

LOTUS



Lotus  
Eye Hospital  
& Institute



Sitra, Coimbatore



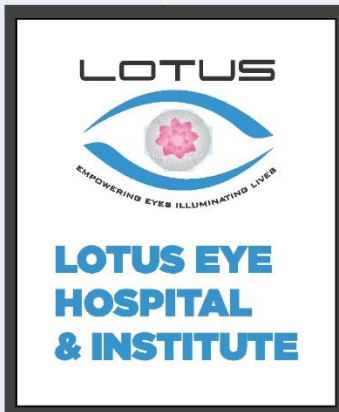
Mulanthuruthy



Salem



Kochi, Kerala



Tirupur



RS Puram



Mettupalayam



Saravanampatti

26<sup>th</sup> ANNUAL REPORT  
2022 - 2023



## **Late Dr. S. K. SUNDARAMOORTHY**

(21.08.1944 - 22.01.2020)

***“There are some who bring a light so great to the world that even after they have gone the light remains”***

Our founder Dr. S.K. Sundaramoorthy was one of the acclaimed and famed eye surgeons of our country and worldwide. He obtained his MBBS degree from Stanley Medical College, Chennai in 1971, completed M S (Ophthal) in Madurai Medical College in 1980. Fellowship programme in Retinal surgery in Sankara Netralaya, Chennai (1980-1982). And obtained twin super specialty degrees namely FRCS (Edin) and FRCO (Lon).

“LOTUS” is the Magnus opus of his legendary vision, determination and pure hard-work. We at LOTUS are relentless in carry forwarding his legacy forever through the quality and stakeholder satisfaction that we are known for.

The legacy of Dr. S.K. Sundaramoorthy is incomparable and exceptional, where in, the values are steeped well into the very roots of the foundations of this great institutions. The management behind the brand ‘LOTUS’ are cognizant of the illustrious and celebrated purpose for this institution, striving to achieve and surpass the same

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## CORPORATE STATEMENT

**Service oriented approach is the motto of the organization. Lotus Eye Hospital and Institute Limited has been chiseled to meet the aspirations of all its stakeholders. Each and every decision of the companies reckons the effect of it in our stakeholders. The larger idea is to serve the population by providing the most advanced and viable eye care services.**

Our paramount goal is to provide the best and advanced eye care services to the larger population. The journey of lotus since its inception from 1997 is a testimony of the fact that we are committed towards achieving our goal. In order to attain our goal we have with us a vibrant and dedicated medical team which considers providing best eye care services as their mission. The idea of serving the masses is the greatest motivation of lotus and this goal helps in pushing us to explore uncharted business environment and disseminate the best services possible. Our stakeholders are the greatest strength who has always reposed the utmost faith in our brand lotus. We will strive more to cater to the needs of the stakeholders in all our endeavor's

## COMPANY PROFILE

Lotus Eye Hospital is a hi-tech super specialty eye care hospital catering its value added service to the society since inception. Lotus is known for its excellence in Ophthalmic service with personalized care. This organization is committedly pioneering in the technological revolution in eye care and rendering service to thousands of patients from across the globe to see the world better than ever before.

- **Founded in 1990** by renowned ophthalmic surgeon late **Dr. S.K. Sundaramoorthy**
- Lotus Eye Hospitals operates **8 Eye Care centers** in Tamil Nadu and Kerala
  - ✓ **6 Centres in Tamil Nadu:** Coimbatore (Peelamedu , RS puram and Saravanampatti), Salem , Tirupur and Mettupalayam
  - ✓ **2 Centres in Kerala:** Kochi and Mulanthuruthy
- Listed at NSE and BSE in 2008; current **market capitalization of more than INR 150 Crores\***

300+

2 Lakh+

10 Lakh+

1 Crore+

Qualified Staff's

Surgeries

Procedures

Eyes Screened



## Vision

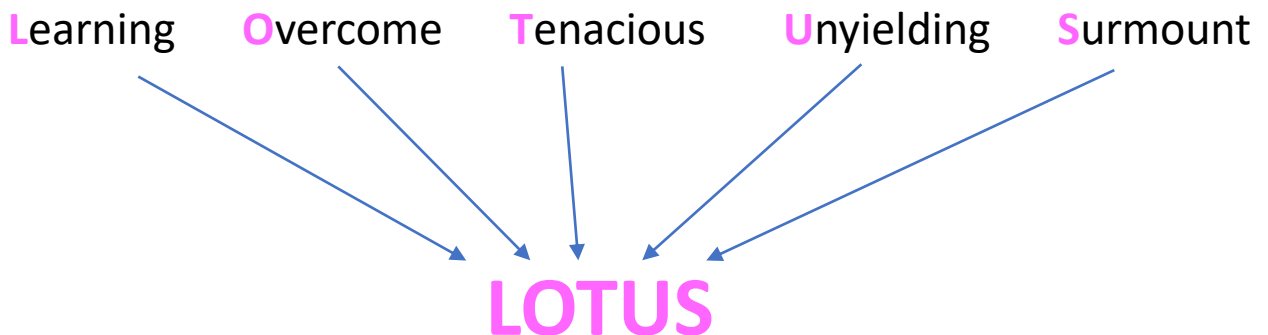
To become world's leading eye care provider with happy and satisfied patients and stake holders.

Lotus has a vision of "empowering eyes to illuminate lives". Lotus Eye Care group is marching towards its vision of becoming India's best Corporate Hospital with branches in strategic locations where quality eye care is in need, and render world class eye care service to the society.

## Mission

- To be the center of excellence in India by providing quality eye care of highest levels with skill competence and concern.
- To be adopting latest technologies, techniques and ethical practice in ophthalmology.
- To be setting up basic and clinical research into eye diseases and vision threatening conditions.
- To be focusing on Education, Training, Product Development and rehabilitation for incurable diseases.
- To be a preferred center for eye care Professionals, Para-medical and Non-medical team.

## VALUES



# Wide Range of Services



## Refractive

- LASIK/ BladelessLASIK
- Zyoptix & Zyoptix Ultimate
- Epizyoptix & Epizyoptix Ultimate
- SMILE
- Paediatric refraction and Special Kertometer
- Synaptophore
- Lasik for Anisometropia correction for different image size and Amblyopia



## Cornea

- Cataract Surgery
  - ✓ SICS
  - ✓ Phaco
  - ✓ MICS
  - ✓ LRCS
  - ✓ SF IOL
- Corneal Patch graft
- Corneal Scleral Repair
- Corneal Scrapping +AMG
- Corneal Suture
- Corneal Tattooing
- Corneal Tear Suturing
- Cortical Drop Removal
- Pertygium Exc. With AG
- C3R
- Penetrating Keratoplasty (PKP)
- TPK & DALK
- DASE



## Retina

- Vitrectomy
  - Membrane Peeling
  - Endolaser
- ERM Removal
- Silicon Oil & Removal
- Vitrectomy Lavage
- FGE & C3F8
- LPFC & CYCLO CRYO
- Scleral Buckling & Belt Buckle
- Injections
  - ✓ Inj. Ivta
  - ✓ Inj. Avastin
  - ✓ Inj. Razumab
  - ✓ Inj. Ozurdex
  - ✓ Inj. Zybev
  - ✓ Inj. Eyelea
  - ✓ Inj. Lucentis
  - ✓ Inj. Accentrix



## Glaucoma

- Trabeculectomy



## Ocuplasty

- Enucleation
- Evisceration
- DCR & DCT
- PTOSIS
- Lateral Tarsorrhaphy

# Milestones

- ❖ 1989 - Opening of hospital at R.S.Puram, Coimbatore
- ❖ 1994 – Introduced Phaco emulsification surgery (without stitch) for Cataract for the first time in this region.
- ❖ 1994-98 - Introduced Multi Scan Lasik for the first time in India
- ❖ 2002
  - Opening of hospital at Peelamedu, Coimbatore
  - Wave front based Esiris Custom Lasik for the first time in India
  - Introduction of DNB Course
  - Introduction of Fellowship Programs in Cataract, Glaucoma, Cornea, Retina and Refractive surgeries
- ❖ 2003-Diabetic Eye Unit and Life Time Vision Project
- ❖ 2004
  - Opening of Hospital at Salem
  - Introduced Epilasik for glass free vision for the first time in South East Asia.
  - Opening of Lotus Baush & Lomb Institute of Optometry.
- ❖ 2007
  - Opening of Hospital at Tirupur
  - Introduction of wavelight laser technology at Tirupur
- ❖ 2008-Issue of IPO
- ❖ 2009-Introduction of Intralase Lasik / Zyoptix laser technology
- ❖ 2010
  - Opening of Hospital at Cochin.
  - Opening of Hospital at Mettupalayam
- ❖ 2011-Introduction of Zyoptix Supracor for the first time in Tamilnadu.
- ❖ 2013-Opening of Hospital at Mulanthuruthy
- ❖ 2016 -Launching of Kerala’s first ReLEx SMILE at Cochin Hospital
- ❖ 2023 – New branch opened at Saravanampatti



## CHAIRMAN SPEECH

Dear shareholders,

I commence by welcoming all shareholders to the 26th Annual General Meeting. IAM delighted to address the shareholders as the fiscal year 2022-23 has been a tremendous year for our company. We are no more facing any threats due to Covid-19 pandemic. The resilience shown by your company is a testimony of the fact that Lotus Eye Hospital has the appetite to face uncertainties.

The world over is seeing a slowdown but India is a bright spot among this general turndown. With India reaching the number in terms of population surpassing china in the month of June, there are lots of untapped opportunities in all sectors including the health sector. The young population of India is a fillip to the health sector as more youngsters are keen and passionate in taking up a role in the health sector. India predominantly is a service based economy, I feel health sector can play a major role in contributing to GDP and nation building

Our company has mentored many students to become matured doctors who in turn can provide their valuable services and retaining them for a longer duration can support our company in the long run and thereby enhancing our value added services to the patients. Your company has an eminent board of directors comprising of 9 directors of which 6 are independent directors and they play a major role in all decision making processes while keeping their independence as paramount and delivering an objective and impartial views on all matters concerning our company.

I take this opportunity to thank all our Directors, Senior managerial personnel's, doctors and staffs for contributing towards the consolidated growth of our company. Lotus could not have achieved what it is today without the contribution of all. Above all I take this opportunity to thank our shareholders who have had great faith in our company and was patient enough to see their investments grow and thereby resulting in enhancement of their wealth.



**Dr. Kavetha Sundaramoorthy**  
**(Chairman)**

## MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

I welcome all to the 26th Annual General Meeting of Lotus Eye Hospital and Institute Limited. The fiscal year under purview has been one of the greatest years in terms of business for your company. With full confidence I can say that your company has steered through the challenges of Covid-19 and the pandemic is no more a threat to our business.

Your company has attained a turnover of Rs. 47 crores in comparison to Rs. 39 crores in the last fiscal year. The increase in turnover can be attributed to the faith reposed by the general public in the brand Lotus. During the fiscal 2022-23 year we started the seminal work for opening a new center at Sarvanampatti which became operational from July 5th 2023 Lotus Eye Hospital and Institute Limited for the first time posted a Net-profit of Rs 5 crores during the fiscal year ended 31<sup>st</sup> march 2023 due to which corporate social responsibility has become applicable for your company. Lotus has always been in the forefront while providing pro-bono services to the general public at large. With the applicability of corporate social responsibility lotus has been bestowed with an added altruistic responsibility towards the society.

During the fiscal year majority of our centers have witnessed an increase in the number of surgeries performed, In comparison to the fiscal year 2021-22 which witnessed 8076 surgeries this fiscal year your company could perform 9703 surgeries.

As always your company is committed to adopting modern technology in providing its eye care services. This fiscal year your company has invested in advanced equipment's such as lasik, cataract and Phaco equipment's. As stated in my last Annual General Meeting about the launch of new website, It has become operational and has added features compared to the earlier one.

The core strength of our company has been our doctors and supporting staffs who have always played a stellar role in the growth of your company. It can never be possible to travel this long without their contribution in building the brand Lotus.

I take this opportunity to thank all the shareholders and general public who has reposed great faith on the brand Lotus and this belief has always been a motivation for us to grow and undertake challenges in our quest to providing world class eye services.



**Ms. Sangeetha Sundaramoorthy**  
(Managing Director)

## CEO & EXECUTIVE DIRECTOR'S MESSAGE

Dear Shareholder,

I have immense pleasure in writing to you.

Your company has performed very well during the last financial year.

We have concentrated on personal care of each patient.

From the time patient approaches us or comes into one of our hospital, patient is looked after personally by our staff, making sure that they see their doctors as soon as possible and get the correct treatment advice and also the correct treatment.

Our ophthalmologists have provided excellent treatment. Our Surgery results have been superior than any other institution's results.

All these contributed to patients preferring us.

With this good performance in the last financial year, we plan to improve each center's performance.

We opened our new Centre in **Saravanampatti** in the month of July 2023.

This has been doing well, since the time it started functioning.

We also plan to explore new avenues for improving the business by starting other new Centre's.

I am very hopeful that all our efforts will bear fruit and we will improve our performance also in the years to come.



**Dr. K.S. Ramalingam, M.D.,  
CEO & Whole-Time Director**

## Awards & Recognition

**1993 – Best President of Lions Club**,Coimbatore.

**2002 – Dr Sivareddy Award** for Best paper in Kerala Ophthalmic Conference.

**2006 – Eye Care Excellence Award** by Rotary Club.

**2006 – Kannoli Kavalal Award** to Dr.S.K.Sundramoorthy by Lions Clubs International District Region H.

**2006 – Best Performer Award** by Bausch & Lomb (Highest number of Lasik surgeries performed in the year in India)

**2007 – Limca Book of Records Award** for conducting International Ophthalmic Conference on Arabian Sea.

**2008 – Indian Achievers Award for Health Excellency** offered to Dr. S.K.Sundaramoorthy.

**2010 – IPL Award** to Dr.S.K.Sundaramoorthy by Tamilnadu Ophthalmic Associations.

**2012 – Life Time Achievement Award** to Dr.S.K.Sundaramoorthy by the Tamilnadu Dr.M.G.R.Medical University.

**2013 – Kannoli Vallal Award** to Dr.S.K.Sundaramoorthy by Shri. Shanthalinga Ramasamy Adikalar Perur Aadhinam.

**2013 – Dr Suryakandhi Oration Award** to Dr.S.K.Sundaramoorthy by IMA2012.

**2013 – BEACONS for Exemplary Commitment and Impactful Positive Contribution to Tamilnadu** – The Times Group, Chennai.

## Awards & Recognition

**2013 – Life Time Achiever’s Award** from Guide Trust, Gobi.

**2014 – Honour Award** to Dr. S.K.Sundaramoorthy by Rotary International.

**2014 – Consumer protection award** to Dr. S.K.Sundaramoorthy by R T I Council, Kerala.

**2014 – International Ophthalmologist Education Award for MII Ret Cam:** Smartphone based retinal camera by American Academy of Ophthalmology

**2015 – Life time Achievement Award** by Indian Medical Association, Coimbatore.

**2016 – Occasion Excellence Award** to Dr. S.K.Sundaramoorthy by Rotary Club of Metropolis, Tirupur.

**2018 – Jammabhumi Legend healthcare award** from MPV. Muraleedharan

& Union Minister Mr. Rajyavardan singh rathod at Kochi

**2019 – Health Care Leadership Award** from World Peace Congress

**2019 - Life Time Achievement award** from TNOA Conference 2019

**2020 – Lotus Eye Hospital Salem ranked 1<sup>st</sup> runner up** in salem business awards 2020

**2021 – Budding Entrepreneur – Healthcare award** for our **Managing Director Ms. Sangeetha Sundaramoorthy** in Times Power Awards 2021

# BOARD OF DIRECTORS AND COMMITTEES

## LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

CIN : L85110TZ1997PLC007783

Regd. Office & Corporate Office: SF No. 770/12, Avinashi Road, Civil Aerodrome Post,  
Coimbatore - 641 014

E-mail: [companysecretary@lotuseye.org](mailto:companysecretary@lotuseye.org) | Website: [www.lotuseye.org](http://www.lotuseye.org)

Phone: 0422 4229900 | Fax: 0422 4229933

### KEY PEOPLE

Chairman - Dr. Kavetha Sundaramoorthy  
Managing Director - Ms. Sangeetha Sundaramoorthy  
Whole - Time Director & CEO - Dr. K.S. Ramalingam

### Directors

- Mr. D. R. Kaarthikeyan
- Dr. Yogesh Shah
- CA M. Alagiriswamy
- Dr. S. Natesan
- Mr. Karthik Veeramani
- CA Perumalsamy Mahendran

Chief Financial officer - Mr. Ramanujam Reghunathan

Company Secretary & Compliance Officer – M Achuth Menon

### AUDITORS

Statutory Auditors - M/s. Anbarasu and Jalapathi Chartered  
Accountants 30C, Alagesan Road, Saibaba Colony, Coimbatore - 641 011

Internal Auditors - CA P. Vishnu Adithan, Chartered Accountant, Coimbatore – 641 012

Secretarial Auditor - P. Eswaramoorthy & Company Company Secretaries Ramanathapuram,  
Coimbatore-641 045

## **REGISTRAR**

Registrar and Share Transfer Agent

M/s. S.K.D.C. Consultants Limited Surya,  
35 Mayflower avenue behind Senthil nagar,  
sowripalayam road Coimbatore-641 028

## **Bankers**

HDFC Bank Ltd  
Axis Bank Ltd  
The Federal Bank Ltd  
ICICI Bank Ltd  
Indusind Bank Ltd  
Canara Bank

## **COMMITTEES**

### Audit Committee

CA.M. Alagiriswamy, Chairman  
Mr. DR. Kaarthikeyan  
Dr. Kavetha Sundaramoorthy  
Dr. Yogesh Shah  
Dr. S. Natesan

### Nomination & Remuneration Committee

Mr. D.R. Kaarthikeyan, Chairman  
Dr. Kavetha Sundaramoorthy  
Dr. Yogesh Shah  
Dr. S. Natesan  
CA.M. Alagiriswamy

### Stakeholders Relationship Committee

Mr. D.R. Kaarthikeyan, Chairman  
Dr. Kavetha Sundaramoorthy  
CA.M. Alagiriswamy  
Mr. Karthik Veeramani

Registered Office - S.F. No. 770/12, Avinashi Road  
Civil Aerodrome Post, Coimbatore-641 014

## NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF LOTUS EYE HOSPITAL AND INSTITUTE LIMITED WILL BE HELD ON MONDAY THE 25<sup>TH</sup> DAY OF SEPTEMBER 2023 AT 04.00PM THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OVAM”) FACILITY TO TRANSACT THE FOLLOWING

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, including the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon;
2. To declare final dividend of Rs 0.50 per equity share for the financial year ended 31<sup>st</sup> March 2023;
3. To appoint a director in the place of Dr. Kavetha Sundaramoorthy (DIN: 02050806) who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

4. To re-appoint Ms Sangeetha Sundaramoorthy (DIN: 01859252) as Managing Director of the Company for a term of 5 years.

To consider, and if thought fit, to pass with or without modification (s), the following as Ordinary Resolution:

**RESOLVED THAT** pursuant to Section 196 read with Rule 3 of Companies (Appointment and Remuneration to Managerial personnel) Rules 2014 along with Part I of Schedule V of Companies Act 2013 and any statutory amendments thereto and pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors for the re-appointment of Ms Sangeetha Sundaramoorthy (DIN: 01859252) as Managing Director of the Company be and is hereby approved by the shareholders for a term of 5 years commencing from 14<sup>th</sup> August 2023 and ending on 14<sup>th</sup> August 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. To approve the revision in remuneration payable to Ms Sangeetha Sundaramoorthy (DIN:01859252) Managing Director of the company:



To consider, and if thought fit, to pass with or without modification (s), the following as Ordinary Resolution

**RESOLVED THAT** pursuant to Sections 197 and 198 read with Part II of Schedule V of Companies Act 2013, pursuant to recommendation of Nomination and Remuneration committee and approval of Board of Directors approval is be and hereby accorded for increase in remuneration of Ms Sangeetha Sundaramoorthy from Rs 1,00,000 to Rs 3,50,000 per month comprising of the following emoluments:

<b>Sl.No</b>	<b>Particulars</b>	<b>Amount</b>
1.	Basic	1,40,000
2.	Dearness allowance	1,40,000
3.	House Rent Allowance	35,000
4.	Medical Allowance	17,500
5.	Transport Allowance	17,500
6.	Provident Fund, Gratuity Allowance	As per Rules of the Company

**RESOLVED FURTHER THAT** M Achuth Menon Company Secretary or KS Ramalingam Whole - Time Director and Chief Executive Officer be and are hereby authorized file the necessary e-forms, documents and such other papers with the statutory authorities.

By Order of the Board

**For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**

**Place:** Coimbatore

**Date:** 14.08.2023

**(Sd.) M Achuth menon**  
Company Secretary

## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM;
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08<sup>th</sup>, 2020, April 13<sup>th</sup>, 2020 May 05<sup>th</sup>, 2020 January 13<sup>th</sup> 2021, December 08<sup>th</sup> 2021, December 14<sup>th</sup> 2021, May 05<sup>th</sup> 2022 and December 28<sup>th</sup> 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e- Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL;
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis;
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020, January 15,2021, May 13, 2022,December 31,2022 and January 05, 2023 Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL /NSDL (“Depositories”). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website at [www.lotuseye.org](http://www.lotuseye.org) BSE Limited website at [www.bseindia.com](http://www.bseindia.com) and NSE Limited website at [www.nseindia.com](http://www.nseindia.com) ;
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives

of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e- voting;

6. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013;

7. The statement of material facts pursuant to Section 102(1) of Companies Act 2013 with respect to Item 4 and 5 is annexed to the notice forming part of the Annual report;

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.lotuseye.org](http://www.lotuseye.org). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com);

9. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020;

10. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021;

11. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the members effective from April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961;

12. The record date for the purpose of determining the entitlement of final dividend subject to the approval of shareholders in the 26<sup>th</sup> Annual General Meeting shall be 18.09.2023

13. Pursuant to the requirements of Corporate Governance under SEBI (LODR) Regulations, 2015, the brief resume of the Director proposed to be re-appointed, nature of his expertise in specific functional areas, name of the company in which he holds directorship and membership/chairmanship of Board/Committees, shareholding and

relationships between Directors inter-se, are provided in the Notice forming part of the Annual Report;

14. Members holding shares in physical form are requested to intimate the following directly to the company's Registrar and Share Transfer Agent, M/s S.K.D.C. Consultants Limited "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, TN, India | Phone: +91 422 4958995;

- a) Bank mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
- b) Changes, if any, in their address at an early date along with proof for address change.
- c) Application for consolidation of folios, if shareholdings are under multiple folios.
- d) Despatch of share certificates for consolidation.
- e) Request for nomination forms for making nominations as per amended provisions of the Companies Act, 2013.
- f) Members are requested to quote ledger folio numbers in all their correspondences.
- g) Residential status, PAN and Category as per Income Tax Act.

15. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding are maintained under Section 170 of the Act and the Register of contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection electronically by the members during the AGM;

16. The Results shall be declared within two working days after the close of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be displayed on the Company's website <https://www.lotuseye.org/Investors.php> and on the website of CDSL within the aforesaid period and communicated to BSE Limited where the shares of the Company are listed;

17. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Securities Depository Limited (CDSL):

- a) The remote e-voting period commences on 21.09.2023 (9.00 am) and ends on 24.09.2023 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18.09.2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) CS Eswaramoorthy, Practising Company Secretary (Membership No. FCS-6510 COP- 7069, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting

process (including remote e-voting of members at the AGM) in a fair and transparent manner.

c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 18.09.2023.

e) Members who have not cast their votes through remote e-voting may cast their votes during the Annual General meeting and the voting shall be open for 15 minutes even after the conclusion of the Annual General Meeting.

18. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of members and Share Transfer Books of the Company will remain closed from Tuesday, 19<sup>th</sup> September, 2023 to Monday, 25<sup>th</sup> September, 2023 (both days inclusive) in connection with the 26<sup>th</sup> Annual General Meeting.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 21.09.2023 (9.00 am) and ends on 24.09.2023 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.09.2023 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1)Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2)After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly.</li> <li>3)If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4)Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your</li> </ol>

	<p>vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 22 55 33</b>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholder holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Lotus Eye Hospital and Institute Limited on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [companysecretary@lotuseye.org](mailto:companysecretary@lotuseye.org) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e- voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@lotuseye.org](mailto:companysecretary@lotuseye.org). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 22 55 33**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

By Order of the Board

**For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**

**Place:** Coimbatore

**Date:** 14.08.2023

**(Sd.) Achuth menon**  
Company Secretary

In respect of the above material facts, the board of directors of your Company seeking approval of Shareholders by way of passing ordinary resolution as set out in Item No. 03 of this.

**Additional information on directors recommended for appointment / re- appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with reference to appoint a director in place of Dr. Kavetha Sundramoorthy (Holding Din:02050806), who retires by rotation and being eligible, offers herself for reappointment.**

I	<b>Name of Directors</b>	Dr. Kavetha Sundaramoorthy
II	<b>DIN</b>	02050806
III	<b>Date of Birth</b>	30.01.1976
IV	<b>Qualification &amp; Brief resume &amp; nature of his/her expertise in specific functional areas</b>	Dr. Kavetha Sundaramoorthy serves as Non-Executive Director on the Board of Lotus Eye Hospital and Institute Limited. Dr. Kavetha Sundaramoorthy is an acclaimed and venerable psychiatrist, board certified in both Adult & Child/Adolescent psychiatry, a Harvard University graduate with prestigious Farley Award and has been in practice for past 15 years and more.
V	<b>Disclosure of relationships between directors inter- se</b>	Ms. Sangeetha Sundaramoorthy (Sister)
VI	<b>Names of listed entities (Other than Lotus) in which the person also holds the directorship and the membership of Committees of the board :</b>	
	<b>1. Directorship</b>	Nil
	<b>2. Chairperson of Board Committees</b>	Nil
	<b>3. Member of Board Committees</b>	Nil
VII	<b>Shareholding (No. of Shares, Percentage)</b>	3905356 (18.7791)

## **Explanatory Statement as per Section 102(1) of Companies Act 2013**

### **Item No: 4 To appoint Sangeetha Sundaramoorthy (DIN: 01859252) as a Managing Director for a term of 5 years.**

The term of Ms Sangeetha Sundaramoorthy comes to an end with effect from 24<sup>th</sup> September 2020. Initially Ms Sangeetha Sundaramoorthy was appointed for a period of 3 years at a remuneration of Rs 1,00,000 per month.

The appointment of Sangeetha Sundaramoorthy was recommended by the Nomination and Remuneration committee in its meeting held on 14<sup>th</sup> August 2023 and thereafter approved by the Board of Directors in its meeting held on 14<sup>th</sup> August 2023 subject to approval of shareholders in the 26<sup>th</sup> Annual General Meeting.

Lotus Eye Hospital has tremendously grown under the leadership of Ms Sangeetha Sundaramoorthy. It was during her tenure the company posted the highest net-profit of above Rs 5 crores before taxes. The company further achieved its highest turnover of Rs 47 crores plus during her tenure. The company under her guidance has opened a new branch at saravanampatti on July 05<sup>th</sup> 2023. Ms Sangeetha Sundaramoorthy was awarded the Budding Entrepreneur- Health Care by Times of India in the year 2021 reckoning her contribution in the health care sector

Ms Sangeetha Sundaramoorthy before taking up the position of Managing Director was associated with the company right from 2006 and became the whole-time director of the company from 2009 and has played an instrumental role in the Initial Public Offer of the company in the year 2008.

Sangeetha Sundaramoorthy took up the position of Managing Director when the company was going through its toughest times since its inception in 1997. She has steered the company safely without even availing any debt and took all the challenges head on without any hesitation. The leadership and guidance of Ms Sangeetha Sundaramoorthy is clearly reflected in the numbers as well as increase in long term shareholders wealth.

The Board of Directors recommend the special business of appointment of Sangeetha Sundaramoorthy as Managing Director for a term of 5 years to the shareholders for approval

**Additional information on directors recommended for appointment / re- appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with reference to re-appointment of Sangeetha Sundaramoorthy (DIN: 01859252) as Managing Director for a period of 5 years:**



I	<b>Name of Directors</b>	Ms Sangeetha Sundaramoorthy
II	<b>DIN</b>	01859252
III	<b>Date of Birth</b>	16.10.1978
IV	<b>Qualification &amp; Brief resume &amp; nature of his/her expertise in specific functional areas</b>	Ms. Sundaramoorthy is a Software Professional. Ms. Sangeetha Sundaramoorthy was appointed as the Managing Director of the company with effect from 24 <sup>th</sup> September 2020 before that she served as Whole –time Director of Lotus Eye Hospital and Institute Ltd from 2009 to 2020 & was involved in managing all key functional areas..
V	<b>Disclosure of relationships between directors inter- se</b>	Ms. Kavetha Sundaramoorthy (Sister)
VI	<b>Names of listed entities (Other than Lotus) in which the person also holds the directorship and the membership of Committees of the board :</b>	Nil
	<b>1. Directorship</b>	Nil
	<b>2. Chairperson of Board Committees</b>	Nil
	<b>3. Member of Board Committees</b>	Nil
VII	<b>Shareholding (No. of Shares, Percentage)</b>	3918039 (18.8405)

**Item No: 5 To approve the revision in remuneration payable to Ms Sangeetha Sundaramoorthy (DIN:01859252) Managing Director of the company**

Ms Sangeetha Sudaramoorthy was appointed as the Managing Director of the Company by the Board of Directors on 24<sup>th</sup> September 2020 subsequently approved by the shareholders in the Annual General Meeting held on 28<sup>th</sup> November 2020.

After the appointment of Ms Sangeetha Sundaramoorthy the company has flourished leaps and bounds. With respect to the turnover as on 31.03.2023 it is 47 crores compared to 39 crores as on 31.03.2022. For the First time in the history of lotus eye hospital and institute limited since its inception, Company has posted a net profit of more than Rs 5 crores.

Sangeetha Sundaramoorthy experience has helped in weeding out and streamlining the entire operations of the company in just a span of 3 years. Ms Sangeetha Sundaramoorthy's vast experience in the field of Information technology has helped in bringing the most advanced technology in each and every department of the company.

Sangeetha Sundaramoorthy is connected with the company right from 2006, her vast experience has contributed to the growth of Lotus Eye Hospital and Institute Limited in the last 3 years. She has run the company without any debt in the last 3 years and has ensured smooth flow operation across all centers.

The Board of Directors recommend the special business for revision in remuneration of Ms Sangeetha Sundaramoorthy Managing Director of Lotus Eye Hospital and Institute limited. Such payment of remuneration is expected to be within statutory thresholds as per Section 197.

## Directors' Report

### Dear Shareholders,

Your directors have pleasure in presenting the 26<sup>th</sup> Annual Report of your Company together with the audited accounts for the year ended 31<sup>st</sup> March 2023.

### FINANCIAL RESULTS

(Rs. in Lakhs)

PARTICULARS	31.03.2023	31.03.2022
	(Current year)	(Previous Year)
Income from Operations and other income	4,818.94	3,979.57
Less: Expenses	4,253.55	3,569.22
Add/Less: Exceptional Items	(0.18)	(1.00)
Profit /(Loss) before Tax	565.21	409.35
Less: Provision for Taxes:		
Current tax	141.01	108.57
Deferred Tax	16.45	2.34
Profit / (Loss) after tax	407.75	298.44

### STATE OF COMPANY'S AFFAIRS

Your company has performed tremendously well during the financial year 2022-23 by posting a Gross profit of more than Rs 5 crores Company has achieved a healthy turnover of 47 crores during the fiscal year 2022-23. In the financial year 2022-23 company witnessed 9703 surgeries in comparison to 8076 surgeries in the financial year 2021-22. In the operation side company has excelled in bridging all the short comings it faced during the covid times. Company is well prepared to face all the adversities that may arise in future in the way of operations.

### DIVIDEND:

The company declared a final dividend of Rs 0.50 in the Annual General Meeting held on 22<sup>nd</sup> September 2022.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no Material changes and commitments effecting the financial position of the company

### SHARE CAPITAL:

The Paid up equity share capital as on 31<sup>st</sup> March, 2023 was 2,079.63 Lakhs. During the year under review, the Company has not issued any shares to the Shareholders. The company has neither issued shares with differential voting rights nor granted stock options or sweat equity shares.

### FINANCE:

Cash and cash equivalents as at 31<sup>st</sup> March, 2023 was Rs. 360.30 Lakhs. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters which are kept under strict check through continuous monitoring.

**TRANSFER TO RESERVE:**

The Company does not transfer any of its profits to reserves during the year.

**DEPOSITS:**

During the year under review, your company has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year under review, your Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The detail of the investments made by the company is given in the notes to the financial statements.

**CORPORATE SOCIAL RESPONSIBILITIES:**

Your company does not fall within the bracket as prescribed by Section 135 of the Companies Act, 2013 and rules framed thereunder. Hence CSR obligations are not applicable.

**DIRECTORS:****Directors retiring by rotation:**

Ms. Kavetha Sundaramoorthy ( DIN:2050806 ) Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

**Information regarding the Directors seeking appointment/re-appointment:**

Resume and other information regarding the Directors seeking appointment /re-appointment as required by Regulation 36 of the SEBI (LODR) Regulations, 2015 has been given in the Notice convening the ensuing Annual General Meeting and in the Statement pursuant to Section 102 of the Act.

**Declaration by Independent Directors:**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In opinion of the Board with Independent Directors possess integrity, expertise and experience (including the proficiency).

### **Familiarisation Programme:**

Your Company has adopted a policy on Familiarization programme of Independent Directors. During the year under review one programme was conducted by the company. Details of such programme for familiarisation of the Independent Directors are put on the website of the Company at the following web-link: <https://www.lotuseye.org/Investors.php>

### **Statutory Disclosure:**

None of the Directors of the Company is disqualified as per the applicable provisions of the Act. A certificate in this regard is certified by the Secretarial Auditors is attached with the Corporate Governance Report.

### **BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the Directors performance individually as well as evaluation of the working of its Audit Committee and Nomination and Remuneration Committee.

### **The criteria for performance evaluation are as under: Performance**

#### **Evaluation of Board:**

**Key Parameters:** Degree of fulfillment of key responsibilities; Board structure and composition; Establishment and delineation of responsibilities to Committees; Effectiveness of Board processes, information and functioning; Board Culture and Dynamics; Quality of relationship between the Board and the Management; Efficacy of communication with external stakeholders, etc.

#### **Self Assessment of the Performance by Individual Directors (including Independent Director):**

**Key Parameters:** Attendance at meetings; contribution at meetings; independence of judgment; direction / guidance to senior management, etc.

#### **Self Assessment of the Performance by the Board Level Committees:**

**Key Parameters:** Degree of fulfillment of key responsibilities; Adequacy of Committee Composition; Effectiveness of meetings; Committee dynamics; Quality of relationship of the committee with the Board and the management, etc.

The Directors have expressed their satisfaction with the evaluation process.

### **REMUNERATION POLICY:**

The Policy on Board Diversity and Nomination & Remuneration Policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors. The said policies are available on the Company's website at the following link: <https://www.lotuseye.org/Investors.php>

## **MEETINGS:**

During the year, four Board Meetings, four Audit Committee Meetings, two Nomination and Remuneration Committee Meeting was convened and held. One Stakeholder Relationship Committee Meetings for the financial year 2022-23 were held. The details of there are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **COMMITTEES OF THE BOARD:**

Currently the Company has three Committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. All the committees are Independent under the Chairmanship of an Independent Director. The details of the compositions, terms of reference, meetings, etc., of said Committees are given in the Report on Corporate Governance which forms part of this Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

- I. In the preparation of the annual accounts the applicable accounting standards have been followed.
- II. Appropriate accounting policies have been selected and applied consistently, and judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the company at the end of the financial year and of the company for that period.
- III. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 2013 for safeguarding the assets of the company and for the preventing and detecting fraud and other irregularities.
- IV. Annual accounts have been prepared on going concern basis.
- V. Internal financial controls to be followed by the company were followed and those internal financial controls are adequate and were operating effectively.
- VI. Devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of the business. No subsequent material modifications are made to the existing related party transactions. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Accordingly, In the absence of any transactions for reporting in Form AOC-2 in terms of Section 134 of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014. Providing AOC-2 as part of this report does not arise.

**SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status and Company's operations in future.

**SUBSIDIARY/ / ASSOCIATE / JOINT VENTURE COMPANIES:**

The Company neither has any subsidiary or associate company nor has any joint venture company.

**CHANGE IN NATURE OF BUSINESS, IF ANY**

During the year under review, there is no change in nature of business of the Company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments affecting financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and date of this report.

**CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "Code of Conduct" which forms an Appendix to the Code. The Code has also been posted on the Company's website at the following link: <https://www.lotuseye.org/Investors.php>

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

## **DIRECTORS**

There was no appointment or resignation of director except resignation of CA R Subaramanian with effect from 10.02.2023 during the financial year 2022-23.

## **KEY MANAGERIAL PERSONNEL**

The details of the Key Managerial Personnel of the Company, their appointment / cessation during the year under review and remuneration are given in the draft Annual Return .

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Your Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct. The alleged misconduct may be classified in many ways; namely, violation of a law, rule, regulation and / or a direct threat to public interest, such as health and safety violations and corruption.

Your Company will not tolerate any form of victimization and will take appropriate steps to protect a bona fide whistle blower and shall treat any retaliation as a serious disciplinary offence that merits disciplinary action. The Company will protect the identity of the whistle blower, if so desired, provided that the whistle blower will need to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process. If circumstances so require, the employee can make complaint directly to the Chairman of the Audit Committee. The said mechanism can also be availed by the Directors of the Company.

'Whistle Blower Policy' of your Company is available on the website of the Company at the following link: <https://www.lotuseye.org/Investors.php>

## **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Audit committee of the Board is responsible for implementation of the Code.



The same Code is available in the website of your Company at the following link:  
<https://www.lotuseye.org/Investors.php>

All Board of Directors and the designated employees have confirmed compliance with the Code.

#### **AUDITOR'S REPORT:**

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

#### **AUDITORS:**

M/s. Anbarasu & Jalapathi, Chartered Accountants are your statutory auditors, who shall hold office till the conclusion of 30th Annual General Meeting.

#### **INTERNAL AUDITORS:**

CA P Vishnu Adithan, Practicing Chartered Accountant was appointed as the Internal Auditors of the Company for the financial year 2021-22 pursuant to Section 138(1) of the Act.

#### **SECRETARIAL AUDIT/AUDITORS:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr.P.Eswaramoorthy (CP No. 7069) Company Secretary in Practice to undertake the Secretarial Audit of the Company.

#### **SECRETARIAL AUDIT REPORT**

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. The Company Secretary in Practice has made his observation in Secretarial Audit Report. **(MR-3)** which is annexed herewith as **"Annexure – IV"**

#### **COST AUDIT**

The applicability of cost audit under section 148 is not applicable

## **DRAFT ANNUAL RETURN:**

The details forming part of the draft Annual Return in form MGT-7 is posted in the website <https://www.lotuseye.org/Investors.php>

## **BUSINESS RISK MANAGEMENT:**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. As part of the Risk Management framework, the Company reviewed periodically the various risks and finalized the mitigation plans. The identified risk areas were covered by the Internal Audit and major risks were discussed periodically.

## **PARTICULARS OF EMPLOYEES:**

Statements containing the details as required in terms of the provisions of Section 197 of the Act read with Rule 5(1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as **Annexure –I**. During the year under review , no complaint /case was filed pursuant to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, is set out as separate Annexure, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Refer **"Annexure – II"** ,**"Annexure – III"** and **"Annexure – IV"**)

## **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

**a) Conservation of Energy:**

<b>Steps taken for conservation</b>	The operation of the Company being service related requires normal consumption of electricity. The Company is taking every necessary step to reduce the consumption of energy.
<b>Steps taken for utilizing alternate sources of energy</b>	Nil
<b>Capital investment on energy conservation equipments</b>	In view of the nature of activities carried on by the Company, there is no capital investment on energy conservation equipments.

**b) Technology Absorption:**

Efforts made for technology absorption	Nil
Benefits derived	Nil
Expenditure on Research & Development, if any	Nil
Details of technology imported, if any	Nil
Year of import	Nil
Whether imported technology fully absorbed	Nil
Areas where absorption of imported technology has not taken place, if any	Nil

**c) Foreign Exchange Earnings/ Outgo (Rs. In Lakhs):**

<b>Earnings</b>	Nil
<b>Outgo</b>	Nil

**SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013**

Company has complied with provisions relating to constitution of Internal complaints committee.

There were Nil Complaints received during the Financial Year 2022-23

**INSOLVENCY AND BANKRUPTCY CODE 2016**

There was no application made under the Insolvency and Bankruptcy Code 2016 during the Financial year under purview.

**FRAUDS UNDER SECTION 143(12) REPORTED BY STATUTORY AUDITORS**

There was no instances of fraud reported during the financial year 2022-23 by the statutory auditors.

## **COMPLIANCE WITH SECRETARIAL STANDARDS**

Company is in compliance with secretarial standards issued by the Institute of Company Secretaries of India.

## **LISTING WITH STOCK EXCHANGES**

The company has listed its equity shares in Bombay Stock Exchanges and National Stock Exchanges.

## **QUALIFICATION ADVERSE REMARKS RESERVATIONS BY AUDITORS IF ANY**

There are no qualifications in the Statutory audit report

There are 6 qualifications by the Secretarial Auditor of which 5 qualifications has been set right by the company as on the date of the Board meeting in which Board's Report was approved.

## **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS AND INTERNAL AUDIT**

Your Company has put in place, well defined and adequate Internal Control System and Internal Financial Control (IFC) mechanism commensurate with size, scale and complexity of its operations to ensure control of entire business and assets. The functioning of controls is regularly monitored to ensure their efficiency in mitigating risks.

## **BUSINESS RESPONSIBILITY STATEMENT**

Business Responsibility Report in line with the National Voluntary Guidelines (NVG) on Social, Environmental and Economic Responsibilities of Business, released by the Ministry of Corporate Affairs, Government of India and as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') forms integral part of this Annual Report.

## **ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff at all levels for their continuous cooperation and assistance.

For and on behalf of the Board

Place: Coimbatore

Date: **24.5.2023**

(Sd/-)

Ms. Sangeetha Sundaramorthy

**Managing Director**

## **Annexure - I**

### **STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23:**

<b>Sl. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Ratio</b>
1.	Sangeetha Sundaramoorthy	Managing Director	7:1
2.	KS Ramalingam	Whole-Time Director	7:1

**(ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary and Manager in the financial year 2022- 23:**

<b>Sl. No.</b>	<b>Name</b>	<b>Designation</b>	<b>% increase in remuneration</b>
1.	Ms. Sangeetha Sundaramoorthy	Managing Director	Nil
2.	KS Ramalingam	Chief Executive Officer	Nil
3.	Reghunathan Ramanujam	Chief Financial Officer	Nil
4.	Achuth Menon	Company Secretary	Nil

**(iii) The percentage increase in the median remuneration of employees in the financial year 2022-23: 18.94%**

**(iv) The number of permanent employees on the rolls of Company:**

There were 313 number of permanent employees on the rolls of the Company as on 31.03.2023.

**(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** Average percentile increase in the salary of employees is 15.30% and there was no percentile increase in managerial remuneration

**(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby confirmed that the remuneration paid during the year 2022-23 is as per the Nomination & Remuneration Policy of the Company.

### **STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Since no employee is drawing salary more than prescribed as per above provision. Hence it is not applicable.

### **REPORT ON CORPORATE GOVERNANCE (Annexure to the Twenty Sixth Directors' Report 2022-23)**

#### **Introduction**

Corporate Governance report is a document depicting the strong pillars of governance observed by the company. This report helps the stakeholders understand the efforts invested by the company in achieving good corporate governance standards. India being a dynamic country where changes are taking place at lightening pace this report enlightens the stakeholders in understanding the fact of how much the management and company has strived to ensure good corporate governance. The growing impetus to bring more definition and perspicuity into the operative dynamics of the company is just a constant endeavor to bring more absolute enlightenment to the stakeholders of the company. Keeping in mind the interest of stakeholders the regulators, are treading a path where strict compliances and policies need to be followed by the companies in order to enhance the shareholders wealth as well as attain good corporate governance standards. This attitude of the regulators to make companies accountable and adhere to law helps in streamlining the existing processes, enhance shareholders wealth and thereby achieve a good standing within the country.

#### **Date of Report**

The information provided in this Report on Corporate Governance for the purpose of unanimity is as on March 31, 2023. This Report is updated as on the date of the Report wherever applicable.

#### **1. The Company's philosophy on Corporate Governance**

The Fundamental object of corporate governance policies is based on the highest levels of transparency, accountability in terms of responsibility towards shareholders, creditors, employees and society at large. Your company is committed to ensure high standards of corporate governance on a sustained basis.

#### **2. Board of Directors Composition**

As on 31<sup>st</sup> March 2023, the strength of the Board is Nine Directors. . There are six Independent Directors Two executive Directors and One Non-Executive Director out of which two are women directors. Applicability of appointment of woman Independent Directors does not apply to company. The composition of Board is in

compliance with the requirements of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

Name of the Director	Category	No. of Directors hip*	Membership and / or Chairperson of Committees#	
			Member	Chairman
Ms. Kavetha Sundaramoorthy	Non-Executive Promoter -	1	2	Nil
Ms. Sangeetha Sundaramoorthy	Executive - Promoter	1	Nil	-
Mr. KS Ramalingam	Whole - Time Director & CEO	2	Nil	Nil
Mr.D.R.Kaarthikeyan	Non-Executive Independent -	5	4	2
Mr. Yogesh Shah	Non-Executive Independent -	1	Nil	Nil
Mr. M.Alagiriswamy	Non-Executive Independent -	1	3	1
Mr. S Natesan	Non-Executive Independent -	1	2	Nil
Mr. Karthik Veeramani	Non-Executive Independent -	1	1	Nil
Mr. Perumalsamy Mahendran	Non-Executive Independent -	1	Nil	Nil

\* Excluding private limited companies, foreign companies, companies under Section 8 of the Companies Act, 2013 and alternate directorships but including Lotus Eye Hospital and Institute Limited.

# Includes only positions held in Audit Committee and Stakeholders' Relationship Committee in Indian public limited companies including Lotus Eye Hospital and Institute Limited.

Except Dr. Kavetha Sundaramoorthy and Ms. Sangeetha Sundaramoorthy, no other director of the Company is related to any other director on the Board of the Company.

Except Dr. Kavetha Sundaramoorthy (Non-Executive – Promoter) who is holding 3905356 Thirty Nine Lakh five thousand fifty six only) Shares representing 18.77% of total shareholding,

All the directors attended the Last Annual General Meeting held on 22<sup>nd</sup> September 2022.

In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management

### Meetings

The Board met four times during the year under review i.e. on 25<sup>th</sup> May 2022, 09<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February 2023 Attendance details of each director at the Board Meetings, Committee Meetings and at the last Annual General Meeting are set out below.

Name of the Directors	Board Meeting (4)	Audit Committee (4)	Nomination and Remunerati on Committee (2)	Stakeholder Relationship Committee (1)	Annual General Meeting
Mr.D.R.Kaarthikey an	4	4	2	1	Yes
Mr. R.Subramanian*	3	3	-	-	Yes
Mr. Yogesh Shah	4	1	2	-	Yes
Ms.Sangeetha Sundaramoorthy	4	-	-	-	Yes
Mr. KS Ramalingam	4	-	-	-	Yes
Ms.Kavetha Sundaramoorthy	4	4	2	1	Yes
Mr. M.Alagiriswamy	4	4	2	1	Yes
Mr. S Natesan	4	1	2	-	Yes
Mr. Karthik Veeramani**	1	-	-	-	No
Mr. Perumalsamy Mahendran***	-	-	-	-	No

\*CA R Subramanian resigned with effect from 10.02.2023

\*\*Karthik Veeramani was appointed with effect from 21.12.2022

\*\*\*Perumalsamy Mahendran was appointed with effect from 13.02.2023

The figures within brackets denote the number of meetings held during the period 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.



The names of the listed entities where the person is a director and the category of directorship other than Lotus Eye Hospital and Institute Limited

<b>Name of the Director</b>	<b>Name of the company</b>	<b>Category of Directorship</b>
DR Kaarthikeyan	Texmaco Rail & Engineering Limited	Independent Director
	Taj GVK Hotels and Resorts Limited	Independent Director
	Texmaco Infrastructure & Holdings Limited	Independent Director
	Star Health And Allied Insurance Co Ltd	Independent Director

### **Change in the Board of directors during FY 2022-23**

During the Financial year under review CA R Subramanian Independent Director resigned with effect from 10.02.2023, Mr Karthik Veeramani Independent Director was appointed with effect from 21.12.2023 and Mr Perumalsamy Mahendran independent director was appointed with effect from 13.02.2023

### **Familiarisation Programme**

Your Company has adopted policy on Familiarization programme of Independent Directors. During the year under review one programme was conducted by the company details of such programme for familiarisation of the Independent Directors are put on the website of the Company at the following web-link: <https://www.lotuseye.org/Investors.php>

## Skills/expertise/competence of the board of directors

Name of the Director	Directorship	Skills/expertise/competence
Mr. DR Kaarthikeyan	Independent Director	Ex-IPS Officer with vast experience in administration and comes with insights for the smooth management of the company. He held the following positions when he was in service (i) Director, Central Bureau of Investigation (ii) Director General, National Human Rights Commission (iii) Special Director General, Central Reserve Police Force
Mr. Yogesh Shah	Independent Director	He is one of the leading eye doctor of India and chairman of Netramandir Eye Institute Mumbai He provides lot of business inputs helping the company in increasing the business turnover
Mr. M.Alagiriswamy	Independent Director	He is one of the leading auditor of Coimbatore. He comes with vast experience in financial matters.
Mr. S Natesan	Independent Director	He is a leading doctor in Erode. He has over four decades of experience in various facets healthcare industry
Ms. Sangeetha Sundaramoorthy	Managing Director	She has vast experience in management. Her experience cuts across Financial Compliance and Business related aspects.
Ms. Kavetha Sundaramoorthy	Chairman	. Dr. Kavetha Sundaramoorthy is an acclaimed and venerable psychiatrist, board certified in both Adult & Child/Adolescent psychiatry, a Harvard University graduate with prestigious Farley Award and has been in practice for past 15 years and more
Mr. KS Ramalingam	Whole-Time Director & CEO	He is one of the renowned doctor in Coimbatore. He is the promoter of Coimbatore Kidney Centre and has over four decades of experience in various facets healthcare industry
Mr. Karthik Veeramani	Independent Director	He is one of the real estate profession with vast experience of more than 15 years in the real estate sector
Mr. Perumalsamy Mahendran	Independent Director	He is one of the leading auditor in Coimbatore his main area of focus are taxation and statutory audit

### 3. Audit Committee Terms of Reference

Terms of reference of the Audit Committee includes overseeing the financial reporting process, reviewing of financial statements, ensuring compliance with the regulatory guidelines, reviewing of internal audit reports, recommending appointment and remuneration of auditors to the Board of Directors and reviewing adequacy of internal control systems and internal audit function and other matters specified for Audit Committee under Section 177 of the Companies Act, 2013 and the Part C of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All recommendations made by the audit committee during the year were accepted by the Board. The details of terms of reference of audit committee can be found on your company's website at the following link: <https://www.lotuseye.org/Investors.php>

#### Composition & Meetings:

There were four meetings held during the year i.e. on 25<sup>th</sup> May 2022, 09<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022, 13<sup>th</sup> February, 2023

CFO, Representative of Statutory Auditors and Internal Auditors attended the meeting as Invitees. Company Secretary of the Company also acts as the Secretary to the Committee.

Composition of the Audit Committee is as follows:

Sl. No.	Name of the Members	Category	Meetings Attended
1	Mr. R.Subramanian*	Chairman - Independent – Non-Executive	3
2	Mr. D.R.Karthikeyan	Member - Independent – Non-Executive	4
3	Mr. M.Alagiriswamy	Chairman - Independent – Non-Executive	4
4	Ms. Kavetha Sundaramoorthy	Member-Non-Independent- Non Executive	4
5	Mr. S Natesan**	Member - Independent – Non-Executive	1
6	Mr. Yogesh shah***	Member - Independent – Non-Executive	1

\* Mr. R Subramanian ceased to be the chairman and member of Audit committee with effect from 10.02.2023 and subsequently CA M Alagiriswamy was elected as the chairman of audit committee with effect from 13.02.2023

\*\* Mr. S Natesan was inducted into the audit committee with effect from 14.11.2022

\*\*\* Yogesh shah was inducted into the audit committee with effect from 14.11.2022

#### 4. Nomination and Remuneration Committee Terms of Reference

The terms of reference of the Nomination & Remuneration Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Part D of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The broad terms of reference of the Committee includes:

- (i) Formulating the criteria for determining qualifications, positive attributes and independence of a Director;
- (ii) Recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees of the Company; Identifying persons who are qualified to become directors and who may be appointed in senior management;
- (iii) Evaluating the performance of all Directors.
- (iv) Recommendation of remuneration of Senior Management personnel

#### Composition & Meetings:

There were two meetings held during the year i.e. on 25<sup>th</sup> May 2022 and 13<sup>th</sup> February 2023 Company Secretary of the Company also acts as the Secretary to the Committee.

Composition of Nomination and Remuneration Committee is as follows:

Sl. No.	Name of the Members	Category	Meetings Attended
1	Mr. D.R. Kaarthikeyan	Chairman - Independent – Non- Executive	2
2	Mr. Yogesh Shah	Member - Independent – Non- Executive	2
3	Mr. M Alagiriswamy	Member - Independent – Non- Executive	2
4	Mr. S Natesan	Member – Independent – Non- Executive	2
5	Ms. Kavetha Sundaramoorthy	Member- Non-Independent Non-Executive	2

## Performance Evaluation Criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire board with respect to various factors like attendance at meetings; contribution at meetings; independence of judgment; direction / guidance to senior management, etc.

## 5. Remuneration Policy

The Policy on Board Diversity and Nomination & Remuneration Policy as recommended by the Nomination & Remuneration Committee have been approved by the Board of Directors. The said policies are annexed to the Board's Report and are also available on the Company's website at the following link: <https://www.lotuseye.org/Investors.php>

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than sitting fees.

During financial year 2022-23 Non-Executive Independent Directors were paid sitting fee at the rate of 50,000/- for attending meeting(s) of the Board and Committees thereof.

Details of the Sitting fees paid and Commission payable to the Non-Executive Directors of the Company for Financial year 2022-2023 are as under:

<i>(Rs. In Lakhs)</i>	
<b>Name of the Directors</b>	<b>Sitting Fees Paid</b>
Mr. D.R.Kaarthikeyan	2.00
Mr. R.Subramanian	1.50
Mr. Yogesh Shah	2.00
Ms. Kavetha Sundaramoorthy	2.00
Mr. M.Alagiriswamy	2.00
Mr. S Natesan	2.00
Mr. Karthik Veeramani	0.50
Mr. Perumalsamy Mahendran	0
<b>Total</b>	<b>12.00</b>

## 6. Stakeholder's Relationship Committee

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends etc.

Committee met once for the year under review i.e. on 13<sup>th</sup> February 2023 .

Sl. No.	Name of the Members	Category	Meeting Attended
1	Mr. R.Subramanian*	Chairman - Independent – Non-Executive	0
2	Mr. D.R.Kaarthikeyan**	Chairman - Independent – Non-Executive	1
3	Mr. M.Alagiriswamy	Member - Independent – Non-Executive	1
4	Ms. Kavetha Sundaramoorthy	Member – Non Independent Non-Executive	1
5	Mr. Karthik Veeramani***	Member - Independent – Non-Executive	0

\* CA R Subramanian ceased to be the chairman and member with effect from 10.02.2023

\*\* DR Kaarthikeyan was elected as the chairman with effect from 13.02.2023

\*\*\* Karthik Veermani was inducted into the committee with effect from 13.02.2023

Company Secretary of the Company is the Compliance Officer. Details of the same can be found on the website of the company at the following link: <https://www.lotuseye.org/Investors.php>

During the year the company has not received any complaints from the investors and there were no outstanding complaints as on 31.03.2023

## 7. Annual General Meeting

The date, venue and time of the Annual General Meetings held during the preceding three years are given below:

Financial year	Details of Meeting	Date and time of Meeting	Venue	Special Resolutions
2019-20	23rd AGM	24.09.2020-11.00 A.M	Through video conferencing ("vc")/other audio visual means ("ovam").	No
2020-21	24th	17.09.2021- 04.00	Through video	Yes

	AGM	PM	conferencing (vc)/other audio visual means (ovam).	
2021-22	25th AGM	22.09.2022	Through video conferencing (vc)/other audio visual means (ovam).	No

Two Special Resolutions was required to be put through postal ballot during the financial year under review for appointment of two independent directors.

No Special Resolutions on matters requiring postal ballot are placed for Shareholders' approval at the ensuing annual General Meeting.

## 8. Means of Communication

Your Company has promptly reported all material information including declaration of quarterly financial results, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website [www.lotuseye.org](http://www.lotuseye.org). The quarterly, half yearly and annual financial results and other statutory information were generally communicated to the shareholders by way of an advertisement in an English newspaper and in a vernacular language newspaper as per requirements of the Listing Regulations.

## 9. General Shareholders Information:

- a. AGM Date, Time and Venue : 25<sup>th</sup> September 2023, 4.00 Pm through audio visual means
- b. Financial Calendar : 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023
- c. Date of Book Closure : 19<sup>th</sup> September 2023 to 25<sup>th</sup> September 2023
- d. Listing of
  - i. Equity Shares : BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
  - : National Stock Exchange of India Limited ( NSE ),  
Exchange Plaza, Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051.

- ii. **Listing Fees 2022-23 have been paid** : Annual Listing fees for the year to all the above mentioned Stock Exchanges and there is no fee outstanding as on date.
- e. **Custodial Fees NSDL and there is** : Custodial fees paid to the CDSL and no fees outstanding as on date.
- f. **Stock Exchange Security Code** : BSE - Scrip Code : 532998 – Scrip Name : LOTUSEYE For Equity Shares  
NSE - Scrip Code : LOTUSEYE
- g. **Demat ISIN Numbers in NSDL & CDSL for Equity Shares** : INE 947I01017

**h. Address of the Registered Office/ Address for Correspondence**

1. 770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014.
2. M/s.S.K.D.C Consultants Limited, Kanapathy towers, 3<sup>rd</sup> floor, 1391 / A-1, Sathy Road, Ganapathy, Coimbatore – 641 006

- i. Hospital Branches :**
1. 770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014.
  2. 155B, East Perisamy Road, Opposite to Chinthamani, North Coimbatore, R.S.Puram, Coimbatore – 641 002.
  3. No.5 (2), Gajalakshmi Theatre Road, Near Valarmathi Bus Stop, Tirupur – 641 601,
  4. 86, Brindhavan Road, Fairlands, Salem – 636 016.
  5. No.140, Coimbatore Main Road, Opp.Bus Stand, Mettupalayam – 641 031
  6. No.53/33A – 33F, Thejas Towers, SA Road, Kadavanthara, Cochin – 682 020.
  7. 229A, Kurisingal House, Mulanthuruthy Post, Cochin – 682 314.
  8. SF.No: 86/1 , Site No: 2, TRM Avanie, Sathy Rd, Saravanampatti, Coimbatore, Tamil Nadu 641035



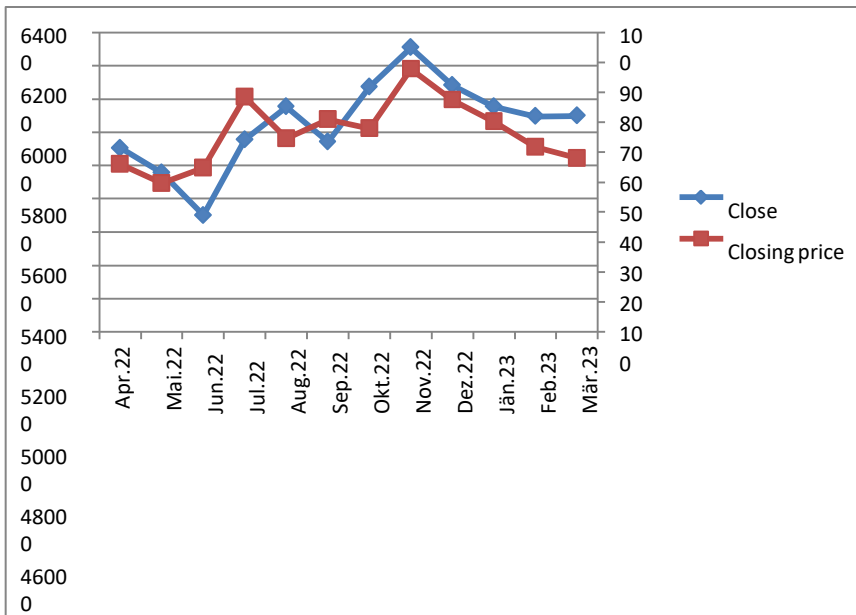
**j. Market Price Data:**

Monthly Average High & Low Prices of shares traded on BSE & NSE for the period from April 2022 to March 2023 (Shares listed on 11.07.2008)

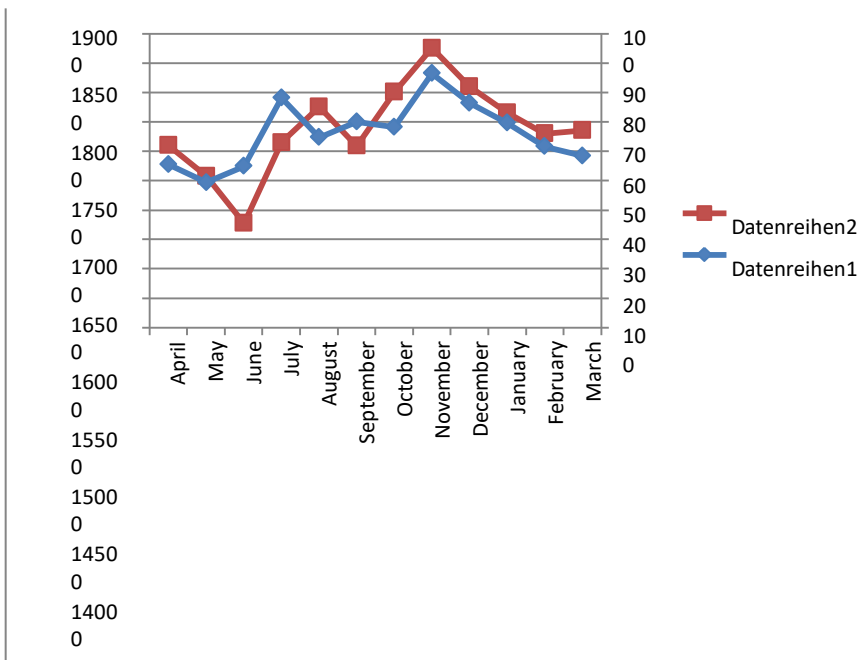
Month	Share Price in Rs.			
	NSE		BSE	
	High	Low	High	Low
April, 2022	64.50	53.05	64.45	53.10
May, 2022	58.00	45.85	57.95	46.10
June, 2022	57.95	42.00	59.90	42.05
July, 2022	80.00	49.50	79.40	49.55
August, 2022	81.80	61.70	82.00	53.55
September, 2022	74.80	61.00	78.00	61.30
October, 2022	87.60	65.85	87.45	62.60
November, 2022	94.00	63.35	92.95	65.15
December, 2022	98.00	75.05	96.90	75.50
January, 2023	83.90	65.60	84.00	66.70
February, 2023	72.80	61.50	73.00	61.20
March, 2023	67.00	55.20	66.90	56.30

**k. Performance and comparison to broad based indices such as BSE Sensex etc.**

### i. CLOSING MONTHLY PRICE VS CLOSING MONTHLY SENSEX(AVG)



### ii. CLOSING MONTHLY PRICE VS CLOSING MONTHLY NIFTY



### I. Registrar & Share Transfer / Demat Agents:

M/s.S.K.D.C  
 Consultants Limited,  
 Kanapathy towers, 3<sup>rd</sup> floor, 1391 / A-1, Sathy  
 Road Ganapathy, Coimbatore – 641 006.  
 Tel.No :0422– 6549995 & 2539835  
 Fax No. 0422 - 2539837  
 E-mail. : info@skdc-consultants.com

### m. Share Transfer System:

99.99% of the Company's paid-up equity capital is held in dematerialized form (only 807 shares are held in the physical form). However, the transfer requests are processed within 15 days from the date of such request, subject to the documents being valid and complete in all respects. Based on a SEBI directive, the equity shares of the Company are permitted to be traded only in dematerialized form.

### n. Category of Shareholder & Distribution of Shareholding

Categories of Shareholders as on 31.03.2023

S. No	Category	No. of Share holders	No. of Shares held	% of paid up Share Capital
1	Promoters and Promoters group	6	12096372	58.17
2	Bodies Corporate	33	3509546	16.87
3	Individuals	7194	4860991	23.38
4	Others	112	329421	1.58
	<b>Total</b>	<b>7345</b>	<b>20,796,330</b>	<b>100</b>

### o. Dematerialization of Shares and liquidity:

The Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members of the Company to select the Depository of their choice for holding and dealing in shares in electronic form.

The Shareholders are requested to make use of such facility for maximizing their convenience in dealing with Company's shares. The ISIN (International Securities Identification Number) of the Company is INE 947101017.

As on 31<sup>st</sup> March 2023, 99.99% of the Company's paid-up equity capital was held in dematerialized form (only 807 shares were held in the physical form).

- p. Outstanding ADRs/GDRs or warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable**
- q. Commodity price risk or foreign exchange risk and hedging activities: Not Applicable**
- r. Correspondance: Same as registered office Address**
- s. Company has not any fund by way of issuance of debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.**

## **10. Other Disclosures:**

### **a. Related Party Transactions**

Details of related party transactions are disclosed in note no. 32 in Notes on Accounts forming part of the Accounts, as required under Accounting Standard Ind AS 24 of The Institute of Chartered Accountants of India and all related party transactions are negotiated, on an arm's length basis. There were no materially significant related party transactions with directors, promoters, management, relatives or related companies etc. which had potential conflict, with the interests of the Company at large.

Transactions, in which directors may have substantial interest, are submitted to the Board and the interested directors, neither participates in the discussion, nor do they vote in such matters. Details of related party transactions are reviewed by the Audit Committee periodically.

The policy for related party transaction can be viewed at the following link:

<https://www.lotuseye.org/Investors.php>

### **b. Compliance by the Company**

The company has fairly complied with the requirements of the Stock Exchanges and SEBI. During the last three years, however there are some non - compliances which were observed in the Secretarial Audit Report. *(Please refer MR-3)*

- c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee**

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

**d. Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement under Regulation 32(7A) of SEBI (LODR) 2015**

**e. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has fairly complied with all mandatory requirements of the Listing Regulation. The status of compliance with non-mandatory requirements of SEBI Listing Regulations are as detailed hereunder:

i. **Audit Qualification** – The financial statements of the Company are unqualified.

**f. Accounting Treatment**

"Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India "

g. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 There were no complaints received during the Financial Year 2022-23

**h. Risk Management**

The management continuously evaluates business risk and review the probable risks, that may have an adverse impact on the operations and profitability of the Company and gives suitable solutions to mitigate such risks.

**i. Insider Trading Policy**

The code of conduct for prevention of Insider Trading, as suggested under the SEBI (Prohibition of Insider Trading) Regulations, 2015 has been introduced with effect from 15.05.2015. The Company Secretary has been designated as the Compliance Officer for this purpose. The Board monitors the adherence to

the various requirements as set out in the code. No violation of the code has taken place during the year.

**j. CEO / CFO Certification**

Pursuant to the provisions of Regulation 17(8) read with part B of the Schedule II of the Listing Regulations with the Stock Exchanges, the Chairman and Managing Director (CEO) and Chief Financial Officer (CFO) have issued a Certificate to the Board as required for the Financial Year ended 31<sup>st</sup> March 2023. The Executive Director and the Chief Financial Officer of the Company also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of Listing Regulations.

**k. Code of Conduct**

The Company's Board has laid down code of conduct for the employees at all levels including Senior Management and Directors of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct.

**l. Compliance with Corporate Governance Norms**

The Company has complied with all the mandatory requirements of Corporate Governance norms as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.

**m. Management**

The Management Discussion and Analysis Report forms a part of the Directors' Report.

**11. Declaration by the Chairman and Managing Director with regards to adherence to the Code of Conduct**

To The Members of Lotus Eye Hospital & Institute Limited

In accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management personnel including me, have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2023.

For and on behalf of the Board

(Sd.) Sangeetha Sundaramoorthy

Place: Coimbatore  
Date :24.05.2023

Managing Director

## CEO / CFO CERTIFICATE

As required by Regulation 17(8) read with part B of the Schedule II of the Listing Regulations

We hereby certify that:

a) We have reviewed the financial statements for the year ended 31<sup>st</sup> March 2023 and that to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violate any of the company's code of conduct.

c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) We have indicated to the auditors and the audit committee that there are no:

- i. significant changes in internal control over financial reporting during the year;
- ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a
- iii. significant role in the listed entity's internal control system over financial reporting.

**Chief Executive Officer**

**K.S. Ramalingam**

**Chief Financial Officer**

**Ramanujam Reghunathan**

## **CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To

The Members of Lotus Eye Hospital and Institute Limited (CIN:  
L85110TZ1997PLC007783)  
SF No.770/12, Avanashi Road,  
Civil Aerodrome Post, Coimbatore –  
641014

I have examined all the relevant records of **Lotus Eye Hospital and Institute Limited** ("hereinafter called as the "Company") for the purpose of certifying compliance with the conditions of Corporate Governance stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended **31<sup>st</sup> March, 2023**. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance with the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the following –

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.
2. 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.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

Place: Coimbatore  
Date: 24.05.2023  
UDIN: F006510E000364351  
Peer review Cert. No.933/2020

P.Eswaramoorthy  
Proprietor  
FCS No.:6510, CP No.: 7069



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Under regulation 34(3) read with Schedule V Para C Sub clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members of Lotus Eye Hospital and Institute Limited (CIN:  
L85110TZ1997PLC007783)  
SF No.770/12,Avanashi Road,  
Civil Aerodrome Post, Coimbatore –  
641014

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Lotus Eye Hospital and Institute Limited having CIN: L85110TZ1997PLC007783 and having registered office at SF No.770/12,Avanashi Road, Civil Aerodrome Post, Coimbatore – 641014 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup>March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

	<b>DIN/DPIN/PAN</b>	<b>Full Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
<b>Sl. No.</b>				
1	01859252	SUNDARAMOORTHY SANGEETHA	Managing Director	14/11/2019
2	02050806	SUNDARAMOORTHY KAVETHA	Director	30/05/2016

Sl. No.	DIN/DPIN/PAN	Full Name	Designation	Date of Appointment
3	01016571	KUTTAPALAYAM RAMALINGAM SONGAPPAN	Whole-time Director	10/02/2021
4	00327907	KAARTHIKEYAN DEVARAYAPURAM RAMASAMY	Director	16/10/2007
5	01916665	YOGESH CHHAGANLAL SHAH	Director	16/10/2007
6	02112350	MARAPPA GOUNDER ALAGIRISWAMY	Director	28/05/2012
7	09012904	SENGODAGOUNDER NATESAN	Director	02/01/2021
8	07097588	GOPALAKRISHNAN KARTHIK VEERAMANI	Director	21/12/2022
9	06680557	PERUMALSWAMY MAHENDRAN	Director	13/02/2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

**P. Eswaramoorthy and Company, Company  
Secretaries**

P. Eswaramoorthy  
Proprietor  
FCS No.: 6510, CP No.: 7069

Place: Coimbatore

Date: 24.05.2023

UDIN: F006510E000364318

Peer review Cert. No.933/2020

### **Management Discussion and Analysis**

#### **Indian Economy: 2022- 2023**

Indian economy is seen as a bright spot among the world economies. Even though many major economies are facing headwinds India has emerged as front runner among all the major economies. India pre-dominantly being a service-based economy the role of health sector in contributing to the GDP of our country shall be mammoth in the coming years. Indian economy has achieved an impressive growth rate of 7.2% during the financial year ended 31st March 2023 compared to the estimated 7%. The goal of achieving 5 trillion dollar economy is an ambitious target, considering our current position, the same can be attained without much heavy lifting. The credit flow from banks have smoothened thereby increasing more commercial activity and the improvement in non-performing assets is clear sign of the business picking up. All though there are some concerns but in total 2022-23 has been a positive fiscal year for India

#### **Predicted future (in spite of slow down)**

Considering the current situation with commercial activity picking up, credit to industries smoothening and improvement in Non-performing assets, the Indian economy is poised to grow in the fiscal year 2023-24 and in the coming fiscal years. The young population of India is one of the greatest advantages that can reap humungous dividends for our country in the future. The need for reliable and affordable health care has become the need of the hour considering the growth at which the population of our country is growing. The role of health sector will be touted to have contributed a major share in the growth story of India.

#### **Eye care 2022 – 2023**

The outlook for the eye care is on the upward trajectory and shall witness tremendous growth being in service sector

#### **Global Industry Structure and Development:**

The global “vision care market size” is expected to reach USD 192.85 billion by 2026, exhibiting a CAGR of 5.6% during the forecast period. Increasing awareness regarding ocular diseases in emerging nations is expected to aid the growth of the market. The increasing adoption of vision care products will boost the vision care market growth in the forthcoming year. In addition, the growing cases of cataracts will create growth opportunities for the market. For instance, according to the World Health Organization, 51% of the world’s blindness is caused by cataracts. In addition, the increasing risks of cataract incidence predominantly in developing countries will fuel demand for vision care.

Eye care products like lenses might become cheaper. With increase in life expectancy it is likely that population will have more old people. This would make it necessary to carry out more cataract and other eye treatments.

So overall, the eye care demand would grow. The profession and business of organized eye care would have a large need and necessity.

Public participated companies like ours with organized structure, delivering both basic and advanced eye care in many cities with a brand name, would help the patient very significantly and earn money for the investor very ethically.

**This was the general economic, health care economic and eye care related economic scene in 2022 – 2023.**

### **Our financial performance**

Our general performance financially compared to 2021-22 in terms of both revenue and profit margin is promising. The Net profit before taxes has crossed 5 crore mark

On analysis of this we plan to concentrate more on expansion to increase our turnover and improve the profitability.

The most important part is that investors do not carry any risk due to non-existence of debt

### **Segment-wise or product-wise performance**

Your Company operates in only one segment i.e. Eye Care and Related Activities.

### **Risk and Concerns**

#### **1. Competitors**

There are large numbers of private practitioners in ophthalmology with their own ophthalmic diagnosis and treatment equipment. There are a few with small hospitals with more advanced equipment's. Apart from these there are large ophthalmic hospitals both philanthropic and run as commercial business entities.

Your company can counter this challenge by providing focused eye care delivery and by deploying the state of the art equipment's backed by panel of expert doctors.

#### **2. Profitable and Proficient optimal use of Latest Technologies and Trends.**

The biggest task of any organization is to harness the technological advancement taking place at every nanosecond and cultivate the same in such a manner that produces profitability for the organization and maximizes the shareholders wealth simultaneously.

We have time and then invested amount rationally in obtaining advanced equipment's for providing better eye care services to our patients

### **3. Health Status Issues**

The difference between rural and urban indicators of health status and the wide interstate disparity in health status are well known. Clearly the urban rural differentials are substantial and clearly impact the spending power and in turn the variety of high end options made available to them.

We plan to organize our centers with this fact in mind.

### **Future of Ophthalmology**

Future of ophthalmology health care is very bright

- Occurrence of cataract is common
- Diabetes is increasing
- Hypertension is increasing
- Majority of the population wishes to be lensfree

### **The following will be our future plans**

- a. Implementing innovative modes to generate revenues
- b. COVID free treatment
- c. Rational Investments keeping in mind the dynamic requirements
- d. Insistence on latest and cutting edge technology at all hospitals.

### **Our Edge**

Our edge lies on our investment in modern equipment's, and excellent experienced consultants in all our centers, presence in many districts and COVID free, personalized care.

### **Internal control systems and their adequacy**

Your company has established internal control systems to ensure optimum use in protecting its resources and ensuring adherence to its policies, procedures and statutes. There is proper and adequate system of internal control for the company and its branches. The company has appointed Internal Auditor to review the adequacy of the internal control systems, procedures and policies. The internal auditor evaluates the adequacy of the internal control systems by testing the control mechanism and gives their recommendations to the management. The Internal Auditor submits his report to the Audit Committee of the Board.

### **Discussion on financial performance with respect to operational performance**

Financial performance with respect to operational performance has been dealt with in the Directors' Report which should be treated as forming part of this Management Discussion and Analysis Report.

### **Material developments in Human Resources / Industrial Relations front, including number of people employed**

There were 313 numbers of permanent employees on the rolls of the Company as on 31.03.2023. During the year under review your company enjoyed cordial relationship with the employees at all levels.

### **Cautionary Statement**

The Management Discussion and Analysis Report contains forward looking statements based upon the data available with the Company, assumptions with regard to global economic conditions, the government policies etc. Actual results might differ materially from those either expressed or implied.

**Form No. MR – 3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2023**

**[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To

The Members

**Lotus Eye Hospital and Institute Limited**

[CIN: L85110TZ1997PLC007783]

SF No.770/12, Avanashi Road, Civil Aerodrome Post,  
Coimbatore – 641 014

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lotus Eye Hospital and Institute Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit period covering the Financial Year ended **31<sup>st</sup> March, 2023**,

complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The 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];
  - d. The Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014 [Not applicable as the Company does not have any Scheme for share based employee benefits during the Financial Year under review];
  - e. The 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];
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client [Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Financial Year under review];
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable as the Equity Shares of the Company have not been delisted during the Financial Year under review];
  - h. The Securities and Exchange Board of India (Buy-back 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]



- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

I have relied on the representation made by the Company and its officers, relating to systems and mechanisms framed by the Company, for ensuring compliance with the other Laws and Regulations as applicable to the Company.

**I have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards wherever applicable except the following in respect of –

**A. SEBI (LODR) Regulations, 2015**

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.*
2. *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.*

**B. SEBI (PIT) Regulations, 2015**

1. *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).*
2. *SDD Compliance Certificate for quarter ended September 2022 and December 2022 is not submitted.*

**C. Companies Act, 2013 and Secretarial Standards**

- 1. Every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report as required under section 92 (3). The Company has not uploaded its Annual Return i.e e-Form MGT-7 in its website.*
- 2. The Company has not updated Register of contracts or arrangements in which directors are interested as required under section 189 of the Companies Act, 2013.*

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I am informed that there were no dissenting members, on any of the matters, discussed at the Board Meetings during the Financial Year under review, whose views were required to be captured and recorded as part of the minutes.

**I further report that** based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and on the review of the quarterly compliance reports submitted by the respective department heads and the Company Secretary which is taken on record by the Board of Directors at their meeting(s), I am of the opinion that Compliance of the Secretarial Standards, SEBI (PIT) etc., are needed to be improved with the size and operations of the Company to monitor and ensure proper compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the period covered under the Audit, the Company has not made any specific events / actions having a major bearing on the Company's affairs in pursuance of laws, rules, regulations and guidelines referred to above.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

Place: Coimbatore  
Date: 24/05/2023  
UDIN: F006510E000364241  
Peer review Cert. No.933/2020

P. Eswaramoorthy  
Proprietor  
FCS No.: 6510  
CP No.: 7069

## **ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE ISSUED BY COMPANY SECRETARY IN PRACTICE**

To

The Members

Lotus Eye Hospital and Institute Limited [CIN:  
L85110TZ1997PLC007783]  
SF No.770/12, Avanashi Road,  
Civil Aerodrome Post, Coimbatore – 641  
014

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records, devising proper system to ensure compliance with the provisions of all applicable laws and regulations and ensuring that systems are adequate and operate effectively, are the responsibilities of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on Audit.

2.I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3.I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4.Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

5.The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was

6.The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

Place: Coimbatore Date:  
24/05/2023  
UDIN: F006510E000364241  
Peer review Cert. No.933/2020

P. Eswaramoorthy  
Proprietor  
FCS No.: 6510  
CP No.: 7069

## Independent Auditor's Report:

### To the Members of Lotus Eye Hospital and Institute Limited Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Lotus Eye Hospital and Institute Limited ("the Company"), which comprises the balance sheet as at March 31, 2023 and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our audit
<b>Evaluation of uncertain tax positions</b>	
The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including direct & indirect tax matters and forum. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the financial statements. (Refer Note 37 to the financial statements)	Our audit procedures include the following substantive procedures: <ul style="list-style-type: none"><li>• Obtained understanding of key uncertain tax positions;</li><li>• Read and analyzed select key correspondences including responses to the tax authorities;</li><li>• Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions and the possible outcome of the disputed cases.</li></ul> We agreed with the management's evaluation.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, for example, Corporate Overview, Statutory Section (such as Directors' Report to the Shareholders, Corporate Governance Report and Business Review (such as Management Discussion and Analysis) but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's management and the board of directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional

skepticism throughout the audit. We also

- (a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in; (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014;
  - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements [Refer Note no: 37 of Financial Statements].
    - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



iv. (a) The Management has represented, that, to the best of its knowledge and belief no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Company.

(b) The Management has represented, that, to the best of its knowledge and belief no funds (which are material either individually or in aggregate) have been received by the Company to or in any other person or entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Company.

(c) Based on audit procedures that have been performed, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(c), as provided under (a) and (b) contain any material misstatement.

v. (a) The final dividend proposed by the company in the previous year, declared and paid by the Company in the current year is in accordance with Section 123 of the Act.

(b) The Company has not declared or paid any interim dividend during the year.

(c) The Board of Directors have proposed final dividend for the year, which is subject to the approval of the member in the Annual General Meeting. The amount of dividend Proposed is in accordance with Section 123 of the Act.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Anbarasu and Jalapathi**  
Chartered Accountants Firm  
Registration No.: 010795S

(sd.) **CA. S.Anbarasu**  
Partner

Membership No.: 212299

**UDIN:** 23212299BGVZTW9235

Coimbatore,  
May 24, 2023.

## Annexure "A" to the Independent Auditor Report

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report)

- (i) a. (A) The Company is in the process of updating its records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. However, an item wise list of Property, Plant and Equipment (including right of use asset) containing the particulars for calculation of depreciation is maintained.
- (B) The Company is in the process of updating its records showing full particulars and details of intangible assets. However, an item wise list of intangible assets containing the particulars for calculation of amortization is maintained.
- b. All Property ,Plant and Equipment have not been physically verified by the management during the year but there is a phased program of verification based on the item wise list maintained for computation of depreciation which, in our opinion, needs to be strengthened having regard to the size of the company and nature of its assets. As explained to us, no material discrepancies were noticed on such verification. However, in the absence of complete information in fixed asset register as stated in clause (a) above, we are unable to comment on the discrepancies.
- c. Based on the examination of title deeds provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- d. The Company has not revalued any of its Property, Plant and Equipment (including right-to-use assets) and intangible assets during the year.
- e. No such proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) a. As explained to us, the inventories have been physically verified by the management during the year and there were no material discrepancies noticed on physical verification carried out during the year. In our opinion, the frequency of such verification is reasonable.
- b. The Company has not been sanctioned working capital limits in excess of five crore rupees , in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted and loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the company.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made investments, provided any guarantee or security, and hence reporting clause 3(iv) of the Order is not applicable to the company.

- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the Order is not applicable to the company.
- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations provided to us, the company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it with the appropriate authorities.
- (b) As explained to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) Details of dues which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of Statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. in lakhs)
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals), Coimbatore	2016-17	55.40
Kerala Value Added Tax Act, 2003	Value Added tax	High Court of Kerala	2011-12	21.61
Kerala Value Added Tax Act, 2003	Value Added Tax	Kerala Value Added Tax Appellate tribunal	2013-14	5.16
Employees' State Insurance Act, 1948	Employees' State Insurance	Labour Court, Salem	2014-19	6.49

- (viii) According to the information and explanations given to us, there were no transactions relating to unrecorded income that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) According to the information and explanations given to us,
- The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
  - The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
  - The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
  - On an overall examination of the financial statements of the Company, the Company has not raised any funds on short term basis and hence, reporting under clause 3(ix)(d) of the Order is not applicable.

- e. The Company does not have any investments in subsidiaries, associates or joint ventures and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
  - f. The Company does not have any investments in subsidiaries, associates or joint ventures and hence, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) According to the information and explanations given to us,
- a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- c. To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints have been received by the company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- (xiv) a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- (xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) According to the information and explanations given to us, the Company has not incurred cash losses

during the financial year covered by our audit and the immediately preceding financial year.

- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date , will get discharged by the Company as and when they fall due.
- (xx) The provisions of Section 135 of the Act are not applicable to the Company and hence reporting under clause 3(xx) of the Order is not applicable for the year.
- (xxi) The Company is not required to prepare any consolidated financial statements and accordingly clause 3(xxi) of the Order is not applicable for the year.

Coimbatore,  
May 24, 2023.

For **Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No.: 010795S

(sd.) **CA. S.Anbarasu**  
Partner  
Membership No.: 212299  
**UDIN: 23212299BGVZTW9235**

## **Annexure “B” to the Independent Auditors’ Report:**

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements“ section of our report)

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Lotus Eye Hospital and Institute Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Coimbatore,  
May 24, 2023

For **Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No.: 010795S

(sd.) **CA. S.Anbarasu**  
Partner  
Membership No.: 212299  
**UDIN: 23212299BGVZTW9235**

## Lotus Eye Hospital and Institute Limited

CIN: L85110TZ1997PLC007783

### Balance Sheet

(Amount in Rs. Lakhs)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>Assets</b>			
<b>1. Non-current assets</b>			
(a) Property, plant and equipment	2	4,347.01	4,197.49
(b) Right of use asset	2	60.45	197.47
(c) Intangible assets	2	10.15	12.28
(d) Financial assets			
(i) Other financial assets	3	95.00	-
(e) Deferred tax assets (net)	4	38.44	52.30
(f) Other non-current assets	5	296.74	414.13
<b>Total Non-current assets (A)</b>		<b>4,847.79</b>	<b>4,873.67</b>
<b>2. Current assets</b>			
(a) Inventories	6	279.06	230.53
(b) Financial assets			
(i) Trade receivables	7	117.21	62.45
(ii) Cash and cash equivalents	8	360.30	378.89
(iii) Bank balances other than above	9	481.10	505.85
(c) Other current assets	10	233.34	109.10
<b>Total Current assets (B)</b>		<b>1,471.01</b>	<b>1,286.82</b>
<b>Total Assets (A + B)</b>		<b>6,318.80</b>	<b>6,160.49</b>
<b>Equity and Liabilities</b>			
<b>1. Equity</b>			
(a) Equity share capital	11	2,079.63	2,079.63
(b) Other equity	12	3,678.31	3,381.23
<b>Total Equity (C)</b>		<b>5,757.94</b>	<b>5,460.86</b>
<b>2. Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease Liabilities	13	19.21	67.05
(b) Provisions	14	-	34.83
(c) Other non-current liabilities	15	22.49	22.09
<b>Total Non-current liabilities (D)</b>		<b>41.70</b>	<b>123.97</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	16		
(1) Total outstanding dues of micro enterprises and small enterprises.		22.32	39.70
(2) Total outstanding dues of creditors other than micro enterprises and small enterprises.		292.67	316.41
(ii) Lease Liabilities	17	47.83	56.76
(b) Other current liabilities	18	156.34	162.79
<b>Total Current liabilities (E)</b>		<b>519.16</b>	<b>575.66</b>
<b>Total Liabilities (D+E)</b>		<b>560.86</b>	<b>699.63</b>
<b>Total Equity and Liabilities (C+D+E)</b>		<b>6,318.80</b>	<b>6,160.49</b>

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No.: 0107955

(sd.) CA. S.Anbarasu  
Partner  
Membership No.: 212299  
UDIN: 23212299BGVZTW9235

For and on behalf of the Board of Directors of  
**Lotus Eye Hospital and Institute Limited**

(sd.) Ms. S.Sangeetha  
Managing Director  
DIN: 01859252

(sd.) CA M.Alagiriswamy  
Director  
DIN: 02112350

(sd.) CA Reghunathan Ramanujam  
Chief Financial Officer

(sd.) Mr. D.R.Kaarthikeyan  
Director  
DIN: 00327907

(sd.) Dr. K S Ramalingam  
Chief Executive Officer  
Executive director,  
DIN: 01016571

(sd.) CS Achuth Menon  
Company Secretary

Coimbatore,  
May 24, 2023



## Lotus Eye Hospital and Institute Limited

CIN: L85110TZ1997PLC007783

### Statement of Profit and Loss

(Amount in Rs. Lakhs)

Sr. No	Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I.</b>	<b>Income</b>			
	(a) Revenue from operations	19	4,704.39	3,890.99
	(b) Other income	20	114.55	88.58
	<b>Total income (I)</b>		<b>4,818.94</b>	<b>3,979.57</b>
<b>II.</b>	<b>Expenses</b>			
	(a) Cost of materials consumed	21	834.96	652.02
	(b) Purchases of stock-in-trade	22	693.39	568.82
	(c) Changes in inventories	23	(30.33)	(7.35)
	(d) Service expenses	24	700.46	615.58
	(e) Employee benefits expense	25	888.05	730.58
	(f) Finance costs	26	9.76	12.81
	(g) Depreciation and amortization expense	2	298.05	250.10
	(h) Other expenses	27	859.21	746.66
	<b>Total expenses (II)</b>		<b>4,253.55</b>	<b>3,569.21</b>
<b>III.</b>	<b>Profit before exceptional items and tax (I - II)</b>		<b>565.39</b>	<b>410.35</b>
<b>IV.</b>	Exceptional items	28	(0.18)	(1.00)
<b>V.</b>	<b>Profit before tax (III + IV)</b>		<b>565.21</b>	<b>409.35</b>
<b>VI.</b>	<b>Tax expenses</b>			
	(a) Current tax	29	141.01	108.57
	(b) Deferred tax	29	16.45	2.34
			157.46	110.91
<b>VII.</b>	<b>Profit for the period (V - VI)</b>		<b>407.75</b>	<b>298.45</b>
<b>VIII.</b>	<b>Other comprehensive income</b>			
	A. Items that will not be reclassified to profit or loss			
	- Re-measurements of the defined benefit plans		(9.27)	(4.54)
	- Income tax on the above item		2.58	1.26
	B. Items that will be reclassified to profit or loss		-	-
	<b>Total other comprehensive income (VIII)</b>		<b>(6.69)</b>	<b>(3.27)</b>
	<b>Total comprehensive income for the period (VII + VIII)</b>		<b>401.06</b>	<b>295.17</b>
	<b>Earnings per equity share (Nominal value of share of Rs. 10 each)</b>			
	Basic and diluted <i>(in Rs.)</i>	33	1.96	1.44

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No.: 0107955

**(sd.) CA. S.Anbarasu**  
Partner  
Membership No.: 212299  
UDIN: 23212299BGVZTW9235

For and on behalf of the Board of Directors of  
**Lotus Eye Hospital and Institute Limited**

**(sd.) Ms. S.Sangeetha**  
Managing Director  
DIN: 01859252

**(sd.) Mr. D.R.Kaarthikeyan**  
Director  
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**(sd.) CA M.Alagiriswamy**  
Director  
DIN: 02112350

**(sd.) Dr. K S Ramalingam**  
Chief Executive Officer  
Executive director,  
DIN: 01016571

Coimbatore,  
May 24, 2023.

**(sd.) CA Reghunathan Ramanujam**  
Chief Financial Officer

**(sd.) CS Achuth Menon**  
Company Secretary

## Lotus Eye Hospital and Institute Limited

CIN: L85110TZ1997PLC007783

### Statement of Cash Flows

(Amount in Rs. Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash flows from operating activities</b>		
Profit before tax and exceptional item	565.39	410.35
<i>Adjustments:</i>		
Depreciation and amortisation	298.05	250.10
Interest income	(46.74)	(43.24)
Rental income	(42.60)	(29.75)
Finance costs	9.76	12.81
<b>Operating cash flow before working capital changes</b>	<b>783.86</b>	<b>600.27</b>
<b>Change in operating assets &amp; liabilities :</b>		
Inventories	(48.53)	(52.58)
Trade receivables	(54.76)	12.05
Other assets (current and non-current)	(6.67)	25.58
Trade payables	(41.12)	35.63
Provisions	(44.11)	(9.97)
Other liabilities (current and non-current)	(8.96)	(85.21)
<b>Cash generated from operating activities</b>	<b>579.72</b>	<b>525.77</b>
Taxes paid (Net)	(141.01)	(84.62)
<b>Net cash generated from operating activities (A)</b>	<b>438.71</b>	<b>441.15</b>
<b>B. Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(309.70)	(468.49)
Proceeds from the sale of property, plant and equipment	0.92	1.95
Interest income	46.74	43.24
Rental income	42.60	29.75
<b>Net cash generated from / (used in) investing activities (B)</b>	<b>(219.44)</b>	<b>(393.55)</b>
<b>C. Cash flows from financing activities</b>		
Finance costs	(9.76)	(12.81)
Dividend paid	(103.98)	(103.36)
Payment of lease liabilities	(56.77)	(41.37)
<b>Net cash (used in) / generated from financing activities (C)</b>	<b>(170.51)</b>	<b>(157.54)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>48.76</b>	<b>(109.94)</b>
Cash and cash equivalents at the beginning of the year	879.30	989.24
<b>Cash and equivalents at the end of the year</b>	<b>928.06</b>	<b>879.30</b>
Cash on hand	9.09	6.08
Balance with banks	918.97	873.22

**Notes:**

1. Cash and bank balances do not include dividend payable (including unclaimed dividend) Rs. 8.34 Lakhs as on March 31, 2023 and Rs. 5.44 Lakhs as on March 31, 2022.

The notes referred to above form an integral part of the financial statements.  
As per our report of even date attached

**For Anbarasu and Jalapathi**

Chartered Accountants  
Firm Registration No.: 0107955

**(sd.) CA. S.Anbarasu**

Partner  
Membership No.: 212299  
UDIN: 23212299BGVZTW9235

Coimbatore,  
May 24, 2023.

For and on behalf of the Board of Directors of  
**Lotus Eye Hospital and Institute Limited**

**(sd.) Ms. S.Sangeetha**  
Managing Director  
DIN: 01859252

**(sd.) CA M.Alagiriswamy**  
Director  
DIN: 02112350

**(sd.) CA Reghunathan Ramanujam**  
Chief Financial Officer

**(sd.) Mr. D.R.Kaarthikeyan**  
Director  
DIN: 00327907

**(sd.) Dr. K S Ramalingam**  
Chief Executive Officer  
DIN: 01016571

**(sd.) CS Achuth Menon**  
Company Secretary

**Lotus Eye Hospital and Institute Limited**  
**CIN: L85110TZ1997PLC007783**  
**Statement of changes in equity**

**A. Equity share capital**

(1) FY 2022-23

(Amount in Rs. Lakhs)

Balance as on April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as on April 1, 2022	Changes in equity share capital during the FY 2022-23	Balance as on March 31, 2023
2,079.63	-	-	-	2,079.63

(2) FY 2021-22

(Amount in Rs. Lakhs)

Balance as on April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as on April 1, 2021	Changes in equity share capital during the FY 2021-22	Balance as on March 31, 2022
2,079.63	-	-	-	2,079.63

**B. Other equity**

(1) FY 2022-23

(Amount in Rs. Lakhs)

Particulars	Reserves and Surplus			Remeasurement of post-employment benefit obligations (net of tax)	Total
	Capital Reserve	Securities Premium	Retained Earnings		
Balance as on April 1, 2022	-	2,514.14	865.68	1.41	3,381.23
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as on April 1, 2022	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	(6.69)	(6.69)
Dividends	-	-	(103.98)	-	(103.98)
Transfer to retained earnings	-	-	407.75	-	407.75
<b>Balance as on March 31, 2023</b>	-	<b>2,514.14</b>	<b>1,169.45</b>	<b>(5.28)</b>	<b>3,678.31</b>

(2) FY 2021-22

(Amount in Rs. Lakhs)

Particulars	Reserves and Surplus			Remeasurement of post-employment benefit obligations (net of tax)	Total
	Capital Total Reserve	Securities Premium	Retained Earnings		
Balance as on April 1,2021	-	2,514.14	671.22	4.69	3,190.04
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as on April 1, 2021	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	(3.27)	(3.27)
Dividends	-	-	(103.98)	-	(103.98)
Transfer to retained earnings	-	-	298.44	-	298.44
<b>Balance as on March 31,2022</b>	<b>-</b>	<b>2,514.14</b>	<b>865.68</b>	<b>1.41</b>	<b>3,381.23</b>

The notes referred to above form an integral part of the financial statements.  
As per our report of even date attached

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No.: 010795S

**(sd.) CA. S.Anbarasu**  
Partner  
Membership No.: 212299  
UDIN: 23212299BGVZTW9235

For and on behalf of the Board of Directors of  
**Lotus Eye Hospital and Institute Limited**

**(sd.) Ms. S.Sangeetha**  
Managing Director  
DIN: 01859252

**(sd.) Mr. D.R.Kaarthikeyan**  
Director  
DIN: 00327907

**(sd.) CA M.Alagiriswamy**  
Director  
DIN: 02112350

**(sd.) Dr. K S Ramalingam**  
Chief Executive Officer  
Executive director,  
DIN: 01016571

**(sd.) CA Reghunathan Ramanujam**  
Chief Financial Officer

**(sd.) CS Achuth Menon**  
Company Secretary

Coimbatore,  
May 24, 2023.

# Lotus Eye Hospital and Institute Limited

## Note 1:

### A. Corporate Information

The company was incorporated as "Kalaivani Health Centre Pvt Ltd" on 14 March 1997 as a private limited company under the Companies Act, 1956. The name of the company was changed to "Lotus Eye Care Hospital Pvt Ltd" on 23 January 2001 and later on the company was converted into Public Limited Company on 16 October 2007 and subsequently the name was changed to "Lotus Eye Hospital and Institute Limited" on 12 April 2013. The Company is having registered office at Coimbatore, India. CIN of the Company is L85110TZ1997PLC007783.

The Company is engaged in the field of ophthalmology (Eye) and its related operation. The Company has seven centres at Peelamedu, R.S. Puram, Mettupalayam, Tirupur, Salem, Cochin and Mulanthurthy. The Company's equity shares are listed from 03 August 2008 on Bombay Stock Exchange Limited and National Stock Exchange of India Ltd, Mumbai.

### Application of new and revised Indian Accounting Standards

The Company has applied all the Indian Accounting Standards (hereinafter referred to as 'Ind AS') notified by the Ministry of Corporate Affairs (MCA) as amended from time to time, to the extent applicable to the Company.

### B. Significant Accounting policies

#### 1. Statement of Compliance

These financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

#### 2. Basis of Preparation

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. The presentation of financial statement is based on Ind AS Schedule III of the Companies Act, 2013.

The financial statements have been prepared on the historical cost basis except for the following material items in the Balance sheet.

- (i) Financial assets are measured either at fair value or at amortised cost depending on their classification;
- (ii) Employee defined benefit assets/ liabilities are recognised as the net total of fair value of plan assets, adjusted for actuarial gains/losses and the present value of defined benefit obligations.
- (iii) Right of use assets are recognised at the present value of future lease payments and depreciated on a straight line basis based on the lease term of the asset.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - inputs are quoted prices (unadjusted) in active markets for similar assets and liabilities that the entity can access at the measurement date.

Level 2 - inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs are unobservable inputs for the assets or liabilities.

The Company's Financial Statements are presented in Indian Rupees, which is rounded to the nearest lakhs except when otherwise stated.

#### 3. Current and non-current classification

The entity presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

## B. Significant Accounting Policies (continued)

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

### 4. Use of Estimates

The preparation of financial statements is in conformity with generally accepted accounting principles which require the management of the Company to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require significant accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed separately under the heading "Significant accounting judgments, estimates and assumption".

### 5. Segment reporting

The company is engaged in the business of Healthcare activities. Hence, there is only one reportable segment.

### 6. Revenue recognition

#### (i) Rendering of Eye care Services

Revenue from Eye care Services includes Consultancy, Physical examinations, Lab examinations, Surgeries, Nursing care, Dietary and other allied services. The revenue for these services are recognised based on the transaction value (net off discounts and waivers) when each separate performance obligation is satisfied to the extent it is probable that the economic benefit will flow to the entity. The Revenue realisable from Insurance claims are recognised at the earlier of settlement or acceptance of claim by the Insurance company.

#### (ii) Sale of goods

Revenue from Sale of goods include Optical sales, Pharmacy sales and Canteen sales. The revenue for these goods are recognised where the performance obligation is satisfied and the control of these goods are transferred to the customer. The revenue is stated exclusive of GST and are net of sales returns, discounts, provision for anticipated returns on expiry, made on the basis of management expectation taking into account past experience.

#### (iii) Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument. Interest income is included in 'Other Income' in the Statement of Profit and Loss.

#### (iv) Rental income

The company's policy for recognising rental income is described in point 12.

### 7. Foreign currencies

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Transactions and balances:

1. Foreign currency transactions are recorded at exchange rates prevailing on the date of such transactions.
2. Foreign currency monetary assets and liabilities at the year end are realigned to the exchange rate prevailing at the year end and the difference on realignment is adjusted in the Profit and Loss account.
3. Non-monetary foreign currency items are carried at cost.

## B. Significant Accounting Policies (continued)

### 8. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred. Gains and losses arising from derecognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

#### Depreciation methods, estimated useful lives and residual values

Depreciation on Property, Plant and Equipment is provided under Written Down Value Method at the rates determined based on Useful Lives of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

Category of asset	Useful Life (in years)
Building	
(a) Freehold	60
(b) Improvements to Leasehold Building	Useful Life or Lease term whichever is lower
Plant & Machinery	10 & 5
Surgical Equipments	13
Furnitures & Fixtures	10
Office Equipments	10 & 5
Vehicles	8
Computer & Accessories	3 & 10

### 9. Intangible Assets

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Computer software licenses are capitalized on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalized and amortized along with the related fixed asset. The useful life of the software is estimated to be 10 years.

### 10. Inventories

Closing stock of Pharmacy, Canteen, Operation Theatre items, Consumables, Optical frames and lens are valued at lower of cost and net realizable value. Cost is arrived at on first in first out basis except for optical and lens. Stores & Spares which do not meet the definition of Property, Plant and Equipment are accounted as inventories.

### 11. Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalized as a part of such assets. All other borrowing cost is recognized as expense in the period in which they are incurred. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

### 12. Leases

With effect from 1st April 2019, Ind AS 116 – “Leases” supersedes Ind AS 17 – “Leases”. The Company has adopted Ind AS 116 using the prospective approach. The application of Ind AS 116 has resulted into recognition of ‘Right-of-Use’ asset with a corresponding lease liability in the balance sheet.

#### The company as lessor

Lease income on an operating lease is recognized in the statement of profit and loss on a straight line basis over the term of the relevant lease except to the extent that the lease payments are structured to compensate for the expected inflationary cost.

# Lotus Eye Hospital and Institute Limited

## B. Significant Accounting Policies (continued)

### The company as lessee

The company as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the written down value method from the commencement date over the shorter of lease term or useful life of right-of-use asset

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease.

## 13. Employee Benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Liabilities with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each Balance sheet date using the projected unit credit method. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

## 14. Taxes on Income

### i. Current Tax:

Tax on Income for the Current Period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act 1961, and based on the expected outcome of assessments/ appeals.

### ii. Deferred Tax:

Deferred Tax is recognized on timing difference between accounting income and the taxable income for the year quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred Tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance note issued by Institute of Chartered Accountants of India ("ICAI"), the said asset is created by way of credit to Statement of Profit and Loss. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

## 15. Provisions

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value unless otherwise required by the standard and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.



# Lotus Eye Hospital and Institute Limited

## B. Significant Accounting Policies (continued)

### 16. Earnings Per Share

Basic Earnings Per Share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years presented.

### 17. Financial Instruments

Financial Assets and financial liabilities are recognized when a Company entity becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Profit and Loss.

#### *De-recognition of financial assets*

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS – 109. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

#### *De-recognition of Financial Liabilities*

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the Statement of Profit and Loss.

#### *Cash and Cash Equivalents:*

The Company considers all highly liquid financial instruments which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and Cash Equivalents consist of cash on hand, balances with banks which are unrestricted for withdrawal and usage.

### 18. Impairment of Assets

At the Balance Sheet date an assessment is done in accordance with IND AS 36, to determine whether there is any indication of impairment in the carrying amount of the company's assets. An asset is treated impaired when carrying cost of assets exceeds its recoverable value.

An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting period is reversed if there has been any change in the estimate of recoverable amount.

# Lotus Eye Hospital and Institute Limited

## B. Significant Accounting Policies (continued)

### 19. Contingent Liabilities

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Contingent liabilities, which are considered significant and material by the Company, but not provided for in the books of accounts, are disclosed by way of notes to accounts.

The Company has ongoing disputes with tax authorities and forum mainly relating to treatment of characterization and classification of certain items. The Company has demands amounting to Rs. 89.56 Lakhs and Rs. 89.56 Lakhs as at March 31, 2021 and 2020, respectively from various tax authorities and forum which are being contested by the Company based on the management evaluation and on the advice of tax consultants.

## C Significant Accounting Judgements, Estimates And Assumptions

The preparation of these financial statements in conformity with recognition and measurement principles of Ind AS requires the Management of the Company to make estimates and assumptions that affect the reported balances of Assets and Liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of income and expenses for the periods presented.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 1. Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The business acquisitions made by the company are also accounted at fair values.

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available.

### 2. Employee Benefits

#### Defined Benefit Plans

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases.

### 3. Litigations

The amount recognized as a provision shall be the best estimate of the expenditure required to settle the present obligation arising at the reporting period.

### 4. Revenue Recognition

Revenue from fees charged for services rendered to insured and corporate patients are subject to approvals from the insurance companies and corporates. Accordingly, the Company estimates the amounts likely to be disregarded by such companies based on past trends. Estimations based on past trends are also required in determining the value of consideration from customers to be allocated to award credits for customers.

### 5. Expected Credit Loss

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix considering the nature of receivables and the risk characteristics. The provision matrix takes into accounts historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the day of the receivables are due and the rates as given in the provision matrix.

Lotus Eye Hospital and Institute Limited  
Notes to the financial statements for the period ended March 31, 2023  
(All amounts are in Rupees Lakhs unless otherwise stated)

Note 2: Property, plant and equipment & Right of use assets

Own assets

Particulars	Gross carrying amount			Accumulated depreciation & amortization			Net carrying amount		
	As at April 01, 2022	Additions	Deletions	As at March 31, 2023	As at April 01, 2022	Additions	Deletions	As at March 31, 2023	As at March 31, 2022
<b>A) Tangible assets</b>									
Hospital Equipments*	3,253.28	326.62	-	3,579.90	2,733.50	190.68	-	2,974.18	655.72
Office Equipments	346.06	23.50	11.51	358.05	264.08	22.57	10.93	275.72	82.33
Plant & Machinery	100.82	-	-	100.82	83.39	3.89	-	87.28	17.43
Electrical Equipments	97.53	2.14	1.64	98.03	77.21	4.67	1.16	80.72	17.31
Building	1,247.49	-	-	1,247.49	596.36	31.35	-	627.71	619.78
Vehicles	142.24	0.99	0.64	142.59	130.02	2.26	0.59	131.69	10.90
Computer	138.05	38.16	-	176.21	122.07	9.99	-	132.06	12.22
Furniture & Fixtures	199.83	52.82	-	252.65	149.57	22.48	-	172.05	44.15
Land	2,583.83	-	-	2,583.83	-	-	-	-	80.60
Improvements to leasehold building	249.48	20.63	-	270.11	4.92	26.34	-	31.26	238.85
<b>Total (A)</b>	<b>8,358.61</b>	<b>464.86</b>	<b>13.79</b>	<b>8,809.68</b>	<b>4,161.12</b>	<b>314.24</b>	<b>12.68</b>	<b>4,462.67</b>	<b>4,347.01</b>
<b>B) Intangible assets</b>									
Computer software	69.55	0.84	-	70.40	57.28	2.97	-	60.25	10.15
<b>Total (B)</b>	<b>69.55</b>	<b>0.84</b>	<b>-</b>	<b>70.40</b>	<b>57.28</b>	<b>2.97</b>	<b>-</b>	<b>60.25</b>	<b>10.15</b>
<b>Total current year (A+B)</b>	<b>8,428.16</b>	<b>465.70</b>	<b>13.79</b>	<b>8,880.08</b>	<b>4,218.39</b>	<b>317.21</b>	<b>12.68</b>	<b>4,522.92</b>	<b>4,357.16</b>
<b>Previous year (31.03.2022)</b>	<b>7,956.97</b>	<b>491.67</b>	<b>20.48</b>	<b>8,428.16</b>	<b>4,042.91</b>	<b>193.01</b>	<b>17.53</b>	<b>4,218.39</b>	<b>4,209.77</b>

Right of Use assets

Particulars	Gross carrying amount			Accumulated depreciation			Net carrying amount		
	As at April 01, 2022	Additions	Deletions	As at March 31, 2023	As at April 01, 2022	Additions	Deletions	As at March 31, 2023	As at March 31, 2022
Hospital equipments*	156.00	-	156.00	-	63.43	9.55	72.98	-	92.57
Land & Building: Mettupalayam	42.51	-	0.18	42.33	10.63	10.57	-	21.20	31.88
Land & Building: Tirupur	95.49	-	-	95.49	22.47	33.70	-	56.17	73.02
<b>Total current year</b>	<b>294.00</b>	<b>-</b>	<b>156.18</b>	<b>137.82</b>	<b>96.53</b>	<b>53.82</b>	<b>72.98</b>	<b>77.37</b>	<b>197.47</b>
<b>Previous year (31.03.2022)</b>	<b>206.00</b>	<b>138.00</b>	<b>50.00</b>	<b>294.00</b>	<b>66.26</b>	<b>57.09</b>	<b>26.82</b>	<b>96.53</b>	<b>139.73</b>

\*Out of the total additions in Hospital Equipments, Rs. 156.00 Lakhs (Gross block) and Rs. 72.98 Lakhs (Accumulated depreciation) has been shifted from "Right of use assets" to "Own assets" at the end of the lease term pertaining to the lease agreement.

Notes :

- All the Title deeds of Land & Building (other than leasehold buildings) are held in the name of the company.
- The company does not have any intangible asset under development as on 31.03.2023
- The company has not revalued any of its assets during the year.

**Note 3: Other financial assets**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
(a)	Bank deposits with maturity of more than 12 months	95.00	-
		<b>95.00</b>	<b>-</b>

**Note 4: Deferred tax assets (net)**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
The major components of deferred tax assets arising on account of timing differences are as follows:			
	Deferred tax asset		
	- Property, plant and equipment	28.86	30.44
	- Expenses allowable against taxable income in future years	7.54	22.40
	- Retirement benefit plan	2.04	(0.54)
		<b>38.44</b>	<b>52.30</b>

**Movement of deferred tax assets;**

Sr. No	Particulars	Opening balance	Set off during the year	Recognised in the statement of profit and loss	Recognised in other comprehensive income	Closing balance
(a)	Property, plant and equipment	30.43	-	(1.57)	-	28.86
(b)	Retirement benefit plan	(0.54)	-	-	2.58	2.04
(c)	Expenses allowable against taxable income in	22.41	-	(14.88)	-	7.54
(d)	Minimum alternate tax (MAT) credit	-	-	-	-	-
		<b>52.30</b>	<b>-</b>	<b>(16.45)</b>	<b>2.58</b>	<b>38.44</b>

**Note 5: Other non-current assets**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
<i>Unsecured, Considered good</i>			
(a)	Capital advances	60.53	160.00
(b)	Security deposits	137.83	155.05
(c)	Balances from statutory authorities	97.07	99.08
(d)	Surplus Contribution to Gratuity fund <sup>^</sup>	1.31	-
		<b>296.74</b>	<b>414.13</b>

<sup>^</sup> The present value of obligations has been set off against the fair value of plan assets to arrive at the net liability arising from defined benefit obligations as per Ind AS 19.

**Note 6: Inventories**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
(valued at lower of cost and net realizable value)			
(a)	Consumables	141.89	123.92
(b)	Pharmacy	32.68	27.36
(c)	Optical frames & lens	93.60	68.54
(d)	Contact lens	4.66	4.32
(e)	Stores & Spares	5.72	5.48
(f)	Canteen stock	0.51	0.92
		<b>279.06</b>	<b>230.53</b>

**Note 7: Trade receivables**

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured - considered good		
-Receivable from Insurance Companies	129.80	80.85
-Receivable from Others	7.93	10.88
Less : Expected credit loss#	(20.52)	(29.28)
	<b>117.21</b>	<b>62.45</b>
<i>#Movements in expected credit loss</i>		
Opening	29.28	29.28
Add : Provision created for current year	8.74	-
Less : Utilized during current year	(17.50)	-
<b>Closing</b>	<b>20.52</b>	<b>29.28</b>

The company has written off trade receivables of Rs. 17.50 Lakhs during the year and has utilized the existing allowances towards expected credit loss as the company does not expect future cash flows/recoveries from these receivables.

**Lotus Eye Hospital and Institute Limited**  
**Notes to the financial statements for the period ended March 31, 2023**  
*(All amounts are in Rupees Lakhs unless otherwise stated)*

**Trade Receivables ageing schedule for the year ended March 31, 2023**

Particulars	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables—considered good	76.20	29.64	14.42	11.08	6.39	137.73
Undisputed Trade Receivables—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables—credit impaired	-	-	-	-	-	-
Disputed Trade Receivables—considered good	-	-	-	-	-	-
Disputed Trade Receivables—which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables— credit impaired	-	-	-	-	-	-
	<b>76.20</b>	<b>29.64</b>	<b>14.42</b>	<b>11.08</b>	<b>6.39</b>	<b>137.73</b>

**Trade Receivables ageing schedule for the year ended March 31, 2022**

Particulars	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables—considered good	52.89	0.23	3.17	17.90	17.54	91.73
Undisputed Trade Receivables—which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables—credit impaired	-	-	-	-	-	-
Disputed Trade Receivables—considered good	-	-	-	-	-	-
Disputed Trade Receivables—which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables— credit impaired	-	-	-	-	-	-
	<b>52.89</b>	<b>0.23</b>	<b>3.17</b>	<b>17.90</b>	<b>17.54</b>	<b>91.73</b>

**Note 8: Cash and cash equivalents**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
(a)	Cash in hand	9.09	6.08
(b)	<i>Balance with banks</i>		
	(i) In current accounts	(29.14)	57.61
	(ii) In deposit accounts ^	380.35	315.20
		<b>360.30</b>	<b>378.89</b>

^ Bank deposits with original maturity of less than 3 months.

**Note 9: Bank balances other than above**

Particulars	As at March 31, 2023	As at March 31, 2022
<i>Balance with banks</i>		
(i) In deposit accounts ^	472.76	500.41
(ii) Earmarked balances with banks for unpaid dividend *	8.34	5.44
	<b>481.10</b>	<b>505.85</b>

^ Bank deposits with original maturity of more than 3 months but less than 12 months.

\* Unpaid dividend has been earmarked with a separate bank account. The unpaid dividend liability is disclosed under 'Other non-current liabilities'. Refer Note 15.

**Note 10: Other current assets**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
	<i>Unsecured, considered good</i>		
(a)	Advance to suppliers	181.78	72.73
(b)	Advance to employees	4.73	5.52
(c)	Prepaid expenses	29.83	30.85
(d)	Other advances	17.00	-
		<b>233.34</b>	<b>109.10</b>

**Note 11: Share capital**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
a)	<b>Authorised</b> 2,50,00,000 equity shares of Rs. 10 each	2,500.00	2,500.00
b)	<b>Issued , subscribed and paid up</b> 2,07,96,330 equity shares of Rs 10 each	2,079.63	2,079.63

(a) **Terms/ rights attached to equity shares**

The Company has only one class of shares referred to as equity shares having par value of Rs.10/- . Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(b) **Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% of holding	Number of shares	% of holding
Ms. S. Sangeetha	39,18,039	18.84%	39,18,039	18.84%
Dr Kavetha Sundaramoorthy	39,05,356	18.78%	39,05,356	18.78%
Dr. S. Rajkumar	37,70,940	18.13%	36,82,307	17.71%
Kovai Purani Finance Private Limited	13,16,699	6.33%	13,16,699	6.33%

(c) **Reconciliation of equity shares outstanding at the beginning and at the end of the period**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the period	2,07,96,330.00	2,079.63	2,07,96,330.00	2,079.63
Add : Shares issued during the year	-	-	-	-
Less : Shares bought back during the year	-	-	-	-
Outstanding at the end of the period	2,07,96,330.00	2,079.63	2,07,96,330.00	2,079.63

(d) **Disclosure of Shareholding of Promoters**

Name of the Promoter	No. of shares as on March 31, 2023	% of Total Shares as on March 31, 2023	No. of shares as on March 31, 2022	% of Total Shares as on March 31, 2022	% Increase / (decrease) during the year
Ms. S. Sangeetha	39,18,039	18.84%	39,18,039	18.84%	0.00%
Dr Kavetha Sundaramoorthy	39,05,356	18.78%	39,05,356	18.78%	0.00%
Dr. S. Rajkumar	37,70,940	18.13%	36,82,307	17.71%	0.42%
Dr.S.K. Sundaramoorthy	5,01,837	2.41%	5,01,837	2.41%	0.00%
S.A. Karuppasamy	100	0.00%	100	0.00%	0.00%
V. Saroja	100	0.00%	100	0.00%	0.00%
<b>Total</b>	<b>1,20,96,372</b>	<b>58.16%</b>	<b>1,20,07,739</b>	<b>57.74%</b>	

Note : 5,01,837 equity shares of Promoter Late Dr S K Sundaramoorthy are lying in his account without a nominee

(e) The Board of Directors has recommended a dividend of Rs. 0.50/- per fully paid equity share of face value of Rs.10/- for the Financial Year ended March 31,2023. The payment of dividend is subject to the approval of the members in the Annual General Meeting.

(f) The company has not bought back any shares during the year and has no stock option plans.

**Note 12: Other equity**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
a)	Securities premium reserve	2,514.14	2,514.14
b)	Retained earnings	1,169.45	865.68
c)	Other comprehensive income	(5.28)	1.41
		<b>3,678.31</b>	<b>3,381.23</b>

**Notes**

a. Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

b. Retained earnings represent the surplus / accumulated earnings of the company and are available for distribution to share holders.

**Note 13: Lease Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
<i>Unsecured</i>		
Long term maturities of finance lease obligations ^	-	-
Long term maturities of operating lease obligations ^	19.21	67.05
	<b>19.21</b>	<b>67.05</b>

^ Current maturities of lease obligations has been disclosed under 'Lease liabilities' (Note 16)

**Note 14: Provisions**

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Gratuity <sup>^</sup>	-	34.83
	-	<b>34.83</b>

<sup>^</sup> The present value of obligations has been set off against the fair value of plan assets to arrive at the net liability arising from defined benefit obligations as per Ind AS 19.

**Note 15: Other non-current liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Caution deposits received from		
(i) Doctors	2.00	2.65
(ii) Employees	11.95	13.81
(iii) Others	0.20	0.20
(b) Unpaid dividends	8.34	5.43
	<b>22.49</b>	<b>22.09</b>

**Note 16: Trade payables**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
(a)	Total outstanding dues of micro enterprises and small enterprises		
	Creditors for materials & services	22.32	39.70
(b)	Total outstanding dues of creditors other than micro and small enterprises		
	Creditors for materials & services	259.83	252.22
	Creditors for capital goods	30.82	59.83
	Creditors for others	2.02	4.36
		<b>292.67</b>	<b>316.41</b>
(c)	<b>Total Creditors</b>	<b>314.99</b>	<b>356.11</b>

**Disclosure relating to Micro, Small and Medium Enterprises (MSMEs)**

Sr. No	Particulars	As at March 31, 2023	As at March 31, 2022
(a)	The principal amount and the interest due thereon remaining unpaid to MSME suppliers.	22.32	39.70
(b)	The amount of interest paid by the buyer in terms of section 16 of the Act, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
(c)	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Act.	-	-
(d)	The amount of interest accrued and remaining unpaid	-	0.76
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible	-	-

**Note :** As defined under Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006) (the "Act"), the disclosure in respect of the amounts payable to such enterprises as at the end of the year has been made in the financial statements based on the information received and available with the Company.

**Trade Payables Ageing Schedule for the year ended March 31, 2023**

Sr. No	Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(a)	MSME	21.60	0.72	-	-	22.32
(b)	Other	277.75	12.55	2.37	-	292.67
(c)	Disputed dues – MSME	-	-	-	-	-
(d)	Disputed dues - Others	-	-	-	-	-
	<b>Total</b>	<b>299.35</b>	<b>13.27</b>	<b>2.37</b>	<b>-</b>	<b>314.99</b>

**Trade Payables Ageing Schedule for the year ended March 31, 2022**

Sr. No	Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(a)	MSME	39.70	-	-	-	39.70
(b)	Other	315.23	1.15	-	0.03	316.41
(c)	Disputed dues – MSME	-	-	-	-	-
(d)	Disputed dues - Others	-	-	-	-	-
	<b>Total</b>	<b>354.93</b>	<b>1.15</b>	<b>-</b>	<b>0.03</b>	<b>356.11</b>

**Lotus Eye Hospital and Institute Limited****Notes to the financial statements for the period ended March 31, 2023***(All amounts are in Rupees Lakhs unless otherwise stated)***Note 17: Lease Liabilities**

<b>Sr. No</b>	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<i>Unsecured</i>		
(a)	Current maturities of finance lease obligations ^	-	13.59
(b)	Current maturities of operating lease obligations ^	47.83	43.17
		<b>47.83</b>	<b>56.76</b>

^ Long term maturities of lease obligations has been disclosed under ' Lease liabilities' (Note 12)

**Note 18: Other current liabilities**

<b>Sr. No</b>	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
(a)	Accrued expenses	19.52	45.06
(b)	Salaries and reimbursements to employees	8.59	15.99
(c)	Professional and doctor's fees payable	53.73	44.42
(d)	Advances from customers	32.63	36.64
(e)	Statutory dues	41.87	20.68
		<b>156.34</b>	<b>162.79</b>



Lotus Eye Hospital and Institute Limited  
Notes to the financial statements for the period ended March 31, 2023  
(All amounts are in Rupees Lakhs unless otherwise stated)

**Note 19: Revenue from operations**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	<i>Sale of services</i>		
	Revenue from medical services	3,316.75	2,683.35
(b)	<i>Sale of goods</i>		
	Revenue from sale of opticals & contact lens	892.87	799.48
	Revenue from pharmacy	388.69	325.79
(c)	<i>Other operating revenue</i>	106.08	82.37
		<b>4,704.39</b>	<b>3,890.99</b>

**Note 20: Other income**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	<i>Interest income</i>		
	from bank deposits	46.16	43.24
	from others	0.58	-
(b)	Rent income	42.60	29.75
(c)	Other income	25.21	15.59
		<b>114.55</b>	<b>88.58</b>

**Note 21: Cost of materials consumed**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock	123.92	79.62
Add : Purchases	852.93	696.31
Less : Closing stock	(141.89)	(123.92)
	<b>834.96</b>	<b>652.02</b>

**Note 22: Purchases of stock-in-trade**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Opticals and lens	368.94	310.83
(b)	Pharmacy	270.74	220.14
(c)	Canteen and utility purchases	53.71	37.85
		<b>693.39</b>	<b>568.82</b>

**Note 23: Changes in inventories of stock in trade**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock	101.13	93.79
Closing stock	(131.46)	(101.13)
<b>(increase) / decrease in inventories</b>	<b>(30.33)</b>	<b>(7.35)</b>

**Note 24: Service expenses**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Retainer fees to doctors	614.40	545.41
(b)	Power and fuel	86.06	70.18
		<b>700.46</b>	<b>615.58</b>

**Lotus Eye Hospital and Institute Limited**  
**Notes to the financial statements for the period ended March 31, 2023**  
*(All amounts are in Rupees Lakhs unless otherwise stated)*

**Note 25: Employee benefits expense**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Salaries and wages	740.22	600.98
(b)	Bonus and incentives	17.92	12.22
(c)	Director remuneration	24.00	22.59
(d)	Contribution to provident and other funds	67.86	51.87
(e)	Provision for gratuity	11.63	12.48
(f)	Staff welfare expenses	14.42	20.44
(g)	Directors sitting fees	12.00	10.00
		<b>888.05</b>	<b>730.58</b>

**Note 26: Finance costs**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Interest on finance lease	0.41	2.83
(b)	Interest on operating lease	9.35	9.98
		<b>9.76</b>	<b>12.81</b>

**Note 27: Other expenses**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Rent	205.28	215.40
(b)	Advertisement, publicity and marketing	134.67	99.91
(c)	<i>Repairs</i>		
	Repairs to equipment and machinery	139.77	134.96
	Repairs to building	2.24	11.40
	Repairs to vehicles	26.41	21.24
	Repairs to others	5.71	5.86
(d)	House keeping expenses	74.22	54.26
(e)	Legal and professional fees	29.65	17.24
(f)	Security charges	31.04	27.62
(g)	Printing and stationery	28.83	20.98
(h)	Telephone expenses	15.26	13.58
(i)	Water charges	16.60	14.95
(j)	Rates and taxes, excluding taxes on income	7.38	11.09
(k)	Insurance	11.94	10.49
(l)	Bad debts	-	3.55
(m)	Provision for doubtful debts	8.74	-
(n)	Membership and subscriptions	9.83	5.04
(o)	Bank charges	10.65	8.63
(p)	<i>Payment to auditors</i>		
	for Statutory audit	4.52	4.35
	for Internal audit	5.03	5.00
	for Tax audit	0.67	0.60
	for Other taxation matters	0.40	0.40
(q)	Travelling and conveyance	16.36	8.53
(r)	Laboratory expenses	4.88	8.31
(s)	Postage and telegram	6.00	5.43
(t)	Licences	7.31	4.83
(u)	Recommendation charges	36.89	26.33
(v)	Office Maintenance and others	5.56	3.62
(w)	Meeting expenses	8.35	1.04
(x)	Prior period expenses	4.31	0.94
(y)	Discount allowed	0.71	1.08
		<b>859.21</b>	<b>746.66</b>

Lotus Eye Hospital and Institute Limited  
Notes to the financial statements for the period ended March 31, 2023  
(All amounts are in Rupees Lakhs unless otherwise stated)

**Note 28: Exceptional items**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Net Loss on Sale of items of property, plant and equipment	0.18	1.00
		<b>0.18</b>	<b>1.00</b>

**Note 29: Tax expenses**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	<i>Current Tax</i>		
	In respect of the current year	137.22	107.38
	In respect of the earlier years	3.79	1.19
		141.01	108.57
(b)	<i>Deferred tax</i>		
	In respect of the current year	16.45	2.34
		16.45	2.34
	Total tax expense	157.46	110.91

**The reconciliation of estimated income tax expense at tax rate to income tax expense reported in Statement of Profit and Loss :**

S.no.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Profit before tax expenses	565.21	409.35
	Enacted tax rate	27.82%	27.82%
	Expected income tax expense at statutory tax rate	157.24	113.88
(b)	Tax effects of amounts which are not deductible/(taxable) in calculating taxable income :		
	(1) Expenses not deductible for determining taxable profit	0.31	3.63
	(1) Expenses deductible for determining taxable profit	(3.89)	(7.79)
	(3) Prior year taxes	3.79	1.19
	Reconciliation difference	0.22	(2.97)
(c)	<b>Income tax expenses</b>	<b>157.46</b>	<b>110.91</b>
	Effective income tax rate	27.86%	27.09%

Note : The above computation is based on provisional statement of taxes and the figures are subject to tax audit and filing of tax returns in the due course.

**Lotus Eye Hospital and Institute Limited**

**Notes to the financial statements for the period ended March 31, 2023**

(All amounts are in Rupees Lakhs unless otherwise stated)

**Note 30 : Leases**

**(A) Finance leases**

The company had adopted Ind AS 116 'Leases' on all lease contracts with effect from April 01, 2019

The company has taken certain medical equipments under finance lease. The leases typically run for a term ranging from 3-5 years. The company has option to purchase the equipment for a nominal amount at the end of the lease term. The company's obligations under finance leases are secured by the lessors' title to the leased assets.

The disclosures as required under the standard are given below:

Details of maturities of finance lease liabilities:

Particulars	Future minimum lease payments	
	As at March 31, 2023	As at March 31, 2022
(i) not later than one year	-	14.00
(ii) later than one year and not later than five years	-	-
(iii) later than five years	-	-
	-	14.00
Less: future finance costs		
(i) not later than one year	-	0.41
(ii) later than one year and not later than five years	-	-
(iii) later than five years	-	-
<b>Closing balance</b>	<b>-</b>	<b>13.59</b>

**(B) Operating leases**

Right of use (ROU) Asset	As at March 31, 2023	As at March 31, 2022
Gross value	137.82	137.99
Less: Accumulated Depreciation	(77.37)	(33.09)
Carrying amount	60.45	104.90
<b>Lease liability</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Gross value	110.02	137.99
Less: Reduction in lease liability	(42.97)	(27.78)
Carrying amount	67.05	110.22
Current portion of lease liability	47.83	43.17
Non-current portion of lease liability	19.21	67.05
Amount recognised as lease interest during the year	9.35	9.98

Details of maturities of operating lease liabilities:

Particulars	Future minimum lease payments	
	As at March 31, 2023	As at March 31, 2022
(i) not later than one year	52.52	52.52
(ii) later than one year and not later than five years	20.02	72.54
(iii) later than five years	-	-
	72.54	125.07
Less: future finance costs		
(i) not later than one year	4.69	9.35
(ii) later than one year and not later than five years	0.80	5.50
(iii) later than five years	-	-
<b>Closing balance</b>	<b>67.05</b>	<b>110.22</b>

**Lotus Eye Hospital and Institute Limited**

**Notes to the financial statements for the period ended March 31, 2023**

*(All amounts are in Rupees Lakhs unless otherwise stated)*

**Note 31 : Disclosures on financial instruments**

**Financial assets and liabilities**

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities as at March 31, 2023.

**Financial assets**

Sr. No	Particulars	Cash, and other financial assets at amortised cost	Total carrying value	Total fair value
(a)	Trade receivables	117.21	117.21	117.21
(b)	Cash and cash equivalents	360.30	360.30	360.30
(c)	Bank balances other than above	481.10	481.10	481.10
(d)	Other financial assets - non-current	95.00	95.00	95.00
		<b>1,053.61</b>	<b>1,053.61</b>	<b>1,053.61</b>

**Financial liabilities**

Sr. No	Particulars	Other financial liabilities (at amortised cost)	Total carrying value	Total fair value
(a)	Lease liabilities- non current	19.21	19.21	19.21
(b)	Lease liabilities- current	47.83	47.83	47.83
(c)	Trade payables	314.99	314.99	314.99
		<b>382.03</b>	<b>382.03</b>	<b>382.03</b>

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities as at March 31, 2022.

**Financial assets**

Sr. No	Particulars	Cash, and other financial assets at amortised cost	Total carrying value	Total fair value
(a)	Trade receivables	62.45	62.45	62.45
(b)	Cash and cash equivalents	378.89	378.89	378.89
(c)	Bank balances other than above	505.85	505.85	505.85
(d)	Other financial assets - non-current	-	-	-
		<b>947.19</b>	<b>947.19</b>	<b>947.19</b>

**Financial liabilities**

Sr. No	Particulars	Other financial liabilities (at amortised cost)	Total carrying value	Total fair value
(a)	Lease liabilities- non current	67.05	67.05	67.05
(b)	Lease liabilities- current	56.76	56.76	56.76
(c)	Trade payables	356.11	356.11	356.11
		<b>412.87</b>	<b>412.87</b>	<b>412.87</b>

## Lotus Eye Hospital and Institute Limited

### Notes to the financial statements for the period ended March 31, 2023

(All amounts are in Rupees Lakhs unless otherwise stated)

#### Note 31 : Disclosures on financial instruments (Continued)

##### Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk, principally consist of investments classified as fair value through profit and loss, trade receivables, loans and advances and derivative financial instruments. The Company strives to promptly identify and reduce concerns about collection due to a deterioration in the financial conditions and others of its main counterparties by regularly monitoring their situation based on their financial condition. None of the financial instruments of the Company result in material concentrations of credit risks.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is Rs. 1053.61 Lakhs as at March 31, 2023 and Rs. 947.19 Lakhs as at March 31, 2022, respectively, being the total of trade receivables, cash & cash equivalents, other bank balances and non-current financial assets.

##### Financial assets that are neither past due nor impaired

None of the Company's cash equivalents or other bank balances are past due or impaired. Regarding trade receivables that are neither impaired nor past due, there were no indications as at March 31, 2023, and March 31, 2022, that defaults in payment obligations will occur.

##### Credit quality of financial assets and impairment loss

The quality of financial assets can be assessed by way of ageing analysis of trade receivables discussed in "Note : 7 Trade Receivables".

##### Liquidity risk

Liquidity risk refers to the risk that the Company will encounter difficulty to meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

##### Financial liabilities

Particulars	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Total
Trade payables	314.99	-	-	314.99
Lease liabilities	47.83	19.21	-	67.04
	<b>362.82</b>	<b>19.21</b>	-	<b>382.03</b>

##### Foreign currency exchange rate risk:

Since the company did not have any cash inflows or outflows during the financial year, there is no foreign currency exchange rate risk.

**Note 32 : Related party disclosures**

**A. Name of the related parties and their relationship**

Name	Relationship
<b>Key Managerial personnel</b>	
Dr Kavetha Sundaramoorthy	Chairman
Ms Sangeetha Sundaramoorthy	Managing director
Dr D R Kaarthikeyan	Non executive director
Dr Yogesh Shah	Non executive director
CA R Subramanian	Non executive director
CA M Alagiriswamy	Non executive director
Dr Natesan	Non executive director
Mr Kathik Veeramani	Non executive director
Dr K S Ramlingam	Chief executive officer & Executive director
CA A Ganesh	Chief financial officer (resigned w.e.f. 25/03/2022)
CA Reghunathan Ramanujam	Chief financial officer (appointed w.e.f. 25/05/2022)
CS Aakanksha Parmar	Company secretary (resigned w.e.f. 30/10/2021)
CS Achuth Menon	Company secretary (appointed w.e.f. 15/02/2022)

**Enterprises owned or significantly influenced by key management personnel ('KMP') or their relatives - (with whom transactions have been taken place)**

M/s. Lotus Vision Research Trust  
M/s. Coimbatore Kidney Care And Research Limited

**B. Related party transactions**

Name	Nature of transaction	Transaction		Outstanding Balances	
		For the year ended March 31, 2023	For the year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
Ms. S. Sangeetha Sundaramoorthy	Dividend Paid	19.59	19.59	-	-
	Remuneration	12.00	11.80	-	(0.98)
Dr Kavetha Sundaramoorthy	Dividend Paid	19.53	19.53	-	-
	Director sitting fee	2.00	1.00	-	-
Dr. S. Rajkumar	Dividend Paid	18.85	18.41	-	-
Dr.S.K. Sundaramoorthy	Dividend Paid	2.51	2.51	-	-
S.A. Karuppasamy	Dividend Paid	0.00	0.00	-	-
V. Saroja	Dividend Paid	0.00	0.00	-	-
Dr. K.S. Ramalingam	Dividend Paid	1.49	1.49	-	-
	Remuneration	12.00	10.79	-	-
Dr D R Kaarthikeyan	Director sitting fee	2.00	2.00	-	-
Dr Yogesh Shah	Director sitting fee	2.00	1.50	-	-
CA R Subramanian	Director sitting fee	1.50	1.50	-	-
CA M Alagiriswamy	Director sitting fee	2.00	2.00	-	-
Dr Natesan	Director sitting fee	2.00	2.00	-	-
Mr Kathik Veeramani	Director sitting fee	0.50	-	-	-
CA A Ganesh	Remuneration	-	15.27	-	-
CA Reghunathan Ramanujam	Remuneration	15.50	-	-	-
CS Achuth Menon	Remuneration	9.81	1.39	-	-
CS Aakanksha Parmar	Remuneration	-	3.66	-	-
M/s. Lotus Vision Research Trust	Rent received	42.60	29.75	-	-
	Rent paid	60.80	54.12	-	-
	Electricity Charges	12.99	-	-	-
	Sale of equipment	-	0.84	-	-
M/s. Coimbatore Kidney Care And Research Limited	Medical services	1.23	1.16	0.47	-

**Notes:**

- (i) Outstanding balances represents (payables) / receivables.
- (ii) The related party has been identified as per Section 203 of Companies Act, 2013 and Ind AS 24 - Related Party Disclosures.
- (iii) The transaction values are gross amounts exclusive of taxes.

**Note 33 : Earnings per share (EPS)**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Net profit attributable to equity shareholders	407.75	298.44
b)	Weighted average number of equity shares for calculation of basic and diluted per share	2,079.63	2,079.63
c)	Profit per share basic and diluted (in Rs.)	<b>1.96</b>	<b>1.44</b>

**Note 34 : Employee Benefits**

**A. Defined contribution plan**

The Company makes contributions towards provident fund and employees state insurance as a defined contribution retirement benefit fund for

The total expenses recognized during the year in the statement of profit and loss was Rs. 65.75 lakhs (previous year : Rs. 50.27 lakhs), and it represents contributions payable to these plans by the Company.

**B. Defined benefit plans**

**Gratuity**

The Company operates post-employment defined benefit plan that provide gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss. The Company accrues gratuity as per the provisions of the Payment of Gratuity Act, 1972 as applicable as at the balance sheet date.

The company contributes all ascertained liabilities towards gratuity to the Fund. The plan assets have been invested 100% in insurer managed funds. The company provides for gratuity , a defined benefit retiring plan covering eligible employees. The Gratuity plan provides a lump sum payment to the vested employees at retirement, death, incapacitation or termination of employment based on the respective employees salary and tenure of the employment with the company.

**Disclosures of Defined Benefit Plans based on actuarial valuation**

The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

<b>Investment risk</b>	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a mix of investments in government securities, and other debt instruments.
<b>Interest risk</b>	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments
<b>Longevity risk</b>	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
<b>Salary risk</b>	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**Change in defined benefit obligation**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Present value of defined benefit obligation as at the beginning of the	78.93	69.35
b)	Current service cost	11.29	9.97
c)	Interest cost	4.11	3.12
d)	Remeasurement (gains)/losses on account of change in actuarial	10.87	4.80
e)	Benefits paid and Charges deducted	(5.73)	(8.32)
f)	Present value of defined benefit obligation as at the end of the year	<b>99.47</b>	<b>78.93</b>



**Changes in fair value of plan assets**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Fair value of plan assets as at the beginning of the year	44.10	29.08
b)	Expected return on plan assets	3.77	1.71
c)	Contribution less Risk premium	55.44	18.91
d)	Contribution to meet direct benefit payments	1.61	2.45
e)	Benefits paid and charges deducted	(4.12)	(5.87)
f)	Direct benefit payments	(1.61)	(2.45)
g)	Actuarial Gain/(loss) on plan assets	1.60	0.27
h)	Fair value of plan assets as at the end of the year	<b>100.79</b>	<b>44.10</b>

**Actual return on plan assets**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Expected return on plan assets	3.77	1.71
b)	Actuarial gain / (loss) on plan assets	1.60	0.27
c)	Estimated actual return on plan assets	<b>5.37</b>	<b>1.97</b>

**Actuarial gains and losses recognized**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Actuarial gain / (loss) for year - obligation	(10.87)	(4.80)
b)	Actuarial gain / (loss) for year - plan assets	1.60	0.27
c)	Subtotal	(9.28)	(4.54)
d)	Actuarial (gain) / loss recognized	(9.28)	(4.54)
e)	Unrecognized actuarial gains / (losses) at the end of the period	-	-

**Amount recognised in balance sheet**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Present value of the obligation	99.48	78.93
b)	Fair value of Plans	100.79	44.10
c)	Amount determined under Para 63 and IND AS 19	(1.31)	34.83
d)	Net Defined benefit liability recognised in the Balance Sheet	-	34.83
e)	Present value of future reduction in contribution under Para 65 of	1.31	-
f)	Net Defined Benefit Asset recognised under para 64 of Ind AS 19	<b>1.31</b>	-

**Expenses recognised in statement of profit and loss**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Current service cost	11.29	9.97
b)	Past service cost and (gain)/loss from settlements	-	-
c)	Return on plan assets (excluding amounts included in net interest	-	-
d)	Net interest expense	0.34	1.42
e)	Total expenses/ (income) recognised in profit or loss	<b>11.63</b>	<b>11.39</b>

**Expenses recognised in other comprehensive income**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Remeasurement on the net defined benefit liability:		
b)	Remeasurement (gains)/losses on account of plan obligations	10.87	4.80
c)	Difference on return on plan assets vs received	(1.60)	(0.27)
d)	Total of remeasurement (gain) / loss recognised in other	<b>9.27</b>	<b>4.54</b>

**Lotus Eye Hospital and Institute Limited**

**Notes to the financial statements for the period ended March 31, 2023**

(All amounts are in Rupees Lakhs unless otherwise stated)

**Movements in the balance sheet**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Present value of defined benefit obligation as at the beginning of the year	34.83	40.26
b)	Amount recognised in profit and loss	11.63	11.39
c)	Amount recognised in other comprehensive income	9.28	4.54
d)	Contribution paid	(57.05)	(21.36)
e)	Adjustments to the opening balance	-	-
f)	Net liability arising from defined benefit obligation as at the end of	<b>(1.31)</b>	<b>34.83</b>

**Amount for the current period**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Present value of obligation	99.48	78.93
b)	Plan assets	100.79	44.10
c)	Surplus/(Deficit)	(1.31)	34.83
d)	Experience adjustments on plan liabilities - (loss)/gain	(15.96)	(5.40)
e)	Impact of change in assumptions on plan liabilities - (loss)/gain	5.09	0.60
f)	Experience adjustments on plan assets - (loss)/gain	<b>1.60</b>	<b>0.27</b>

**Major categories of plan assets (as percentage of total plan assets)**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Government of India securities	0.00%	0.00%
b)	State government securities	0.00%	0.00%
c)	High quality corporate bonds	0.00%	0.00%
d)	Equity shares of listed companies	0.00%	0.00%
e)	Property	0.00%	0.00%
f)	Special deposit scheme	0.00%	0.00%
g)	Funds managed by insurer	100.00%	100.00%
h)	Others	0.00%	0.00%
i)	Total	<b>100.00%</b>	<b>100.00%</b>

**Significant actuarial assumptions**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Discount rate(s)	7.07%	5.41%
b)	Expected rate(s) of salary increase	5.00%	5.00%
c)	Attrition rate	45.00%	35.00%
d)	Expected rate of return on plan assets	7.07%	5.41%
e)	Retirement age	58 years	58 years
f)	Pre-retirement mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

**Category of assets**

**The fair value of the plan assets as at the end of the reporting**

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a)	Insurer managed funds	<b>100.79</b>	<b>44.10</b>

**Lotus Eye Hospital and Institute Limited**  
**Notes to the financial statements for the period ended March 31, 2023**  
*(All amounts are in Rupees Lakhs unless otherwise stated)*

**Sensitivity Analysis**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Discount Rate + 50 BP Defined Benefit Obligation [PVO]	7.57% 98.67	5.91% 78.01
Current Service Cost	11.80	11.12
(ii) Discount Rate - 50 BP Defined Benefit Obligation [PVO]	6.57% 100.30	4.91% 79.87
Current Service Cost	12.04	11.46
(iii) Salary Escalation Rate + 50BP Defined Benefit Obligation [PVO]	5.50% 100.55	5.50% 80.05
Current Service Cost	12.07	11.49
(iv) Discount Rate - 50 BP Defined Benefit Obligation [PVO]	4.50% 98.42	4.50% 77.82
Current Service Cost (BP Denotes basis "points")	11.77	11.10

**Lotus Eye Hospital and Institute Limited**  
**Notes to the financial statements for the period ended March 31, 2023**  
*(All amounts are in Rupees Lakhs unless otherwise stated)*

**Note 35 : Financial Ratios**

S.no.	Ratio	Formula	Unit of Measure	FY 2022-23	FY 2021-22	% change YoY	Reason for Variance (>25 %)
1	Current Ratio	Current Ratio = Current Assets / Current Liabilities	Times	2.83	2.24	26.75%	Due to increase in advances paid to suppliers
2	Return on Equity	Return on Equity = Net Profit after taxes - Preference dividend / Shareholder's Equity	Percentage	7.08	5.47	29.58%	Due to increase in profitability
3	Inventory Turnover Ratio	Inventory Turnover Ratio = Net Sales / Average Inventory	Times	18.46	19.05	-3.08%	
4	Trade Receivables Turnover Ratio	Trade Receivables Turnover Ratio = Net Credit Sales / Average Accounts Receivables	Times	8.25	8.44	-2.19%	
5	Trade Payable Turnover Ratio	Trade Payable Turnover Ratio = Net Credit Purchases / Average Accounts Payables	Times	4.61	4.50	2.37%	
6	Net Capital Turnover Ratio	Net Capital Turnover Ratio = Net Sales / Working Capital	Times	4.94	5.47	-9.67%	
7	Net Profit Ratio	Net Profit Ratio = Net Profit / Net Sales	Percentage	8.67	7.67	13.00%	
8	Return on Capital Employed	Return on Capital Employed = Earnings before interest and taxes / Capital Employed	Percentage	10.00	7.75	29.11%	Due to increase in profitability

**Notes :**

- 1 Debt-Equity Ratio and Debt Service Coverage Ratio are not applicable to the company as the company is debt free.
- 2 Return on Investment Ratio is not applicable as the company does not have any investments.
- 3 The entire net profit belongs to the equity shareholders as the company has not issued any preference shares.

**Note 36 : Other Statutory Information**

**(i) Benami property:**

The company does not have any Benami property where any proceedings have been initiated or pending under the Benami Transactions (Prohibition) Act, 1988 during the year.

**(ii) Borrowings :**

The company has no borrowings from Banks or Financial Institutions on the basis of security of current assets during the year. Hence, there is no requirement of submission of stock statements to Banks.

**(iii) Wilful Defaulter :**

The company has not been declared as a wilful defaulter by any Bank or Financial Institution during the year.

**(iv) Relationship with Struck off Companies :**

The company did not have any transaction with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

**(v) Registration of Charges :**

Since the company is debt free, no charges or satisfaction are yet to be registered with the Registrar of Companies.

**(vi) Layers of Companies :**

The company does not hold any subsidiaries. Hence, compliance with the number of layers prescribed under Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

**(vii) Scheme of arrangements :**

No scheme of arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013.

**(viii) Utilisation of Borrowed funds and share premium :**

(A) The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**(ix) Undisclosed Income :**

The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)

**(x) Corporate Social Responsibility :**

The Company has not exceeded the threshold limits prescribed under Section 135 of the Companies Act, 2013.

**(xi) Crypto / Virtual Currency :**

The company has not traded or invested in Crypto/Virtual Currency during the year.

**Lotus Eye Hospital and Institute Limited**  
**Notes to the financial statements for the period ended March 31, 2023**  
*(All amounts are in Rupees Lakhs unless otherwise stated)*

**Note 37 : Contingent Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the company, disputed by the company, not acknowledged as debt		
(i) Income tax	55.40	55.40
(ii) Kerala VAT	26.77	28.66
(iii) Medical related	5.50	5.50

**Notes:**

(i) An order has been received from the Income-tax department for FY 2009-10 and FY 2016-17 for an amounting to Rs. 0.13 Lakhs and Rs. 55.27 Lakhs. The demand of Rs. 0.13 Lakhs has been disagreed by the company. The demand of Rs. 55.27, Lakhs was for depositing specified bank notes during the demonetisation period. The company has filed an appeal against the said demand before Commissioner of Income-tax (appeal), Coimbatore. The liability has been considered contingent until the conclusion of the appeal.

(ii) An order has been received from Kerala sales tax department for an amounting to Rs. 26.77 Lakhs. The company has filed an appeal against the said demand before Kerala Value Added Tax Appellate Tribunal and High Court of Kerala for an amount of Rs. 5.16 Lakhs and Rs. 21.61 Lakhs . The liability has been considered contingent until the conclusion of the appeal.

(iii) A customer has filed a complaint against the company under section 12 of the Consumer Protection Act, 1986 before the District Consumer Disputes Redressal Forum, Coimbatore. The process is ongoing. The liability has been considered contingent until the conclusion of the complaint.

(iv) The Company believes that none of the above matters, either individually or in aggregate, are expected to have any material adverse effect on its financial statements. The cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various stages/forums.

(v) There are no bank and corporate guarantee given by the company.

**Note 38 :** Corresponding figures for the previous year presented have been regrouped, where necessary, to conform to the current year's classification.

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No.: 0107955

**(sd.) CA. S.Anbarasu**  
Partner  
Membership No.: 212299  
UDIN: 23212299BGVZTW9235

Coimbatore,  
May 24, 2023.

For and on behalf of the Board of Directors of  
**Lotus Eye Hospital and Institute Limited**

**(sd.) Ms. S.Sangeetha**  
Managing Director  
DIN: 01859252

**(sd.) CA M.Alagiriswamy**  
Director  
DIN: 02112350

**(sd.) CA Reghunathan Ramanujam**  
Chief Financial Officer

**(sd.) Mr. D.R.Karthikeyan**  
Director  
DIN: 00327907

**(sd.) Dr. K S Ramalingam**  
Chief Executive Officer  
Executive director,  
DIN: 01016571

**(sd.) CS Achuth Menon**  
Company Secretary



Corporate Office - 770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014



RS Puram, Coimbatore



Tirupur



Kochi, Kerala



Salem



Mettupalayam



Mulanthuruthy



Saravanampatti