

## LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

CIN : L85110TZ1997PLC007783

Regd. Office & Corporate Office : SF No. 770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore - 641 014

E-mail : companysecretary@lotuseye.org Website : www.lotuseye.org

Phone : 0422 4229900 Fax : 0422 4229933

Chairman cum Managing Director	-	<b>Dr. S.K. Sundaramoorthy</b> (expired on 22.01.2020)
Whole-time Director	-	<b>Ms. Sangeetha Sundaramoorthy</b>
Directors	-	<b>Dr. Kavetha Sundaramoorthy</b>
	-	<b>Mr. D. R. Kaarthikeyan</b>
	-	<b>Dr. Yogesh Shah</b>
	-	<b>Mr. G. R. Kaarthikeyan</b> (resigned on 30.07.2020)
	-	<b>CA R. Subramanian</b>
	-	<b>CA M. Alagiriswamy</b>
	-	<b>Mr. P.R. Rangaswami</b> (resigned as alternate director on 13.01.2020)
Chief Executive Officer	-	<b>Dr. K.S. Ramalingam</b> (w.e.f. 05.08.2020 )
Chief Financial Officer	-	<b>Mr. P.R. Rangaswami</b> (w.e.f. 14.01.2020 ) (Resigned 30.07.2020)
Company Secretary & Compliance Officer	-	<b>CS Aakanksha Parmar</b>
Statutory Auditors	-	<b>M/s. Anbarasu and Jalapathi</b> Chartered Accountants 30C, Alagesan Road, Saibaba Colony, Coimbatore - 641 011
Internal Auditors	-	<b>CA P. Vishnu Adithan,</b> Chartered Accountant, Coimbatore
Secretarial Auditor	-	<b>P. Eswaramoorthy &amp; Company</b> Company Secretaries Ramanathapuram, Coimbatore - 641 045
Bankers	-	<b>HDFC Bank Ltd</b> <b>Axis Bank Ltd</b> <b>The Federal Bank Ltd</b> <b>ICICI Bank Ltd</b> <b>Indusind Bank Ltd</b> <b>Canara Bank</b>
Registered Office	-	S.F. No. 770/12, Avinashi Road Civil Aerodrome Post, Coimbatore - 641 014
Registrar and Share Transfer Agent	-	<b>M/s. S.K.D.C. Consultants Limited</b> Kanapathy Towers 3rd Floor, 1391/ A-1, Sathy Road Ganapathy Post, Coimbatore - 641 006
Audit Committee	-	<b>CA R. Subramanian, Chairman</b> <b>Mr. D.R. Kaarthikeyan</b> <b>Ms. Sangeetha Sundaramoorthy</b> <b>Mr. G.R. Karthikeyan</b> (resigned on 30.07.2020) <b>CA M. Alagiriswamy</b>
Nomination & Remuneration Committee	-	<b>Mr. D.R. Kaarthikeyan, Chairman</b> <b>Dr. S.K. Sundaramoorthy</b> (expired 22.01.2020) <b>Dr. Yogesh Shah</b> <b>Mr. G.R. Karthikeyan</b> (resigned on 30.07.2020)
Stakeholders' Relationship Committee	-	<b>CA R. Subramanian, Chairman</b> <b>Mr. D.R. Kaarthikeyan</b> <b>Dr. S.K. Sundaramoorthy</b> (expired 22.01.2020) <b>CA M. Alagiriswamy</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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Dear Stakeholders,

This year has been full of adversities and challenges for your company & the world in general. The sudden passing away of founder Dr. S.K. Sundaramoorthy, had left us totally shaken, and even before we had a chance to heal, the COVID-19 pandemic had affected work at all LOTUS hospitals and the society at large.

The year saw a challenging business environment with lower GDP growth and slowdown in consumption. This resulted in a weakening consumer sentiment and lower demand for the eye care sector. Nevertheless your company managed the difficulties and hurdles to the best of its abilities and continues to take on the challenge head on, targeting the profits and the heights it wants to achieve.

The first and second quarter of this year which normally see significant business activity, have seen nationwide lockdowns and several state imposed restrictions, resulting in deteriorated demand and consumption, impacting the profits of the respective quarters, but not all is lack-luster, as we are confident the following quarters will be profitable and in return assures the direction we are heading to.

The next few months will be critical, but your company is adapting, creating and establishing strong relationships with customers, vendors, and our stakeholders. It is well positioned to weather the storm ahead and take advantage of opportunities that come up during the downturn to expand, grow & gain market share.

The company is marked under new and exciting leadership which is creatively and relentlessly working towards maximizing the health and wealth of the company and all its stakeholders. We are extremely grateful to all our shareholders for their continued support and look forward towards a mutually benefitting partnership.

**Ms. Sangeetha Sundaramoorthy**  
**Managing Director (Proposed)**

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## Report of CEO to the Board of Directors

Respected members of the board,

I shall give you an overall view of the functioning of your company since my joining.

As you all know we are coming out of the covid pandemic and restrictions designed to reduce the transmission of the virus. This has resulted in improved travelling, transportation and hospitals' attendance. But there is still some reluctance on the part of the individual patient to go to a hospital because of fear of contracting covid. This is preventing the attendance from returning to precovid times.

Covid occurrence and restrictions are still significantly high in our neighbouring state of Kerala where we run two centres.

With this information, we go on to consider our performance. We have been very busy in all our seven centres. We feel that work at Cochin and R.S Puram could be better.

Compared to precovid times, new patients and total number of patients are less in a few centres. To some extent it is due to inability to organize camps. We expect this to improve in the coming months.

I very much believe that we will be able to wipe out the loss we sustained during the first quarter of this year and show profit. This will be a significant achievement under the circumstances we operate.

Moving away from patient attendance and revenue issues we shall look into administrative work. Day-to-day administration is being improved to ensure smooth systematic, stress free working. Many systems are in place. Improvement and constant supervision of these and analysis of results are being done regularly. New systems are put in place.

An attempt is being made to reduce expenses at all levels.

Next to mention is probably the most important. We continue our efforts to update knowledge of professional staff treating patients, thus offering the most scientific, correct treatment to the patient. Our hospital's recognition by National Board of Examination to train ophthalmologists and our association with optometric institutions (LVRT) go a long way in this. Our doctors headed by Dr. Madhusudhan with the support of Dr. Anand and Dr. Ashish, are the pillars of this professional quality assurance programme which is the most important in bringing in latest, correct, scientific treatment to patients.

It is my duty to record here my impression as a physician directly involved in treating patients for last 45 years that no marketing or promotional effort will replace the correct scientific treatment. To be considered as an institution of excellence will only make us the leaders. I am strongly in support of the above ophthalmologists' efforts and it is my most important duty today to ask you to appreciate, encourage and extend support to them.

There are many other issues needing improvement as in any active business house. Changing requirements of business compel us to make changes in personnel and other infrastructure and methods of running the business. We are acutely aware of this and live upto this.

Apart from these above stated areas corporate compliance requirements are fulfilled as quickly as possible.

Before I conclude I must tell you about our plan to shift Tirupur centre to a new building. Considering many factors in this we plan to take a decision about it in the next few weeks. Financial problems caused by the Cochin Centre have never disappeared from our mind. We are always keeping in mind many of yours views regarding this. We are considering many alternatives which I am not able to elaborate now. But I can assure you that by this financial year end we will find a solution for this.

Overall, I would like to inform you that even though passing away of our founder and the chief ophthalmologist Dr. S.K. Sundaramoorthi and COVID pandemic caused major psychological and revenue setbacks to us, we are gradually coming out of these. I am hopeful we at LOTUS will steadily improve the quality and quantity of work and in the days to come become a true national leader in ophthalmology.

**Dr. K.S. Ramalingam**  
(Chief Executive Officer)

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF LOTUS EYE HOSPITAL AND INSTITUTE LIMITED WILL BE HELD ON SATURDAY 28TH NOVEMBER, 2020 AT 4.00 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OVAM') FACILITY TO TRANSACT THE FOLLOWING:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Dr. Kavetha Sundaramoorthy (holding DIN: 02050806) who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. To appoint Ms. Sangeetha Sundaramoorthy (DIN: 01859252) as the Managing Director of the Company for the period of three years and to fix remuneration to her.

To consider and if thought fit to pass with or without modification(s), the following Resolution as Ordinary Resolution:

**RESOLVED THAT** in accordance with provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the appointment of Ms. Sangeetha Sundaramoorthy (DIN: 01859252), as the Managing Director of the Company for a period of three years commencing from 25th Day of September, 2020 on the following terms and conditions:

#### A. REMUNERATION:

PARTICULARS	AMOUNT IN RUPEES PER MONTH
Basic	35,000
DA	35,000
HRA	20,000
Medical	5,000
Transport	5,000
<b>TOTAL GROSS SALARY</b>	<b>1,00,000</b>

#### B. PROVIDENT FUND AND GRATUITY: As per the Company policy.

**RESOLVED FURTHER THAT** the Board of directors or any Committee thereof, be and are hereby authorized to alter or vary the designation, component and elements of the remuneration payable to Ms. Sangeetha Sundaramoorthy, within the overall limit prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and to do all such other acts, deeds, things and execute all such documents, instruments and forms as may be required on this behalf.

**RESOLVED FURTHER THAT** in the event of absence of profits or inadequacy of profits in any financial year, Ms. Sangeetha Sundaramoorthy, shall be entitled to receive remuneration up to the limit as approved by the members herein above in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any director(s) of the company or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

By Order of the Board  
For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Place : Coimbatore  
Date : 24th September, 2020

(Sd/-) Aakanksha Parmar  
Company Secretary

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## ANNEXURE TO THE NOTICE

(Pursuant to section 102(1) of the Companies Act, 2013))

### NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM.
2. The deemed venue for Twenty-third e-AGM shall be the Registered Office of the Company at 770/12 Avinashi Road, Civil Aerodrome Post, Coimbatore - 641014.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to [eswarfcs@gmail.com](mailto:eswarfcs@gmail.com) with a copy marked to [companysecretary@lotuseye.org](mailto:companysecretary@lotuseye.org)
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd November, 2020 to 28th November, 2020 (both days inclusive).
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2) which sets out details relating to Special Business at the meeting, is annexed hereto. Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to Directors seeking appointment / re-appointment at the AGM are provided in the said Statement.
7. Members are requested to communicate their change of address, if any, quoting their folio numbers to our Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006. Similarly members holding shares in Demat form, shall intimate the change of address, if any, to their respective Depository Participants.
8. Shareholders holding shares in the physical form and wish to avail Electronic Clearing Services (ECS) facility (subject to availability of the facility) may authorize the Company with ECS mandate in the prescribed form and the same should be lodged with the Registrars and Share Transfer Agents M/s. SKDC Consultants Limited for payment of dividend in future through ECS, if eligible.
9. Members who require any clarifications on accounts or operations of the Company are requested to write their queries to the Company Secretary so as to reach her at least one week before the meeting. The queries will be answered accordingly.
10. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website [www.lotuseye.org](http://www.lotuseye.org) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: [companysecretary@lotuseye.org](mailto:companysecretary@lotuseye.org)

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/RTA.

## THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER

- (i) The voting period begins on 25th November, 2020 10.00 AM (IST) and ends on 27th November, 2020 05.00 P.M (IST) 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 21st November, 2020 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"><li>• 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 as mentioned in instruction (v).</li></ul>

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

### (xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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](mailto: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.



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If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cDSLindia.com) or call on 022-23058542/43.

**Registered Office:**  
770/12, Avinashi Road  
Civil Aerodrome Post  
Coimbatore - 641 014

Place : Coimbatore  
Date : 24th Sep, 2020

By Order of the Board  
For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Sd/-) Aakanksha Parmar  
Company Secretary

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## ANNEXURE TO THE NOTICE (Pursuant to section 102(1) of the Companies Act, 2013))

The following explanatory statement lays down all the material facts relating to various businesses including special business of the accompanying Notice of the Annual General Meeting to be held on 28th November, 2020.

Item No 3: To Appoint Ms. Sangeetha Sundaramoorthy (DIN: 01859252) as the Managing Director of the Company for the period of three years and to fix remuneration to her.

Section 196, 197 & 203 of the Companies Act, 2013 read with schedule V and other applicable provisions, the position of Managing Director is vacant therefore, it is essential to fill the position by a befitting person, who shall be able to undertake the concerned functions.

As required by the above provisions and on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 24th September, 2020 approved the appointment of Ms. Sangeetha Sundaramoorthy (DIN: 01859252), as Managing Director of the Company for a period of three years with effect from 25th September, 2020, subject to the approval of shareholders at the ensuing General Meeting.

About the Proposed Appointee:

Ms. Sangeetha Sundaramoorthy, has been associated with the company from 2006, from 2009 as the whole - time director, and has learnt and matriculated the nuances of business under the great exemplary leadership of our founder chairman Dr. S.K. Sundaramoorthy, in the company of illustrious, august and prominent members of the Board, and has the following profile

Senior Secondary School from Stanes Hr. Sec School, Coimbatore	1995-1997
Studied M.SC Software Engineering at PSG College of Technology	1997-2002
Worked with HSBC, Bangalore	2003-2005
Associated with LOTUS, Whole-time Director from 2009	2006- Present
Managing Trustee, Lotus Vision Research Trust	2020 Jan -Present

Ms. Sangeetha Sundaramoorthy was instrumental during the stage of initial public offering of the company, where her adherence and patronage were conducive for public placement. The pivotal and exceptive precedence from January this year have siphoned and reaped staggering benefaction towards the operations of the organization and this smooth continuum, vitality and stability.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Ms. Sangeetha Sundaramoorthy are as given below:

### A-REMUNERATION:

Basic	- Rs. 35000 /-
DA	- Rs. 35000 /-
HRA	- Rs. 20000 /-
Medical	- Rs. 5000 /-
Transport	- Rs. 5000 /-
<b>Total Gross Salary</b>	<b>- Rs. 100000 /- per month.</b>

B-PROVIDENT FUND & GRATUITY: As per Rules of the Company.

All other terms and conditions of service of the managing directors as agreed between the Company and the managing director as per the contract of service in written which is maintained under Section 190 (1) of Companies Act, 2013. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**Statement of disclosures pursuant to Schedule V to the Companies Act, 2013 in relation to Item No.3 of the Notice**

**I. General Information**

1.	Nature of the Industry	Health Care / Medical
2.	Date of commencement of commercial production	14/03/1997
3.	In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
4.	Financial Performance based on given indicators	As detailed in table below *
5.	Foreign Investments or Collaborators, if any	NIL

**\* Financial Performance**

**(Rupees in lakhs)**

Year	2020	2019	2018	2017	2016
Turnover	4055.31	3842.51	3802.21	3396.47	3113.22
Profit	106.46	70.81	174.67	44.40	10.08

**II. Information about the appointee**

1.	Background details	As stated in statement of material facts annexed to this notice for the relevant item.
2.	Past Remuneration	As detailed in table below *
3.	Recognition or awards	NIL
4.	Job Profile and has suitability	As stated in statement of material facts annexed to this notice for the relevant item
5.	Remuneration Proposed	Given in the Resolution proposed in item No.03 of this Notice.
6.	Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)	The proposed remuneration to Ms. Sangeetha Sundramoorthy is as prevalent in the industry standard and no increase has been made
7.	Pecuniary relationship directly or indirectly with the company, or Relationship with the managerial personnel, if any.	As stated in statement of material facts annexed to this notice for the relevant item

**\* Past Remuneration**

**(Rupees in lakhs)**

Year	2020	2019	2018	2017	2016
Remuneration	4.8 p.a.	4.8 p.a.	4.8 p.a.	4.8 p.a.	4.8 p.a.

**III. Other Information**

1.	Reason for loss or inadequate profit	Due to General Industry recession if any and the impact of COVID-19 during the tenure of appointment.
2.	Steps taken or proposed to be taken for improvement	Business Expansion, diversification etc.,
3.	Expected increase in revenue and profits in measurable terms	Both revenue and profitability is expected to increase by a minimum of 5%

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## IV. DISCLOSURES

1.	Shareholders of the Company shall be informed of the remuneration package of the managerial person	Yes, the information is given in the Resolution proposed in item No.03 of this Notice.
2.	The following disclosures shall be mentioned in the Board of Directors' report under the heading Corporate Governance, if any, attached to the Annual Report: i.All elements of remuneration package such as salary, benefits, bonus, stock options, pension, etc., of all the directors ii.Details of fixed components and performance linked incentives along with performance criteria. iii.Service Contracts notice period, severance fees. iv.Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

## V. The Company has not defaulted in repayment of any of its debts / debentures / public Deposit.

### Additional information on directors recommended for appointment / re- appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I	Name of Directors	Ms. Sangeetha Sundaramoorthy
II	DIN	01859252
III	Date of Birth	16.10.1978
IV	Qualification & Brief resume & nature of his/her expertise in specific functional areas	Ms. Sundaramoorthy is a software Professional Ms. Sangeetha Sundaramoorthy serves as Whole -time Director of Lotus Eye Hospital and Institute Ltd. Since 2009 & managing all key functional areas.
V	Disclosure of relationships between directors inter-se	Dr. Kavetha Sundaramoorthy (Sister)
VI	Names of listed entities (Other than Lotus) in which the person also holds the directorship and the membership of Committees of the board :	
	1. Directorship	Nil
	2. Chairperson of Board Committees	Nil
	3. Member of Board Committees	Nil
VII	Shareholding (No. of Shares, Percentage)	2,23,050 (1.073%)

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Kavetha Sundaramoorthy and their relatives is in any way concerned or interested, financially or otherwise, in this resolution.

In respect of the above material facts, the board of directors of your Company seeking approval of Shareholders by way of passing ordinary resolution as set out in Item No.03

Additional information on directors recommended for appointment / re- appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with reference to appoint a director in place of Dr. Kavetha Sundaramoorthy (Holding Din:02050806), who retires by rotation and being eligible, offers herself for reappointment.

I	Name of Directors	Dr. Kavetha Sundaramoorthy
II	DIN	02050806
III	Date of Birth	30.01.1976
IV	Qualification & Brief resume & nature of his/her expertise in specific functional areas	Dr. Kavetha Sundaramoorthy serves as Non-Executive Director on the Board of Lotus Eye Hospital and Institute Limited. Dr. Kavetha Sundaramoorthy is an acclaimed and venerable psychiatrist, board certified in both Adult & Child/ Adolescent psychiatry, a Harvard University graduate with prestigious Farley Award and has been in practice for past 15 years and more.
V	Disclosure of relationships between directors inter-se	Ms. Sangeetha Sundaramoorthy (Sister)
VI	Names of listed entities (Other than Lotus) in which the person also holds the directorship and the membership of Committees of the board :	
	1. Directorship	Nil
	2. Chairperson of Board Committees	Nil
	3. Member of Board Committees	Nil
VII	Shareholding (No. of Shares, Percentage)	11269970 (54.19)

Registered Office:  
770/12, Avinashi Road  
Civil Aerodrome Post  
Coimbatore - 641 014  
Place : Coimbatore  
Date : 24th September, 2020

By Order of the Board  
For LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Sd/-) Aakanksha Parmar  
Company Secretary

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## Directors' Report

### Dear Shareholders,

Your directors have pleasure in presenting the 23rd Annual Report of your Company together with the audited accounts for the year ended 31st March 2020.

### DR. S. K. SUNDARAMOORTHY

It is with a heavy heart that the board records that Dr. Selva K. Sundaramoorthy, the founder of this great institution is not with us today.

Dr. Selva K Sundaramoorthy was born in an agricultural family near Gobichettipalayam in Erode District, Tamilnadu.

He fought many odds to get educated. There were oppositions from his parents about his continuing to study. Convincing his parents about his need to get educated he completed his schooling in Gobi and then went on to study medicine at Stanley Medical College, Chennai.

He took up a job in the Government Health Department for a few years. He then decided to become an ophthalmologist and look up ophthalmology and got trained in Madurai. After this he did fellowship in Retina from Sankara Nethralaya, Chennai under the mentorship of well-known ophthalmologist, Dr. S. Badrinath from 1981-82.

He wanted to work with and get trained by ophthalmologist in other countries and took up a job in England. He acquired many skills there. He reached a stage of being on his own and help large numbers of people by setting up large ophthalmology service. He wanted to do this in India, Tamilnadu.

So he returned to Tamilnadu and started his practice in Coimbatore in the year 1989. He was recognised very soon by people of Coimbatore and neighbouring towns both in Tamilnadu and in Kerala.

This great institution is the result of his hard work, perseverance and determination. He lived his entire life for LOTUS at the cost of many personal sacrifices in his life. He was a continuous learner and a great teacher.

Above all, he was a great human being. His aim was to eradicate blindness in the rural society. He was so much passionate about it that he pursued it all through his life. He had trained many ophthalmologists. They are all very grateful to his training and guidance. The team he chose and trained at Lotus will carry forward his legacy as a mark of reverence and tribute to his great soul.

## FINANCIAL RESULTS

(Rs. in Lakhs)

PARTICULARS	31.03.2020	31.03.2019
	(Current year)	(Previous year)
Income from Operations and other income	4145.33	3910.28
Less: Expenses	3930.54	3847.43
Add/Less: Exceptional Items	(69.25)	(0.06)
Profit / (Loss) before Tax	145.55	62.79
Less: Provision for Taxes:		
Current tax	63.11	12.93
Deferred Tax	(24.02)	(20.95)
Profit / (Loss) after tax	106.46	70.80

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**REVIEW OF OPERATIONS AND PERFORMANCE:**

Your company has reported a growth of 6% with a turnover of Rs. 4145.33 Lakhs during the financial year 2019-20 compared to the turnover of Rs 3910.28 Lakhs in the previous financial year 2018-19. Your Company has a net profit of Rs. 106.46 lakhs for the financial year 2019-20 as compared to Rs. 70.80 Lakhs for the financial year 2018-19, representing the growth of profit of above 50%

Your Directors are putting consistent efforts to increase the turnover and net profit so that the Company can meet the expectations of the stakeholders.

**DIVIDEND:**

In view of the uncertainty of the financial position amid this pandemic, it has been decided not to declare dividend for the financial year 2019-20.

**SHARE CAPITAL:**

The Paid up equity share capital as on 31st March, 2020 was 2,079.63 Lakhs. During the year under review, the Company has not issued any shares to the Shareholders. The company has neither issued shares with differential voting rights nor granted stock options or sweat equity shares.

**FINANCE:**

Cash and cash equivalents as at 31st March, 2020 was 701.63 Lakhs. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters which are kept under strict check through continuous monitoring.

**TRANSFER TO RESERVE:**

Consequent to inadequate profits, your company has not transferred any amount to reserve.

**DEPOSITS:**

During the year under review, your company has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year under review, your Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The detail of the investments made by the company is given in the notes to the financial statements.

**OUTLOOK FOR THE CURRENT YEAR:**

As you know, the global HEALTHCARE industry has grappled with multiple issues during the year. The ophthalmology industry has gone through severe ups and downs during this year.

The sudden passing away of CMD Dr S K Sundaramoorthy has had a significant impact on LOTUS. It was a great shock to the entire team and LOTUS. The new team has made all efforts to steer the ship from this turbulence.

While we were steadying the ship and looking forward for an upward growth, next was the onset of the COVID-19 pandemic in the final quarter of the year, which has ushered in a new reality for the hospitals across the world.

The COVID-19 Pandemic and the lockdown have fundamentally changed the contours of the business environment in which we operate. The Hospitals need to make major changes in infection control to take care or face any patients and any healthcare emergency. The revenue has significantly dropped while the costs of operation have increased because of enhanced safety requirements. This has put in severe financial strain on all including your company. This turnaround journey has been interrupted, as demand deteriorated sharply on the back of an abruptly slowing economy due to the spread of COVID-19.

Charting out a new growth path, the new team is exploring all avenues to maintain and increase shareholders wealth. There will be restructuring of operations to ensure this growth.

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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## **CORPORATE SOCIAL RESPONSIBILITIES:**

Your company does not fall within the bracket as prescribed by Section 135 of the Companies Act, 2013 and rules framed thereunder. Hence this clause is not applicable.

## **DIRECTORS:**

### **Directors retiring by rotation:**

Ms. Kavetha Sundaramoorthy (DIN: 02050806), Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

### **Information regarding the Directors seeking appointment/re-appointment:**

Resume and other information regarding the Directors seeking appointment / re-appointment as required by Regulation 36 of the SEBI (LODR) Regulations, 2015 has been given in the Notice convening the ensuing Annual General Meeting and in the Statement pursuant to Section 102 of the Act.

### **Declaration by Independent Directors:**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulation 16(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### **Familiarisation Programme:**

Your Company has adopted policy on Familiarization programme of Independent Directors. During the year under review one programme was conducted by the company. Details of such programme for familiarisation of the Independent Directors are put on the website of the Company at the following web-link: <https://www.lotuseye.org/investors>.

### **Statutory Disclosure:**

None of the Directors of the Company is disqualified as per the applicable provisions of the Act.

## **BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the Directors performance individually as well as evaluation of the working of its Audit Committee and Nomination and Remuneration Committee.

### **The criteria for performance evaluation are as under:**

#### **Performance Evaluation of Board:**

Key Parameters: Degree of fulfillment of key responsibilities; Board structure and composition; Establishment and delineation of responsibilities to Committees; Effectiveness of Board processes, information and functioning; Board Culture and Dynamics; Quality of relationship between the Board and the Management; Efficacy of communication with external stakeholders, etc.

#### **Self Assessment of the Performance by Individual Directors (including Independent Director):**

Key Parameters: Attendance at meetings; contribution at meetings; independence of judgment; direction / guidance to senior management, etc.

#### **Self Assessment of the Performance by the Board Level Committees:**

Key Parameters: Degree of fulfillment of key responsibilities; Adequacy of Committee Composition; Effectiveness of meetings; Committee dynamics; Quality of relationship of the committee with the Board and the management, etc.

The Directors have expressed their satisfaction with the evaluation process.

## **REMUNERATION POLICY:**

The Policy on Board Diversity and Nomination & Remuneration Policy as recommended by the Nomination & Remuneration Committee has been approved by the Board of Directors. The said policies are annexed to the Board's Report and are also available on the Company's website at the following link: <https://www.lotuseye.org/investors>.

## **MEETINGS:**

During the year, five Board Meetings, five Audit Committee Meetings, five Nomination and Remuneration Committee Meetings were convened and held. The two Stakeholder Relationship Committee Meetings for the financial year 2019-20 were held on 28th May, 2019 and 06th February, 2020. The details of there are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



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**COMMITTEES OF THE BOARD:**

Currently the Company has three Committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. All the committees are Independent under the Chairmanship of an Independent Director. The details of the compositions, terms of reference, meetings, etc., of said Committees are given in the Report on Corporate Governance which forms part of this Report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

- I. In the preparation of the annual accounts the applicable accounting standards have been followed.
  
- II. Appropriate accounting policies have been selected and applied consistently, and judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the company at the end of the financial year and of the company for that period.
  
- III. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 2013 for safeguarding the assets of the company and for the preventing and detecting fraud and other irregularities.
  
- IV. Annual accounts have been prepared on going concern basis.
  
- V. Internal financial controls to be followed by the company were followed and those internal financial controls are adequate and were operating effectively.
  
- VI. Devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014.

**SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status and Company's operations in future.

**SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary company.

**CHANGE IN NATURE OF BUSINESS, IF ANY**

During the year under review, there is no change in nature of business of the Company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments affecting financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and date of this report.

**CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "Code of Conduct" which forms an Appendix to the Code. The Code has also been posted on the Company's website at the following link: <https://www.lotuseye.org/investors>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

## **KEY MANAGERIAL PERSONNEL**

The details of the Key Managerial Personnel of the Company, their appointment / cessation during the year under review and remuneration are given in the Extract of Annual Return annexed hereto and forming a part of this Report.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Your Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct. The alleged misconduct may be classified in many ways; namely, violation of a law, rule, regulation and / or a direct threat to public interest, such as health and safety violations and corruption.

Your Company will not tolerate any form of victimization and will take appropriate steps to protect a bona fide whistle blower and shall treat any retaliation as a serious disciplinary offence that merits disciplinary action. The Company will protect the identity of the whistle blower, if so desired, provided that the whistle blower will need to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process. If circumstances so require, the employee can make complaint directly to the Chairman of the Audit Committee. The said mechanism can also be availed by the Directors of the Company.

'Whistle Blower Policy' of your Company is available on the website of the Company at the following link: <https://www.lotuseye.org/investors>

## **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

The same Code is available in the website of your Company at the following link: <https://www.lotuseye.org/investors>

All Board of Directors and the designated employees have confirmed compliance with the Code.

## **AUDITOR'S REPORT:**

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

## **AUDITORS:**

M/s. Anbarasu & Jalapathi, Chartered Accountants are your statutory auditors, who shall hold office till the conclusion of 25th Annual General Meeting, statutory fees paid Rs. 2.65 Lacks p.a

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**INTERNAL AUDITORS:**

CA P Vishnu Adithan, Practicing Chartered Accountant was appointed as the Internal Auditors of the Company for the financial year 2019-20 pursuant to Section 138(1) of the Act.

**SECRETARIAL AUDIT/AUDITORS:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr.P.Eswaramoorthy (CP No. 7069) Company Secretary in Practice to undertake the Secretarial Audit of the Company.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. The Company Secretary in Practice has made his observation in Secretarial Audit Report. (MR-3) which is annexed herewith as **"Annexure - II"**

With regards to the observations/remarks contained in the Secretarial Auditor's Report the management wishes to respond/state as under:

- Observation No.1: Company is in compliance with the required disclosure under Regulation 23(9) of SEBI (LODR) Regulations, 2015 from the half-year ended March, 2020.
- Observations No.2: Company has two promoters in the promoter group holding 100 shares each which are in physical form and hasn't been dematerialized. Shares which were sold in physical mode have not been lodged for transfer. The whereabouts of the respective promoters are being difficult to pin down, but the management will apprehend the matter to the best of its abilities.
- Observation No.3: Company is cognizant of the Regulation 47(4) of SEBI and is now in compliance by publishing all notices and results in vernacular language in the vernacular newspaper as oppose to in English in the vernacular newspaper.
- Observation No.4: An alternate director was appointed during the meeting held on 13th Jan, 2020 and subsequently the original director returned to country by 06th Feb, 2020 , within the due period of 30 days for filing E-form DIR12 for appointment of alternate director. Hence, the required filing has not been made.

**PARTICULARS OF EMPLOYEES:**

Statements containing the details as required in terms of the provisions of Section 197 of the Act read with Rule 5(1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as Annexure –I. During the year under review , no complaint /case was filed pursuant to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, is set out as separate Annexure, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Refer "Annexure – IV" and "Annexure – V"

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure - III".

**BUSINESS RISK MANAGEMENT:**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. As part of the Risk Management framework, the Company reviewed periodically the various risks and finalized the mitigation plans. The identified risk areas were covered by the Internal Audit and major risks were discussed periodically.

Your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in:

- (a) Overseeing and approving the Company's enterprise wide risk management framework and processes;
- (b) Identifying risks;
- (c) Optimizing risk situations; and
- (d) Strengthening the risk management system through continuous learning and development.

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

On an average the following quantity of waste is disposed off by the company, red waste 1 kg, yellow waste 0.27 kg and blue waste 0.7 kg.

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

### a) Conservation of Energy:

Steps taken for conservation	The operation of the Company being service related requires normal consumption of electricity. The Company is taking every necessary step to reduce the consumption of energy.
Steps taken for utilizing alternate sources of energy	Nil
Capital investment on energy conservation equipments	In view of the nature of activities carried on by the Company, there is no capital investment on energy conservation equipments.

### b) Technology Absorption:

Efforts made for technology absorption	Nil
Benefits derived	Nil
Expenditure on Research & Development, if any	Nil
Details of technology imported, if any	Nil
Year of import	Nil
Whether imported technology fully absorbed	Nil
Areas where absorption of imported technology has not taken place, if any	Nil

### c) Foreign Exchange Earnings/ Outgo (Rs. In Lakhs):

Earnings	Nil
Outgo	Nil

### ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff at all levels for their continuous cooperation and assistance.

For and on behalf of the Board

Place : Coimbatore  
Date : 31st Aug, 2020

(Sd.) Sangeetha Sundaramoorthy  
Whole Time Director

**Annexure -I**
**STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(i) Ratio of the remuneration of each director<sup>1</sup> to the median remuneration of the employees of the Company for the financial year 2019-20:

Sl. No.	Name	Designation	Ratio
1.	Dr. S.K.Sundaramoorthy	Chairman cum Managing Director	46.86:1
2.	Ms. Sangeetha Sundaramoorthy	Whole-time Director	3.2:1

(ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary and Manager in the financial year 2019-20:

Sl. No.	Name	Designation	% increase in remuneration
1.	Dr. S.K.Sundaramoorthy	Chairman cum Managing Director	Nil
2.	Ms. Sangeetha Sundaramoorthy	Whole-time Director	Nil
3.	Mr. L. Sriram <sup>1</sup>	Chief Financial Officer	Nil
4.	Mr. P.R. Rangaswami <sup>2</sup>	Chief Financial Officer	Nil
5.	CS Aakanksha Parmar	Company Secretary	28

**NOTE:**

1. Mr. L. Sriram resigned from the company w.e.f. 25.06.2019
2. Mr. P.R. Rangaswami resigned from the company w.e.f. 31.07.2020

(iii) The percentage increase in the median remuneration of employees in the financial year 2019-20:

(0.42%) decrease on salaries in 2019-20 over 2018-19 based on the median remuneration.

(iv) The number of permanent employees on the rolls of Company:

There were 322 numbers of permanent employees on the rolls of the Company as on 31.03.2020.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average decrease in the salary of employees during the year was (0.42%) while there is no increment reported in managerial remuneration.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby confirmed that the remuneration paid during the year 2019-20 is as per the Nomination & Remuneration Policy of the Company.

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Since no employee is drawing salary more than prescribed as per above provision. Hence it is not applicable

For and on behalf of the Board

Place : Coimbatore

Date : 31st Aug, 2020

(Sd.) Sangeetha Sundaramoorthy  
Whole Time Director

## SECRETARIAL AUDIT REPORT

Form No. MR-3

For the Financial Year Ended on 31st March, 2018

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To  
The Members,  
Lotus Eye Hospital and Institute Limited  
[CIN: L85110TZ1997PLC007783]  
SF No. 770 / 12, Avinashi Road, Civil Aerodrome Post,  
Coimbatore - 641014, Tamil Nadu, India.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lotus Eye Hospital and Institute Limited** (hereinafter referred as the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit period covering the Financial Year ended on **31st March, 2020** (hereinafter referred as "the Financial Year" or "the aforesaid reporting period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The Company does not have any Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable as the Company does not raise capital during the aforesaid reporting period under review);
  - d. The Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014 [Not applicable as the Company does not have any Scheme on share based employee benefits during the reporting period under review];

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- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable as the Company has not issued and listed any debt securities during the aforesaid reporting period under review];
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client [Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the aforesaid reporting period under review];
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable as the Equity Shares of the Company have not been delisted during the aforesaid reporting period under review];
  - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 [Not applicable as the Company has not bought back / proposed to buy back any of its securities during the aforesaid reporting period under review]
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

I have relied on the representation made by the Company and its officers, relating to systems and mechanisms framed by the Company for ensuring compliance with the other Laws and Regulations as applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. ia.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) Limited and National Stock Exchange (NSE) of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc., mentioned above subject to the following observations.

a) As per Regulation 23(9) of SEBI (LODR) Regulations, 2015, The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website, whereas the company has not been submitted the disclosures of related party transactions on a consolidated basis as required under the regulation 23(9) of SEBI (LODR) Regulations, 2015 during the aforesaid reporting period under review.

b) As per Regulation 31(2) of SEBI (LODR) Regulations, 2015, the listed entity shall ensure that Hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board, whereas 200 equity shares of the Companies promoter(s) group has not been dematerialized, which are still in physical form.

c) As per Regulation 47(4) of SEBI (LODR) Regulations, 2015, Advertisement in the Newspaper shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, whereas the company has not been published in the language of the region where the registered office of the listed entity is situated during the aforesaid reporting period under review.

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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d) As per rule 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014, every company shall file a return containing the particulars of appointment of director or Key Managerial Personnel and changes therein, with the Registrar of Companies in eForm DIR-12 within 30 days of such appointment. Whereas the Company has appointed an alternate director, whose term of appointment has also expired during the aforesaid reporting period, however the Company has not filed any return pertaining to such appointment and cessation as required under rule 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014 during the aforesaid reporting period under review. I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except observation made on para d supra.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I am informed that there were no dissenting members, on any of the matters, discussed at the Board Meetings during the aforesaid reporting period under review, whose views were required to be captured and recorded as part of the minutes.

I further report that based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and on the review of the quarterly compliance reports submitted by the Company Secretary which is taken on record by the Board of Directors at their meeting(s), I am of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the aforesaid reporting period covered under the Audit, the Company has not made any specific events / actions having a major bearing on the Company's affairs in pursuance of laws, rules, regulations and guidelines referred to above.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

**P. Eswaramoorthy**  
Proprietor  
FCS No: 6510, CP No: 7069  
UDIN : F006510B000526634

Date : 30/07/2020

Place : Coimbatore



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ANNEXURE 'A' TO SECRETARIAL AUDIT REPORT OF EVEN DATE

To  
The Members  
Lotus Eye Hospital and Institute Limited  
CIN: L85110TZ1997PLC007783  
S.F. No. 770/12, Avinashi Road  
Civil Aerodrome Post  
Coimbatore - 641 014

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records, devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and ensuring that the systems are adequate and operate effectively, are the responsibilities of the Management of the Company. My responsibility is to express an opinion on these secretarial records, systems, standards and procedures, based on audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in the secretarial records. I believe that the processes and practices, I followed reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

**P. Eswaramoorthy**  
Proprietor  
FCS No: 6510, CP No: 7069  
UDIN : F006510B000526634

Date : 30/07/2020  
Place : Coimbatore

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

FORM NO. MGT.9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

### I.REGISTRATION AND OTHER DETAILS:

- i) CIN:-L85110TZ1997PLC007783
- ii) Registration Date: 14/03/1997
- iii) Name of the Company: **LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**
- iv) Category / Sub-Category of the Company: **Company Limited By Shares**
- v) Address of the Registered office and contact details:

**770/12, AVINASHI ROAD,  
CIVIL AERODROME POST,  
COIMBATORE - 641014.**

**Email: companysecretary@lotuseye.org.**

**Website: www.lotuseye.org.**

**Phone: 042204229900/4229999**

**Fax: 0422 4229933**

- vi) Whether listed company Yes / No: **YES**

- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

**S.K.D.C Consultants Limited.**

**Kanapathy Towers, 3rd Floor,**

**1391/A-1, Sathy Road, Ganapathy Post,**

**Coimbatore - 641006.**

**Phone: 0422 65499995/2539835**

**Fax: 0422 2539837.**

### II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Healthcare Services	85110	100%
2			
3			

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	N.A	N.A	N.A
2			

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters (1) Indian g) Individual/ HUF	11891657	200	11891857	57.182	11994857	200	11995057	57.68	0.5
h) Central Govt	-	-	-	-	-	-	-	-	-
i) State Govt (s)	-	-	-	-	-	-	-	-	-
j) Bodies Corp.	-	-	-	-	-	-	-	-	-
k) Banks/FI	-	-	-	-	-	-	-	-	-
l) Any Other..	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>11891657</b>	<b>200</b>	<b>11891857</b>	<b>57.182</b>	<b>11994857</b>	<b>200</b>	<b>11995057</b>	<b>57.68</b>	<b>0.5</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
<b>Sub-total (A) (2):-</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	11891657	200	11891857	57.182	11994857	200	11995057	57.68	0.5
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Central Govt d) State Govt(s) e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital Funds i) Others (specify)									
Sub-total (B) (1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1696698	0	1696698	8.159	2080089	0	2080089	10.002	1.843
ii) Overseas b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	2975498	707	2976205	14.311	2815699	707	2816406	13.543	-0.768
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3302240	0	3302240	15.878	2992666	0	2992666	14.391	-1.487
c) Others Non- resident Indians	85346	0	85346	0.411	75322	0	75322	0.362	-0.049
Clearing Member	34886	0	34886	0.168	52916	0	52916	0.254	0.086

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Hindu Undivided family	809098	0	809098	3.891	783874	0	783874	3.769	-0.122
<b>Sub-total (B) (2):-</b>	<b>8903766</b>	<b>707</b>	<b>8904473</b>	<b>42.818</b>	<b>8800566</b>	<b>707</b>	<b>8801273</b>	<b>42.321</b>	<b>-0.497</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>8903766</b>	<b>707</b>	<b>8904473</b>	<b>42.818</b>	<b>8800566</b>	<b>707</b>	<b>8801273</b>	<b>42.321</b>	<b>-0.497</b>
C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	<b>20795423</b>	<b>907</b>	<b>20796330</b>	<b>100.00</b>	<b>20795423</b>	<b>907</b>	<b>20796330</b>	<b>100.000</b>	

(ii) Shareholding of Promoters

Sl.No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Kalianna-gounder Sundaramoorthy	11445557	55.036	0.000	501837	2.413	0.000	-52.623
2	Kavetha Sundaramoorthy	223050	1.073	0.000	11269970	54.192	0.000	53.119
3	Sangeetha S.	223050	1.073	0.000	223050	1.073	0.000	0.000
4	V. Saroja	100	0.000	0.000	100	0.000	0.000	0.000
5	S.A. Karup-pasamy	100	0.000	0.000	100	0.000	0.000	0.000
	<b>Total</b>	<b>11891857</b>	<b>57.182</b>	<b>0.000</b>	<b>11995057</b>	<b>57.678</b>	<b>0.000</b>	<b>0.496</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Shareholding at the beginning of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11891857	57.182		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):  Kaliannagounder Sundaramoorthy				
	At the beginning of the year	11445557	55.06		
21-06-2019	Bought	4500	0.022	11450057	55.06
28-06-2019	Bought	14200	0.068	11464257	55.13
05-07-2019	Bought	10000	0.048	11474257	55.17
30-08-2019	Bought	10700	0.051	11484957	55.23
06-09-2019	Bought	14500	0.070	11499457	55.30
13-09-2019	Bought	2000	0.010	11501457	55.31
20-09-2019	Bought	13000	0.063	11514457	55.37
27-09-2019	Bought	6900	0.033	11521357	55.40
30-09-2019	Bought	200	0.001	11521557	55.40
29-11-2019	Bought	400	0.002	11521957	55.40
06-12-2019	Bought	12000	0.058	11533957	55.46
13-12-2019	Bought	12000	0.058	11545957	55.52
20-12-2019	Bought	1000	0.005	11546957	55.52
27-12-2019	Bought	1400	0.007	11548357	55.53
03-01-2019	Bought	400	0.002	11548757	55.53
21-02-2020	Effect of transmission	504890	2.43	11043867	53.10
28-02-2020	Effect of transmission	10542030	50.69	501837	2.41
	At the end of the year			501837	2.41
	<b>Kavetha Sundaramoorthy</b>				
	At the beginning of the year	223050	1.073		
21-02-2020	Effect of transmission	504890	2.43	727940	3.50
28-02-2020	Effect of transmission	10542030	50.69	11269970	54.19
	At the end of the year			11269970	54.19
	<b>At the End of the year</b>			<b>11995057</b>	<b>57.678</b>

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vramath Investment Consultancy Pvt. Ltd				
	At the beginning of the year	1000000	4.81		
	At the end of the year			1000000	4.81
2.	Sangeeta Choudhary				
	At the beginning of the year	758929	3.649		
07-02-2020	Bought	10000	0.04	768929	3.69
31-03-2020	Bought	1440	0.006	770369	3.704
	At the end of the year			770369	3.704
3.	AKS Sarvanan				
	At the beginning of the year	147723	0.71		
	At the end of the year			147723	0.71
4.	Dr. Rajeev Choudhary				
	At the beginning of the year	225435	1.084		
28-06-2019	Bought	21413	0.10	246848	1.187
29-11-2019	Sold	12000	0.05	234848	1.129
	At the end of the year			234848	1.129
5	Kovai Purani Finance Private Limited				
	At the beginning of the year	501997	2.414		
26-04-2019	Bought	2997	0.01	504994	2.428
03-05-2019	Bought	2	0.00	504996	2.428
24-05-2019	Bought	4979	0.02	509975	2.452
07-06-2019	Bought	4968	0.02	514943	2.476
14-06-2019	Bought	1	0.00	514944	2.476
21-06-2019	Bought	1	0.00	514945	2.476
28-06-2019	Bought	5	0.00	514950	2.476
12-07-2019	Bought	47	0.00	514997	2.476
19-07-2019	Bought	1991	0.01	516988	2.486
26-07-2019	Bought	12	0.00	517000	2.486
02-08-2019	Bought	2773	0.01	519773	2.499
09-08-2019	Bought	1632	0.01	521405	2.507
23-08-2019	Bought	1586	0.01	522991	2.515

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
30-08-2019	Bought	12	0.00	523003	2.515
06-09-2019	Bought	985	0.00	523988	2.520
27-09-2019	Bought	1	0.00	523989	2.520
04-10-2019	Bought	1	0.00	523990	2.520
11-10-2019	Bought	10	0.00	524000	2.520
18-10-2019	Bought	28	0.00	524028	2.520
25-10-2019	Bought	3198	0.02	527226	2.535
01-11-2019	Bought	2222	0.01	529448	2.546
08-11-2019	Bought	1769	0.01	531217	2.554
13-12-2019	Bought	184	0.00	531401	2.555
20-12-2019	Bought	2447	0.01	533848	2.567
27-12-2019	Bought	500	0.00	534348	2.569
03-01-2019	Bought	839	0.00	535187	2.573
10-01-2019	Bought	1150	0.01	536337	2.579
24-01-2019	Bought	815	0.00	537152	2.583
31-01-2019	Bought	6931	0.03	544083	2.616
07-02-2019	Bought	14114	0.07	558197	2.684
14-02-2019	Bought	42006	0.20	600203	2.886
21-02-2020	Bought	45570	0.22	645773	3.105
28-02-2020	Bought	48003	0.23	693776	3.336
06-03-2020	Bought	47002	0.23	740778	3.562
13-03-2020	Bought	44904	0.22	785682	3.778
20-03-2020	Bought	129628	0.62	915310	4.401
27-03-2020	Bought	51663	0.25	966973	4.650
31-03-2020	Bought	6441	0.03	973414	4.681
	At the end of the year			973414	4.681
06.	Rajesh Madhavan Unni (HUF)				
	At the beginning of the year	393500	1.892		
19-07-2019	Sold	250	0.001	393250	1.891
02-08-2019	Bought	250	0.001	393500	1.892
04-11-2019	Bought	50	0.00	393550	1.892
	At the end of the year			393550	1.892



Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
07.	Santosh Thomas				
	At the beginning of the year	237710	1.143		
13-03-2020	Bought	10	0.00	237720	1.143
	At the end of the year			237720	1.143
08.	PLM. Palaniappan (HUF)				
	At the beginning of the year	200105	0.96		
	At the end of the year			200105	0.96
09.	Jayalakshmi P.L.				
	At the beginning of the year	170862	0.82		
	At the end of the year			170862	0.82
10.	Mahendra Girdharilal				
	At the beginning of the year	90713	0.436		
	At the end of the year			90713	0.436
11.	Harish Ramanan				
	At the beginning of the year	120979	0.582		
02-08-2019	Bought	500	0.00	98643	
23-08-2019	Bought	4666	0.02	103309	
30-08-2019	Bought	1600	0.01	104909	
06-09-2019	Bought	100	0.00	105009	
22-11-2019	Sold	2	0.00	127843	
27-12-2019	Sold	6797	0.03	121046	
31-12-2019	Sold	592	0.00	120454	
03-01-2019	Sold	22757	0.11	97697	
10-01-2020	Sold	39764	0.19	57933	
10-01-2020	Sold	22836	0.01	35097	
17-01-2020	Sold	35097	0.17	35097	
	At the end of the year			0.00	0.00

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Dr.Kaliannagounder Sundaramoorthy, Managing Director</b>				
	At the beginning of the year	11445557	55.06		
21-06-2019	Bought	4500	0.022	11450057	55.06
28-06-2019	Bought	14200	0.068	11464257	55.13
05-07-2019	Bought	10000	0.048	11474257	55.17
30-08-2019	Bought	10700	0.051	11484957	55.23
06-09-2019	Bought	14500	0.070	11499457	55.30
13-09-2019	Bought	2000	0.010	11501457	55.31
20-09-2019	Bought	13000	0.063	11514457	55.37
27-09-2019	Bought	6900	0.033	11521357	55.40
30-09-2019	Bought	200	0.001	11521557	55.40
29-11-2019	Bought	400	0.002	11521957	55.40
06-12-2019	Bought	12000	0.058	11533957	55.46
13-12-2019	Bought	12000	0.058	11545957	55.52
20-12-2019	Bought	1000	0.005	11546957	55.52
27-12-2019	Bought	1400	0.007	11548357	55.53
03-01-2019	Bought	400	0.002	11548757	55.53
21-02-2020	Effect of transmission	504890	2.43	11043867	53.10
28-02-2020	Effect of transmission	10542030	50.69	501837	2.41
	At the end of the year			501837	2.41
2	<b>Dr.Kavetha Sundaramoorthy</b>				
	At the beginning of the year	223050	1.073		
21-02-2020	Effect of transmission	504890	2.43	727940	3.50
28-02-2020	Effect of transmission	10542030	50.69	11269970	54.19
	At the end of the year			11269970	54.19
3	<b>Ms. Sangeetha S</b>				
	At the beginning of the year	223050	1.07		
	At the end of the year			223050	1.07
4	<b>Mr. L. Sriram, Chief Financial Officer*</b>				
	At the beginning of the year	Nil	Nil		
	At the end of the year			Nil	Nil

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Mr. P.R. Rangaswami, Chief Financial Officer*				
	At the beginning of the year	Nil	Nil		
	At the end of the year			Nil	Nil
6	CS Aakanksha Parmar, company secretary				
	At the beginning of the year	Nil	Nil		
	At the end of the year			Nil	Nil

**Notes:**

4. Mr. L. Sriram, Chief Financial Officer resigned on 25.07.2019
5. Mr. P.R. Rangaswami, Chief Financial Officer was appointed w.e.f 14.01.2020

**V. INDEBTEDNESS (in lakhs)**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9.16	-	-	9.16
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	9.16	-	-	9.16
Change in Indebtedness during the financial year				
• Addition	9.16	-	-	9.16
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in lakhs)

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Dr.S.K. Sundaramoorthy CMD	Ms. Sangeetha Sundaramoorthy WTD	
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961	70	4.80	74.80
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission -as % of profit -others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	84	4.80	88.80
	Ceiling as per the Act			
1.	In case of adequate profit	10% of the net profit	10% of the net profit	10% of the net profit.
2.	In case of no profit or inadequate profit	84.00	84.00	168.00

### B. Remuneration to other directors: (in lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors						Total Amount
		D.R. Kaarthikeyan	G.R. Karthikeyan	M. Alagariswamy	CA R. Subramaniam	Dr. Yogesh Shah	Dr. S.S. Badrinath	
1	Independent Directors							
	•Fee for attending board committee meetings •Commission •Others, please specify	0.50 - -	0.40 - -	0.40 - -	0.50 - -	0.20 - -	Nil - -	2.00
	Total (1)	0.50	0.40	0.40	0.50	0.20	Nil	2.00
2	. Other Non-Executive Directors	Dr. Kavetha Sundaramoorthy	*P.R. Rngaswamy					
	•Fee for attending board committee meetings •Commission •Others, please specify	Nil - -	0.40 - -					0.40
	Total (2)	-	0.40					0.40
	Total (B) = (1 + 2)	0.50	0.80	0.40	0.50	0.40	Nil	2.40
	Total Managerial Remuneration							2.40
	Overall Ceiling as per the Act	11% of the Net Profits of the Company as calculated under Section 198. The said percentage shall be exclusive of any fees payable to Directors under Section 197(5)						

•Mr. P.R. Rangaswamy has been appointed as Alternative Director for Ms. Kavetha Sundaramoorthy.  
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S I . no.	Particulars of Remuneration	Key Managerial Personnel (Rs. in Lacks)			
		CFO L. Sriram	CFO P.R. Rangaswami	CS A a k a n k s h a Parmar	Total
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) In- come-tax Act, 1961 (c)Profits in lieu of salary under section 17(3) Income-tax Act, 1961	4.00	3.60	4.51	12.11
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>4.00</b>	<b>3.60</b>	<b>4.51</b>	<b>12.11</b>

#### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Against the Company, Directors and other Officers in default under the Companies Act, 2013: None

## Management Discussion and Analysis

### Indian Economy: 2019- 2020

Indian economy was in deceleration, stagnation during the financial year 2019-20 wherein, Indian economy grew at a 16 years low of 4.2% and just 31% in Q4 of that year. GDP growth was slipping for five consecutive quarters when reported in November 2019.

The Union Finance Minister presented a budget on February 1, 2020 spelling out measures to energize the Indian economy through a combination of short term, medium term and long term measures. Made in India and digital India initiatives were prominent among the many measures by the government to uplift India's manufacturing sector and increase the purchasing power of average Indian consumer. Public health spending was to be increased by 2.5% of GDP by 2025.

### Predicted future (in spite of slow down)

Indian GDP is expected to reach US \$5 trillion by February 25 and India is expected to achieve upper middle income status by that year. Purchasing power is supposed to increase by 2040.

Among many factors, widespread adoption of Artificial Intelligence is supposed to be one among the factors boosting Indian Economy. With the proposed National Digital Health Blueprint (NDHB), the government is attempting to create an integrated nationwide database of health service providers, patient records for care continuum and patient consent management using open API framework. These technologies would ensure the proper integration of available data from all sources and make it available for analytics and AI-based services, paving the way for huge involvement, immense opportunities and steady growth possibilities for the health sectors in the country.

### Eye care 2019 – 2020

All the above will also boost affordability for better eye care in our country.

### Global Industry Structure and Development:

The global "vision care market size" is expected to reach USD 192.85 billion by 2026, exhibiting a CAGR of 5.6% during the forecast period. Increasing awareness regarding ocular diseases in emerging nations is expected to aid the growth of the market. The increasing adoption of vision care products will boost the vision care market growth in the forthcoming year. In addition, the growing cases of cataracts will create growth opportunities for the market. For instance, according to the World Health Organization, 51% of the world's blindness is caused by cataracts. In addition, the increasing risks of cataract incidence predominantly in developing countries will fuel demand for vision care.

Eye care products like lenses might become cheaper. With increase in life expectancy it is likely that population will have more old people. This would make it necessary to carry out more cataract and other eye treatments.

So overall, the eye care demand would grow. The profession and business of organized eye care would have a large need and necessity.

Public participated companies like ours with organized structure, delivering both basic and advanced eye care in many cities with a brand name, would help the patient very significantly and earn money for the investor very ethically.

**This was the general economic, health care economic and eye care related economic scene in 2019 – 2020.**

### Our financial performance

Our general performance financially was better than 2018-19 in revenue and profit margin.

On analysis of this we plan to concentrate on reducing the expenses and losses and improving the profitability.

### Segment-wise or product-wise performance

Your Company operates in only one segment i.e. Eye Care and Related Activities.

### Risk and Concerns

#### 1.Competitors

There are large numbers of private practitioners in ophthalmology with their own ophthalmic diagnosis and treatment equipment. There are a few with small hospitals with more advanced equipment's. Apart from these there are large ophthalmic hospitals both philanthropic and run as commercial business entities.

Your company can counter this challenge by providing focused eye care delivery and by deploying the state of the art equipments backed by panel of expert doctors.

#### 2. COVID 19

COVID 19 came into the country in January 2020. In the last week of the financial year 2019-2020 the government announced total lock out. This affected our attendance and revenue of FY 2019-2020 for the last one week of 2019-20.

Even though the impact of COVID 19 is very minimal on the financial year 19-20, it has a very major impact on 20-21. When you read this report of financial year 2019-2020 you cannot but expect the company to spell out its strategy to tackle COVID 19. COVID 19 is affecting us significantly reducing the patient attendance to 50% and revenue to 60% of same months of 2019-

2020

This is to some extent due to travel restrictions. To an extent it is also possibly due to patients' reluctance to come to an eye hospital, lest they can get infected. We expect the travel restrictions to come down with time. We have already introduced many measures to make our own centers COVID 19 free. We are taking still more stringent steps to ensure **COVID 19 spread free treatment** in all our centers.

This will make patients to come to our centers with confidence.

### **3.Profitable and Proficient optimal use of Latest Technologies and Trends.**

The biggest task of any organization is to harness the technological advancement taking place at every nanosecond and cultivate the same in such a manner that produces profitability for the organization and maximizes the shareholders wealth simultaneously.

We are aware of this and plan to improve.

### **4.Health Status Issues**

The difference between rural and urban indicators of health status and the wide interstate disparity in health status are well known. Clearly the urban rural differentials are substantial and clearly impact the spending power and in turn the variety of high end options made available to them.

We plan to organize our centers with this fact in mind.

### **Future of Ophthalmology**

Future of ophthalmology health care is very bright

- Occurrence of cataract has not come down
- Diabetes is increasing
- Hypertension is increasing
- There is no major change in the mindset of young people they, would like to be lens free

### **The following will be our future plans**

- a.Implementing innovative modes to generate revenues
- b.COVID free treatment
- c.Efficient analysis of future requirements
- d.Insistence on latest and cutting edge technology at all hospitals.

### **Our Edge**

Our edge lies in our investment in modern equipment, and excellent experienced consultants in all our centers, presence in many districts and COVID free, personal care.

### **Internal control systems and their adequacy**

Your company has established internal control systems to ensure optimum use in protecting its resources and ensuring adherence to its policies, procedures and statutes. There is proper and adequate system of internal control for the company and its branches. The company has appointed Internal Auditor to review the adequacy of the internal control systems, procedures and policies. The internal auditor evaluates the adequacy of the internal control systems by testing the control mechanism and gives their recommendations to the management.

### **Discussion on financial performance with respect to operational performance**

Financial performance with respect to operational performance has been dealt with in the Directors' Report which should be treated as forming part of this Management Discussion and Analysis Report.

### **Material developments in Human Resources / Industrial Relations front, including number of people employed**

There were 322 numbers of permanent employees on the rolls of the Company as on 31.03.2020. During the year under review your company enjoyed cordial relationship with the employees at all levels.

### **Cautionary Statement**

The Management Discussion and Analysis Report contains forward looking statements based upon the data available with the Company, assumptions with regard to global economic conditions, the government policies etc. Actual results might differ materially from those either expressed or implied.

**For and on behalf of the Board**

Place : Coimbatore

Date : 31st Aug, 2020

**(Sd.) Sangeetha Sundaramoorthy**  
Whole -time Director

## REPORT ON CORPORATE GOVERNANCE (Annexure to the Twenty Third Directors' Report 2019-20)

### Introduction

Corporate Governance is an unequivocal means and coinage of implementing sound vigorous practices and policies enveloping in a veil of transparency with its direct entrust on the management. The growing impetus to bring more definition and perspicuity into the operative dynamics of the company is just a constant endeavor to bring more absolute enlightenment to the stakeholders of the company. The constant change in the business and economic environment have probed and propelled companies to move towards adoption of clearer and just policies for the public in general to understand the key activities, beliefs and conducts of the company. The regulatory framework in the country is adamant in bringing more robust policies, to improve and implement governance regulations for the betterment for the Indian companies and the adapting of the same by the companies are the testament of the fact that Indian companies with regards to the corporate governance are moving in the right direction.

### Date of Report

The information provided in this Report on Corporate Governance for the purpose of unanimity is as on March 31, 2020. This Report is updated as on the date of the Report wherever applicable.

### 1.The Company's philosophy on Corporate Governance

The Fundamental object of corporate governance policies is based on the highest levels of transparency, accountability in terms of responsibility towards shareholders, creditors, employees and society at large. Your company is committed to ensure high standards of corporate governance on a sustained basis.

### 2.Board of Directors

#### Composition

As on 31st March 2020, the strength of the Board is Seven Directors. As per SEBI Regulations if the Chairman is an Executive Director, at least half of the Board should comprise of independent directors and there should be a woman director. There are five Independent Directors and two women directors in our Board. The composition of Board is in compliance with the requirements of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

Name of the Director	Category	No. of Directorship*	Membership and / or Chairperson of Committees#	
			Member	Chairman
Dr.S.K.Sundaramoorthy (Chairman cum Managing Director ) *(expired on 22.01.2020)	Executive - Promoter	1	1	-
Dr.Kavetha Sundaramoorthy	Non-Executive - Promoter	1	Nil	Nil
Ms.Sangeetha Sundaramoorthy	Executive - Promoter	1	1	-
Mr.D.R.Kaarthikeyan	Non-Executive - Independent	7	4	1
Dr.S.S.Badrinath *(retires on 12.08.2020)	Non-Executive - Independent	1	Nil	Nil
Mr.R.Subramanian	Non-Executive - Independent	2	-	3
Dr.Yogesh Shah	Non-Executive - Independent	1	Nil	Nil
Mr.G.R.Karthikeyan	Non-Executive - Independent	2	2	-
Mr.M.Alagiriswamy	Non-Executive - Independent	1	2	-
Mr. P.R. Rangaswami *( till 13.01.2020)	Alternative Director (For Dr. Kavetha Sundaramoorthy)	1	Nil	Nil



\*Excluding private limited companies, foreign companies, companies under Section 8 of the Companies Act, 2013 and alternate directorships but including Lotus Eye Hospital and Institute Limited.

# Includes only positions held in Audit Committee and Stakeholders' Relationship Committee in Indian public limited companies including Lotus Eye Hospital and Institute Limited.

Except Dr. S.K.Sundaramoorthy, Dr. Kavetha Sundaramoorthy and Ms. Sangeetha Sundaramoorthy, no other director of the Company is related to any other director on the Board of the Company.

Except Dr. Kavetha Sundaramoorthy (Non-Executive - Promoter) who is holding 11,269,970 (One crore twelve lakhs sixty nine thousand nine hundred and seventy only) Shares representing 54.19% of total shareholding, no other Non-Executive Director is holding any shares in the Company.

### Meetings

The Board met five times during the year under review i.e. on 28th May, 2019, 12th August, 2019, 14th November, 2019, 13th January, 2020 and 06th February, 2020.

Attendance details of each director at the Board Meetings, Committee Meetings and at the last Annual General Meeting are set out below.

Name of the Directors	Board Meeting (5)	Audit Committee (5)	Nomination and Remuneration Committee (5)	Stakeholder Relationship Committee (2)	Annual General Meeting
Dr.S.K.Sundaramoorthy (expired on 22.01.2020)	3	-	3	1	Yes
Dr.S.S.Badrinath (retired as on 12.08.2019)	-	-	-	-	No
Mr.D.R.Karthikeyan	5	5	5	2	Yes
CA R.Subramanian	5	5	1	2	Yes
Dr.Yogesh Shah	2	-	-	-	Yes
Ms.Sangeetha Sundaramoorthy	3	3	2	-	No
Dr.Kavetha Sundaramoorthy	2	-	-	-	No
Mr.G.R.Karthikeyan	4	4	4	-	Yes
CA M.Alagiriswamy	4	4	-	2	Yes
Mr. P.R. Rangaswamy (till 13.01.2020)	4	-	-	-	Yes

The figures within brackets denote the number of meetings held during the period 1st April 2019 to 31st March 2020.

### Familiarisation Programme

Your Company has adopted policy on Familiarization programme of Independent Directors. During the year under review one programme was conducted by the company details of such programme for familiarisation of the Independent Directors are put on the website of the Company at the following web-link: <https://www.lotuseye.org/investors>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## 3. Audit Committee

### Terms of Reference

Terms of reference of the Audit Committee includes overseeing the financial reporting process, reviewing of financial statements, ensuring compliance with the regulatory guidelines, reviewing of internal audit reports, recommending appointment and remuneration of auditors to the Board of Directors and reviewing adequacy of internal control systems and internal audit function and other matters specified for Audit Committee under Section 177 of the Companies Act, 2013 and the Part C of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All recommendations made by the audit committee during the year were accepted by the Board. The details of terms of reference of audit committee can be found on your company's website at the following link: <https://www.lotuseye.org/investors>.

### Composition & Meetings:

There were five meetings held during the year i.e. on 28th May, 2019, 12th August, 2019, 14th November, 2019, 13th January, 2020 and 06th February, 2020

CFO, Representative of Statutory Auditors and Internal Auditors attended the meeting as Invitees. Company Secretary of the Company also acts as the Secretary to the Committee.

Composition of the Audit Committee is as follows:

Sl. No.	Name of the Members	Category	Meetings Attended
1	CA R.Subramanian	Chairman - Independent - Non-Executive	5
2	Mr.D.R.Karthikeyan	Member - Independent - Non-Executive	5
3	Ms.Sangeetha Sundaramoorthy	Member - Non Independent - Executive	3
4	Mr.G.R.Kathikeyan	Member - Independent - Non-Executive	4
5	CA M.Alagiriswamy	Member - Independent - Non-Executive	4

## 4. Nomination and Remuneration Committee

### Terms of Reference

The terms of reference of the Nomination & Remuneration Committee cover all the areas mentioned under Section 178 of the Companies Act, 2013 and Part D of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The broad terms of reference of the Committee includes:

- (i) Formulating the criteria for determining qualifications, positive attributes and independence of a Director;
- (ii) Recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees of the Company;
- (iii) Identifying persons who are qualified to become directors and who may be appointed in senior management;
- (iv) Evaluating the performance of all Directors.

### Composition & Meetings:

There were five meetings held during the year i.e. on 28th May, 2019, 12th August, 2019, 14th November, 2019, 13th January, 2020 and 06th February, 2020

Company Secretary of the Company also acts as the Secretary to the Committee.

Composition of Nomination and Remuneration Committee is as follows:

Sl. No.	Name of the Members	Category	Meetings Attended
1	Mr. D.R.Karthikeyan	Chairman - Independent - Non-Executive	5
2	Dr.Yogesh Shah	Member - Independent - Non-Executive	2
3	Dr.S.K. Sundaramoorthy (expired on 22.01.2020)	Member - Non Independent - Executive	3
4	Mr.G.R.Kathikeyan	Member - Independent - Non-Executive	4
5	CA R.Subramanian (inducted on 13.01.2020)	Member - Independent - Non-Executive	1

#### Performance Evaluation Criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire board with respect to various factors like attendance at meetings; contribution at meetings; independence of judgment; direction / guidance to senior management, etc.

#### 5.Remuneration Policy

The Policy on Board Diversity and Nomination & Remuneration Policy as recommended by the Nomination & Remuneration Committee have been approved by the Board of Directors. The said policies are annexed to the Board's Report and are also available on the Company's website at the following link: <https://www.lotuseye.org/investors>

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than sitting fees.

During financial year 2019-20 Non-Executive Independent Directors were paid sitting fee at the rate of 10000/- for attending meeting(s) of the Board and Committees thereof.

Details of the Sitting fees paid and Commission payable to the Non-Executive Directors of the Company for Financial year 2019-20 are as under:

(Rs. In Lakhs)	
Name of the Directors	Sitting Fees Paid
Dr.S.S.Badrinath	Nil
Mr.D.R.Karthikeyan	0.50
CA R.Subramanian	0.50
Dr.Yogesh Shah	0.20
Dr.Kavetha Sundaramoorthy	Nil
Mr.G.R.Karthikeyan	0.40
CA M.Alagiriswamy	0.40
Mr. P.R. Rangaswamy	0.40
<b>Total</b>	<b>2.40</b>

#### 6.Stakeholder's Relationship Committee

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends etc.

Committee met twice for the year under review i.e. on 28th May, 2019 and 06th Feb, 2020.

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Sl. No.	Name of the Members	Category	Meetings Attended
1	Mr. D.R.Kaarthikeyan	Chairman - Independent - Non-Executive	2
2	CA R.Subramanian	Member - Independent - Non-Executive	2
3	Dr. S.K.Sundaramoorthy (expired on 22.01.2020)	Member - Non Independent - Executive	1
4	CA M.Alagiriswamy	Member - Independent - Non-Executive	2

Company Secretary of the Company is the Compliance Officer. Details of the same can be found on the website of the company at the following link: <https://www.lotuseye.org/profile/investors-grievances>

During the year the company has not received any complaints from the investors and there were no outstanding complaints as on 31.03.2020

## 7. Annual General Meeting

The date, venue and time of the Annual General Meetings held during the preceding three years are given below:

Financial year	Details of Meeting	Date and time of Meeting	Venue	Special Resolutions
2018-19	22 <sup>nd</sup> AGM	24.09.2019 - 11.00 A.M.	Chenthur Park, 10, 1-9 Avinashi Road, Sitra, Madhusudhan Layout, Coimbatore - 641 014.	Yes
2017-18	21 <sup>st</sup> AGM	24.09.2018 - 02.00 P.M.	Kasthuri Sreenivasan Trust Culture Centre Avinashi Road, Coimbatore - 641 014.	No
2016-17	20 <sup>th</sup> AGM	10.08.2017 - 02.00 P.M.	Kasthuri Sreenivasan Trust Culture Centre Avinashi Road, Coimbatore - 641 014.	Yes

No Special Resolutions was required to be put through postal ballot during the financial year under review.

No Special Resolutions on matters requiring postal ballot are placed for Shareholders' approval at the ensuing annual General Meeting.

## 8. Means of Communication

Your Company has promptly reported all material information including declaration of quarterly financial results, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website [www.lotuseye.org](http://www.lotuseye.org). The quarterly, half yearly and annual financial results and other statutory information were generally communicated to the shareholders by way of an advertisement in an English newspaper and in a vernacular language newspaper as per requirements of the Listing Regulations.

## 9. General Shareholders Information:

- a. AGM Date, Time and Venue : 28th Nov, 2020 at 4.00 p.m. through VC/OVAM
- b. Financial Calendar : 1st April 2019 to 31st March 2020
- c. Date of Book Closure : 23rd Nov, 2020 to 28th Nov, 2020 (Both days inclusive)

- d. Listing of  
i. Equity Shares : BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai - 400 001
- : National Stock Exchange of India Limited ( NSE ),  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051.
- ii. Listing Fees : Annual Listing fees for the year 2019-20 have been paid  
to all the above mentioned Stock Exchanges and there is  
no fee outstanding as on date.
- e. Custodial Fees : Custodial fees paid to the CDSL and NSDL and there is  
no fees outstanding as on date.
- f. Stock Exchange Security Code : BSE - Scrip Code : 532998 - Scrip Name : LOTUSEYE  
For Equity Shares NSE - Scrip Code : LOTUSEYE
- g. Demat ISIN Numbers in NSDL & : INE 947101017  
CDSL for Equity Shares
- h. Address of the Registered Office/ : 1. 770/12, Avinashi Road,  
Address for Correspondence Civil Aerodrome Post,  
Coimbatore - 641 014.
2. M/s.S.K.D.C Consultants Limited,  
Kanapathy towers, 3rd floor,  
1391 / A-1, Sathy Road, Ganapathy,  
Coimbatore - 641 006
- i. Hospital Branches : 1. 155B, East Perisamy Road, Opposite to  
Chinthamani, North Coimbatore, R.S.Puram,  
Coimbatore - 641 002.
2. No.5 (2), Gajalakshmi Theatre Road, Near Valarmathi  
Bus Stop, Tirupur - 641 601,
3. 86, Brindhavan Road, Fairlands, Salem - 636 016.
4. No.140, Coimbatore Main Road, Opp.Bus Stand,  
Mettupalayam - 641 031
5. No.53/33A - 33F, Thejas Towers, SA Road,  
Kadavanthara, Cochin - 682 020.
6. 229A, Kurisingal House, Mulanthuruthy Post,  
Cochin - 682 314.

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

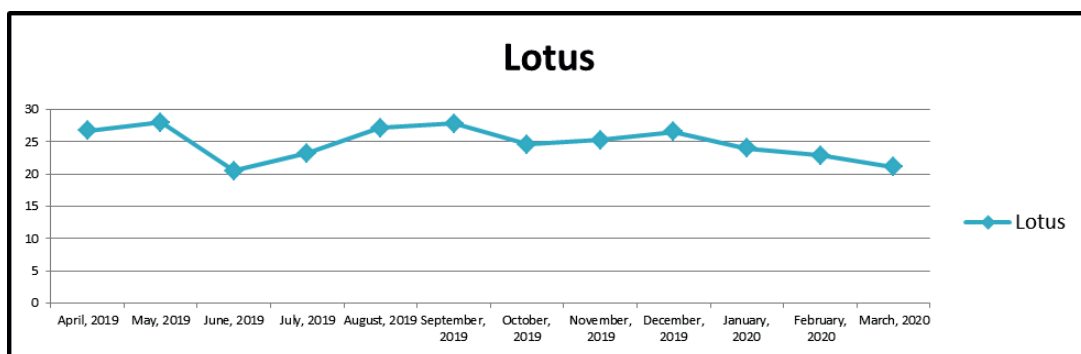
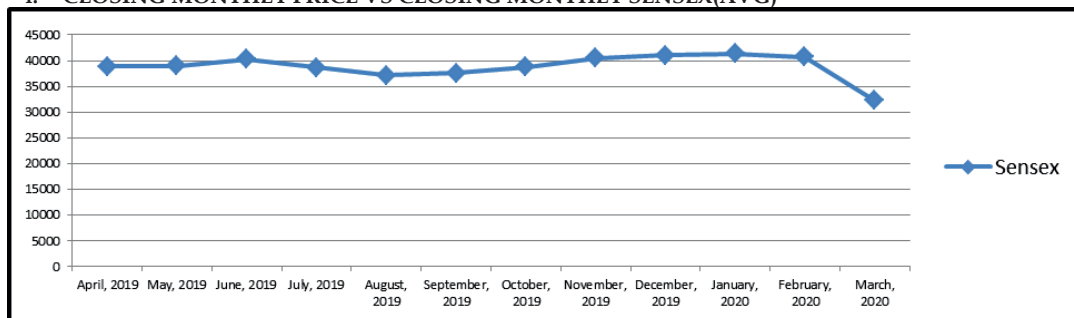
## j. Market Price Data:

Monthly Average High & Low Prices of shares traded on BSE & NSE for the period from April 2019 to March 2020 (Shares listed on 11.07.2008)

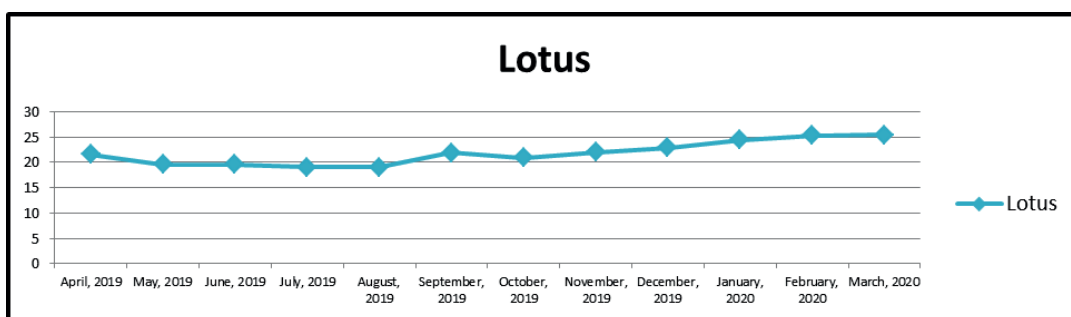
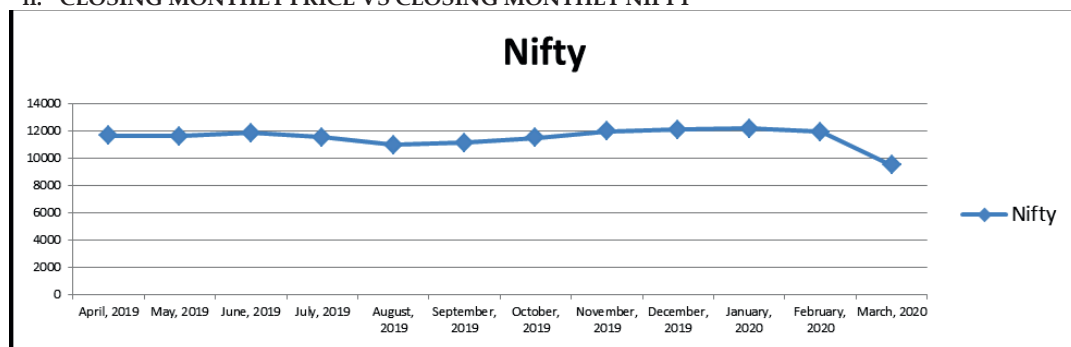
Month	Share Price in Rs.			
	BSE		NSE	
	High	Low	High	Low
April, 2019	23.20	21.55	22.55	20.94
May, 2019	20.17	19.22	20.38	18.96
June, 2019	20.33	19.14	20.74	18.96
July, 2019	19.38	18.72	19.86	18.51
August, 2019	19.93	18.19	20.20	17.95
September, 2019	22.70	21.18	23.35	20.86
October, 2019	21.89	20.69	21.85	20.42
November, 2019	22.91	21.55	22.94	21.18
December, 2019	24.45	22.18	23.66	22.24
January, 2020	26.95	23.52	25.79	23.41
February, 2020	26.39	24.42	26.19	24.19
March, 2020	26.05	23.43	26.75	23.71

## k. Performance and comparison to broad based indices such as BSE Sensex etc.

### i. CLOSING MONTHLY PRICE VS CLOSING MONTHLY SENSEX(AVG)



ii. CLOSING MONTHLY PRICE VS CLOSING MONTHLY NIFTY



1. **Registrar & Share Transfer / Demat Agents:** M/s.S.K.D.C Consultants Limited,  
Kanamathy towers, 3rd floor,  
1391 / A-1, Sathy Road, Ganapathy,  
Coimbatore - 641 006.  
  
Tel. No. 0422 - 6549995 & 2539835  
Fax No. 0422 - 2539837  
E-mail. info@skdc-consultants.com

**m. Share Transfer System:**

99.99% of the Company's paid-up equity capital is held in dematerialized form (only 907 shares are held in the physical form). However, the transfer requests are processed within 15 days from the date of such request, subject to the documents being valid and complete in all respects. Based on a SEBI directive, the equity shares of the Company are permitted to be traded only in dematerialized form.

**n. Category of Shareholder & Distribution of Shareholding**

i. Categories of Shareholders as on 31.03.2020

S. No	Category	No. of Share holders	No. of Shares held	% of paid up Share Capital
1	Promoters and Promoters group	5	11891857	57.18
2	Bodies Corporate	40	2080089	10.00
3	Individuals	5753	5809072	27.93
4	Others	209	1015312	4.89
	<b>Total</b>	<b>6007</b>	<b>20796330</b>	<b>100.00</b>

## **o. Dematerialization of Shares and liquidity:**

The Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members of the Company to select the Depository of their choice for holding and dealing in shares in electronic form.

The Shareholders are requested to make use of such facility for maximizing their convenience in dealing with Company's shares. The ISIN (International Securities Identification Number) of the Company is INE 947I01017.

As on 31st March 2020, 99.99% of the Company's paid-up equity capital was held in dematerialized form (only 907 shares were held in the physical form).

## **p. Outstanding ADRs/GDRs or warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable**

## **q. Commodity price risk or foreign exchange risk and hedging activities: Not Applicable**

## **10. Other Disclosures:**

### **a. Related Party Transactions**

Related party transactions disclosed in note 33 forming part of the Accounts, as required under Accounting Standard 24 of The Institute of Chartered Accountants of India and all related party transactions are negotiated, on an arm's length basis. There were no materially significant related party transactions with directors, promoters, management, relatives or related companies etc. which had potential conflict, with the interests of the Company at large.

Transactions, in which directors may have substantial interest, are submitted to the Board and the interested directors, neither participates in the discussion, nor do they vote in such matters. Details of related party transactions are reviewed by the Audit Committee periodically.

The policy for related party transaction can be viewed at the following link: <https://www.lotuseye.org/investors>

### **b. Compliance by the Company**

The company has fairly complied with the requirements of the Stock Exchanges and SEBI. During the last three years, however there are some non - compliances which were observed in the Secretarial Audit Report. (Please refer MR-3)

### **c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee**

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

### **d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has fairly complied with all mandatory requirements of the Listing Regulation. The status of compliance with non-mandatory requirements of SEBI Listing Regulations are as detailed hereunder:



**e. Audit Qualification - The financial statements of the Company are unqualified.**

**f. Accounting Treatment**

The Accounting Standards issued by The Institute of Chartered Accountants of India is followed by the Company and the Company has not adopted a treatment different from that prescribed by any Accounting Standard in the preparation of financial statements.

**g. Risk Management**

The management continuously evaluates business risk and review the probable risks, that may have an adverse impact on the operations and profitability of the Company and gives suitable solutions to mitigate such risks.

**h. Insider Trading Policy**

The code of conduct for prevention of Insider Trading, as suggested under the SEBI (Prohibition of Insider Trading) Regulations, 2015 has been introduced with effect from 15.05.2015. The Company Secretary has been designated as the Compliance Officer for this purpose. The Board monitors the adherence to the various requirements as set out in the code. No violation of the code has taken place during the year.

**i. CEO/CFO Certification**

Pursuant to the provisions of Regulation 17(8) read with part B of the Schedule II of the Listing Regulations with the Stock Exchanges, the Chairman and Managing Director (CEO) and Chief Financial Officer (CFO) have issued a Certificate to the Board as required for the Financial Year ended 31st March 2020. The Executive Director and the Chief Financial Officer of the Company also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of Listing Regulations.

**j. Code of Conduct**

The Company's Board has laid down code of conduct for the employees at all levels including Senior Management and Directors of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct.

**k. Compliance with Corporate Governance Norms**

The Company has complied with all the mandatory requirements of Corporate Governance norms as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.

**l. Management**

The Management Discussion and Analysis Report forms a part of the Directors' Report.

**11. Declaration with regards to adherence to the Code of Conduct**

To The Members of Lotus Eye Hospital & Institute Limited

In accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management personnel including me, have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2020.

Place: Coimbatore

Date : 31.08.2020

For and on behalf of the Board

(Sd.) Sangeetha Sundaramoorthy  
Whole -Time Director

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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## CERTIFICATE

(Under regulation 34(3) read with Part C (10)(i) of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015**)

To  
The Members,  
Lotus Eye Hospital and Institute Limited  
[CIN: L85110TZ1997PLC00783]  
SF No.770/12, Avinashi Road, Civil Aerodrome Post,  
Coimbatore - 641014, Tamil Nadu, India.

Subject: Certificate Under regulation 34(3) read with Part C (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

As required by regulation 34(3) read with Part C (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that none of the Directors on the Board of Lotus Eye Hospital and Institute Limited have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

**P. Eswaramoorthy**  
Proprietor  
FCS No.: 6510, CP No.: 7069  
UDIN : F006510B000526711

Date : 30/07/2020  
Place : Coimbatore

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CEO / CFO CERTIFICATE

As required by Regulation 17(8) read with part B of the Schedule II of the Listing Regulations

We hereby certify that:

a) We have reviewed the financial statements for the year ended 31st March 2020 and that to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or & contain statements that might be misleading.

ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violate any of the company's code of conduct.

c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) We have indicated to the auditors and the audit committee that there are no:

i. significant changes in internal control over financial reporting during the year;

ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Coimbatore

Date: 31.08.2020

For and on behalf of the Board

(Sd.) Sangeetha Sudaramoorthy  
**Whole Time Director**

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To  
The Members,  
Lotus Eye Hospital and Institute Limited  
[CIN: L85110TZ1997PLC00783]  
SF No.770/12, Avinashi Road, Civil Aerodrome Post,  
Coimbatore - 641014, Tamil Nadu, India.

I have examined all the relevant records of Lotus Eye Hospital and Institute Limited ("hereinafter called as the "Company") for the purpose of certifying compliance with the conditions of Corporate Governance stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2020. I have obtained all the information and explanations which to the best of my knowledge and belief wherever necessary for the purpose of certification.

The compliance with the conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring compliance with the conditions of corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**P. ESWARAMOORTHY AND COMPANY**  
Company Secretaries

**P. Eswaramoorthy**  
Proprietor  
FCS No.: 6510, CP No.: 7069  
UDIN : F006510B000526711

Date : 30/07/2020  
Place : Coimbatore

**To the Members of Lotus Eye Hospital and Institute Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of Lotus Eye Hospital and Institute Limited (“the Company”), which comprises the balance sheet as at March 31, 2020 and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our audit
<b>Evaluation of uncertain tax positions</b>	
<p>The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including direct &amp; indirect tax matters and labour laws. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the financial statements. (Refer Note 1(B)(19) and Note 34 to the financial statements)</p>	<p>Our audit procedures include the following substantive procedures:</p> <ul style="list-style-type: none"> <li>• Obtained understanding of key uncertain tax positions;</li> <li>• Read and analyzed select key correspondences including responses to the tax authorities;</li> <li>• Discussed with appropriate senior management and evaluated management’s underlying key assumptions in estimating the tax provisions and the possible outcome of the disputed cases.</li> </ul> <p>We agreed with the management’s evaluation.</p>

**Information Other than the Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, for example, Corporate Overview, Statutory Section (such as Directors’ Report to the Shareholders, Corporate Governance Report and Business Review (such as Management Discussion and Analysis) but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so,

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Financial Statements**

The Company's management and the board of directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the

audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014;
  - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note 34 to the financial statements).
    - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Coimbatore.  
July 30, 2020

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No. 010795S

(Sd.). S. Anbarasu  
Partner  
Membership Number. 212299

UDIN : 20212299AAAAFF3228

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report)

- (i) a. The Company is in the process of updating its records showing full particulars, including quantitative details and situation of fixed assets. However, an item wise list of fixed assets containing the particulars for calculation of depreciation is maintained.  
b. All the fixed assets have not been physically verified by the management during the year but there is a phased program of verification based on the item wise list maintained for computation of depreciation which, in our opinion, needs to be strengthened having regard to the size of the company and nature of its assets. As explained to us, no material discrepancies were noticed on such verification. However, in the absence of complete information in fixed asset register as stated in clause (a) above, we are unable to comment on the discrepancies.  
c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties included in the fixed assets are held in the name of the Company. (Except with respect to the buildings on leasehold premises).
- (ii) As explained to us, the inventories (excluding stocks with third parties and goods-in-transit) have been physically verified by the management during the year and there were no material discrepancies noticed on physical verification carried out during the year. In our opinion, the frequency of such verification is reasonable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the company.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made investments, provided any guarantee or security, and hence reporting under clause 3(iv) of the Order is not applicable to the company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the Order is not applicable to the company.
- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations provided to us, the company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it with the appropriate authorities.  
(b) As explained to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.  
(c) Details of dues which have not been deposited as on March 31, 2020 on account of disputes are given below:

Name of Statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. in lakhs)
Income Tax Act, 1961	Income Tax	Commissioner of Income-tax (Appeals), Coimbatore	2016-17	55.40
Kerala Value Added Tax Act, 2003	Value Added tax	High Court of Kerala	2011-12	21.61
Kerala Value Added Tax Act, 2003	Value Added Tax	Kerala Value Added Tax Appellate tribunal	2012-13, 2013-14	7.05



- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or a bank. The Company has no debentures or loans and borrowings payable to government during the year. Accordingly reporting under clause 3(viii) of the Order is not applicable to the company.
- (ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and any term loans during the year. Accordingly reporting under clause 3(ix) of the Order is not applicable to the company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Coimbatore.  
July 30, 2020

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No. 010795S

(Sd.) S. Anbarasu  
Partner  
Membership Number. 212299  
UDIN : 20212299AAAAFF3228

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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## ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

*(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report)*

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Lotus Eye Hospital and Institute Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Coimbatore.  
July 30, 2020

**For Anbarasu and Jalapathi**  
Chartered Accountants  
Firm Registration No. 010795S

(Sd.). S. Anbarasu  
Partner  
Membership Number. 212299  
UDIN : 20212299AAAAFF3228

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED  
(CIN:L85110TZ1997PLC007783)

BALANCE SHEET

Particulars	Note	Rs. In Lakhs	
		As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b><u>Non-current assets</u></b>			
(a) Property, plant and equipment	2	4,244.78	4,394.60
(b) Capital work in progress	2	-	28.65
(c) Intangible assets	2	21.86	19.72
		<u>4,266.65</u>	<u>4,442.97</u>
(d) Deferred tax asset (net)	3	84.96	100.02
(e) Other non-current assets	4	422.75	449.89
<b>Total non-current assets (A)</b>		<u>4,774.36</u>	<u>4,992.88</u>
<b><u>Current assets</u></b>			
(a) Inventories	5	211.28	215.54
(b) Financial assets			
(i) Trade receivables	6	66.01	76.36
(ii) Cash and cash equivalents	7	446.82	164.72
(iii) Bank Balances other than (ii) above	8	254.82	94.56
(c) Other current assets	9	91.07	107.99
<b>Total current assets (B)</b>		<u>1,069.99</u>	<u>659.17</u>
<b>Total Assets (A+B)</b>		<u>5,844.35</u>	<u>5,652.04</u>
<b>EQUITY AND LIABILITIES</b>			
<b><u>Equity</u></b>			
(a) Equity share capital	10	2,079.63	2,079.63
(b) Other equity	11	3,046.02	2,932.14
<b>Total equity (C)</b>		<u>5,125.65</u>	<u>5,011.77</u>
<b><u>Liabilities</u></b>			
<b><u>Non-current liabilities</u></b>			
(a) Financial liabilities	12	39.87	10.18
(b) Provisions	13	55.51	54.88
(c) Other non-current liabilities	14	13.44	13.32
<b>Total non-current liabilities (D)</b>		<u>108.82</u>	<u>78.38</u>
<b><u>Current liabilities</u></b>			
(a) Financial liabilities			
(i) Trade payables	15	306.93	282.40
(ii) Borrowings	16	-	9.16
(ii) Other financial liabilities	17	36.44	14.58
(b) Provisions	18	210.25	193.73
(c) Other current liabilities	19	56.25	62.01
<b>Total current liabilities (E)</b>		<u>609.88</u>	<u>561.88</u>
<b>Total liabilities (D+E)</b>		<u>718.70</u>	<u>640.27</u>
<b>Total Equity and Liabilities (C+D+E)</b>		<u>5,844.35</u>	<u>5,652.04</u>

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Anbarasu & Jalapathi  
Chartered Accountants  
Firm Registration No.: 0107955

(sd.) Ms. S.Sangeetha  
Whole Time Director

(sd.) Mr.D.R.Karthikeyan  
Director

(sd.) CA.S.Anbarasu  
Partner  
Membership No.: 212299  
UDIN: 20212299AAAAFF3228

(sd.) CA.R.Subramanian  
Director

(sd.) CA.M.Alagiriswamy  
Director

(sd.) Mr.P.R.Rangasamy  
Chief Financial Officer

(sd.) CS.Aakansha Parmar  
Company Secretary

Coimbatore  
July 30, 2020



**LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**  
(CIN:L85110TZ1997PLC007783)  
**STATEMENT OF PROFIT AND LOSS**

			Rs. In Lakhs	
S.No	Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019
<b>I.</b>	<b>Income</b>			
	(a) Revenue from Operations	20	4,055.31	3,842.50
	(b) Other Income	21	90.02	67.76
	<b>Total Income (I)</b>		<b>4,145.33</b>	<b>3,910.26</b>
<b>II.</b>	<b>Expenses</b>			
	(a) Cost of materials consumed	22	568.07	499.05
	(b) Purchase of Stock-in-Trade	23	610.56	617.69
	(c) Changes in inventories of stock in trade	24	7.63	(3.24)
	(d) Service Expenses	25	657.77	658.08
	(e) Employee benefits expense	26	893.99	940.04
	(f) Finance costs	27	7.05	6.43
	(g) Depreciation and amortization expense	28	249.65	305.88
	(h) Other expenses	29	935.81	823.49
	<b>Total Expenses (II)</b>		<b>3,930.54</b>	<b>3,847.43</b>
<b>III.</b>	<b>Profit before exceptional items and tax ( I - II )</b>		<b>214.79</b>	<b>62.83</b>
<b>IV.</b>	Exceptional Items	30	69.25	0.05
<b>V.</b>	<b>Profit before tax ( III - IV )</b>		<b>145.55</b>	<b>62.78</b>
<b>VI.</b>	<b>Tax Expenses</b>	31		
	(a) Current tax		63.11	12.93
	(b) Deferred tax		(24.02)	(20.95)
			39.09	(8.02)
<b>VII.</b>	<b>Net Profit for the year</b>		<b>106.46</b>	<b>70.80</b>
<b>VIII.</b>	<b>Other Comprehensive Income</b>			
	A. Items that will not be reclassified to Profit or Loss			
	- Remeasurement of post -employment defined benefit plans		10.28	3.50
	- Income tax on the above item		(2.86)	(1.05)
	B. Items that will be reclassified to Profit or Loss		-	-
	<b>Total other comprehensive income, net of Income Tax (VIII)</b>		<b>7.42</b>	<b>2.45</b>
	<b>Total comprehensive income for the Year ( VII + VIII)</b>		<b>113.88</b>	<b>73.25</b>
	<b>Paid up Equity Share Capital (Face Value of Rs.10/- each)</b>		<b>2,079.63</b>	<b>2,079.63</b>
	<b>Earnings per equity share of par value of Rs. 10 each</b>			
	(1) Basic (in Rs.)		0.51	0.34
	(2) Diluted (in Rs.)		0.51	0.34

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For **Anbarasu & Jalapathi**  
Chartered Accountants  
Firm Registration No.: 010795S

(sd.) **CA.S.Anbarasu**  
Partner  
Membership No.: 212299  
UDIN: 20212299AAAAFF3228

Coimbatore  
July 30, 2020

For and on behalf of the Board of Directors

(sd.) **Ms. S.Sangeetha** (sd.) **Mr.D.R.Karthikeyan**  
Whole Time Director Director

(sd.) **CA.R.Subramanian** (sd.) **CA.M.Alagiriswamy**  
Director Director

(sd.) **Mr.P.R.Rangasamy** (sd.) **CS.Aakansha Parmar**  
Chief Financial Officer Company Secretary

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED  
(CIN:L85110TZ1997PLC007783)

STATEMENT OF CHANGES IN EQUITY

Equity Share Capital	Rs. In Lakhs
Particulars	Amount
Balance as at March 31, 2018	2,079.63
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2019</b>	<b>2,079.63</b>
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2020</b>	<b>2,079.63</b>

**B. Other Equity**

Particulars	Reserves & Surplus		Items of other comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings	Remeasurement of post employment benefit obligations	
Balance as on March 31, 2018	2,514.14	462.30	7.60	2,984.04
Add : Profit after tax	-	70.80	-	70.80
Add : Remeasurement of post-employment benefit obligations (net of tax)	-	-	2.45	2.45
Less : Dividends paid	-	103.98	-	103.98
Less : Dividend distribution tax	-	21.17	-	21.17
<b>Balance as on March 31, 2019</b>	<b>2,514.14</b>	<b>407.96</b>	<b>10.05</b>	<b>2,932.14</b>
Add : Profit after tax	-	106.46	-	106.46
Add : Remeasurement of post-employment benefit obligations (net of tax)	-	-	7.42	7.42
Less : Dividends paid	-	-	-	-
Less : Dividend distribution tax	-	-	-	-
<b>Balance as on March 31, 2020</b>	<b>2,514.14</b>	<b>514.41</b>	<b>17.47</b>	<b>3,046.02</b>

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For **Anbarasu & Jalapathi**  
Chartered Accountants  
Firm Registration No.: 010795S

(sd.) **Ms. S.Sangeetha**  
Whole Time Director

(sd.) **Mr.D.R.Kaarthikeyan**  
Director

(sd.) **CA.S.Anbarasu**  
Partner  
Membership No.: 212299  
UDIN: 20212299AAAAFF3228

(sd.) **CA.R.Subramanian**  
Director

(sd.) **CA.M.Alagiriswamy**  
Director

(sd.) **Mr.P.R.Rangasamy**  
Chief Financial Officer

(sd.) **CS.Aakansha Parmar**  
Company Secretary

Coimbatore  
July 30, 2020

**LOTUS EYE HOSPITAL AND INSTITUTE LIMITED**  
(CIN:L85110TZ1997PLC007783)

**CASH FLOW STATEMENT**

	Rs. In Lakhs	
Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax and Exceptional item	214.79	62.84
<b>ADJUSTMENTS FOR:-</b>		
Depreciation and Amortisation	249.65	305.88
Interest Income & other Receipts	(90.02)	(67.76)
Finance Costs	7.05	6.44
<b>Operating profit before working capital changes</b>	<b>381.47</b>	<b>307.39</b>
<b>CHANGES IN WORKING CAPITAL</b>		
Inventories	4.25	23.36
Trade Receivables	10.36	37.32
Other Current Assets	16.91	(32.95)
Non Current Financial & Other Assests	27.13	190.14
Trade Payables	24.54	(86.99)
Non-Current Provisions	10.92	7.74
Non Current Other Liabilities	0.12	3.33
Other Current Financial & Other Liabilities	32.61	(16.55)
<b>Cash Generated From Operating Activities</b>	<b>508.32</b>	<b>432.79</b>
Taxes Paid	26.89	12.92
<b>Net Cash Generated from Operating Activities</b>	<b>481.43</b>	<b>419.87</b>
<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Property, Plant & Equipment	(242.02)	(469.50)
Sales/Disposal of Property, Plant & Equipment	99.44	0.96
Interest & Other Income Received	90.02	67.76
<b>Net Cash Used In Investing Activities</b>	<b>(52.55)</b>	<b>(400.84)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Costs	(7.05)	(6.44)
Long Term Borrowings - Repayments	(9.16)	(9.40)
Increase in Finance Lease Obligations	29.68	(125.15)
<b>Net Cash From / (Used In) Financing Activities</b>	<b>13.47</b>	<b>(140.99)</b>
<b>Increase/(Decrease) In Cash and Cash Equivalents</b>	<b>442.35</b>	<b>(121.96)</b>
Cash and Cash Equivalents at the Beginning of the Year	259.28	381.24
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>701.63</b>	<b>259.28</b>
Cash on Hand	1.47	9.73
Balance With Banks	700.17	249.55

The accompanying notes form an integral part of these financial statements

As per our report of even date date attached

For and on behalf of the Board of Directors

For **Anbarasu & Jalapathi**  
Chartered Accountants  
Firm Registration No.: 010795S

(sd.) **Ms. S.Sangeetha** (sd.) **Mr.D.R.Kaarthikeyan**  
Whole Time Director Director

(sd.) **CA.S.Anbarasu**  
Partner  
Membership No.: 212299  
**UDIN:** 20212299AAAAFF3228

(sd.) **CA.R.Subramanian** (sd.) **CA.M.Alagiriswamy**  
Director Director

(sd.) **Mr.P.R.Rangasamy** (sd.) **CS.Aakansha Parmar**  
Chief Financial Officer Company Secretary

Coimbatore  
July 30, 2020

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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## Note No. 1

### A. CORPORATE INFORMATION:

The company was incorporated as “Kalaivani Health Centre Pvt Ltd” on 14.03.1997. The name of the company was changed to “Lotus Eye Care Hospital Pvt Ltd” on 23.01.2001 and later on the company was converted into Public Limited Company on 16.10.2007 and subsequently the name was changed to “Lotus Eye Hospital and Institute Limited” on 12.4.2013 and the Company is mainly in the field of ophthalmology (Eye) and its related operation. The Company has seven centre’s at Peelamedu, R.S. Puram, Mettupalayam, Tirupur, Salem, Cochin and Mulanthurthy. The Company’s Equity shares are listed from 03.08.2008 on BSE Limited and National Stock Exchange of India Ltd, Mumbai.

### Application of new and revised Indian Accounting Standards

The Company has applied all the Indian Accounting Standards (hereinafter referred to as ‘Ind AS’) notified by the Ministry of Corporate Affairs (MCA) to the extent applicable to the Company.

### B. SIGNIFICANT ACCOUNTING POLICIES:

#### 1 Statement of Compliance:

The financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

#### 2 Basis of Preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The Company’s Financial Statements are presented in Indian Rupees , which is rounded to the nearest lakhs except when otherwise stated.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 - inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs are unobservable inputs for the asset or liability



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### 3 Current and non-current classification:

The assets and liabilities reported in the balance sheet are classified on a “current/ non-current basis”.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

### 4. Use of Estimates

The preparation of financial statements is in conformity with generally accepted accounting principles which require the management of the Company to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require significant accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed separately under the heading “Significant accounting Judgments, estimates and assumption”.

### 5. Segment reporting

The company is engaged in the business of Healthcare activities. Hence, there is only one reportable segment.

## 6. Revenue recognition

Rendering of Eye care Services

The Company generally follows the mercantile system of accounting and recognize the Income and Expenditure on an accrual basis except those with significant uncertainties. Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. The revenue recognized is net off discount / concessions.

The insurance claims are accounted as and when the claims are settled or accepted by the insurance company whichever is earlier.

Sale of goods

Revenue from sale of goods is recognized when significant risk and rewards of ownership is passed on to customer, Revenue from sale of goods is stated exclusive of GST and are net of sales returns, discounts, provision for anticipated returns on expiry, made on the basis of management expectation taking into account past experience.

Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument. Interest income is included in 'Other Income' in the Statement of Profit and Loss.

## 7. Foreign currencies

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Transactions and balances:

1. Foreign currency transactions are recorded at exchange rates prevailing on the date of such transactions.
2. Foreign currency monetary assets and liabilities at the year end are realigned to the exchange rate prevailing at the year end and the difference on realignment is adjusted in the Profit and Loss account.
3. Non-monetary foreign currency items are carried at cost.

## 8. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

Gains and losses arising from derecognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation methods, estimated useful lives and residual values

Depreciation on Property, Plant and Equipment is provided under Written Down Value Method at the rates determined based on Useful Lives of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013.

## 9. Intangible Assets

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Computer software licenses are capitalized on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalized and amortized along with the related fixed asset.

## 10. Inventories

Closing stock of Pharmacy, Canteen, Operation Theatre items, Consumables, Optical and lens are valued at lower of cost and net realizable value. Cost is arrived at on first in first out basis except for optical and lens.

## 11. Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalized as a part of such assets. All other borrowing cost is recognized as expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

## 12. Lease

With effect from April 01, 2019, Ind AS 116 - "Leases" supersedes Ind AS 17 - "Leases". The Company has adopted Ind AS 116 using the modified retrospective method. The application of Ind AS 116 has resulted into recognition of 'Right-of-Use' asset with a corresponding lease liability in the balance sheet.

### • The company as lessor

Lease income on an operating lease is recognized in the statement of profit and loss on a straight line basis over the term of the relevant lease except to the extent that the lease payments are structured to compensate for the expected inflationary cost.

### • The company as lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

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written down value method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as cash flows from financing activity.

## 13. Employee Benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Liabilities with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each Balance sheet date using the projected unit credit method. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset

## 14. Taxes on Income

### i. Current Tax:

Tax on Income for the Current Period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act 1961, and based on the expected outcome of assessments/appeals.

### ii. Deferred Tax:

Deferred Tax is recognized on timing difference between accounting income and the taxable income for the year quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred Tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance note issued by Institute of Chartered Accountants of India ("ICAI"), the said asset is created by way of credit to Statement of Profit and Loss. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

## 15. Provisions

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value unless otherwise required by the standard and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

## 16. Earnings Per Share

Basic Earnings Per Share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years presented.

#### **17. Financial Instruments:**

Financial Assets and financial liabilities are recognized when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Profit and Loss.

##### De-recognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS - 109. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

##### De-recognition of Financial Liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the Statement of Profit and Loss.

##### Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and Cash Equivalents consist of cash on hand, balances with banks which are unrestricted for withdrawal and usage.

#### **18. Impairment of Assets**

At the Balance Sheet date an assessment is done in accordance with Ind AS 36, to determine whether there is any indication of impairment in the carrying amount of the company's assets. An asset is treated impaired when carrying cost of assets exceeds its recoverable value.

An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting period is reversed if there has been any change in the estimate of recoverable amount.

#### **19. Contingent Liabilities**

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Contingent liabilities, which are considered significant and material by the Company, but not provided for in the books of accounts, are disclosed by way of notes to accounts.

The Company has ongoing disputes with tax authorities mainly relating to treatment of characterization and classification of certain item as well as towards a medical related consumer case. The Company has demands amounting to Rs. 84.06 Lakhs and Rs. 28.66 Lakhs as at March 31, 2020 and 2019, respectively from various direct & indirect tax authorities which are being contested by the Company based on the management evaluation and on the advice of tax consultants besides a medical related claim amounting to Rs. 5.50 Lakhs

## C. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these financial statements in conformity with recognition and measurement principles of Ind AS requires the Management of the Company to make estimates and assumptions that affect the reported balances of Assets and Liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of income and expenses for the periods presented.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 1. Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The business acquisitions made by the company are also accounted at fair values.

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available.

### 2. Employee Benefits

#### Defined Benefit Plans

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases.

### 3. Litigations

The amount recognized as a provision shall be the best estimate of the expenditure required to settle the present obligation arising at the reporting period.

### 4. Revenue Recognition

Revenue from fees charged for services rendered to insured and corporate patients are subject to approvals from the insurance companies and corporates. Accordingly, the Company estimates the amounts likely to be disallowed by such companies based on past trends. Estimations based on past trends are also required in determining the value of consideration from customers to be allocated to award credits for customers.

### 5. Expected Credit Loss

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix considering the nature of receivables and the risk characteristics.

The provision matrix takes into accounts historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the day of the receivables are due and the rates as given in the provision matrix.

Note 2 : Property, Plant and Equipment

Particulars	Gross Block				Depreciation			Net Block	
	As at April 01, 2019	Additions	Deletions	As on March 31, 2020	As at April 01, 2019	Additions	Deletions	As on March 31, 2020	As on March 31, 2019
<b>(A) Tangible assets</b>									
<i>Own Assets:</i>									
Land	2,745.50	-	135.23	2,610.27	-	-	-	2,610.27	2,745.50
Building	1,246.36	1.27	-	1,247.63	492.43	36.44	-	718.77	753.93
Hospital Equipments	3,061.73	14.29	-	3,076.02	2,382.73	135.11	-	558.19	679.01
Plant & Machinery	86.61	16.45	-	103.06	73.21	6.39	-	23.45	13.39
Electrical Equipments	94.71	6.13	6.33	94.50	80.58	3.13	5.36	16.15	14.13
Furniture & Fixtures	155.93	23.99	-	179.92	108.93	15.71	-	55.28	47.00
Vehicles	155.28	-	13.16	142.12	122.69	8.41	9.41	20.43	32.59
Office Equipments	281.74	13.91	0.86	294.79	222.76	18.07	0.77	54.72	58.98
Computer & Accessories	128.50	0.57	-	129.07	115.22	2.28	-	11.57	13.28
	<b>7,956.37</b>	<b>76.60</b>	<b>155.58</b>	<b>7,877.40</b>	<b>3,598.55</b>	<b>225.55</b>	<b>15.53</b>	<b>3,808.56</b>	<b>4,357.82</b>
<i>Right of Use Assets:</i>									
Hospital Equipments	50.00	156.00	-	206.00	13.22	16.83	-	175.95	36.78
	<b>8,006.37</b>	<b>232.60</b>	<b>155.58</b>	<b>8,083.39</b>	<b>3,611.77</b>	<b>242.37</b>	<b>15.53</b>	<b>3,838.61</b>	<b>4,394.60</b>
<b>Total (A)</b>									
<b>(B) Capital work in progress</b>									
Building under construction	28.65	-	28.65	-	-	-	-	-	28.65
	<b>28.65</b>	<b>-</b>	<b>28.65</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>28.65</b>
<b>Total (B)</b>									
<b>(C) Intangible assets</b>									
Computer Software	60.14	9.42	-	69.55	40.41	7.28	-	21.86	19.72
	<b>60.14</b>	<b>9.42</b>	<b>-</b>	<b>69.55</b>	<b>40.41</b>	<b>7.28</b>	<b>-</b>	<b>47.69</b>	<b>19.72</b>
<b>Total (C)</b>									
<b>Total Current Year (A+B+C)</b>	<b>8,095.15</b>	<b>242.02</b>	<b>184.22</b>	<b>8,152.95</b>	<b>3,652.18</b>	<b>249.65</b>	<b>15.53</b>	<b>3,886.30</b>	<b>4,442.97</b>
<b>Total Previous Year</b>	<b>7,633.40</b>	<b>469.50</b>	<b>7.74</b>	<b>8,095.15</b>	<b>3,379.26</b>	<b>279.71</b>	<b>6.78</b>	<b>3,652.18</b>	<b>4,254.29</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Rs. In Lakhs

## Note 3 : Deferred tax asset (net)

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
The major components of deferred tax assets arising on account of timing differences are as follows:			
(a)	<b>Deferred tax asset</b>		
	-Property, Plant & Equipment	26.09	24.29
	-Expenses allowable against taxable income in future years	24.55	21.44
	-Retirement benefit Plan	(6.72)	(3.86)
(b)	<b>Minimum Alternate Tax (MAT) Credit Entitlement</b>	41.04	58.15
	<b>Total</b>	<b>84.96</b>	<b>100.02</b>

## Significant components of Deferred Tax Assets and its Movements

Sr. No	Particulars	Opening Balance	Set off during the year	Recognised in Profit or Loss	Recognised in other comprehensive income	Closing Balance
(a)	Property, Plant & Equipment	24.29	-	1.80	-	26.09
(b)	Retirement Benefit Plan	(3.86)	-	-	(2.86)	(6.72)
(c)	Expenses allowable against taxable income in future years	21.44	-	3.12	-	24.55
(d)	Minimum Alternate Tax (MAT) Credit	58.15	(36.22)	19.10	-	41.04
	<b>Total</b>	<b>100.02</b>	<b>(36.22)</b>	<b>24.02</b>	<b>(2.86)</b>	<b>84.96</b>

## Note 4 : Other non-current assets

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
<i>Unsecured, Considered good</i>			
(a)	Capital Advances	160.00	162.50
(b)	Security Deposits	133.05	139.83
(c)	Balances from Statutory Authorities	113.61	132.18
(d)	Other Financial Assets	16.09	15.38
	<b>Total</b>	<b>422.75</b>	<b>449.89</b>

## Note 5 : Inventories

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
(a)	Consumables	125.88	122.50
(b)	Pharmacy	28.52	24.72
(c)	Optical frames	47.96	55.25
(d)	Contact lens	7.12	12.08
(e)	Canteen stock	1.80	1.00
	<b>Total</b>	<b>211.28</b>	<b>215.54</b>

## Note 6 : Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured - Considered Good	83.57	80.51
Less : Expected Credit Loss	17.57	4.15
<b>Total</b>	<b>66.01</b>	<b>76.36</b>



**Note 7 : Cash and cash equivalents**

Sr. No	Particulars	As at	As at
		March 31, 2020	March 31, 2019
(a)	Cash in hand	1.47	9.73
(b)	<i>Balance with banks</i>		
	(i) In current accounts	(34.42)	(34.45)
	(ii) In deposit accounts	479.77	189.45
	<b>Total</b>	<b>446.82</b>	<b>164.72</b>

**Note 8 : Bank Balances other than above**

Particulars	As at	As at
	March 31, 2020	March 31, 2019
<i>Balance with banks</i>		
(i) In deposit accounts	252.74	92.48
(ii) Unpaid dividend account	2.08	2.08
<b>Total</b>	<b>254.82</b>	<b>94.56</b>

**Note 9 : Other current assets**

Sr. No	Particulars	As at	As at
		March 31, 2020	March 31, 2019
	<i>Unsecured, Considered good</i>		
(a)	Advance to suppliers	34.14	39.96
(b)	Advance to employees	3.07	2.58
(c)	Prepaid Expenses	53.86	65.44
	<b>Total</b>	<b>91.07</b>	<b>107.99</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## Note 10 : Share Capital

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
a)	<b>Authorized Capital</b>		
	2,50,00,000 Equity Shares of Rs. 10/- each	2,500.00	2,500.00
b)	<b>Issued , Subscribed &amp; Paid up Capital</b>		
	2,07,96,330 Equity Shares of Rs 10/- each fully paid up	2,079.63	2,079.63

### (a) Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having par value of Rs.10/- . Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (b) Details of Shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares
Dr S K Sundaramoorthy (since expired)	501,837	2.41%	11,445,557.00	55.04%
Dr Kavetha Sundaramoorthy	11,269,970	54.19%	223,050.00	1.07%

#### Notes

Dr S K Sundaramoorthy, Promoter expired on January 22, 2020, and he has held 1,15,48,757 number of shares at that time. 1,10,46,920 number of shares has been transmitted to his nominee Dr Kavetha Sundaramoorthy. The remaining 5,01,837 number of shares are lying in his account without a nominee.

### (c) Reconciliation of Equity shares outstanding at the beginning and at the end of the period

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount in Rs	No. of shares	Amount in Rs
At the beginning of the period	207.96	2,079.63	207.96	2,079.63
Add : Shares issued during the year	-	-	-	-
Less : Shares bought back during the year	-	-	-	-
Outstanding at the end of the period	207.96	2,079.63	207.96	2,079.63

### (d) The Company has no stock option plans.

## Note 11 : Other Equity

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
a)	Securities premium reserve	2,514.14	2,514.14
b)	Retained Earnings	514.41	407.96
c)	Other Comprehensive Income	17.47	10.05
	<b>Total</b>	<b>3,046.02</b>	<b>2,932.14</b>

#### Notes

- Securities premium reserve represent the premium received on issue of equity shares.
- Retained earnings represent the surplus / accumulated earnings of the company and are available for distribution to share holders.

## Note 12 : Financial liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
<i>Unsecured</i>		
Finance lease obligations	39.87	10.18
<i>Refer Note No. 32 for details of financial leases</i>		
<b>Total</b>	<b>39.87</b>	<b>10.18</b>

**Note 13 : Provisions**

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Gratuity	55.51	54.88
<b>Total</b>	<b>55.51</b>	<b>54.88</b>

**Note 14 : Other non-current liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019
<i>Caution Deposits received from</i>		
(i) from doctors	4.50	3.90
(ii) from employees	8.94	9.42
<b>Total</b>	<b>13.44</b>	<b>13.32</b>

**Note 15 : Trade Payables**

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
(a)	Total outstanding dues of micro and small enterprises	-	-
(b)	Total outstanding dues of creditors other than micro and small enterprises		
	Creditors for materials & services	290.10	247.29
	Creditors for capital goods	10.35	25.58
	Other creditors	6.49	9.52
	<b>Total</b>	<b>306.93</b>	<b>282.40</b>

Note: The information in relation to dues to Micro, Small and Medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the company

**Note 16 : Borrowings**

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
	<i>Secured</i>		
	Term loan from bank	-	9.16
	<b>Total</b>	<b>-</b>	<b>9.16</b>

Note: Term loan has been availed from HDFC Bank for an amount of Rs. 85 lakhs and was primarily secured by equipment namely "Zeiss Visumax Surgical Laser System". The loan has been repaid during the year.

**Note 17 : Other financial liabilities**

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
	<i>Unsecured</i>		
(a)	Current maturities of finance lease obligations	31.80	12.51
(b)	Unpaid dividends	2.07	2.07
(c)	Others	2.56	-
	<b>Total</b>	<b>36.44</b>	<b>14.58</b>

**Note 18 : Provisions**

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
(a)	Provision for expenses	126.51	108.26
(b)	Salary payable	48.12	45.79
(c)	Professional and doctor's fees payable	35.62	39.68
	<b>Total</b>	<b>210.25</b>	<b>193.73</b>

**Note 19 : Other current liabilities**

Sr. No	Particulars	As at March 31, 2020	As at March 31, 2019
(a)	Balances with statutory authorities	31.14	29.24
(b)	Advances received	25.01	30.08
(c)	Other liabilities	0.11	2.69
	<b>Total</b>	<b>56.25</b>	<b>62.01</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

Rs. In Lakhs

## Note 20 : Revenue from Operations

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	<i>Sale of services</i>		
	Revenue from medical services	2,768.37	2,565.12
(b)	<i>Sale of goods</i>		
	Revenue from sale of opticals & contact lens	863.46	908.77
	Revenue from pharmacy	366.27	308.64
(c)	<i>Other Operating Income</i>	57.21	59.97
	<b>Total</b>	<b>4,055.31</b>	<b>3,842.50</b>

## Note 21 : Other Income

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	<i>Interest income</i>		
	from bank deposits	38.46	16.58
	from others	5.83	-
(b)	Rent receipts	30.00	30.00
(c)	Other receipts	15.73	21.18
	<b>Total</b>	<b>90.02</b>	<b>67.76</b>

## Note 22 : Cost of materials consumed

	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	Opening stock	122.50	149.10
Add :	Purchases	571.45	472.45
Less :	Closing stock	125.88	122.50
	<b>Total</b>	<b>568.07</b>	<b>499.05</b>

## Note 23 : Purchase of Stock-in-Trade

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Opticals and lens	318.06	354.59
(b)	Pharmacy	244.73	206.36
(c)	Canteen & utility purchase	47.77	56.75
	<b>Total</b>	<b>610.56</b>	<b>617.69</b>

**Note 24 : Changes in inventories of stock in trade**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Opening Stock	93.04	89.80
Closing Stock	85.41	93.04
<b>(increase)/ decrease in inventories</b>	<b>7.63</b>	<b>(3.24)</b>

**Note 25 : Service Expenses**

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Professional charges to doctors	566.71	573.78
(b)	Power & Fuel	91.07	84.30
	<b>Total</b>	<b>657.77</b>	<b>658.08</b>

**Note 26 : Employment benefit expense**

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Salaries and wages	704.96	733.52
(b)	Bonus and incentives	11.15	13.96
(c)	Directors Remuneration	73.40	88.80
(d)	Contribution to provident and other funds	71.10	74.81
(e)	Provision for gratuity	10.84	9.93
(f)	Staff welfare expenses	20.14	17.26
(g)	Directors sitting fees	2.40	1.76
	<b>Total</b>	<b>893.99</b>	<b>940.04</b>

**Note 27 : Finance costs**

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Interest on finance lease	5.13	2.86
(b)	Interest on borrowings	0.26	2.13
(c)	Other borrowing cost	1.66	1.44
	<b>Total</b>	<b>7.05</b>	<b>6.43</b>

**Note 28 : Depreciation and amortization expense**

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Depreciation of property, plant and equipment	242.37	273.54
(b)	Depreciation of intangible assets	7.28	6.16
(c)	Improvisation of leased assets written off	-	26.17
	<b>Total</b>	<b>249.65</b>	<b>305.88</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## Note 29 : Other expenses

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Rent	234.69	237.43
(b)	Advertisement, Publicity & Marketing	127.77	115.52
(c)	<i>Repairs and maintenance</i>		
	Repairs to equipment & machinery	132.91	129.83
	Repairs to building	86.49	21.73
	Repairs to vehicles	10.07	12.76
	Repairs to others	16.31	16.11
(d)	Fuel to vehicles	11.56	14.61
(e)	House Keeping Expenses	50.88	45.93
(f)	Printing & Stationery	33.28	26.61
(g)	Security Charges	26.76	26.68
(h)	Water charges	19.81	25.24
(i)	Telephone Expenses	18.73	18.14
(j)	Bank Charges	16.69	14.99
(k)	Licences	16.68	5.50
(l)	Travelling & Conveyance	21.09	17.36
(m)	Insurance	13.60	14.65
(n)	Legal & Professional Fees	5.03	10.08
(o)	Rates and Taxes, excluding taxes on income	10.63	5.01
(p)	Bad Debts	7.04	-
(q)	Provision for doubtful debts	17.93	6.00
(r)	Professional & Recommendation Charges	21.07	21.06
(s)	Membership & Subscriptions	7.91	9.05
(t)	Meeting expenses	6.25	4.20
(u)	Postage & Telegram	4.51	4.95
(v)	Payment to auditors		
	for statutory audit	2.65	3.03
	for internal audit	5.00	5.00
	for tax audit	0.50	0.50
	for GST audit	0.20	0.20
(w)	Laboratory expenses	3.98	4.92
(x)	Office Maintenance & Others	3.72	5.04
(y)	Prior period expenses	2.08	1.38
	<b>Total</b>	<b>935.81</b>	<b>823.49</b>

**Note 30 : Exceptional items**

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	Loss on compulsory acquisition of land	(71.91)	-
(b)	Gain on exchange of batteries	0.16	(0.05)
(c)	Gain on sale of car	2.50	-
	<b>Total</b>	<b>69.25</b>	<b>0.05</b>

**Note 31 : Tax expenses**

Sr. No	Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a)	<i>Current Tax</i>		
	In respect of the current year	65.32	12.93
	In respect of the previous years	(2.21)	-
		<u>63.11</u>	<u>12.93</u>
(b)	<i>Deferred tax</i>		
	In respect of the current year	(4.92)	(8.02)
	<i>MAT credit Entitlement</i>		
	In respect of the current year	-	(12.93)
	In respect of the previous years	(19.10)	-
	<b>Total</b>	<b>(24.02)</b>	<b>(20.95)</b>

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## Note 32 Financial leases

The company had adopted Ind AS 116 "Leases" on all lease contracts with effect from April 1, 2019.

The company has taken certain medical equipments under finance lease. The leases typically run for a term ranging from 3-5 years. The company has option to purchase the equipment for a nominal amount at the end of the lease term. The company's obligations under finance leases are secured by the lessors' title to the leased assets.

The disclosures as required under the standard are given below:

### a. Details of maturities of lease liabilities as on March 31, 2020:

Particulars	Future minimum lease payments	
	March 31, 2020	March 31, 2019
(i) not later than one year	37.44	14.15
(ii) later than one year but not later than five years	43.10	10.54
(iii) later than five years	-	-
	<u>80.54</u>	<u>24.69</u>
Less: future finance costs		
(i) not later than one year	5.63	1.64
(ii) later than one year but not later than five years	3.24	0.35
(iii) later than five years	-	-
<b>Closing balance</b>	<b>71.67</b>	<b>22.70</b>

b. Rental expenses towards short term leases were Rs.234.69 Lakhs for the year ended March 31, 2020.

## Note 33 Related Party Disclosures

### A. Name of the related parties and their relationship

Name	Relationship
<b>Key Managerial personnel</b>	
Dr S K Sundaramoorthy	Managing director cum chairman ( expired on 22.01.2020)
Ms Sangeetha Sundaramoorthy	Whole time director
Dr Kavetha Sundaramoorthy	Director
Dr D R Kaarthikeyan	Non executive director
Dr Yogesh Shah	Non executive director
Mr G R Karthikeyan	Non executive director
CA R Subramanian	Non executive director
CA M Alagiriswamy	Non executive director
Mr P R Rangaswami	Chief Financial Officer w.e.f. 14.01.2020 (earlier alternative director to Dr Kavetha Sundaramoorthy)

### Relatives of Key Managerial personnel

Dr Rajkumar Sundaramoorthy

### Enterprises owned or significantly influenced by key management personnel ("KMP") or their relatives - (with whom transactions have taken place)

M/ s. Lotus Vision Research Trust

### B. Related party transactions

Name	Nature of transaction	Transaction		Outstanding balances	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Dr S K Sundaramoorthy	Remuneration paid	70.00	84.00	-	(3.67)
Ms Sangeetha Sundaramoorthy	Remuneration paid	4.80	4.80	(0.40)	(0.40)
Dr D R Kaarthikeyan	Director sitting fee	0.50	0.30	-	-
Dr Yogesh Shah	Director sitting fee	0.20	0.16	-	-
Mr G R Karthikeyan	Director sitting fee	0.40	0.20	-	-
CA R Subramanian	Director sitting fee	0.50	0.30	-	-
CA M Alagiriswamy	Director sitting fee	0.40	0.40	-	-
Mr P R Rangaswami	Director sitting fee	0.40	0.40	-	-
	Remuneration paid	3.60	-	(1.01)	-
Dr Rajkumar Sundaramoorthy	Remuneration paid	11.00	5.20	-	-
M/ s. Lotus Vision Research Trust	Rent received	30.00	30.00	-	-
	Rent paid	51.46	34.31	-	-

### Notes

(i) Outstanding balances represents (payables) / receivables.

(ii) The related parties have been identified as per Section 203 of Companies Act, 2013 and Ind AS 24 - Related Party Disclosures.



**Note 34 Contingent Liabilities**

Particulars	March 31, 2020	March 31, 2019
Claims against the Company, disputed by the Company, not acknowledged as debt		
(i) Income tax	55.40	-
(ii) Kerala VAT	28.66	28.66
(iii) Medical related	5.50	-
<b>Total</b>	<b>89.56</b>	<b>28.66</b>

**Note 35 Employee benefits**
**A. Defined contribution plan**

The Company makes contributions towards provident fund and employees state insurance as a defined contribution retirement benefit fund for qualifying employees. The provident fund is operated by the regional provident fund commissioner. The Employees state insurance is operated by the Employees State Insurance Corporation. Under these schemes, the Company is required to contribute a specific percentage of the payroll cost as per the statute.

The total expenses recognized during the year in the Statement of Profit and Loss was Rs. 71.10 Lakhs (previous year : Rs. 74.80 lakhs), and it represents contributions payable to these plans by the Company.

**B. Defined benefit plans**
**Gratuity**

The Company operates post-employment defined benefit plan that provide gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided based on actuarial valuation carried out by an independent actuary. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss. The Company accrues gratuity as per the provisions of the Payment of Gratuity Act, 1972 as applicable as at the balance sheet date.

The company contributes all ascertained liabilities towards gratuity to the gratuity trust established by the company. The plan assets are being invested in insurer managed funds in a phased manner. The company provides for gratuity, a defined benefit retiring plan covering eligible employees. The Gratuity plan provides a lump sum payment to the vested employees at retirement, death, incapacitation or termination of employment based on the respective employees salary and tenure of the employment with the company.

**Disclosures of Defined Benefit Plans based on actuarial valuation reports**

The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

<b>Investment risk</b>	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a mix of investments in government securities, and other debt instruments.
<b>Interest risk</b>	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments
<b>Longevity risk</b>	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
<b>Salary risk</b>	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

# LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

## Change in Defined Benefit Obligation

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Present value of defined benefit obligation as at the beginning of the year	54.88	49.10
Current service cost	7.29	7.26
Remeasurement (gains)/losses on account of change in actuarial assumptions	(10.20)	(3.55)
Interest cost	3.61	3.25
Charges paid to fund manager	(0.07)	(1.18)
Present value of defined benefit obligation as at the end of the year	55.51	54.88

## Changes in fair value of plan assets

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Fair value of plan assets as at the beginning of the year	11.74	6.00
Adjustments to opening balance	-	(0.10)
Return on plan assets (excluding amounts included in net interest expense)	0.85	0.57
Contributions from the employer	2.50	6.50
Charges paid to fund manager	(0.07)	(1.18)
Remeasurement (gains)/losses on account of change in actuarial assumptions	0.08	(0.05)
Fair value of plan assets as at the end of the year	15.10	11.74

The company has a policy of parking the obligation (gratuity) with Life Insurance Corporation of India (LIC). A major portion of the gratuity amount is yet to be invested in plan assets with LIC.

## Actual Return on Plan Assets

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Expected return on plan assets	0.85	0.57
Actuarial gain (loss) on plan assets	0.08	(0.05)
Estimated Actual return on plan assets	0.94	0.52

## Actuarial Gains And Losses Recognized

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Actuarial gain (loss) for year - obligation	10.20	3.55
Actuarial gain (loss) for year - plan assets	0.08	(0.05)
Subtotal	10.28	3.50
Actuarial (gain) / loss recognized	(10.28)	(3.50)
Unrecognized actuarial gains (losses) at the end of the period	-	-

## Amount recognised in Balance Sheet

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Present value of funded defined benefit obligation as at the end of the year	55.51	54.88
Fair value of plan assets as at the end of the year	15.10	11.74
Obligation determined under para 63 of Ind AS 19	40.41	43.14
Net liability arising from defined benefit obligation	40.41	43.14

## Expenses recognised in statement of profit and loss

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Current service cost	7.29	7.26
Past service cost and (gain)/loss from settlements	-	-
Return on plan assets (excluding amounts included in net interest expense)	(0.85)	(0.57)
Net interest expense	3.61	3.24
Total Expenses/ (Income) recognised in profit or loss	10.05	9.93

## Expenses recognised in Other Comprehensive Income

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<i>Remeasurement on the net defined benefit liability:</i>		
Remeasurement (gains)/losses on account of plan obligations	(10.20)	(3.55)
Difference on return on plan assets vs received	(0.08)	0.06
Total of remeasurement (gain) / loss recognised in Other Comprehensive Income (OCI)	(10.28)	(3.50)

**Movements in the balance sheet**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Present value of defined benefit obligation as at the beginning of the year	43.14	43.10
Amount recognised in profit and loss	10.05	9.93
Amount recognised in other comprehensive income	(10.28)	(3.50)
Contribution paid	(2.50)	(6.50)
Adjustments to the opening balance	-	0.11
Net liability arising from defined benefit obligation as at the end of the year	40.41	43.14

**Amount for the current period**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Present Value of obligation	55.51	54.88
Plan Assets	15.10	11.74
Surplus (Deficit)	(40.41)	(43.14)
Experience adjustments on plan liabilities -(loss)/gain	11.39	1.19
Impact of Change in Assumptions on Plan Liabilities-(loss)/gain	(1.18)	2.36
Experience adjustments on plan assets -(loss)/gain	0.08	(0.05)

**Major Categories Of Plan Assets (As Percentage Of Total Plan Assets)**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Government of India Securities	0.00%	0.00%
State Government Securities	0.00%	0.00%
High Quality Corporate Bonds	0.00%	0.00%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Special Deposit Scheme	0.00%	0.00%
Funds managed by Insurer	100.00%	100.00%
Others (to specify)	0.00%	0.00%
Total	100.00%	100.00%

**Significant Actuarial Assumptions**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Discount rate(s)	4.82%	6.59%
Expected rate(s) of salary increase	5.00%	4.30%
Attrition Rate	61.49%	56.53%
Expected rate of return on Plan Assets	4.82%	6.59%
Retirement Age	58 years	58 years
Pre-retirement mortality	Indian Assured Lives Mortality (2012-14) Ultimate	