



LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Formerly Lotus Eye Care Hospital Limited)

CIN: L85110TZ1997PLC007783

770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014

Tel : 0422 – 4229900, 4229999, Fax : 0422 – 4229933

E Mail: info@lotuseye.org, Website: www.lotuseye.org

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member (s),

NOTICE is hereby given that, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), the Resolution as set out hereunder is proposed for approval by the Members of the Company as Special Resolution by means of Postal Ballot by voting through electronic means('remote e-voting').

1. Appointment of Mr. Karthik Veeramani (DIN: 07097588) as an Independent Director of the Company.
2. Appointment of Mr. Perumalsamy Mahendran (DIN: 06680557) as an Independent Director of the Company.

Based on the recommendations of the Nomination and Remuneration Committee by way of circular resolution, the Board of Directors of the Company, through circular resolution had approved the appointment of Mr Karthik Veeramani (Item No.1) with effect from 21.12.2022 had approved the above matter, subject to, the approval of the shareholders of the Company and such other authorities as may be required.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 13th February had approved the appointment of Mr Perumalsamy Mahendran (Item No.2) with effect from 13.02.2023 subject to, the approval of the shareholders of the Company and such other authorities as may be required

The statement setting out the material facts concerning the resolutions set out in Item No. 1 and 2 of the Postal Ballot Notice dated 13.02.2023 pursuant to Section 102 of the Companies Act, 2013 relating to the resolutions is annexed. The Postal Ballot Notice is also placed on the website of the Company at <https://www.lotuseye.org/about-us/investors/>

Pursuant to Section 108 & 110 of the Companies Act, 2013 and the Rules made there under and in furtherance to the MCA Circulars, the Company will send copy of Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company vide their resolution passed on 13.02.2023 have appointed Mr P. Eswaramoorthy Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through electronic means in a fair and transparent manner in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the relevant rules made there under and the MCA Circulars, the Company has provided electronic voting (“e-voting”) facility only. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members of the Company through CDSL e-voting platform at the link www.evotingindia.com. Please refer the instructions for e-voting given after the proposed resolutions for the process and manner in which e- voting is to be carried out.

The e-voting platform will be opened for tendering your votes from 9:00 A.M on Friday, 17th of February 2023 to 5:00 P.M on Saturday, 18th of March 2023. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than the close of working hours at 5:00 P.M on Saturday, 18th of March 2023.

The Scrutinizer shall submit his report to the Chairman, or any other director authorized by him. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 05:00 P.M) on Tuesday 21st of March 2023 and the same shall be displayed on the website of the Company, Central Depository Services (India) Limited (“CDSL”) and communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolutions as set out under Item No.1 to 2 below are assented by the requisite majority of the Members by means of Postal Ballot process, it shall be deemed to have been passed as a Special resolution as the case may be, at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for e- voting.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/remote e-voting:

ITEM NO:1. APPOINTMENT OF MR. KARTHIK VEERAMANI (DIN: 07097588) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination, and Remuneration Committee and approval of the Board of Directors of the Company, Mr Karthi Veeramani (DIN: 07097588) who has given his consent for appointment as an Independent Director of the Company and also submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act and Regulation 16 (1) (b) and 17 of the SEBI Listing Regulations as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years effective from 21st December 2022 to 21st December 2027 and whose term shall not be subject to retire by rotation.

ITEM NO:2. APPOINTMENT OF MR. PERUMALSAMY MAHENDRAN (DIN: 06680557) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination, and Remuneration Committee and approval of the Board of Directors of the Company, Mr Perumalsamy Mahendran (DIN: 06680557) who has given his consent for appointment as an Independent Director of the Company and also submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act and Regulation 16 (1) (b) and 17 of the SEBI Listing Regulations as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years effective from 13.02.2023 to 13.02.2028 and whose term shall not be subject to retire by rotation.

Date: 13.02.2023

Place: Coimbatore

By order of the Board of Directors

Sd/-

M Achuth Menon

Company Secretary

NOTES AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:

1. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ("CDSL") for which the required procedure is incorporated in the Postal Ballot Notice.
3. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 03/2022 dated May 05, 2022 and 11/2022 dated 28th December, 2022, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.lotuseye.org/about-us/investors/> on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com
4. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Postal Ballot Notice.
5. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on 14.02.2023, the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member on cut-off date should treat this notice for information purpose only.
6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **S.K.D.C. Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028, Tamilnadu, Phone: +91 422 4958995, 2539835/ 836, Email: info@skdc-consultants.com.**
7. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

8. Pursuant to Section 110(2) of Companies Act 2013 Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
9. In accordance with Rule 22(3) of Companies (Management and Administration Rules) 2014 a detailed public advertisement shall be published in one English Newspaper having wide circulation in India and one vernacular newspaper having wide circulation where the registered office of the company is situated containing all the information pertaining to voting by postal ballot.
10. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. In case of Joint Shareholding the name of the person which appears first shall have the right to vote unless we receive in writing an authorisation bestowing, any other joint holder other than the name of the person which appears first, the right to vote by all other joint holders. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on 14.02.2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
11. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's Resolution/ Authorisation, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at. The scanned image of the above documents should be in the naming format.
12. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 A.M. to 01.00 P.M. on all working days until closure of time for casting vote through remote e-voting, subject to the COVID-19 protocol as applicable and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to companysecretary@lotuseve.org
13. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolution set forth in this Postal Ballot Notice
14. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories and whose name

appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on 14.02.2023

15. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
16. The remote e-voting facility will be available during the following period from 09:00 AM 17th February 2023 to 05:00 PM 18th March 2023
17. The Board of Directors of the Company has appointed Mr P. Eswaramoorthy Company Secretaries, Coimbatore as the Scrutiniser to scrutinise the Postal Ballot process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed.
18. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at the link <https://www.manappuram.com/investors/notice-to-shareholders.html> and on the website of CDSL at www.evotingindia.com. The results will be communicated to the Stock Exchanges simultaneously.
19. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting
20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no 1800 22 55 33
21. The detailed process and manner for remote e-voting are explained herein below:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 17.02.2023 at 09:00 PM and ends on 18.03.2023 at 5.00 PM 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 14.02.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>5) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>6) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>7) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>8) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget

User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Lotus Eye Hospital and Institute Limited on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@lotuseye.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Appointment of Karthik Veeramani (DIN: 07097588) as Independent Director

Brief Profile of Karthik Veeramani

Mr Karthik Veeramani is an Individual with vast experience in Real Estate Sector and is a director in various companies connected with real estate business. Mr Karthik Veeramani has 20 years of corporate experience in generating sales and achieving business growth objectives by investigating new business opportunities & maximizing the competitive strength for long-term success. He is also a Human Resources professional who has undertaken various assignments of restructuring different levels of hierarchies in an organisation and has numerous employees working under his leadership and guidance.

Induction of Mr Karthik Veeramani shall be useful for the future expansion and growth of Lotus Eye Hospital and Institute Limited. He is one of the trustees of Lotus Vision Research Trust and is completely aware about the functioning of Hospital and other ancillary activities connected to hospital administration and management. Mr Karthik Veeramani fulfills the skills matrix requirements laid down by the Company for its Directors.

The Board of Directors of the company, pursuant to the recommendations of the nomination and remuneration committee, has appointed Mr Karthik Veeramani (DIN:07097588) ,on 21.12.2022, as an Additional Director (Non-Executive, Independent Director) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013, to hold office for five (5) consecutive years with effect from 21st December 2022 to 21st December 2027 in accordance with Section 149(10) of the Companies Act, 2013, not liable to retire by rotation.

Further, as per Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), the appointment of an Independent Director shall be subject to the approval of shareholders by special resolution. Additionally, as per newly inserted Regulation 17(1C) of the SEBI Listing Regulations, the Company shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at

the next annual general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Karthik Veeramani (DIN: 07097588), for the office of Independent Director of the Company.

The Board of Directors of the company considered it in the interest of the company to appoint Mr Karthik Veeramani (DIN: 07097588) as an Independent director of the company for a period of five consecutive years with effect from 21st December, 2022.

In the opinion of the Board, Mr Karthik Veeramani (DIN: 07097588) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 read with relevant rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice

Mr Karthik Veeramani (DIN: 07097588) has confirmed that he is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 10.00 A.M. and 01.00 P. M. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till 18.03.2023 and the same is also available on the website of the Company at the link <https://www.lotuseye.org/about-us/investors/>

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice under the heading ANNEXURE

Except Mr Karthik Veeramani (DIN: 07097588) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

In compliance with Regulation 17(11) Board hereby recommend appointment of Mr Karthik Veeramani as Independent Director considered as special business as per Section 102 of Companies Act 2013 for approval of shareholders.

ANNEXURE

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard -2, the details of the Director proposed to be appointed through Postal Ballot process are given below:

Sl.No	Particulars	Detail
1.	Name	Karthik Veeramani
2.	Category / Designation	Independent Director
3.	Director Identification Number (DIN)	07097588
4.	Age	43 years
5.	Date of Birth	27.04.1979
6.	Original Date of Appointment	21.12.2022
7.	Qualifications	Master's in Business and Economics

8.	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	<p>ELYSIUM PROPERTIES INDIAPRIVATE LIMITED</p> <p>ELYSIUM REAL PROPERTIESPRIVATE LIMITED</p> <p>ELYSIUM CONSTRUCTIONSPRIVATE LIMITED</p> <p>ASEAN OPTICS PRIVATE LIMITED</p> <p>SUBASH HOLDINGS (OPC) PRIVATELIMITED BROADWAY DIGITAL SOLUTIONSPRIVATE LIMITED</p> <p>BROWN OAK PROPERTIES PRIVATELIMITED</p> <p>RED WAGON PROPERTIES PRIVATELIMITED</p> <p>TEAM DIVA REALTORS PRIVATELIMITED</p> <p>GOLDBELL REALTORS PRIVATELIMITED</p> <p>WISECAT REALTORS PRIVATELIMITED</p>
9.	Chairmanship/Membership of Committees in other Companies*	Nil
10.	Number of Equity Shares held in the Company*	67 shares
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil

13.	Terms and conditions of appointment or re-appointment	Appointed as Independent Director not liable to retire by rotation for a term of 5 years from 21.12.2022 to 21.12.2027
14.	Remuneration last drawn, if applicable	Nil
15.	Remuneration proposed to be paid	Sitting fees
16.	Number of Meetings of the Board attended during the year 2022-23	NA
17.	Justification for choosing the appointee for appointment as Independent Director	educational background, vast experience and extensive knowledge in real estate sector
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Notice.

*** As per the declaration received from the Director**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Appointment of Mr. Perumalsamy Mahendran (DIN: 06680557) as Independent Director

Brief Profile of Perumalsamy Mahendran

The proposed Individual is one of the leading chartered accountants in Coimbatore. He is into audit of Textile, Engineering, IT, Service and lot of other businesses. He qualified in the year 1989 and has 32 years of experience as chartered accountant. Induction of P Mahendran can help the company in improving its accounting and other financial related matters. He can advise and help us identify the short comings and pitfalls and thereby streamlining the current structure which can help in achieving efficiency. He is currently on the board of Pollution Free Developers Private Limited. Mr Perumalswamy Mahendran fulfills the skills matrix requirements laid down by the Company for its Directors.

The Board of Directors of the company, pursuant to the recommendations of the nomination and remuneration committee, has appointed Mr. Perumalsamy Mahendran (DIN: 06680557), on 13.02.2023, as an Additional Director (Non-Executive, Independent Director) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013, to hold office for five (5) consecutive years with effect from 13.02.2023 to 13.02.2028 in accordance with Section 149(10) of the Companies Act, 2013, not liable to retire by rotation.

Further, as per Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), the appointment of an Independent Director shall be subject to the approval of shareholders by special resolution. Additionally, as per newly inserted Regulation 17(1C) of the SEBI Listing Regulations, the Company shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next annual general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Perumalsamy Mahendran (DIN: 06680557), for the office of Independent Director of the Company.

The Board of Directors of the company considered it in the interest of the company to appoint Mr. Perumalsamy Mahendran (DIN: 06680557), as an Independent director of the company for a period of five consecutive years with effect from 21st December, 2022.

In the opinion of the Board, Mr. Perumalsamy Mahendran (DIN: 06680557), fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 read with relevant rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice

Mr. Perumalsamy Mahendran (DIN: 06680557), has confirmed that he is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 10.00 A.M. and 01.00 P. M. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till 18.03.2023 and the same is also available on the website of the Company at the link <https://www.lotuseye.org/about-us/investors/>

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice under the heading ANNEXURE

Except Mr. Perumalsamy Mahendran (DIN: 06680557), and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

In compliance with Regulation 17(11) Board hereby recommend appointment of Mr. Perumalsamy Mahendran (DIN: 06680557), as Independent Director considered as special business as per Section 102 of Companies Act 2013 for approval of shareholders.

ANNEXURE

Sl.No	Particulars	Detail
1.	Name	Perumalsamy Mahendran
2.	Category / Designation	Independent Director
3.	Director Identification Number (DIN)	06680557
4.	Age	62
5.	Date of Birth	11.02.1961
6.	Original Date of Appointment	13.02.2023
7.	Qualifications	B.sc and Qualified Chartered Accountant
8.	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	Nil
9.	Chairmanship/Membership of Committees in other Companies*	Nil
10.	Number of Equity Shares held in the Company*	Nil, His wife devika mahendran holds 409522 shares of Lotus Eye Hopsital and Institute Limited
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil
13.	Terms and conditions of appointment or re-appointment	Appointed as Independent Director not liable to retire by rotation for a term of 5 years from 13.02.2023 to 13.02.2028
14.	Remuneration last drawn, if applicable	Nil
15.	Remuneration proposed to be paid	Sitting fees
16.	Number of Meetings of the Board attended during the year 2022-23	Nil
17.	Justification for choosing the appointee for appointment as Independent Director	educational background, vast experience in Accounting, Audit and Income Tax related matters

18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Notice.
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*** As per the declaration received from the Director**