

1. Name of the Listed Entity: Lotus Eye Hospital & Institute Limited  
 2. Quarter ending: 31<sup>st</sup> March, 2016

**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 / 01582117	Promoter Director	01-04-2015	2	1	1	-
Dr.	Kavitha Sundaramoorthy	ADRPK4168K / 02050806	Promoter Director	28-09-2015	1	1	-	-
Ms.	Sangeetha Sundaramoorthy	AGVPS9536Q / 01859252	Wholetime Director	01-08-2014	5	1	1	-
Mr.	D.R.Karthikeyan	AAXPK8665Q / 00327907	Independent Director	24-09-2014	5	1	6	-
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	-
Mr.	R.Subramanian	AAFPS9946L/ 00357153	Independent Director	24-09-2014	5	3	3	1
Mr.	M.Alagiriswamy	ABYPA7181K/ 02112350	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	Chairperson /Independent Director		
		Mr.D.R.Karthikeyan	Member/Independent Director		
		Ms.Sangeetha Sundaramoorthy	Member/Executive Director		
		Mr.G.R.Karthikeyan	Member/Independent Director		
		Mr.M.Alagiriswamy	Member/Independent Director		
02	Nomination & Remuneration Committee	Mr.D.R.Karthikeyan	Chairman /Independent Director		
		Dr.Yogesh Shan	Member/Independent Director		
		Ms.Sangeetha Sundaramoorthy	Member/Executive Director		
		Mr.G.R.Karthikeyan	Member/Independent Director		
03	Shareholders Relationship Committee	Mr.R.Subramanian	Chairman/Independent Committee		
		Mr.D.R.Karthikeyan	Member/Independent Director		
		Dr.S.K.Sundaramoorthy	Member/Promoter Director		
		Mr.M.Alagiriswamy	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)
14-11-2015	14-02-2016	92 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	Maximum gap between any two consecutive meetings in number

		quarter	of days
Audit Committee			
14-02-2016	Yes. (Out of 5 Directors 3 of them were present)	14-11-2015	92 days
<b>V. RELATED PARTY TRANSACTIONS</b>			
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	
<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 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

**CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2016**

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) (5) & (6)	Yes
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