



# Lotus Eye Hospital And Institute Limited



(Formerly Lotus Eye Care Hospital Limited)

CIN NO. : L85110TZ1997PLC007783

770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore - 641 014. Tel : 0422 - 4229900, 4229999 Fax : 0422 - 4229933

<u>R.S. PURAM</u>	<u>METTUPPALAYAM</u>	<u>TIRUPUR</u>	<u>SALEM</u>
155B, East Periasamy Road, Near Chinthamani, North Coimbatore, R.S. Puram, Coimbatore -2. Phone : 0422 - 4239900, 4239999	No.28, Coimbatore Main Rd., Opp. Bus Stand, MTP - 634 301. Phone : 04254 - 223223, 224224	No. 5(2) Gajalakshmi Theatre Road (Backside) Near Valamathi Bus Stop, Tirupur - 641 601. Phone : 0421 - 4346060, 4219999	86, Brindhavan Road, Fairlands Salem - 636 004. Ph. : 0427 - 4219900, 4219999
E-mail : info@lotuseye.org		Website : www.lotuseye.org	

10<sup>th</sup> April, 2018

<b>National Stock Exchange of India Ltd.</b> Listing Department, Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 <b>Scrip Code: LOTUSEYE</b>	<b>BSE Limited</b> The Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 <b>Scrip Code: 532998</b>
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Dear Sir/Madam,

**Sub: Corporate Governance Report under regulation 27 of SEBI (LODR) Regulations, 2015 for the Quarter/ Year ended 31<sup>st</sup> March, 2018**

Furtherance to regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 please find attached herewith Corporate Governance Report for the Quarter/Year ended 31<sup>st</sup> March, 2018.

This is for your information and record.

Thanking You,

Yours faithfully,

For Lotus Eye Hospital and Institute Limited

*Aakanksha*

CS Aakanksha Parmar  
(Company Secretary and Compliance Officer)



Encl.: As above

Kochi

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

*Always for you*

Kochi

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

1. Name of the Listed Entity: Lotus Eye Hospital and Institute Limited  
2. Quarter ending: 31<sup>st</sup> March, 2018

**I. Composition of Board of Directors**

Title	Name of the Director	PAN Number and Din Number	Category (Chairperson)/Executive /Non-Executive /Independent/Nominee	Date of Appointment for the current term/cessation	Tenure (Years)	No. of Directorship in Listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/Shareholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Shareholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	S.K.Sundaramoorthy	ACKPS1316F / 01582117	Executive Chairperson	01-04-2017	5	1	1	-
Dr.	Kavetha Sundaramoorthy	ADRPK4168K / 02050806	Non-Executive Non-Independent	30-05-2016	-	1	-	-
Ms.	Sangeetha Sundaramoorthy	AGVPS9536Q / 01859252	Executive	01-08-2014	5	1	1	-
Mr.	D.R.Kaarthikeyan	AAXPK8665Q / 00327907	Independent Director	24-09-2014	5	5	4	1
Dr.	S.S.Badrinath	AAKPB9364N / 02061027	Independent Director	24-09-2014	5	1	-	-
Dr.	Yogesh Chhaganlal Shah	AGUPS7936F / 01916665	Independent Director	24-09-2014	5	1	-	-



Mr.	G.R.Karthikeyan	ACGPK8985J / 01587747	Independent Director	24-09-2014	5	2	2	-
CA	R.Subramanian	AAFPS9946L/ 00357153	Independent Director	24-09-2014	5	2	-	3
CA	M.Alagiriswamy	ABYPA7181K/ 02112350	Independent Director	24-09-2014	5	1	2	-
Mr.	P.R.Rangaswami	AFAPPR7264L/ 00151640	Non-Executive Alternate Director	27-05-2017	-	1	-	-

#### II. Composition of Committee

Name of Committee		Name of Committee Members		Category	
01	Audit Committee	Mr. R. Subramanian Mr. D. R. Kaarthikeyan Ms. Sangeetha Sundaramoorthy Mr. G. R. Karthikeyan Mr. M. Alagiriswamy	Chairman /Independent Director Member /Independent Director Member /Executive Director Member /Independent Director Member /Independent Director		
02	Nomination & Remuneration Committee	Mr. D. R. Kaarthikeyan Dr. Yogesh Chhaganlal Shah Dr. S. K. Sundaramoorthy Mr. G. R. Karthikeyan	Chairman /Independent Director Member /Independent Director Member /Executive Director Member /Independent Director		
03	Stakeholders Relationship Committee	Mr. R. Subramanian Mr. D. R. Kaarthikeyan Dr. S. K. Sundaramoorthy Mr. M. Alagiriswamy	Chairman /Independent Committee Member /Independent Director Member /Executive Director Member /Independent Director		

#### III Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
14-11-2017	12-02-2018		90 days

#### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days

a) Audit Committee	14-11-2017	Yes. (Out of 5 Directors 3 of them were present)	12-02-2018	89 days
b) Nomination & Remuneration Committee	14-11-2017	Yes. (Out of 5 Directors 3 of them were present)	12-02-2018	89 days
<b>V. RELATED PARTY TRANSACTIONS</b>				
Whether prior approval of audit committee obtained				
Whether shareholder approval obtained for material RPT				
Whether details of RPT entered into pursuant to omnibus approval have been received by Audit Committee				
<b>VI. Affirmations</b>				

1. The composition of Board of Directors in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

2. The composition of the following committees in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

- Audit Committee
  - Nomination and Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee (Applicable to top 100 listed entities)
3. The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committee have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here.

For Lotus Eye Hospital and Institute Limited

*Aakanksha*

CS Aakanksha Parmar  
(Company Secretary and Compliance Officer)





**I. Disclosure on website in terms of Listing Regulations**

<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and Senior Management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower Policy	Yes
Criteria of making payment to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining "material" subsidiaries	NA
Details of familiarization programme imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are Responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreement entered into with the media companies and/or their Associates	NA
New name and the old name of the listed entity	NA

**II. Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Independent Director(s) have been appointed in Terms of specified criteria of independence" and/or "eligibility"	16(1) (b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Report	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment and Management	17(9)	Yes

Performance evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and Role of the risk management Committee	21(1), (2) (3) and (4)	NA
Vigil Mechanism	22	Yes
Policy for related party transactions	23(1), (5) (6), (7) & (8)	Yes
Prior or Omnibus approval for Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	23(2), (3), (4) (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance of code of conduct From members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and Senior management	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Lotus Eye Hospital and Institute Ltd.

*Aakanksha Parmar*

CS Aakanksha Parmar  
(Company Secretary and Compliance Officer)



<b>I. Affirmation</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the Annual Report including the Balance Sheet , profit and loss account, directors report, corporate governance report , business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**For Lotus Eye Hospital & Institute Limited**

*Aakanksha*

**CS Aakanksha Parmar  
(Company Secretary and Compliance Officer)**

