



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

R.S. PURAM

155B, East Periasamy Road, Near Chinthamani,
North Coimbatore, R.S. Puram,
Coimbatore - 2. Phone : 0422 - 4239900, 4239999

METTUPPALAYAM

No.28, Coimbatore Main Rd.,
Opp. Bus Stand, MTP - 634 301.
Phone : 04254 - 223223, 224224

TIRUPUR

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

SALEM

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

E-mail : info@lotuseye.org

Website : www.lotuseye.org

RESULTS OF E-VOTING AND BALLOT CONDUCTED IN CONNECTION WITH THE 18TH ANNUAL GENERAL MEETING HELD ON 28TH SEPTEMBER, 2015

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Clause 35-B(i) of the Listing Agreement entered into with the Stock Exchanges, the Company has arranged for electronic voting through Central Depository Services India Limited. To enable those Shareholders who have not availed the remote e-voting and present at the meeting, facilities were made to participate in the voting process through voting by ballot paper.

Remote e-Voting was made available to members for three days from 9.00AM on 25.09.2015 to 5.00 PM on 27.09.2015.

To oversee the remote e-Voting process and ballot paper, the Board of Directors of the Company had appointed Mr.P.Eswaramoorthy, Practicing Company Secretary in Coimbatore as the Scrutinizer.

Mr.P.Eswaramoorthy had scrutinized the votes cast through remote e-Voting and ballot paper at the AGM and combined the votes cast under both method and submitted his report to the Chairman.

The results of remote e-Voting and the ballot paper was announced by the Chairman at the Registered Office of the Company at SF No.770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014 at 5.00 P.M on 29th September, 2015.

The Results are as below:

Agenda Item no	Subject matter of the Resolution	Votes FOR	Votes AGAINST	Result
1	To receive, consider and adopt the Financial statements of the Company for the year ended 31 st March, 2015 including audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	11056244	Nil	Passed
2	To appoint a director in place of Dr.Kavetha Sundaramoorthy (holding DIN 2050806) who retires by rotation and being eligible offers herself for reappointment	10224	Nil	Passed

Kochi

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

Always for you

Kochi

229A, Regional House
Mulanthirapuzha,
Kochi, Kerala - 682 314.
Tel. : 0484 - 2743191, 2743121





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Website : www.lotuseye.org

Agenda Item no	Subject matter of the Resolution	Votes FOR	Votes AGAINST	Result
3	To appoint M/s.V E K A M and Associates, Chartered Accountants (Registration No.05256S) as statutory auditors of the Company and fix their remuneration	11056244	Nil	Passed
4	To fix the remuneration of Dr.S.K.Sundaramoorthy, Managing Director of the Company for the period of two years from 01.04.2015 to 31.03.2017	10224	Nil	Passed
5	To re-appointment of Ms.Sangeetha Sundaramoorthy as a Whole-time Director for the period of five years 1st August, 2014.	10224	Nil	Passed

Accordingly, we hereby report that all the resolutions moved at the 18th Annual General Meeting held on 28th September, 2015 were passed with requisite majority.

Place: Coimbatore
Date: 29.09.2015

For LOTUS EYE HOSPITAL AND INSTITUTE LTD.


(K. RANGASAMY)
Company Secretary

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



P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015

To

The Chairman
18th Annual General Meeting of the Equity Shareholders of
M/s. LOTUS EYE HOSPITAL AND INSTITUTE LIMITED
(CIN: L85110TZ1997PLC007783)
Held on Monday, the 28th day of September, 2015 at 3.00 P.M at
S.F.No.770/12, Avinashi Road,
Civil Aerodrome Post,
Coimbatore-641 014
Tamil Nadu, India




Dear Sir,


I, P.Eswaramoorthy, B.Sc., FCS, Practising Company Secretary having office at 44 & 44/1, 5th Street, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of **M/s.LOTUS EYE HOSPITAL AND INSTITUTE LIMITED** ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 18th Annual General Meeting of the Equity Shareholders of LOTUS EYE HOSPITAL AND INSTITUTE LIMITED, held on 28th day of September, 2015 at 03.00 P.M at S.F.No.770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore-641 014, Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 18th Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and Voting at the AGM by Poll.

We submit our report as under.

1. As per the Annual General Meeting Notice dated 30th May 2015, in terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the notice, ballot Form in MGT-12 were circulated along with the Annual Report to all the members. However, I have not received any Ballot Forms from the shareholders of the company.
2. The e-voting period remained open from 25th September, 2015 (09.00 A.M IST) to 27th September, 2015 (5.00 P.M IST)
3. The Shareholders holding shares as on the "Cut off " date i.e., 21st September, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the notice of the 18th Annual General Meeting of Lotus Eye Hospital And Institute Limited)
4. The remote e-voting unblocked on 28th September, 2015 @ 4.00 p.m after conclusion of the Annual General Meeting in the presence of two witnesses, Mr.P.Vidhya Prakash and Mr.M.S.Sivakumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


.....
(Mr.P.Vidhya Prakash)
29, Chandra Bhavanam,
No. P.K.D. Nagar,
Peelamedu
Coimbatore - 641004.


.....
(Mr.M.S.Sivakumar)
46/1, KAMARAJ NAGAR
THADAGAM ROAD,
EDAYARPALAYAM POST,
COIMBATORE - 641025.

5. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services Limited (<https://www.evotingindia.com/>).
6. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. As per the attendance Register, 32 members including one proxy were participated in the AGM. Out of 32, 14 members were voted through poll.
9. The Consolidated results are as under:



ORDINARY BUSINESS:

ITEM NO.1

To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Reports of the Board of the Directors and Auditors thereon.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	12	11048956	
Poll	14	7288	
Total Voting	26	11056244	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	
Poll	0	0	
Total Voting	0	0	0

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES
E- Voting	0	0
Poll	0	0
Total Voting	0	0

Based on the aforesaid results, Ordinary Resolution as contained Item No.1 has been passed with requisite Majority.



ITEM NO. 2

To appoint a director in place of Dr. Kavetha Sundaramoorthy (holding DIN 2050806), who retires by rotation and being eligible offers herself for re-appointment.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	8	2936	
Poll	14	7288	
Total Voting	22	10224	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES
E- Voting	4	11046020
Poll	0	0
Total Voting	4	11046020

Based on the aforesaid results, Ordinary Resolution as contained Item No.2 has been passed with requisite Majority.



ITEM NO. 3**ORDINARY RESOLUTION**

To re-appoint M/s. V E K A M and Associates, Chartered Accountants, Coimbatore (Registration No. 05256S) as statutory auditors of the Company and fix their remuneration.

i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	12	11048956	
Poll	14	7288	
Total Voting	26	11056244	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	
Poll	0	0	
Total Voting	0	0	0

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES
E- Voting	0	0
Poll	0	0
Total Voting	0	0

Based on the aforesaid results, Ordinary Resolution as contained Item No.3 has been passed with requisite Majority.



SPECIAL BUSINESS:

ITEM NO. 4

ORDINARY RESOLUTION

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 24.09.2012, consent of the Company be and is hereby accorded to the revision in the remuneration of Dr.S.K.Sundaramoorthy, (DIN: 1582117), Managing Director of the Company, w.e.f. 01.04.2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. up to 31.03.2017.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 24.09.2012, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr.S.K.Sundaramoorthy, Managing Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	8	2936	
Poll	14	7288	
Total Voting	22	10224	100.0000



(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	
Poll	0	0	
Total Voting	0	0	0

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES
E- Voting	4	11046020
Poll	0	0
Total Voting	4	11046020

Based on the aforesaid results, Ordinary Resolution as contained Item No.4 has been passed with requisite Majority.

ITEM NO. 5

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of sections 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including any statutory modification (s) or reenactment thereof for the time being in force), subject to such sanctions as may be necessary, approval and sanction of the company be and is hereby accorded to the appointment of and payment of remuneration to Ms.Sangeetha Sundaramoorthy (DIN: 1859252) as Whole Time Director of the Company for a period of 5 years with effect from 1st August, 2014 upon the terms and conditions as set out in the Statement annexed to the notice convening this meeting, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed to by and between the Company and Ms.Sangeetha Sundaramoorthy provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

RESOLVED FURTHER THAT she is appointed as a whole time Director on Board liable to retire by rotation.



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	8	2936	
Poll	14	7288	
Total Voting	22	10224	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	0	0	
Poll	0	0	
Total Voting	0	0	0

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES
E- Voting	4	11046020
Poll	0	0
Total Voting	4	11046020

Based on the aforesaid results, Ordinary Resolution as contained Item No.5 has been passed with requisite Majority.

1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 18th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.



3. List of Equity Share holders who voted for, against and those who have abstain for each resolutions are handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,
Yours faithfully,



P. Eswaramoorthy
Company Secretary in practice
FCS No. 6510, COP. 7069

Date: 29.09.2015
Place : Coimbatore



For Lotus Eye Hospital and Institute Ltd.



Managing Director