



Dr. Agarwal's Eye Hospital Ltd.

Because vision is life

9th September 2014

Mr. Sanjay Anand

New 4 Old 24H, Ranjith Road

Kotturpuram, Chennai- 600 085

Dear Mr Sanjay Anand

LETTER OF APPOINTMENT

On behalf of the Company, we are happy to confirm your appointment as an Independent Director on the Board of the Company. Your appointment as an Independent Director will be for a period of five years from the date of the Annual General Meeting i.e September 9 2014.

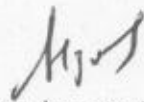
The detailed terms of your appointment as an Independent Director are set out in the Annexure to this letter.

We look forward to your continued valuable contributions in shaping the decisions and strategies of the Company.

Thanking you

Sincerely Yours

For Dr. Agarwal's Eye Hospital Limited


Dr. Amar Agarwal

Chairman & Managing Director



Dr. Agarwal's Eye Hospital Ltd.

Because vision is life

ANNEXURE

THE TERM OF APPOINTMENT:

The term of appointment of an Independent Director shall be in accordance with the approval of shareholders.

BOARD EXPECTATION:

An Independent Director is expected to provide his valuable contributions at the Board Meetings in shaping key decisions, strategies, performance and risk evaluations, affecting the Company.

MEMBERSHIP OF COMMITTEES:

An Independent Director may be appointed on the Committee of the Board, as may be formed, from time to time and shall be guided by the terms of reference of such Committees.

DUTIES AND LIABILITIES:

Duties of an Independent Director shall be in accordance with the provisions of the Companies Act, 2013.

DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY:

Independent Directors will be covered under the D&O Insurance Policy procured by the Company from time to time.

CODE OF CONDUCT:

The Board has put in place a Code of Business Ethics. An annual affirmation of compliance is required to be provided by the Independent Directors on the same.

In addition, every Independent Director needs to certify his independent status at the time of appointment and annually thereafter.

BUSINESS INTERESTS:

The Company acknowledges that an Independent Director may have business interest other than those of the Company and hence have a duty to disclose any interest in a proposed/existing transaction or arrangement with the Company. In the event of any potential conflict of interest, these should be disclosed to the Board as soon as they become apparent.

Corporate Office: 3rd Floor, Buhari Towers, No.4, Moores Road, Off Greams Road,
Near: Asan Memorial School, Chennai-600 006. Tel: 91-44-39916600 Fax: 91-44-39916645

Corporate ID Number: L85110TN1994PLC027366, Regd Office & Main Hospital-33008800 & 2811 2811, Fax-28115871
Email: dragarwal@vsnl.com **Website:** www.dragarwal.com



Dr. Agarwal's Eye Hospital Ltd.

Because vision is life

Attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently, an Independent Director should refrain from making any statements that might risk a breach of these requirements.

An Independent Director shall also abide by the Company's Insider Trading Code, which is applicable to all its Directors

REMUNERATION:

As an Independent Director, you shall be paid sitting fees as may be decided by the Board, from time to time, for attending the Meetings of the Board and Committees, as may be applicable.

The Company will also pay/reimburse all travel and hospitality expenses related to the assignment as a Member of the Board.

There will be a withholding tax on all remuneration payments made, for which the Company will provide the requisite certificate to claim tax credit in order to file Income-tax returns.

Upon termination or upon resignation for any reason, no fee will be payable in respect of unexpired portion of the term of appointment.

The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations

General

Please confirm your agreement to the above by signing and returning the enclosed duplicate of this letter.

Sanjay Anand

Sanjay Anand

(DIN: 02501139)

Date: 09.09.2014

Corporate Office: 3rd Floor, Buhari Towers, No.4, Moores Road, Off Greams Road,

Near: Asan Memorial School, Chennai-600 006. Tel: 91-44-39916600 Fax: 91-44-39916645

Corporate ID Number: L85110TN1994PLC027366, Regd Office & Main Hospital-33008800 & 2811 2811, Fax-28115871

Email: dragarwal@vsnl.com Website: www.dragarwal.com