



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 Website : www.lotuseye.org | www.refractive.lotuseye.org

Phone : 0422 4229900 Fax : 0422 4229933

Chairman cum Managing Director	- Dr. S.K. Sundaramoorthy
Whole-time Director	- Ms. Sangeetha Sundaramoorthy
Directors	- Dr. Kavetha Sundaramoorthy
	- Dr. S.S. Badrinath
	- Mr. D. R. Kaarthikeyan
	- Dr. Yogesh Shah
	- Mr. G.R. Karthikeyan
	- CA R. Subramanian
	- CA M. Alagiriswamy
	- Mr. P.R. Rangaswami
	(Alternate Director to Dr. Kavetha Sundaramoorthy)
	With effect from 27/05/2017
Chief Financial Officer	- Mr. L. Sriram
Company Secretary & Compliance Officer	- CS Aakanksha Parmar
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
Secretarial Auditor	- P. Eswaramoorthy & Company
	Company Secretaries
	Ramanathapuram, Coimbatore - 641 045
Bankers	- HDFC Bank Ltd
	Axis Bank Ltd
	The Federal Bank Ltd
	State Bank of India
	Indusind Bank Ltd
Registered Office	- S.F. No. 770/12, Avinashi Road
	Civil Aerodrome Post, Coimbatore - 641 014
Registrar and Share Transfer Agent	- M/s. S.K.D.C. Consultants Limited
	Kanapathy Towers
	3 rd Floor, 1391/A-1, Sathy Road
	Ganapathy Post, Coimbatore - 641 006
Audit Committee	- CA R. Subramanian, Chairman
	Mr. D.R. Kaarthikeyan
	Ms. Sangeetha Sundaramoorthy
	Mr. G.R. Karthikeyan
	CA M. Alagiriswamy
Nomination & Remuneration Committee	- Mr. D.R. Kaarthikeyan, Chairman
	Dr. S.K. Sundaramoorthy
	Dr. Yogesh Shah
	Mr. G.R. Karthikeyan
Stakeholders' Relationship Committee	- CA R. Subramanian, Chairman
	Mr. D.R. Kaarthikeyan
	Dr. S.K. Sundaramoorthy
	CA M. Alagiriswamy

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 21st Annual General Meeting of LOTUS EYE HOSPITAL AND INSTITUTE LIMITED will be held on Monday, 24th day of September, 2018 at 2.00 P.M. at Kasthuri Sreenivasan Trust Culture Centre, Avinashi Road, Coimbatore – 641 014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, including the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, Statement of Changes in Equity 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 appoint a director in place of Ms. Sangeetha Sundaramoorthy (holding DIN: 01859252), who retires by rotation and being eligible, offers herself for re-appointment.
3. To declare dividend on Equity Shares.

Lunch shall be from 1.00 pm to 2.00 pm

Registered Office:
770/12, Avinashi Road
Civil Aerodrome Post
Coimbatore - 641 014

Place : Coimbatore
Date : 29th May, 2018

By Order of the Board
For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Sd/-) Aakanksha Parmar
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.

2. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/ proxies/ authorized representatives should bring the duly filled attendance slip enclose herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31.03.2018 and Annual General Meeting.
5. The Final Dividend for the financial year ended 31st March, 2018, as recommended by the Board, if approved at the Annual General Meeting, will be paid on or after Saturday, 29th September, 2018 to those Members whose name appears in the Register of Members of the Company as on the book closure dates.
6. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
7. Shareholders holding shares in the physical form and wish to avail Electronic Clearing Services (ECS) facility (subject to availability of the facility) may authorize the Company with ECS mandate in the prescribed form and the same should be lodged with the Registrars and Share Transfer Agents M/s. SKDC Consultants Limited for payment of dividend in future through ECS, if eligible.
8. Members, holding shares in Physical form are requested to communicate their change of address, if any, quoting their folio numbers to our Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006. Similarly members holding shares in Demat form, shall intimate the change of address, if any, to their respective Depository Participants.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2) which sets out details relating to Special Business at the meeting, is annexed hereto. Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to Directors seeking appointment / re-appointment at the AGM are provided in the said Statement.
10. Members who require any clarifications on accounts or operations of the Company are requested to write their queries to the Company Secretary so as to reach him at least one week before the meeting. The queries will be answered accordingly.

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11. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination forms, which are available on the Company's website (www.lotuseye.org/www.refractive.lotuseye.org) under the Section of "Investors".
12. The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by serving the documents viz. Notices for general meetings, Financial Statements, Annual Reports etc. through electronic mode, for which the Company has to obtain email addresses of its members. To take part in the above Green Initiative, we propose to send the above documents in electronic form to the email addresses of the members. In order to serve the documents in electronic mode, Members holding shares in physical mode are requested to communicate their e-mail address quoting their folio numbers to our Registrars and Share Transfer Agents. Similarly members holding shares in Demat form shall intimate their e-mail address to their respective Depository Participants at the earliest.
13. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.lotuseye.org/www.refractive.lotuseye.org for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: companysecretary@lotuseye.org
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/RTA.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (i.e. 9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
17. **Voting through electronic means:**
 - I. Pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015 with the Stock Exchange and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.



- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. P. Eswaramoorthy and Company, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process / voting through polling paper in a fair and transparent manner.
- V. **The instructions for shareholders voting electronically are as under:**
- The voting period begins on 21st September, 2018 at 10.00 A.M. and ends on 23rd September, 2018 at 5.00 P.M. 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 17th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-voting website <http://www.evotingindia.com>
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form

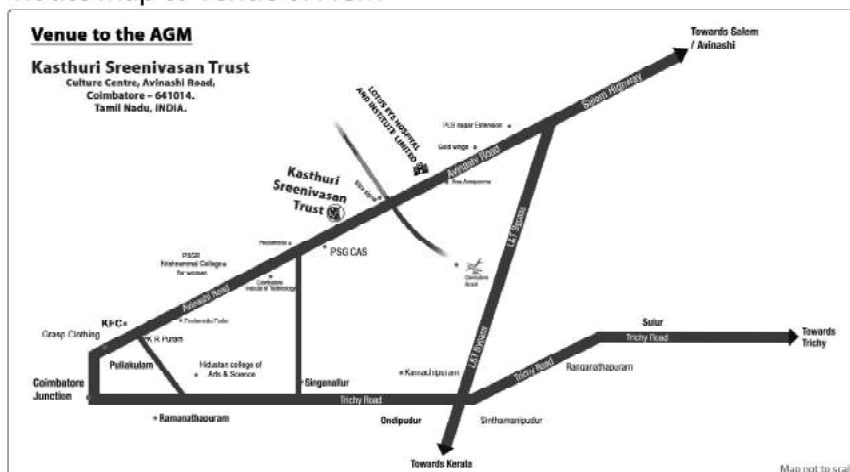
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB (or) Dividend Bank Details	<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">If both details are not recorded with the depository or Company, please enter the Member Id / Folio No. in the Dividend Bank details and follow as mentioned in instruction IV.

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- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on forgot password and enter the details as prompted by the system.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Click on the EVSN for the relevant Lotus Eye Hospital and Institute Limited on which you choose to vote.
- xii) 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.
- xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- VI. 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 17th September, 2018. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- VII. Any person who has acquired shares after the dispatch of the notice may obtain the user ID and Password by sending an e-mail request to : helpdesk.evoting@cdslindia.com or info@skdc-consultants.com
- VIII. The scrutiniser shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- IX. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the scrutiniser's report shall be placed on the Company's website www.lotuseye.org immediately after the result is declared by the Chairman and shall be simultaneously communicated to NSE, BSE, NSDL & CDSL.
18. Kindly bring your copy of the Annual Report at the Meeting.
19. A route map and prominent landmark for easy location of the venue of AGM.

Route Map to venue of AGM



Registered Office:
770/12, Avinashi Road
Civil Aerodrome Post
Coimbatore - 641 014

Place : Coimbatore
Date : 29th May, 2018

By Order of the Board
For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Sd/-) Aakanksha Parmar
Company Secretary

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I	Name of Directors	Ms. Sangeetha Sundaramoorthy
II	DIN	01859252
III	Date of Birth	16.10.1976
IV	Qualification & Brief resume & nature of his/her expertise in specific functional areas	Ms. Sangeetha Sundaramoorthy serves as Whole –time Director of Lotus Eye Hospital and Institute Ltd. Since August 01, 2014. Ms. Sundaramoorthy is a software Professional and has more than 6 years of experience on software.
V	Disclosure of relationships between directors inter-se	1. Dr. S.K.Sundaramoorthy (Father) 2. Dr. Kavetha Sundaramoorthy (Sister)
VI	Names of listed entities (Other than Lotus) in which the person also holds the directorship and the membership of Committees of the board :	
	1. Directorship	Nil
	2. Chairperson of Board Committees	Nil
	3. Member of Board Committees	Nil
VII	Shareholding (No. of Shares, Percentage)	2,23,050 (1.073%)

Registered Office:
770/12, Avinashi Road
Civil Aerodrome Post
Coimbatore - 641 014

Place : Coimbatore
Date : 29th May, 2018

By Order of the Board
For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Sd/-) Aakanksha Parmar
Company Secretary



Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 21st Annual Report of your Company together with the Audited Accounts for the year ended 31st March 2018.

FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	31.03.2018 (Current year)	31.03.2017 (Previous year)
Income from Operations and other income	3888.57	3467.84
Less : Expenses	3722.51	3422.79
Add/Less: Exceptional Items	4.18	(3.22)
Profit / (Loss) before Tax	170.24	41.83
Less : Provision for Taxes :		
Current Tax	37.56	9.40
Deferred Tax	(41.98)	(11.97)
Profit / (Loss) after tax	174.67	44.40

REVIEW OF OPERATIONS AND PERFORMANCE:

Your company has reported a growth of 12 % on turnover of Rs. 3802.21 Lakhs during the financial year 2017- 18 compared to the turnover of Rs. 3396.47 Lakhs in the previous financial year 2016-17. Your Company has reported a growth of 293 % on net profit of Rs. 174.67 Lakhs during the financial year 2017-18 against a net profit of Rs. 44.40 Lakhs during the previous financial year 2016-17.

DIVIDEND:

The Board of Directors are pleased to recommend a dividend of 5% (Re. 0.50 per share) for the financial year ended 31st March, 2018 on the paid up equity share capital, subject to approval of the members at the ensuing Annual General Meeting. The dividend, if approved, will result in a payout of Rs. 103.98 Lakhs and shall be subject to Dividend Distribution Tax to be paid by your Company.

SHARE CAPITAL:

The Paid up equity share capital as on 31st March, 2018 is 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 31st March, 2018 is Rs. 381.24 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 RESERVES:

Consequence to the inadequate profits, your company has not transferred any amount to reserve.

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.

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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

OUTLOOK FOR THE CURRENT YEAR:

Your company will envision, envisage and foresee to accomplish and percolate ascendancy in all established centers in the coming financial year, accent and weight shall be given to improving quality of services and customer satisfaction, as consumers and stakeholders are the onus of the brand Lotus in eye care facilities and specialty.

Protuberant and extrusive steps in direction to establish art of the centre signature eye clinics across South India shall be taken.

CORPORATE SOCIAL RESPONSIBILITIES:

Your company does not falls within the bracket as prescribed by Section 135 of the Companies Act, 2013 and rules framed thereunder. Hence this clause is not applicable.

DIRECTORS:

Directors retiring by rotation:

Dr. Sangeetha Sundaramoorthy (DIN: 01859252), 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 21st 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(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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/www.refractive.lotuseye.org>

Statutory Disclosure:

None of the Directors of the Company are disqualified as per the applicable provisions of the Act.

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 individually as well as evaluation of the working of its Committees.

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.