

PROCEEDINGS OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF LOTUS EYE HOSPITAL AND INSTITUTE LIMITED AT 3.00 P.M ON MONDAY THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT SF NO.770/12, AVINASHI ROAD, CIVIL AERODROME POST, COIMBATORE - 641 014.

**DIRECTORS PRESENT:**

SL.NO	NAME	DESIGNATION
1	Dr.S.K.Sundaramoorthy	Chairman
2	Mr.D.R.Karthikeyan	Director
3	Mr.M.Alagiriswamy	Director

**In attendance:**

1	Mr.K.Rangasamy	Company Secretary
---	----------------	-------------------

**Presence:**

1	Mr.M.P.Panneerselvan	Statutory Auditor
2	Mr.Anbarasu	Internal Auditor
3	Mr.P.Eswaramoorthy	Scrutiniser
4	Mr.M.Venkatachalapathi	Chief Financial Officer

and

37 members were present in person and 1 member holding 150 shares of the paid up capital of the Company were also present through proxy.

Mr.D.R.Karthikeyan, Chairman of the Nomination and Remuneration Committee, Audit Committee and the Stakeholders' Relationship Committee was present at the meeting.

Mr.M.Alagiriswamy, Member of the Audit Committee and Stakeholders Relationship Committee also was present at the meeting.

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section-170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013, copy of the Auditors' Report, and Secretarial Auditor's Report were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

Dr.S.K.Sundaramoorthy, Chairman presided over the meeting.

The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order and the meeting commenced at 3.15 PM.

Chairman extended a warm welcome to the members for 18<sup>th</sup> Annual General Meeting of the Company and informed that Dr.S.S.Badripath, Mr.G.R.Karthikeyan, Mr.R.Subramanian, Dr.Yogesh Shah, Dr.Kavetha Sundaramoorthy and Ms.Sangeetha Sundaramoorthy was unable to be present at the Annual General Meeting. Chairman further informed that the Notice of Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report, Secretarial Audit Report and annexure thereto were in the hands of the members for the statutory period, with the general permission of the members present, they were taken as read.

Chairman further informed that the Statutory Auditors Report and Secretarial Auditor's Report were clean reports and there is no reservation, qualification or any adverse remarks.



Then, Chairman introduced the Directors on the dais and delivered his speech, covering the economic scenario, overall financial performance of the Company. Chairman also spoke about the business prospects of the Company for the current year.

Chairman further informed that in compliance of the statutory requirements, arrangements have been made for remote e-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.

Chairman further informed that to oversee the remote e-voting process and Ballot paper, the Board of Directors had appointed Mr.P.Eswaramoorthy, Practicing Company Secretary, Coimbatore, as the Scrutinizer. Mr.P.Eswaramoorthy was present at the meeting.

Chairman, then invited questions, if any, from the members relating to the subject in the Notice. After answering the questions, Chairman briefed the items of business as proposed in the Notice of Annual General Meeting and requested members and proxy present to cast their votes by ballot paper circulated to them, if they did not cast their vote by remote e-voting.

Chairman informed the members and proxy holders to fill up the Ballot Paper and deposit the completed ballot papers in the Ballot Box.

Chairman informed that on receipt of Scrutinizer's Report, the results of voting would be announced at the Registered Office of the Company before 6.00 PM on 30.09.2015. The said results would be posted in the Company's website and also informed to the Stock Exchanges.

On completion of the voting by the ballot by the members/proxy present, there being no other business, the meeting concluded at 4.15 PM with a vote of thanks to the Chair.

Mr.P.Eswaramoorthy, Scrutinizer has submitted his report on the results of remote e-voting and voting through ballot paper at the Annual General Meeting, the Chairman has declared at 6.00 PM on 29.09.2015 at the Registered Office of the Company at SF No.770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore – 641 014 that the following resolutions were duly passed with requisite majority at the Annual General Meeting held on 28.09.2015 and authorized the Company Secretary to communicate to Stock Exchanges and place in Company's website.

#### **ORDINARY BUSINESS:**

##### **Item No.1: Adoption of Annual Financial Statements (Ordinary resolution):**

RESOLVED that the Annual Financial Statements viz, statement of profit and loss, cash flow statement for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on 31<sup>st</sup> March, 2015, Directors' Report and Auditors Report be and are hereby approved and adopted

Votes For	Votes Against	Invalid Votes	Result
11056244	Nil	Nil	Passed

##### **Item No.2: Re-appointment of Director retire by rotation (Ordinary Resolution):**

RESOLVED that Dr.Kavetha Sundaramoorthy, Director (DIN2050806), who retires by rotation, being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.

Votes For	Votes Against	Invalid Votes	Result
10224	Nil	Nil	Passed



**Item No.3: Appointment of Auditors for the financial year 2015-16 and to fix their remuneration (Ordinary Resolution)**

RESOLVED that M/s.V E K A M and Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for the financial year 2015-16 and to hold office till the conclusion of the next Annual General Meeting and to fix the remuneration by the Board of Directors from time to time.

Votes For	Votes Against	Invalid Votes	Result
11056244	Nil	Nil	Passed

**SPECIAL BUSINESS:**

**Item No.4: 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 (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,( from Rs.3,00,000 to Rs.3,50,000) 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."

Votes For	Votes Against	Invalid Votes	Result
10224	Nil	Nil	Passed

**Item No.5: Re-appointment of Ms.Sangeetha Sundaramoorthy as a Whole-time Director of the Company for the period of five years from 01<sup>st</sup> August, 2014 ( 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 of Rs.40,000 P.M to Ms.Sangeetha Sundaramoorthy ( DIN: 1859252) as Whole Time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> 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

Votes For	Votes Against	Invalid Votes	Result
10224	Nil	Nil	Passed

Date of entry:

Date of signature by the Chairman:  
Place of signature by the Chairman: Coimbatore



CHAIRMAN