

**SECRETARIAL COMPLIANCE REPORT OF DR. AGARWAL'S EYE HOSPITAL LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Board of Directors

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

3<sup>rd</sup> Floor, Buhari Towers

No. 4 Moores Road Off Greams Road

Chennai - 600 006.

I, V. Vasumathy, Practising Company Secretary, have examined:

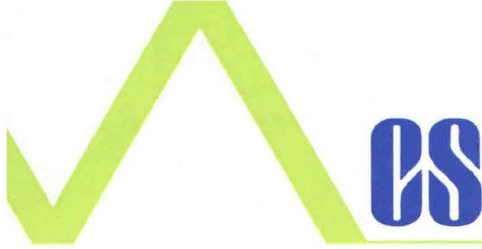
- (a) all the documents and records made available to me and explanation provided by **DR. AGARWAL'S EYE HOSPITAL LIMITED** ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2022 ("Review Period"), in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and regulations, circulars, guidelines issued thereunder; and
- (b) Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and regulations, circulars, guidelines issued thereunder by Securities and Exchange Board of India ("SEBI").

Specific Regulations, whose provisions and circulars / guidelines issued thereunder, have been examined, wherever applicable, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



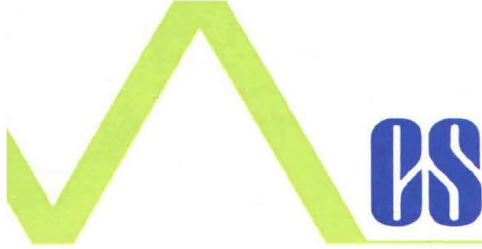
Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the audit period, since there were no issues or any such events during the year which required specific compliance under:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

and circulars / guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matter specified below:

<b>Sl. No.</b>	<b>Compliance Requirement (Regulations / circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1.	<i>As per Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.</i>	<i>The promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group, namely Ms. Sunita Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively, in physical form.</i>	<i>Non-compliance of Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i>



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) No actions were taken against the listed entity / its promoters / directors / material subsidiary, either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder. However, the Company does not have any material subsidiary.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<p><b>Observations of the Practising Company Secretary in the previous reports</b></p>	<p>As per Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. Whereas, the promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group in physical form.</p> <p>Hence, there is non-compliance with respect to Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
<p><b>Observations made in the secretarial compliance report for the year ended March 31, 2022</b></p>	<p>The promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter group, namely Ms. Sunita Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively, in physical form. Hence, there is non-compliance with respect to Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
<p><b>Actions taken by the listed entity, if any</b></p>	<p>The Company is taking further efforts to comply with the said regulation.</p>
<p><b>Comments of the Practising Company Secretary on the actions taken by the listed entity</b></p>	<p>It is expected that the Company shall continue to take further efforts to comply with the said regulation in the ensuing year and ensure compliance thereafter.</p>



Note:

- ❖ Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- ❖ Due to the Covid - 19 Pandemic and the restrictions faced due to the same, physical verification of documents / records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents / records which were provided by the Company.

Place: Chennai  
Date: May 3, 2022

Signature: VASUMATHY VASUDEVAN  
Name of the Practising Company Secretary: V. Vasumathy  
FCS No. : 5424; COP No. : 9451  
UDIN: F005424D000263352

Digitally signed by VASUMATHY VASUDEVAN  
DN: cn=V. Vasumathy, o=V. Vasumathy & Associates,  
ou=Practising Company Secretary, email=vasumathy@vvas.com,  
c=IN