

26<sup>th</sup> 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 above subject, please find enclosed herewith the disclosure relating to creation of pledge 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.

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**  
3<sup>rd</sup> Floor, Buhari Towers  
No. 4, Moores Road, Off Greams Road,  
Chennai – 600 006

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

Regd. & Corporate Office :

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

Tel : +91-44-3991 6600 Fax : +91-44-3991 6645 CIN : L85110TN1994PLC027366 GST No. : 33AAACD2373G122

Email : [info@dragarwal.com](mailto:info@dragarwal.com) | Website : [www.dragarwal.com](http://www.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	26/11/2019
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:	25/11/2019

Creation of pledge over 13,50,000 (Folio Number / DP ID Client ID: IN30131321398256) equity shares of Dr. Agarwal's Eye Hospital Limited constituting 28.72% equity shares held by Dr. Agarwal's Health Care Limited in Dr. Agarwal's Eye Hospital Limited for an aggregate nominal value of INR 1,35,00,000.

For Dr. Agarwal's Health Care Ltd.



*A. S. K.*  
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

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		26/11/2019											
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: 25/11/2019		Details of events pertaining to encumbrance (3)											
Name of the Promoter(s) or PACs with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Type of event (creation / release/ invocation)	Date of (creation/ invocation/ release of encumbrance)	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	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									Number of shares
Dr. Agarwal's Health Care Limited	33,72,408	71.75%	20,22,408	43.02	Creation of Pledge	25/11/2019	Pledge	Shares pledged with HDFC Bank as security for the loan availed by Dr. Agarwal's Eye Hospital Limited	13,50,000	28.72	HDFC Bank	33,72,408	71.75%



For Dr. Agarwal's Health Care Ltd.

*A. S. Sankar*

Company Secretary

Place: Chennai  
Date: 26/11/2019

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
Encumbered shares as a % of promoter shareholding	% of total share capital – 74.85
Whether encumbered share is 50% or more of promoter shareholding	95.86%
Whether encumbered share is 20% or more of total share capital	Yes
	Yes

For Dr. Agarwal's Health Care Ltd.



Company Secretary



**Details of all the existing events/ agreements pertaining to encumbrance**

		<b>Encumbrance</b> <i>(Date of creation of encumbrance: 25/11/2019)</i>
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge
No. and % of shares encumbered		No. of Shares: 13,50,000 % of total share Capital: 28.72%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	HDFC Bank
	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.	Yes
Names of all other entities in the agreement		Listed company and its group companies (if any)  1. Nil Other entities (if any) – 1. Nil
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.		No (Term Loan) If yes,

For Dr. Agarwal's Health Care Ltd.

*A. S. Kulkarni*

Company Secretary



Security Cover / Asset Cover	Value of shares on the date of event agreement (A) /	39,15,00,000						
	Amount involved (against which shares have been encumbered) (B)	23,60,00,000						
	Ratio of A / B	1.66						
End use of money	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)	(b) Borrowed amount of Rs. 23,60,00,000 for the benefits of Listed Company  <table border="1"> <thead> <tr> <th>Name of the lender</th> <th>Purpose</th> <th>Schedule of Utilisation/ Repayment</th> </tr> </thead> <tbody> <tr> <td>HDFC Bank</td> <td>For Business purpose</td> <td>41 months commencing from November 2019</td> </tr> </tbody> </table>	Name of the lender	Purpose	Schedule of Utilisation/ Repayment	HDFC Bank	For Business purpose	41 months commencing from November 2019
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HDFC Bank	For Business purpose	41 months commencing from November 2019						

Place: Chennai

Date: 26/11/2019

For Dr. Agarwal's Health Care Ltd.

*A. Agarwal*  
Company Secretary

