
 behalf at the Annual General Meeting to be held on August 21<sup>st</sup>, 2012 at 11.00 a.m. or at any  
 adjournment thereof.

Affix Re.1  
 Revenue  
 Stamp

Signed this ..... day of ..... 2012

Folio No.:

Client Id \*:

DP.Id\* :

Number of shares :

**\* Applicable for investors holding shares in electronic form****NOTES :**

1. The Proxy form duly filled-in must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
2. Shareholder / Proxy holder wishing to attend the Meeting must bring the Attendance Slip to the Meeting duly filled in and hand it over at the Entrance of the Meeting Hall.

(TEAR HERE)



# Dr. Agarwal's Eye Hospital Limited



Treating more than  
a million pair of eyes  
in a year

Received 4 Best Video Film Awards in  
American Society of Cataract & Refractive Surgery (ASCRS) in March 2012  
for Innovative Surgical Techniques.

... Because vision is life



**55**  
YEARS OF CARING  
FOR YOUR EYES

Spreading awareness on eye care



# Dr. Agarwal's Eye Hospital Limited

Reaching out to serve common man in his neighbourhood

## Chennai

Main Hospital: No.19, Cathedral Road, Chennai - 86

Dr. Agarwal's Retina Foundation, Gopalapuram, Chennai - 86

Anna Nagar, Ashok Nagar, Avadi, Nanganallur, Nungambakkam,

Periyar Nagar, Porur, Kolathur, Triplicane, Velachery, Tiruvallur

## Rest of Tamil Nadu

Kumbakonam, Vellore, Villupuram, Erode, Neyveli, Krishnagiri, Dharmapuri,

Salem, Gugai (Salem), Panruti, Hosur, Kanchipuram

## Andhra Pradesh

Chittoor

## Rajasthan

Jaipur

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