

April 24, 2023

To,

BSE Limited
Listing Department
Department of Corporate Services
Floor, 25, P.J Towers,
Dalal Street Mumbai- 400001

Dear Sirs,

Ref: Script Code: 526783

Sub: Submission of Annual Secretarial Compliance Report for the year 2022-23

Please find enclosed the Annual Secretarial Compliance Report issued by Mrs. V.Vasumathy, Practising Company Secretary, under Regulation 24-A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the above information on record.

For Dr. Agarwal's Eye Hospital Limited



Meenakshi Jayaraman
Company Secretary and Compliance Officer

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 4378 7777 | +91 44 4378 7778 | CIN : L85110TN1994PLC027366 | GST No. : 33AAACD2373G1Z2

Email : info@dragarwal.com | Website : www.dragarwal.com



**SECRETARIAL COMPLIANCE REPORT OF DR. AGARWAL'S EYE HOSPITAL LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[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 read with BSE Notice No. 20230316-14 dt. March 16, 2023 and BSE Notice No. 20230410-41 dt. April 10, 2023]

To
The Board of Directors
DR. AGARWAL'S EYE HOSPITAL LIMITED
3rd Floor, Buhari Towers
No. 4, Moores Road, Off Greams Road
Chennai – 600 006.

I, Vasumathy Vasudevan, 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, 2023 ("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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (e) 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:

| Sl. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action: Advisory / Clarification / Fine / Show Cause Notice / Warning, etc. | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|---|---|-----------------|---|----------------------|-------------|--|---|---------|
| | 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 | Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | The promoter / promoter group shareholding is not held hundred percent in dematerialized form. 6,700 shares are held by two promoter / promoter | Nil | Nil | Not Applicable | Nil | Non-compliance of Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The Company is taking further efforts to comply with the said regulation. | |



| Sl. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action: Advisory / Clarification / Fine / Show Cause Notice / Warning, etc. | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|---------------------------|--|-----------------|---|----------------------|-------------|--|---------------------|---------|
| | <i>dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.</i> | | <i>group, namely Ms. Sunita Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively, in physical form.</i> | | | | | | | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sl. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action: Advisory / Clarification / Fine / Show Cause Notice / Warning, etc. | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|--|---|-----------------|---|----------------------|-------------|---|---|---------|
| 1. | 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 | Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, | 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. | Nil | Nil | Not Applicable | Nil | The Company shall take further efforts to comply with the said regulation in the ensuing year and ensure compliance thereafter. | The Company is taking further efforts to comply with the said regulation. | |



| Sl. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action: Advisory / Clarification / Fine / Show Cause Notice / Warning, etc. | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|---------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
| | <p>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> | | | | | | | | | |

(c) Additional affirmations

| Sl. No. | Particulars | Compliance status (Yes / No / NA) | Observations / Remarks by PCS* |
|---------|---|-----------------------------------|--------------------------------|
| 1. | <p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> | YES | |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI. | YES YES | |



| Sl. No. | Particulars | Compliance status (Yes / No / NA) | Observations / Remarks by PCS* |
|---------|--|-----------------------------------|--|
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents / information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which redirects to the relevant document(s)/ section of the website. | <p>YES YES YES</p> | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p> | <p>YES</p> | |
| 5. | <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p> | <p>NA</p> | <p>There are no material subsidiary Companies</p> |
| 6. | <p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | <p>YES</p> | |
| 7. | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p> | <p>YES</p> | |
| 8. | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.</p> | <p>YES NA</p> | <p>Prior Approval of the Audit Committee has been obtained</p> |
| 9. | <p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | <p>YES</p> | |



| Sl. No. | Particulars | Compliance status (Yes / No / NA) | Observations / Remarks by PCS* |
|---------|--|-----------------------------------|--------------------------------|
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3 (5) & 3 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder. | YES | |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc. | YES | |

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.
- ❖ We have also relied on scanned / soft copies of various documents / records which were provided by the Company.

VASUMATHY
VASUDEVAN

Digitally signed by VASUMATHY VASUDEVAN
DN: cn=N, o=Personal, title=2700,
pseudonym=6676deceab57f5a3f74ac8f0f65a
9ec43513adb73811c81fd86c48519ceaf1,
postalCode=600018, st=Tamil Nadu,
serialNumber=36c31459a7f700983fc491389
711b3ec748a02e091694f42161140aaa330e,
cn=VASUMATHY VASUDEVAN
Date: 2023.04.21 17:55:15 +05'30'

Signature:

Name of the Practising Company Secretary: Vasumathy Vasudevan

FCS No. : 5424; COP No. : 9451

Peer Review Certificate No. 680/2020

UDIN: F005424E000166893

Place: Chennai

Date: April 21, 2023