



# 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

No. 5(2) Gajalakshmi Theatre Road (Backside)  
Near Valarmathi Bus Stop, Tirupur - 641 601.  
Phone : 0421 - 4346060, 4219999

## SALEM

86, Brindhavan Road, Fairlands  
Salem - 636 004.  
Ph. : 0427 - 4219900, 4219999

E-mail : [info@lotuseye.org](mailto:info@lotuseye.org)

Website : [www.lotuseye.org](http://www.lotuseye.org)

May 30 2022

**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**

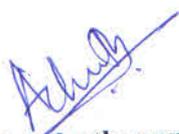
Dear Sir/Madam,

**Sub: Secretarial Compliance Report for the financial year ended 31st March, 2022**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2022 duly issued by M/s. Eswaramoorthy and company Practicing Company Secretaries, Coimbatore.

**Yours Faithfully**

**For Lotus Eye Care Hospital and Institute Limited**

  
**M Achuth menon**  
**Company Secretary & Compliance Officer**  
**ACS:63980**

## Kochi

533/33A-33F, Tejas Tower  
SA Road, Kadavanthara,  
Kochi, Kerala - 682 020.  
Tel. : 0484 - 2322333, 2322444

*Always for you*

## Kochi

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



# P. Eswaramoorthy and Company

Company Secretaries

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

## Secretarial Compliance Report of Lotus Eye Hospital and Institute Limited for year ended 31<sup>st</sup> March, 2022

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 31<sup>st</sup> March, 2022 (herein after referred as "review period") in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

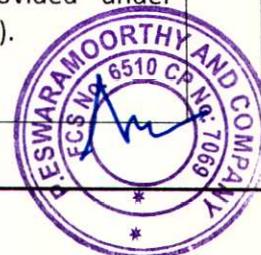


- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued by various Authorities whatever applicable thereunder;

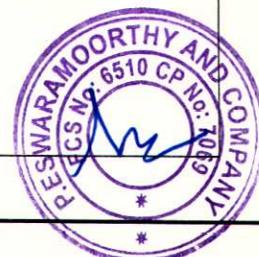
And based on the above examination, I hereby report that, during the aforesaid Review Period:

- (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)	Deviations	Observations/Remarks of the Practicing Company Secretary
<b>A. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>			
1.	Reg 17 (1A) - 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.	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 <sup>th</sup> Annual General Meeting held on 17 <sup>th</sup> September, 2021 as per Reg 17 (1A).
2.	Reg 27 (2) (a) - 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.	Corporate Governance Report for the Quarterly Periods ended on 31 <sup>st</sup> December, 2021 was filed on 25 <sup>th</sup> 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 <sup>st</sup> December, 2021 was filed on 25 <sup>th</sup> February, 2022 which is beyond the due date as provided under Reg 27 (2) (a).



Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
3.	Reg 31 (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.	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.
<b>B. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</b>			
1.	Reg 10 (6) - 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.	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 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.
<b>C. SEBI (Prohibition of Insider Trading) Regulations, 2015</b>			
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	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.

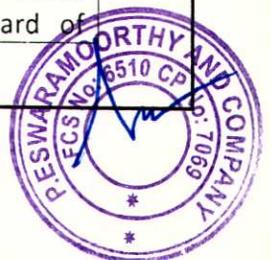


Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall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

(b) The listed entity has maintained records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the actions taken against the Listed Entity / its Promoters / Directors / 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.

Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g., Fines, Warning Letter, Debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
1.	BSE and NSE	Constitution of the Audit Committee was not as per Regulation 18 (1) of SEBI LODR, 2015.	Freezing of Demat Account of Two Promoters of the Company.	As per the Standard Operating Procedure prescribed by SEBI vide its Circular bearing no. SEBI / HO / CFD / CMD /CIR/P/2020/12 dt 20 <sup>th</sup> January, 2020 it was advised to freeze the demat account of two promoters of the Company for continuing default in non-compliance of Reg 18 (1). However, the Fine amounts of Rs. 1,25,080 and Rs. 1,74,640 was paid on 24.08.2021 and 14.09.2021 respectively and the promoter Demat account was un-freeze on 31/08/2021.
2.	National Stock Exchange	Constitution of the Audit Committee	Notice from BSE and NSE levying a Fine of Rs. 1,25,080 and Rs.	There was no change in constitution of the Audit Committee by the Board of



Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g., Fines, Warning Letter, Debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
	of India Limited	was not as per Regulation 18 (1) of SEBI LODR, 2015	1,74,640 respectively on the Company.	Directors of the Company. However, the name of Mr. K S Ramalingam was wrongly entered in the Audit Committee for the quarter ended on 31 <sup>st</sup> March, 2021.
3.	National Stock Exchange of India Limited	Delay of 4 days in filing of Corporate Governance Report with NSE as per Reg 27 (2) of SEBI LODR, 2015	Notice from NSE dated 21.02.2022 bearing ref no. NSE / LIST-SOP / COMB/FINES/0832 levying a Fine of Rs. 9,440 on the Company.	Filing of the Corporate Governance Report is beyond the due date provided under Reg 27 (2) (a) for the quarter ended 31 <sup>st</sup> December, 2021 and the same was filed on 26 <sup>th</sup> January, 2022 with the NSE. The Fine amount was paid on 25.02.2022.
4.	National Stock Exchange of India Limited	Delay of 4 days in filing of Statement of Investor Complaints with NSE as per Reg 13 (3) of SEBI LODR, 2015.	Notice from NSE dated 14.02.2022 bearing ref no. NSE / LIST-SOP /COMB/FINES/0831 levying a Fine of Rs. 4,720 on the Company.	Filing of the Statement of Investor Complaints is beyond the due date provided under Reg 27 (2) (a) for the quarter ended 31 <sup>st</sup> December, 2021 and the same was filed on 26 <sup>th</sup> January, 2022 with the NSE. The Fine amount was paid on 25.02.2022.

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	As per 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	Non-Compliance of Regulation 31(2) of SEBI (LODR) Regulations, 2015	The whereabouts of the respective promoters are being difficult to pin down, will apprehend the matter to the best of its abilities.	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



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	continuous basis in the manner as specified by the Board. 200 Equity Shares of the Companies promoter(s) group not been dematerialized, which are still in physical form.			sold in physical mode have not been lodged for transfer. Hence, Non-Compliance of Regulation 31(2) of SEBI (LODR) Regulations, 2015.

(e) There was no event of appointment/re-appointment/resignation of Statutory Auditor of the listed entity during the period under review. Further, the listed entity has modified the terms of appointment of its existing Statutory Auditor in compliance of the Para 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries



*[Handwritten Signature]*  
P. Eswaramoorthy  
Proprietor

FCS No.: 6510, CP No.: 7069

Place: Coimbatore  
Date: 25.05.2022  
UDIN: F006510D000388804  
Peer review Cert. No.933/2020