



Lotus Eye Hospital And Institute Limited



CIN No. : L85110TZ1997PLC007783

770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore - 641 014.

Tel : 0422 - 4229900, 4229999 Fax : 0422 - 4229933

R.S. PURAM

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North Coimbatore, R.S. Puram,
Coimbatore - 2. Phone : 0422 - 4239900, 4239999

METTUPPALAYAM

No. 28, Coimbatore Main Rd,
Opp. Bus Stand, MTP - 634 301.
Phone : 04254 - 223223, 224224

TIRUPUR

Tiruppur : Near Santha Pettai Bus Stop,
Thennampalayam, Palladam Road,
Tiruppur-641 604.
Tel. : 0421 - 4346060, 4219999

SALEM

86, Brindhavan Road, Fairlands
Salem - 636 004.
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E-mail : info@lotuseye.org

Website : www.lotuseye.org

May 25 2023

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 532998	National Stock Exchange of India Limited 5th Floor, Exchange Plaza Bandra (East) Mumbai - 400051 Scrip Code: LOTUSEYE
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2023 duly issued by M/s. Eswaramoorthy and company Practicing Company Secretaries, Coimbatore.

Yours Faithfully

For Lotus Eye Hospital and Institute Limited

**ACHUTH
MENON M**

M Achuth menon
Company Secretary & Compliance Officer
ACS:63980

Digitally signed by ACHUTH
MENON M
Date: 2023.05.25 14:14:56
+05'30'

Kochi

533/33A-33F, Tejas Tower
SA Road, Kadavanthara,
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Tel. : 0484 - 2322333, 2322444

Always for you

Kochi

229A, Kurisingal House
Mulanthuruty Post
Kochi, Kerala - 682 314.
Tel. : 0484 - 2743191, 2743121



P. Eswaramoorthy and Company

Company Secretaries

 P. Eswaramoorthy B.Sc., LLB., FCS.,

SECRETARIAL COMPLIANCE REPORT OF "LOTUS EYE HOSPITAL AND INSTITUTE LIMITED"
(CIN: L85110TZ1997PLC007783)

For the Financial Year Ended 31st March, 2023

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements)
(Second Amendment) Regulations, 2021. w.e.f. 05/05/2021)

To

The Members,

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

[CIN: L85110TZ1997PLC007783]

SF No: 770/12, Avanashi Road,

Civil Aerodrome Post, Coimbatore – 641014

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by LOTUS EYE HOSPITAL AND INSTITUTE LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at SF No: 770/12, Avanashi Road, Civil Aerodrome Post, Coimbatore – 641 014. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I P Eswaramoorthy (FCS 6510, CP No. 7069) of M/s. P Eswaramoorthy and Company, Company Secretaries have examined:

(a) all the documents and records made available to me and explanation provided by LOTUS EYE HOSPITAL AND INSTITUTE 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 report, for the financial year ended 31st March, 2023 (herein after referred as "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 the Securities and Exchange Board of India ("SEBI");

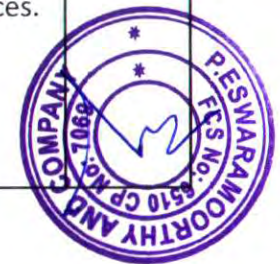
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable as the Company has not issued any security during the Financial Year under review];
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable as the Company has not bought back / proposed to buy back any of its securities during the Financial Year under review];
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable as the Company does not have any Scheme for share based employee benefits during the Financial Year under review];
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as the Company has not issued and listed any debt securities during the Financial Year under review];
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not Applicable to the Company during the period under review];
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof and;
- i. Other applicable Regulations and Circulars / Guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:



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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (in Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (LODR) Regulations, 2015										
1.	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.	31 (2)	200 Shares held by two promoters of the Company is in Physical Form.	-	-	200 Shares held by two promoters of the Company which is not as per Reg 31 (2) which requires that 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.	NIL	200 Shares held by two promoters of the Company which is not as per Reg 31 (2) which requires that 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.	Company is taking all efficient steps to trace the identity of the promoters whose share are not in demat mode and to adhere the required compliances.	NIL



Sr. No.	Compliance Requirement (Regulations/ circulars/ guide lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (in Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (LODR) Regulations, 2015										
2.	Every Listed Entity shall disseminate the certain information as provided under Regulation 46 (2) under a Separate Section on its Website.	46 (2)	The Company has not disseminated the requisite information in the website of the company as required under Reg 46 (2). According to the explanation given to me, the Company is in the process of launching new website	-	-	-	-	The Company has not disseminated the requisite information in the website of the company as required under Reg 46. According to the explanation given to me, the Company is in the process of launching new website	Management has taken all efforts to revamp the website at the earliest and shall once again disseminate the required information under Regulation 46 (2).	NIL



Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (in Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (PIT) Regulations, 2015										
1.	The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.	3(5)	A structured database is not maintained by the Company during the period under review to record the details of persons handling unpublished price sensitive information					A structured database is not maintained by the Company during the period under review to record the details of persons handling unpublished price sensitive information as required under Reg 3 (5).	Though the company has not maintained structured database during the review period, it has implemented the SDD software w.e.f 18 th April 2023.	NIL



Sr. No.	Compliance Requirement (Regulations/ circulars/ guide lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (in Rs)	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (PIT) Regulations, 2015										
2.	The companies are required to submit the SDD compliance certificate as per NSE and BSE Circular dated : October 28, 2022	NSE and BSE Circular dated : October 28, 2022	SDD Compliance Certificate for quarter ended September 2022 and December 2022 is not submitted	-	-	-	-	SDD Compliance Certificate for quarter ended September 2022 and December 2022 is not submitted	SDD was not implemented during the quarter ended September 2022 and December 2022. Thus the company was not in a position to submit the SDD compliance certificate as mandated under the said circulars	NIL



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

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (LODR) Regulations, 2015										
1.	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.	17 (1A)	Justification for appointment or continuing the appointment of Mr. S Natesan beyond the age of 75 Years is not provided in the Explanatory Statement.	-	-	-	-	Justification for appointment or continuing the appointment of Mr. S Natesan beyond the age of 75 Years is not provided in the Explanatory Statement annexed to the Notice sent to the Members of the Company for the 24 th Annual General Meeting held on 17 th September, 2021 as per Reg 17 (1A).	Dr Natesan is an MBBS MS specialized in Ortho. He was a government doctor for 20 years before commencing LKM Hospital. He is currently heading the hospital and has vast experience as a Doctor as well as in administration of Hospital. His knowledge and vast experience as a doctor is a fillip to Lotus Eye Hospital and Institute.	NIL



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (LODR) Regulations, 2015										
2.	The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty one days from the end of each quarter.	27 (2) (a)	Corporate Governance Report for the Quarterly Periods ended on 31 st December, 2021 was filed on 25 th February, 2022 which is beyond the due date as provided under Reg 27 (2) (a).	-	-	-	-	Corporate Governance Report for the Quarterly Periods ended on 31 st December, 2021 was filed on 25 th February, 2022 which is beyond the due date as provided under Reg 27 (2) (a).	The company has placed adequate compliance mechanism to adhere with the timely compliances	NIL
3.	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.	31(2)	200 Shares held by two promoters of the Company is in Physical Form.	-	-	-	-	200 Shares held by two promoters of the Company which is not as per Reg 31 (2) which requires that 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.	Company is taking all efficient steps to trace the identity of the promoters whose share are not in demat mode and to adhere the required compliances.	NIL



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (SAST) Regulations, 2011										
1	In respect of any acquisition made pursuant to exemption provided for in this regulation, the acquirer shall file a report with the stock exchanges where the shares of the target company are listed, in such form as may be specified not later than four working days from the acquisition, and the stock exchange shall forthwith disseminate such information to the public.	10 (6)	The acquisition of Shares of the Company made by Mr. S Rajkumar and Ms. Sangeetha S pursuant to transmission of Shares held in the name of Mr. Kaliannagounder Sundaramoorthy on 08/12/2021 was not reported to the stock exchanges.	NSE	Issued Clarification Letter	-	-	The acquisition of Shares of the Company made by Mr. S Rajkumar and Ms. Sangeetha S pursuant to transmission of Shares held in the name of Mr. Kaliannagounder Sundaramoorthy on 08/12/2021 was not reported to the stock exchanges.	The Chairperson has mailed for clarification issued by NSE on 15 th December, 2022 for delay in said Reporting.	NIL



Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
SEBI (PIT) Regulations, 2015										
1	Reg 3 (5) - The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number	3(5)	A structured database is not maintained by the Company to record the details of persons handling unpublished price sensitive information as required under Reg 3 (5).	-	-	-	-	The Company shall maintain a structured database to record the details of persons handling unpublished price sensitive information as required under Reg 3 (5) to prevent Insider Trading.	Company has not maintained structured database, however it has implemented the SDD software w.e.f 18th April 2023.	NIL



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount(Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.	-	-	-	-	-	-	-	-	-



(II) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	NA
2.	Other conditions relating to resignation of statutory auditor		
	<p>(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>(a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(b) In case the auditor proposes to resign, all concerns with respect to the proposed</p>	NA	NA




<p>resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>(c). The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
<p>3. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	NA



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

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>SECRETARIAL STANDARD</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatory applicable.	Yes	None
2.	<u>ADOPTION AND TIMELY UPDATION OF THE POLICIES:</u> (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	None
3.	<u>MAINTENANCE AND DISCLOSURE ON WEBSITE:</u> (a) The listed entity is maintaining a functional website (b) Timely dissemination of the documents / information under a separate section on the website (c) Web links provided in annual corporate governance reports under Regulation 27(2)(a)	Yes No No	The Company has not disseminated the requisite information in the website of the company as required under Reg 46. According to the explanation given to me, the Company is in the process of launching new website.



	reaccurateandspecificwhichredirectstot herelevantdocument(s)/sectionofthew ebsite		
4.	<u>DISQUALIFICATION OF DIRECTOR:</u> NoneoftheDirectoroftheCompanya redisqualifiedunderSection164ofCo mpaniesAct,2013 as confirmed by the listed entity.	Yes	None
5.	<u>DETAILS RELATED TO SUBSIDIARIES OF LISTED ENTITIES HAVE BEEN EXAMINED W.R.T:</u> (a) Identificationofmaterialsubsidiaryc ompanies (b) Disclosure requirement of materialaswellasothersubsidiaries	Yes Not applicable	None
6.	<u>PRESERVATION OF DOCUMENTS:</u> Thelistedentityispreservingandmain tainingrecordsasprescribedunderSE BIRegulationsanddisposalofrecords asperPolicyofPreservationofDocum entsandArchival policyprescribedunderSEBILODRReg ulations,2015	Yes	None
7.	<u>PERFORMANCE EVALUATION:</u> 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	Formal process of Performance Evaluation was carried out in the Month of March 2023 for FY2022 – 2023.
8.	<u>RELATED PARTY TRANSACTIONS:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transaction; or (b) Thelistedentityshallprovidedetaile dreasonsalongwithconfirmationw hetherthetransactions	(a) Yes (b) Not Applica ble	NONE 

	were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.		
9.	<u>DISCLOSURE OF EVENTS OR INFORMATION</u> 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	NONE
10.	<u>PROHIBITION OF INSIDER TRADING</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	A structured database is not maintained by the Company during the period under review to record the details of persons handling unpublished price sensitive information as required under Reg 3 (5).
11.	<u>ACTION TAKEN BY SEBI OR STOCK EXCHANGE(S), IF ANY</u> 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	No action was taken/required to be taken	NONE
12.	<u>ADDITIONAL NON-COMPLIANCES, IF ANY</u> No additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.	None	None



ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. 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.

P. ESWARAMOORTHY AND COMPANY
Company Secretaries



P. Eswaramoorthy
Proprietor

FCS No.: 6510, CP No.: 7069

Place: Coimbatore

Date: 24/05/2023

UDIN:F006510E000364296

Peer review Cert. No.933/2020

