

20th November, 2019

BSE Limited
Listing Department
Phiroze Jeejeebhai Towers
Dalal Street, Fort
Mumbai 400001

Sub: Disclosure requirement under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulation, 2011. Ref: SEBI Circular No:- SEBI/HO/CFD/DCRI/CIR/P/2019/90 dated 07/08/2019

Dear Sir/Madam,

With reference to the earlier announcement made on 7th November 2019 in relation to the aforementioned subject, please find enclosed herewith the revised disclosure relating to Non Disposal Undertaking (NDU) in the prescribed format as per SEBI Circular No:- SEBI/HO/CFD/DCRI/CIR/P/2019/90 dated 07/08/2019 in terms of Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.


Please note that in the earlier disclosure the name of the Promoter was mentioned wrongly as Dr. Agarwal's Eye Hospital Limited instead of Dr. Agarwal's Health Care Limited. All other details are correct and remains unchanged.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully

For Dr. Agarwal's Health Care Limited



A.Thanikainathan
AGM Secretarial & Company Secretary



CC:

Dr. Agarwal's Eye Hospital Limited
3rd Floor, Buhari Towers
No. 4, Moores Road, Off Greems Road,
Chennai – 600 006

Dr. Agarwal's Health Care Ltd.

Regd. Office :

1st Floor, Buhari Towers, No.4, Moores Road, Off Greems Road, Near Asan Memorial School, Chennai - 600 006.

Corporate Office

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

Tel : +91-44-3991 6600 Fax : +91-44-3991 6645 CIN : U85100TN2010PLC075403 GST No. : 33AADCD4418M1Z0

Email : info@dragarwal.com

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)	DR. AGARWAL'S EYE HOSPITAL LIMITED
Names of the Stock Exchanges where the shares of the target company are listed	BSE LIMITED
Date of reporting	07/11/2019
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	DR. AGARWAL'S HEALTH CARE LIMITED
<p>Details of the creation of encumbrance: The Company has created a non-disposal undertaking over 20,22,408 (43.03%) equity shares held by Dr. Agarwal's Health Care Limited in Dr. Agarwal's Eye Hospital Limited in favour of IDBI Trusteeship Services Limited acting as the debenture trustee for redeemable, senior, collateralised, unlisted non-convertible debentures of up to INR 2,150,000,000 (Indian Rupees Two Billion One Hundred and Fifty Million only) to be issued by Dr. Agarwal's Health Care Limited</p>	



For Dr. Agarwal's Health Care Ltd.

A. T. Kulkarni

Company Secretary

Disclosure for encumbrance of shares / invocation of shares / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (Revised)

Name of the Target Company (TC)		Dr. Agarwal's Eye Hospital Limited											
Names of the Stock Exchanges where the shares of the target company are listed		BSE Limited [Scrip Code: 526783 - Scrip Id: DRAGARWQ]											
Date of reporting		07/11/2019											
Name of the promoter or PAC on whose shares encumbrance has been created / released / invoked		Dr. Agarwal's Health Care Limited											
Details of the creation / invocation / release of encumbrance:													
Name of the Promoter(s) or PACs with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of Encumbered shares creation [(2)+(3)] release [(2)-(3)]		
	No. of shares	% of total share capital	No. of shares	% of total share capital	Date of creation / invocation / release of encumbrance	Type of event (creation / release / invocation)	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for Encumbrance or release	No. of shares	% of total share capital		Name of the entity in whose favor shares encumbered	
Dr. Agarwal's Health Care Limited	33,72,408	71.75%	13,50,000	28.72%	05/11/2019	Creation	Non Disposal Undertaking	*Please refer note below	20,22,408	43.03	IDBI Trusteeship Services Limited	33,72,408	71.75

*Note: Securing redeemable, senior, collateralised, unlisted non-convertible debentures of up to INR 2,150,000,000 (Indian Rupees Two Billion One Hundred and Fifty Million only) to be issued by Dr. Agarwal's Health Care Limited

Place: Chennai
Date: 20/11/2019

For Dr. Agarwal's Health Care Ltd.

Company Secretary



Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Dr. Agarwal's Eye Hospital Limited
Name of the recognised stock exchanges where the shares of the company are listed	Bombay Stock Exchange
Name of the promoter(s) / PACs whose shares have been encumbered	Dr. Agarwal's Health Care Limited
Total promoter shareholding in the listed company	No. of shares – 3518208 % of total share capital – 74.85
Encumbered shares as a % of promoter shareholding	57.48%
Whether encumbered share is 50% or more of promoter shareholding	Yes
Whether encumbered share is 20% or more of total share capital	Yes



Details of all the existing events/ agreements pertaining to encumbrance

Encumbrance (Date of creation of encumbrance: 05/11/2019)	
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Non- Disposal undertaking over 43.03% shares held by Dr. Agarwal's Health Care Limited in favour of IDBI Trusteeship Services Limited acting as the debenture trustee for redeemable, senior, collateralised, unlisted non-convertible debentures of up to INR 2,150,000,000 (Indian Rupees Two Billion One Hundred and Fifty Million only) to be issued by Dr. Agarwal's Health Care Limited.
No. and % of shares encumbered	No. of Shares: 20,22,408 % of total share Capital: 43.03
Specific details about the encumbrance	IDBI Trusteeship Services Limited acting as the debenture trustee for redeemable, senior, collateralised, unlisted non-convertible debentures of up to INR 2,150,000,000 (Indian Rupees Two Billion One Hundred and Fifty Million only) to be issued by Dr. Agarwal's Health Care Limited. Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.
Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. Nil Other entities (if any) – 1. Nil





	<p>Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating</p>	<p>Yes If yes, 1. Name of the issuer- Dr. Agarwal's Health Care Limited 2. Details of the debt instrument- Redeemable, senior, collateralised, unlisted non-convertible debentures of up to INR 2,150,000,000 (Indian Rupees Two Billion One Hundred and Fifty Million only) 3. Whether the debt instrument is listed on stock exchanges?- NO 4. Credit Rating of the debt instrument- No credit rating done 5. ISIN of the instrument- Yet to be obtained</p>
<p>Security Cover / Asset Cover</p>	<p>Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B</p>	<p>Rs.60,67,22,400 2,15,00,00,000 0.28</p>
<p>End use of money</p>	<p>Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)</p>	<p>(a) Amount to be borrowed Rs. 2,15,00,00,000 for the benefits of Promoter Company (i.e., Dr. Agarwal's Health Care Limited, Holding Company of Listed entity)</p>

S. No	Name of the lender	Purpose	Schedule of Utilisation/ Repayment
1.	CDC Group PLC	Towards any general corporate expenditure of Promoter Company, capital expenditure, full or partial repayment of the identified existing term facilities, and other purposes as permitted by Lender.	Annexure - 1

For Dr. Agarwal's Health Care Limited



A. Thanikainathan
AGM Secretarial & Company Secretary



Annexure-1

S. No	Month No.	Year No.	Scheduled Redemption Date (months calculated from the earlier of the First Deemed Date of Allotment and 6 (six) months after the Execution Date)	Financial Year	Redemption Amount (% of the nominal value of Debentures issued)
1.	3	0.25	31 Dec 2019	FY20	-%
2.	6	0.50	31 Mar 2020	FY20	-%
3.	9	0.75	30 Jun 2020	FY21	-%
4.	12	1.00	30 Sep 2020	FY21	-%
5.	15	1.25	31 Dec 2020	FY21	-%
6.	18	1.50	31 Mar 2021	FY21	-%
7.	21	1.75	30 Jun 2021	FY22	-%
8.	24	2.00	30 Sep 2021	FY22	-%
9.	27	2.25	31 Dec 2021	FY22	-%
10.	30	2.50	31 Mar 2022	FY22	-%
11.	33	2.75	30 Jun 2022	FY23	-%
12.	36	3.00	30 Sep 2022	FY23	3.00%
13.	39	3.25	31 Dec 2022	FY23	3.00%
14.	42	3.50	31 Mar 2023	FY23	3.00%
15.	45	3.75	30 Jun 2023	FY24	3.00%
16.	48	4.00	30 Sep 2023	FY24	3.00%
17.	51	4.25	31 Dec 2023	FY24	3.00%
18.	54	4.50	31 Mar 2024	FY24	3.00%
19.	57	4.75	30 Jun 2024	FY25	4.250%
20.	60	5.00	30 Sep 2024	FY25	4.250%
21.	63	5.25	31 Dec 2024	FY25	4.250%
22.	66	5.50	31 Mar 2025	FY25	4.250%
23.	69	5.75	30 Jun 2025	FY26	4.625%
24.	72	6.00	30 Sep 2025	FY26	4.625%
25.	75	6.25	31 Dec 2025	FY26	4.625%



S. No	Month No.	Year No.	Scheduled Redemption Date (months calculated from the earlier of the First Deemed Date of Allotment and 6 (six) months after the Execution Date)	Financial Year	Redemption Amount (% of the nominal value of Debentures issued)
26.	78	6.50	31 Mar 2026	FY26	4.625%
27.	81	6.75	30 Jun 2026	FY27	5.00%
28.	84	7.00	30 Sep 2026	FY27	5.00%
29.	87	7.25	31 Dec 2026	FY27	5.00%
30.	90	7.50	31 Mar 2027	FY27	5.00%
31.	93	7.75	30 Jun 2027	FY28	11.750%
32.	96	8.00	30 Sep 2027	FY28	11.750%
					100.00%

