

1. Name of the Listed Entity: Lotus Eye Hospital & Institute Limited  
 2. Quarter ending: 31<sup>st</sup> December 2015

**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	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 / 1582117	Promoter Director	01-04-2015	2	1	1	-
Dr.	Kavitha Sundaramoorthy	ADRPK4168K / 2050806	Promoter Director	28-09-2015	1	1	-	-
Ms.	Sangeetha Sundaramoorthy	AGVPS9536Q / 1859252	Promoter Director	28-09-2015	5	1	1	-
Mr.	D.R.Kaarthikeyan	327907 / AAXPK8665Q	Independent Director	24-09-2014	5	1	6	-
Dr.	S.S.Badrinath	2061027 /	Independent	24-09-2014	5	1	-	-

		AAKPB9364N	Director					
Dr.	Yogesh Chhaganlal Shah	1916665 / AGVPS7936F	Independent Director	25-09-2014	5	1	-	-
Mr.	G.R.Karthikeyan	1587747 / ACGPK8985J	Independent Director	24-09-2014	5	2	2	-
Mr.	R.Subramanian	317153 / AAPPS9946L	Independent Director	24-09-2014	5	3	3	1
Mr.	M.Alagiriswamy	2112350 / ABYPA7181K	Independent Director	24-09-2014	5	1	1	-

## II. Composition of Committee

Name of Committee		Name of Committee Members		Category	
01	Audit Committee	Mr.R.Subramanian	Mr.D.R.Kaarthikeyan	Chairperson /Independent Director	Member/Independent Director
		Ms.Sangeetha Sundaramoorthy	Mr.G.R.Karthikeyan	Member/Executive Director	Member/Independent Director
		Mr.A.Alagiriswamy		Member/Independent Director	
02	Nomination & Remuneration Committee	Mr.D.R.Kaarthikeyan	Dr.Yogesh Shan	Chairman /Independent Director	Member/Independent Director
		Ms.Sangeetha Sundaramoorthy	Mr.G.R.Karthikeyan	Member/Executive Director	Member/Independent Director
03	Shareholders Relationship Committee	Mr.R.Subramanian	Mr.D.R.Kaarthikeyan	Chairman/Independent Committee	Member/Independent Director
		Dr.S.K.Sundaramoorthy	Mr.M.Alagiriswamy	Member/Promoter 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	Maximum gap between any two consecutive (in number of days)
12-08-2015	14-11-2015	93 days

## IV. Meeting of Committees

Date(s) of meeting of the committee	Whether requirement of	Date(s) of meeting of the	Maximum gap between any two
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in the relevant quarter	Quorum met (details)	committee in the previous quarter	consecutive meetings in number of days
Audit Committee			
14-11-2015	Yes. (Out of 5 Directors 3 of them were present)	12-08-2015	93 days

**V. RELATED PARTY TRANSACTIONS**

Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been received by Audit Committee	NA

**VI. Affirmations**

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 disclosures requirements) Regulations, 2015.
  - a) Audit Committee
  - b) Nomination and Remuneration Committee
  - c) Stakeholders Relationship Committee
  - d) 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 / advise of Board of Directors may be mentioned here.

DR.S.K.SUNDARAMOORTHY  
MANAGING DIRECTOR

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

Item	Compliance status (Yes/No/NA)
<b>Details of business</b>	
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	Yes
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 - 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

Particulars	Regulation Number	Compliance Status
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)	NA
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)	NA
Approval for material related party transactions	23(4)	Yes
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)	Yes
	(5) & (6)	
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.

DR.S.K.SUNDARAMOORTHY  
MANAGING DIRECTOR