

May 23, 2025

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 2024-25

Please find enclosed the Annual Secretarial Compliance Report issued by Mr. Subramanian Chandrasekar, Practising Company Secretary, under Regulation 24-A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2025.

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



Subramanian Chandrasekar

Practising Company Secretary

Old No. 11A, New No.7, Saradambal Street

T.Nagar, Chennai - 600 017.

Email: cschandrasekar2015@gmail.com

Mobile: 98410 85273

GSTN : 33AFKPC9010P1ZD

**SECRETARIAL COMPLIANCE REPORT
OF
DR. AGARWAL'S EYE HOSPITAL LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

I, Subramanian Chandrasekar, 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, 2025 ("Review Period"), in respect of compliance with the provisions of:

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

The 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;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable during the Audit/Review Period**

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**Subramanian Chandrasekar**

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- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 - **Not applicable during the Audit/Review Period**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018 – **Not applicable during the Audit/Review Period**
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable during the Audit/Review Period**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during the Audit /Review Period**
- (j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable during the Audit /Review Period**

and circulars/guidelines issued thereunder;

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 (Regulation s/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 Practising Company Secretary	Management Response	Remarks
NIL										

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

Sl. No.	Observations/ Remarks of the Practising Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31.03.2024 (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation /Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Non-compliance of Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as of 31st March 2024.	Non-compliance of Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as of 31st March 2024.	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.	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 Rana Agarwal and Mr. Pankaj Sondhi who hold 6,600 shares and 100 shares respectively in physical form as of 31st March 2024	The Promoter group's 6600 shares held by Dr. Sunita Rana Agarwal and 100 shares held by Mr. Pankaj Sondhi were dematerialized on 30th April 2024 and hence, there is no non-compliance as of date.	No Non-compliance of Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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I, hereby report that, during the Review Period the compliance status of listed entity is appended as below:

Sl. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	NIL
2.	Adoption and timely updation of the Policies: <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 have been reviewed and updated on time as per the regulations/circulars/guidelines issued by SEBI.	YES YES	NIL NIL
3.	Maintenance and disclosures on Website: <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.	YES YES YES	NIL NIL NIL

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Sl. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	NIL
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA NA	The listed entity does not have material subsidiary Companies
6.	Preservation of Documents: 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.	YES	NIL
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES NA	Prior Approval of the Audit Committee has been obtained.

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Sl. No.	Particulars	Compliance status(Yes/ No / NA)	Observations/Remarks by PCS*
9.	Disclosure of events or information: 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.	YES	The Company has complied with Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 except in one instance wherein there was a delay in reporting of the orders passed by the GST Department levying a penalty against the Company.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Action(s) 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. The Company had received email from BSE Limited on 21-11-2024, and levied a fine of Rs.442,000/- plus GST@18% for an alleged non-compliance regarding constitution of Audit Committee, Nomination and Remuneration Committee and Stake Holders Relationship Committee under Regulation 18(1), 19(1)/ 19(2) and Regulation 20(2)/(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)	YES	The Company has contested the allegation and submitted a waiver application with BSE Limited on 22.11.2024 on the grounds that no meetings of any of the Committees were held without a proper constitution and all meetings were held in full compliance with the SEBI LODR Regulations. The Company is awaiting the response to the waiver application from the BSE Limited.



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Sl. No.	Particulars	Compliance status(Yes/ No / NA)	Observations/Remarks by PCS*
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) had / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of auditor during the review period.
13.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	NIL

I further report that the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations is not applicable to the listed entity during the review period.

Assumptions & limitations of scope and review:

- ❖ Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
- ❖ My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- ❖ I have also relied on scanned/soft copies of various documents/records which were provided by the listed entity.
- ❖ I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

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- ❖ This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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Date: 2025.05.23 15:03:10
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Signature:

Name of the Practising Company Secretary: Subramanian Chandrasekar

FCS No.: 6773; COP No. : 13761

Peer Review Certificate No.2902/2023

UDIN: F006773G000416182

Place: Chennai

Date: 23-05-2025