



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

155B, East Periasamy Road, Near Chinthamani,
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.
Ph. : 0427 - 4219900, 4219999

SARAVANAMPATTI

S.F. No. 86/1, Site No. 2, T R M Avenue,
Sathy Road, Saravanampatti,
Coimbatore - 641 035.
Ph : 0422 2210021

E-mail : info@lotuseye.org

Website : www.lotuseye.org

29th May 2024

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 - 400 051 Scrip Code: LOTUSEYE
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Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March 2024

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 2024 duly issued by M/s Eswaramoorthy and Company Practicing Company Secretaries, Coimbatore.

Yours Faithfully

For Lotus Eye Hospital and Institute Limited

ACHUTH MENON
MOHANMENON

Digitally signed by ACHUTH
MENON MOHANMENON
Date: 2024.05.29 14:42:47
+05'30'

M Achuth menon
Company Secretary & Compliance Officer
Membership no - A63980

Kochi

533/33A-33F, Tejas Tower
SA Road, Kadavanthara,
Kochi, Kerala - 682 020.
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

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

SECRETARIAL COMPLIANCE REPORT OF LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

[CIN: L85110TZ1997PLC007783]

For the Year Ended 31st March, 2024

(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 – 641 014

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 certification, for the year ended 31st March, 2024 (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”);



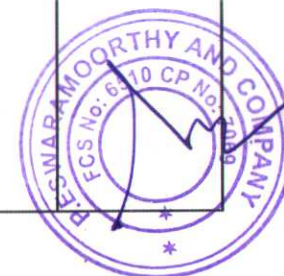
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (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 Non-Convertible Securities) Regulations, 2021; [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 (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;
- (h) Other applicable Regulations 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 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	of Fine Amount (in Rs)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015										
1.	Events specified in Para A of Part A of Schedule III are deemed to be material events and listed entity shall make disclosure of such events	30 (2)	The disclosure in XBRL format for the Notice of Shareholders' meeting was not made to the stock exchanges (SEs) as required under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.	-	-	Non-Compliance of Regulation 30(2) of SEBI (LODR) Regulations, 2015 as the disclosure in XBRL format for the Notice of Shareholders' meeting was not made to the stock exchanges (SEs).	-	The disclosure in XBRL format for the Notice of Shareholders' Meeting was not made to the stock exchanges (SEs) as required under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, according to the information and explanation furnished by the company, the Annual Report, including the Notice of Shareholders' Meeting, was submitted in PDF and XBRL format under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The company has not filed in XBRL format for the Notice of Shareholders' Meeting. However, the Annual Report, including the Notice of the Shareholders' Meeting, was submitted in PDF and XBRL format under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	NIL



2.	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 are in Physical Form.	-	-	Non-Compliance of Regulation 31(2) of SEBI (LODR) Regulations, 2015. 200 shares held by two promoters of the Company are not in compliance with Regulation 31(2), which stipulates that the listed entity must ensure that one hundred percent of the shareholding of promoter(s) and promoter group is in dematerialized form and maintained on a continuous basis.	NIL	200 shares held by two promoters of the Company are still in Physical form and not in compliance with Regulation 31(2), which stipulates that the listed entity must ensure that one hundred percent of the shareholding of promoter(s) and promoter group is in dematerialized form and maintained on a continuous basis.	Company is taking all efforts to adhere the required compliances in the current financial year.	NIL
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3.	The meeting for independent directors, to be held as required by SEBI regulations under Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.	25(3)	The meeting for independent directors, as required by SEBI regulations under Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, was not held during the review period.	-	-	Non-compliance of regulation 25(3) of SEBI (LODR) Regulations 2015 as the meeting for independent directors, was not held during the review period.	NIL	The meeting for independent directors, as required by SEBI regulations under Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, was not held during the review period.	--	NIL
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4.	Evaluation of independent directors and board of directors and committee members, as mandated under Regulation 17(10) and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015,	17(10) and 25(4)	The evaluation of independent directors and board of directors and committee members as mandated under Regulation 17(10) and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, was not conducted during the year under review.	-	-	Non-compliance of regulation 17(10) and 25(4) of SEBI (LODR) Regulations 2015 as the evaluation of independent directors and board of directors and committee members, as mandated was not conducted during the year under review.	NIL	The evaluation of independent directors and board of directors and committee members, as mandated under Regulation 17(10) and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, was not conducted during the year under review.	--	NIL
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5	The Company has not disseminated certain requisite information in the website of the company as required under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.	46(2)	The Company has not disseminated certain requisite information in the website of the company as required under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.	-	-	Non-compliance of regulation 46 (2) of SEBI (LODR) Regulations 2015 as the Company has not disseminated certain requisite information in the website	NIL	The Company is maintaining a functional website and has disseminated information in the website of the company as required under Reg 46, however the company has not disseminated few of the disclosures such as (i) Corporate Governance Report (ii) Disclosures of Related Party Transaction submitted to the SE's etc., 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
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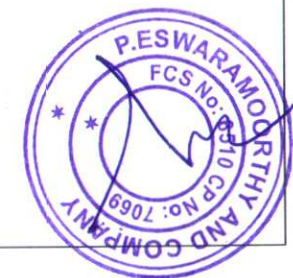


6.	Mr. S Rajkumar, the company's promoter, engaged in a contra trade involving 2,07,000 shares valued at Rs. 1,75,85,080 during November 28th to 29th 2023.	Regulation 5 & 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Mr. S Rajkumar, the company's promoter, engaged in a contra trade involving 2,07,000 shares valued at Rs. 1,75,85,080 during November 28th to 29th 2023.			Non-compliance of Regulation 5 & 9 of SEBI (PIT) Regulation, 2015 and paragraph 13 of Schedule B delineating Minimum Standards for Code of Conduct of Listed Companies.	Penalty of Rs. 10 Lakhs was imposed on the promoter by the Audit Committee of the company	Mr. S Rajkumar, the company's promoter, engaged in a contra trade involving 2,07,000 shares valued at Rs. 1,75,85,080 during November 28th to 29th 2023. Consequently, a penalty of Rs. 10 lakhs was imposed by the Audit Committee of the Company for the violation committed by the designated person, as per paragraph 13 of Schedule B delineating Minimum Standards for Code of Conduct of Listed Companies to Regulate, Monitor, and Report Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This was reported to the Stock Exchanges on 29th December 2023, as mandated by SEBI regulations.	Penalty of Rs. 10 lakhs was imposed by the Audit Committee of the Company for the violation committed by the designated person, as per paragraph 13 of Schedule B delineating Minimum Standards for Code of Conduct of Listed Companies to Regulate, Monitor, and Report Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This was reported to the Stock Exchanges on 29th December 2023, as mandated by SEBI regulations. The company has transferred the amount to Investor Protection and Education Fund.	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 Practicing Company Secretary in the Previous reports) (PCS)	Observations Made in the Secretarial Compliance report for the year Ended 2023	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.	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.	Non-Compliance of Regulation 31(2) of SEBI (LODR) 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.	NIL	Company is taking all efforts to trace the identity of the promoters whose share are not in demat mode and to adhere the required compliances.	According to the Information and explanation given to me, Company has two promoters in the promoter group holding 100 shares each which are in physical form and hasn't been dematerialized. Shares which were sold in physical mode have not been lodged for transfer. Hence, Non-Compliance of Regulation 31(2) of SEBI(LODR) Regulations, 2015 arose.



2.	The Company has not disseminated the requisite information in the website of the company as required under Regulation 46 (2) of SEBI (LODR) Regulations, 2015	Non-Compliance of Regulation 46 of SEBI (LODR) Regulations, 2015	Every Listed Entity shall disseminate the certain information as provided under Regulation 46 (2) under a Separate Section on its Website.	NIL	Management has taken all efforts to revamp the website at the earliest and shall once again disseminate the required information under Regulation 46 (2).	Management is taking steps to revamp the website.
3.	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	Non-Compliance of Regulation 3 (5) of SEBI (PIT) Regulations, 2015	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	NIL	The company has structured digital database software in place.	The company has structured digital database software in place.

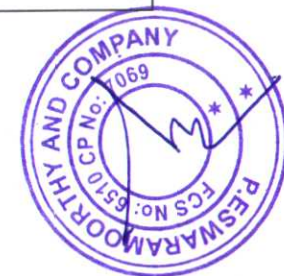


			shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.			
4.	SDD Compliance Certificate for quarter ended September 2022 and December 2022 is not submitted	Non compliance of NSE and BSE Circular dated : October 28, 2022as been	The companies are required to submit the SDD compliance certificate as per NSE and BSE Circular dated : October 28, 2022	NIL	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	The company is maintaining the structured digital database software and a Compliance certificate under regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of insider trading) Regulations ,2015 has been submitted to the stock exchanges.

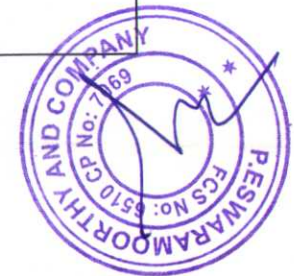


(ii) I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<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 of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatory applicable.</p>	Yes	None
2.	<p><u>ADOPTION AND TIMELY UPDATION OF THE POLICIES:</u></p> <p>(a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>(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</p>	Yes Yes	None



<p>3.</p>	<p><u>MAINTENANCE AND DISCLOSURES ON WEBSITE:</u></p> <p>(a) The Listed entity is maintaining a functional website</p> <p>(b) Timely dissemination of the documents / information under a separate section on the website</p> <p>(c) Weblinks 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>	<p>Yes</p> <p>No</p> <p>Yes</p>	<p>The Company is maintaining a functional website and has disseminated information in the website of the company as required under Reg 46, however the company has not disseminated few of the disclosures such as (i) Corporate Governance Report (ii) Disclosures of Related Party Transaction submitted to the SE's etc., According to the explanation given to me, the Company is in the process of launching new website.</p>
<p>4.</p>	<p><u>DISQUALIFICATION OF DIRECTOR:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>None</p>
<p>5.</p>	<p><u>DETAILS RELATED TO SUBSIDIARIES OF LISTED ENTITIES HAVE BEEN EXAMINED W.R.T:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Not applicable</p> <p>Not applicable</p>	<p>The company does not have any subsidiary company</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>	Yes	None
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/during the financial year as prescribed in SEBI Regulations.</p>	No	Formal process of Performance Evaluation of the Board, Independent Directors and committees was not carried out for the FY 2023 - 2024.
8.	<p><u>RELATED PARTY TRANSACTIONS:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transaction; or</p> <p>(b) The listed entity shall provide detailed reasons along with confirmation whether the transactions were</p>	<p>(a) Yes</p> <p>(b) Not Applicable</p>	The listed entity has obtained prior approval of Audit Committee for all Related party transaction



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>	No	<p>The disclosure in XBRL format for the Notice of Shareholders' Meeting was not made to the stock exchanges (SEs) as required under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, according to the information and explanation furnished by the company, the Annual Report, including the Notice of the Shareholders' Meeting, was submitted in PDF and XBRL format under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
10.	<p><u>PROHIBITION OF INSIDER TRADING</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	NONE
11.	<p><u>ACTIONS TAKEN BY SEBI OR STOCK EXCHANGE(S),IF ANY</u></p> <p>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</p>	As confirmed by the management no action was taken against the listed entity / its directors / its subsidiaries and its promoters	No Action(s) taken against the listed entity



<p>12</p>	<p><u>RESIGNATION OF STATUTORY AUDITORS FROM THE LISTED ENTITY OR ITS MATERIAL SUBSIDIARIES</u></p> <p>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) has / 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</p>	<p>NA</p>	<p>No resignation or re-appointment of the statutory auditor happened during the year</p>
<p>13</p>	<p><u>ADDITIONAL NON-COMPLIANCES, IF ANY</u></p> <p>No additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.</p>	<p>Yes</p>	<p>(i) 200 shares held by two promoters of the Company are not in compliance with Regulation 31(2), which stipulates that the listed entity must ensure that one hundred percent of the shareholding of promoter(s) and promoter group is in dematerialized form and maintained on a continuous basis</p> <p>(ii) The meeting for independent directors, as required by SEBI regulations under Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, was not held during the review period.</p> <p>(iii) The evaluation of independent directors and board of directors and committee members, as mandated under Regulation 17(10) and Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, was not conducted during the year under review.</p>



		<p>(iv) Mr. S Rajkumar, the company's promoter, engaged in a contra trade involving 2,07,000 shares valued at Rs. 1,75,85,080 during November 28th to 29th 2023. Consequently, a penalty of Rs. 10 lakhs was imposed by the Audit Committee of the Company for the violation committed by the designated person, as per paragraph 13 of Schedule B delineating Minimum Standards for Code of Conduct of Listed Companies to Regulate, Monitor, and Report Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This was reported to the Stock Exchanges on 29th December 2023, as mandated by SEBI regulations.</p>
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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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.



4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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: 27/05/2024
UDIN: F006510F000452362
Peer review Cert. No.933/2020