

21st  
**Annual Report**  
2014-2015

No.4, 3rd Floor, Buhari Towers,  
Moore's Road, Off Greaves Road,  
Chennai-600 006.



# Be the lead, In thought, action & accolades.

More than being an eye care institution, we have constantly delivered innovations to make eye care easier, better and more precise. The Micro-Phakonit, Glued IOL and Anterior Segment Eye Transplantation are a few examples of the innovations. These innovations have won us a clutch of international awards, besides becoming benchmarks in eye care.

## The Awards

- The American Society of Cataract and Refractive Surgery: 2006, 2008 (3 Awards), 2010, 2011
- European Society of Cataract & Refractive Surgeons: 2005, 2006, 2007, 2008 (3 Awards), 2010 (2 Awards), 2011
- American Academy of Ophthalmology: 2007, 2010
- World Ophthalmology Congress: 2010
- The Australasian Society of Cataract and Refractive Surgeons: 2010
- Dr. J. Agarwal, Founder Chairman, Dr. Agarwal's Group of Eye Hospitals, Received Padma Bhushan Award from President Dr. A.P.J. Abdul Kalam, on 20th March 2006.
- "The Best Doctor Award of the State Government" for the year 2014, awarded by the Chief Minister Dr. J Jayalalitha

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**CORPORATE INFORMATION****DIRECTORS**

Dr. Amar Agarwal (DIN 00435684)	Chairman Cum Managing Director
Dr. (Mrs). Athiya Agarwal (DIN 01365659)	Wholetime Director
Dr. Adil Agarwal (DIN 01074272)	Wholetime Director
Dr. Anosh Agarwal (DIN 02636035)	Wholetime Director
Dr. Jasvinder Singh Saroya (DIN 01485708)	Independent Director (upto 30.03.2015)
Mr. M.R.G Apparao (DIN 01002591)	Independent Director
Mr. Prabhat Toshniwal (DIN 00045793)	Independent Director (upto 28.03.2015)
Mr. Sanjay Anand (DIN 02501139)	Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. R. Sabesan

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. S. Ramanujam

**AUDITORS**

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

**BANKERS TO THE COMPANY**

State Bank of India,  
Industrial Finance Branch  
Chennai-600 002

**REGISTERED OFFICE**

3<sup>rd</sup> Floor, Buhari Towers, No. 4, Moores Road  
Off Greams Road, Chennai- 600 006  
Website: [www.dragarwal.com](http://www.dragarwal.com)  
CIN NO: L85110TN1994PLC027366  
Telephone: 91-44-39916600

**SHARE TRANSFER AGENTS**

Integrated Enterprises (India) Ltd.  
2nd floor, Kences Towers,  
No.1 Ramakrishna Street  
North Usman Road, T Nagar  
Chennai – 600 017  
Tel – 2814 0801-03  
Email: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)

## 10 Year Financial Highlights

Rs. in crore

For the year ended	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
Total Income	120.06	115.94	109.73	105.68	104.01	88.89	73.30	41.40	22.09	14.70
EBITDA	14.73	13.22	13.39	13.00	13.77	11.42	9.69	5.26	4.21	2.63
EBITDA%	12%	11%	12%	12%	13%	13%	13%	13%	19%	18%
Depreciation	6.15	6.05	5.38	5.56	6.15	6.44	5.48	3.30	1.65	1.64
PBT	5.36	3.72	4.43	2.92	3.60	0.99	0.60	0.56	2.39	0.92
PBT%	4.46%	3.21%	4.04%	2.76%	3.46%	1.11%	0.82%	1.35%	10.82%	6.26%
PAT	5.70	2.43	3.14	1.60	2.05	0.52	0.20	0.15	1.23	0.58
Profit After Tax %	4.75%	2.10%	2.86%	1.51%	1.97%	0.58%	0.27%	0.36%	5.57%	3.95%
Equity Share capital	4.70	4.70	4.50	4.50	4.50	4.50	4.50	4.50	4.50	3.25
Reserves	19.10	14.28	11.14	8.63	7.02	5.60	5.50	5.18	5.82	1.63
Net Worth (NW)	23.80	18.98	15.64	13.13	11.52	10.10	10.00	9.68	10.32	4.88
Loan funds	18.97	18.89	19.55	20.99	24.16	26.78	29.93	20.40	4.95	1.78
Capital Employed (CE)	42.77	37.87	35.19	34.12	35.68	36.88	39.93	30.08	15.27	6.66
Return on Networth % (PAT/NW)	23.95%	12.81%	20.08%	12.19%	17.80%	5.15%	2.00%	1.55%	11.92%	11.89%
Return on Capital Employed % (EBITDA/CE)	34.43%	34.91%	38.05%	38.10%	38.59%	30.97%	24.27%	17.49%	27.57%	39.49%
Debt/ Equity ratio	0.80	1.00	1.25	1.60	2.10	2.65	2.99	2.11	0.48	0.36
Dividend	12%	12%	12%	-	12%	8%	-	15%	15%	12%
Earnings Per Share Rs.	12.12	5.25	6.98	3.56	4.55	1.16	0.44	0.34	2.74	1.78

## NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 21<sup>st</sup> Annual General Meeting of the shareholders of the company will be held on Thursday , September 10 , 2015 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 Balance Sheet as at March 31, 2015 and statement of Profit and Loss for the year ended on that date, the Report of the Directors and Auditor's thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director, in place of Dr. Athiya Agarwal who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

**“RESOLVED THAT,** pursuant to the Section 139 and other applicable provisions , if, any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and pursuant to the recommendations of the audit committee and approval of the Board of Directors, M/s Deloitte Haskins and Sells (Firm Reg.No 008072S) Chartered Accountants, Chennai, be and is hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this 21st Annual General Meeting for a term of consecutive five years till the conclusion of the 26th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification(s), the following Resolutions as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. M.R.G Apparao, Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years with effect from September 10, 2015 whose term shall not be subject to retirement by rotation.”.

**6. Ratification of Remuneration to Cost Auditor for the Year 2014-2015**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year 2014-15 to Mr. P. Raju Iyer, Cost Accountant (Membership No: 6987) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-2015, amounting to a remuneration of Rs. 60,000 plus service tax and a one-time fee of Rs. 40,000 plus service tax for implementing cost system plus re-imbursement of out of pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.”

For and on behalf of the Board

Sd/-

Place: Chennai  
Date: May 26, 2015

Dr.Amar Agarwal  
Chairman Cum Managing Director

**NOTES:-**

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business set out in the Notice is annexed.
2. 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 HIM / HER AND THE PROXY NEED NOT BE A MEMBER.
3. 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 for the AGM is enclosed.
4. The Register of Directors and KMPs and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of members and the share transfer books of the company will remain closed from 3<sup>rd</sup> September 2015 to 10<sup>th</sup> September 2015 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2015.

7. Dividend if declared, will be paid to the Members whose names appear on the Register of Members as on September 10, 2015 and in respect of shares held in Electronic Form, to the beneficial owners, as per list that will be furnished by National Securities Depository Limited/ Central Depository Services (India) Limited, as on 2<sup>nd</sup> September 2015.
8. Members are requested to notify immediately, changes in their respective addresses through their registered email address, if any, quoting their folio number so that the dividend warrants are correctly despatched.
9. 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.
10. Members who hold their shares in electronic mode are requested to direct change of address notifications and updates of saving bank account details to their DPs. Hence, members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to write to the Registrar and Share Transfer Agents of the Company, M/s Integrated Enterprises (India) Limited, Chennai for more information, if any needed, on Nomination facility and/ or to get a copy of Nomination Form.
12. 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.
13. Under the provisions of Section 123 of the Companies Act, 2013 dividends remaining unpaid for a period of 7 years will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. It may also be noted that once the unclaimed dividend is transferred to IEP fund, no claim shall lie in respect thereof. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company or Share Transfer Agent for claiming the amount before it is transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are given below.

Financial year ended	Dividend %	Date of declaration Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP Fund	Amount Rs.
2007-08	15%	12.08.2008	11.08.2015	10.09.2015	1,89,696.00
2008-09	NIL	NA	NA	NA	NA
2009-10	8%	24.08.2010	23.08.2017	22.09.2017	1,19,942.40
2010-11	12%	23.08.2011	22.08.2018	21.09.2018	1,69,384.80



Financial year ended	Dividend %	Date of declaration Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP Fund	Amount Rs.
2011-12	NIL	NA	NA	NA	NIL
2012-13	12%	13.08.2013	12.08.2020	11.09.2020	2,00,457.60
2013-14	12%	09.09.2014	08.09.2021	07.10.2021	2,03,048.40

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

- The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the step towards Corporate Governance” to allow paperless compliance by the corporate sector. MCA, vide its Circular dated 21st April 2011, has now made permissible the service of documents through electronic mode to shareholders.

To support the Green Initiative of MCA, it is proposed to send, henceforth, all Notices, Annual Report and other communications through e-mail. For the above purpose, we request you to send an e-mail confirmation to our designated ID mentioning your name, DP/Customer ID or Folio number and your email ID for communication.

On this confirmation, we would, henceforth, send all Notices, Annual Report and other communications through e-mail. Copies of the said documents would be available in the Company's website for your access. We request you to support the Green Initiative of the Government by opting for electronic mode of receiving our corporate communications.

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

#### INSTRUCTION FOR REMOTE E-VOTING

- In compliance with provision of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (M&A) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to offer the option of Remote e-voting to all the members of the Company to cast their vote on resolution proposed to be considered at the ensuing Annual General Meeting (AGM). The facility of casting the votes by the members using Remote e-voting system from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL).
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 7th September 2015 (9:00 am) and ends on 9th September 2015 (5:00 pm). During this period members of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the company / Depository Participant(s)].
    - i. Open email and open PDF file viz ."Dr. Agarwal's Eye Hospital remote e-voting .pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - iii. Click on shareholder- Login
    - iv. Put user ID and password as initial password / PIN noted in step (i) above.
    - v. Click Login. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep you password confidential.
    - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii. Select EVEN (E-Voting Event Number) of Dr. Agarwal's Eye Hospital Limited.
    - viii. Once you enter the number, the 'Cast Vote' Page will open. Now you are ready for remote e-voting.
    - ix. Cast your vote by selecting appropriate option and click on Submit and also click on Confirm when prompted.
    - x. Upon confirmation, the message 'Vote Cast Successfully' will be displayed.
    - xi. Kindly note that vote once cast cannot be modified.
    - xii. Institutional shareholders (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [bhansalifcs@gmail.com](mailto:bhansalifcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)