Lotus Eye Hospital And Institute Limited

CIN No. : L85110TZ1997PLC007783

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

Tel : 0422 - 4229900, 4229999

R.S.PURAM
155B, East Periasamy Road, Near Chinthamani,
North Coimbatore, R.S.Puram, Coimbatore - 641 002.
Ph : 0422 - 4239900, 4239999

SARAVANAMPATTI
86/1, Site No.2, TRM Avenue, Sathy Road,
Saravanampatti, Coimbatore - 641 035.
Ph : 0422 - 2210021

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

September 01, 2026

BSE Limited **Phiroze Jeejeebhoy Towers** **Dalal Street,** **Mumbai – 400 001** **Scrip Code: 532998**	**National Stock Exchange of India Limited** **Exchange Plaza, C-1, Block G,** **Bandra Kurla Complex,** **Bandra (East), Mumbai – 400 051** **Scrip Code: LOTUSEYE**

Sir/Madam,

Sub: 29th Annual General Meeting - Notice and Annual Report FY 2025-26

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, please find enclosed the Annual Report of the Company for the financial year 2025-26, together with the Notice convening the 29th Annual General Meeting (AGM) of the Company, scheduled to be held on Wednesday, September 23, 2026 at 04:00 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The same is also available on the Company's website at https://www.lotuseye.org/Investor/Annual-Report/Annual-Report%202025-2026.pdf

Further, in compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM through Central Depository Services (India) Limited (CDSL).

The cut-off date for the purpose of determining eligibility of members for e-voting is Wednesday, September 16, 2026. The detailed procedure and instructions for remote e-voting are mentioned in the AGM Notice. The remote e-voting will be available from 09:00 A.M (IST) on Sunday, September 20, 2026 to 05:00 P.M (IST) on Tuesday, September 22, 2026.

This is for your information and records.

Thanking You

For Lotus Eye Hospital and Institute Limited

SENTHILKUMAR PRATHISH Digitally signed by SENTHILKUMAR PRATHISH
Date: 2026.09.01 12:45:22 +05'30'

Prathish S
Company Secretary & Compliance Officer

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINETH (29th) ANNUAL GENERAL MEETING OF THE MEMBERS OF LOTUS EYE HOSPITAL AND INSTITUTE LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 23, 2026, AT 04:00 PM THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) 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 March 31, 2026 together with the Report of the Board of Directors and the Auditors thereon;

2. To appoint a director in the place of Dr. Kavetha Sundaramoorthy (DIN 02050806) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Approval of revision in remuneration of Ms. Sangeetha Sundaramoorthy (DIN 01859252), Managing Director of the Company:**

To consider and if thought fit to pass the following resolution as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendations of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for revision in the remuneration payable to Ms. Sangeetha Sundaramoorthy (DIN 01859252), Managing Director of the Company from Rs.3,50,000 to Rs.6,00,000 per month with effect from August 10, 2026, for the remaining tenure of her appointment ending on August 14, 2028, comprising the following emoluments:

S.No.	Particulars	Amount (in Rs.)
1	Basic	2,40,000
2	Dearness Allowance	2,40,000
3	House Rent Allowance	60,000
4	Medical Allowance	30,000
5	Transport Allowance	30,000
6	Provident Fund, Gratuity	As per the limits

The revised remuneration payable to Ms. Sangeetha Sundaramoorthy (DIN: 01859252), Managing Director of the Company, as stated hereinabove, is hereby specifically approved and sanctioned, with all other terms and conditions of her appointment remaining unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, modify or revise the terms and conditions of the appointment and/or remuneration of Ms. Sangeetha Sundaramoorthy, in such manner as may be agreed between the Board of Directors and Ms. Sangeetha Sundaramoorthy, provided that such alteration, variation, modification or revision shall be in accordance with the provisions of the Companies Act, 2013, read with applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and subject to such approvals as may be required.

RESOLVED FURTHER THAT in the event that, during any financial year falling within the remaining tenure of the Managing Director, the Company has no profits or its profits are inadequate, Ms. Sangeetha Sundaramoorthy shall be entitled to receive the remuneration comprising of emoluments as set out above as the minimum remuneration, subject to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. **Approval for continuation of payment of remuneration to Dr. Kuttapalayam Songappan Ramalingam (DIN 01016571), Non-Executive Non-Independent Director of the Company:**

To consider and if thought fit to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for continuation of payment of remuneration of Rs. 1,00,000 per month for the financial year 2026-27 to Dr. Kuttapalayam Songappan Ramalingam (DIN 01016571), Non-Executive Non- Independent Director of the Company.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper and expedient to give effect to this resolution."

By Order of the Board
For **Lotus Eye Hospital And Institute Limited**

Place: Coimbatore
Date: August 10, 2026

Prathish S
Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as MCA Circulars) permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) and the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue of the AGM.

2. The Annual Report for the financial year 2025-26 along with the Notice of the AGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Company will send physical/hard copies of the Annual Report, if specifically requested by a member. Members may send requests in this regard to the Company's e-mail id: companysecretary@lotuseye.org. The Members may note that the Annual Report will also be available on the Company's website www.lotuseye.org, Stock Exchanges websites i.e., BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the CDSL website www.evotingindia.com.

3. The Members holding shares in physical form who have not registered/updated their mobile number/email address with the Company are requested to register/update the same by writing to the Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, at investor.helpdesk@in.mpms.mufg.com, mentioning their Folio Number and attaching a self-attested copy of their PAN Card. Members holding shares in dematerialized form are requested to register/update their mobile number/email address with their respective Depository Participant for receiving all communications (including the Annual Report) from the Company electronically.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, as may be applicable, the Company is providing facility of remote e-voting to

its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e- Voting's agency.

5. The Members, who present in the AGM through VC/OAVM facility and have not cast 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 during AGM.

6. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

7. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Body Corporates are entitled to appoint authorized representatives and requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the AGM.

8. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting is annexed hereto.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for electronic inspection by the Members during the AGM.

10. The Members are requested to note that, all shares in respect of which dividends have not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). In view of this, Members are requested to claim their dividends from the Company, before it is transferred to IEPF. The details of unclaimed dividends & shares as on March 31, 2026 are uploaded on the Company's website at www.lotuseye.org/Investors.php. For claiming the amount, please email to RTA: investor.helpdesk@in.mpms.mufg.com. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form, available on www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company/RTA) along with requisite documents to the Company/RTA for verification of the claim.

11. Mr. P. Eswaramoorthy of M/s. P. Eswaramoorthy & Co, Company Secretaries, has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

12. The Scrutinizer shall, after the conclusion of voting at AGM, unblock the votes cast through remote e-voting and during AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized in writing who shall countersign the same.

13. The Chairperson or a person authorized shall declare the result of the voting forthwith. The results so declared, together with the Scrutinizer's report, shall be placed on the Company's website and simultaneously communicated to the stock exchanges.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

Step 2 : Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and Non-Individual Shareholders in demat mode.

(i) The voting period begins on September 20, 2026 (9:00 A.M. IST) and ends on September 22, 2026 (5:00 P.M. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 16, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Shareholder (not holding shares of the Company) as on the aforesaid cut-off date should treat this note for information purposes only.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.comand click on login icon & My Easi New (Token) Tab. 2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

	Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you

	will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and Non-Individual Shareholders in demat mode.

Login method for e-voting and joining virtual meetings for Physical Shareholders and Shareholders other than Individual holding in Demat form.

1)The Shareholders should log on to the e-voting website www.evotingindia.com.

2)Click on “Shareholders” module.

3)Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Share holders as well as physical Shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • 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.

(iv) After entering these details appropriately, click on " SUBMIT " tab.

(v) 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.

(vi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVSN for the relevant Lotus Eye Hospital and Institute Limited on which you choose to vote.

(viii) 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.

(ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(x) 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.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiii) 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.

(xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xv) **Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through laptops/ipads for better experience.

5. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before September 16, 2026 mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@lotuseye.org. The Shareholders who do not wish to speak during the AGM but have queries may send their queries to companysecretary@lotuseye.org by mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied to by the Company suitably by email. Those Shareholders who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3: Approval of revision in remuneration of Ms. Sangeetha Sundaramoorthy (DIN 01859252), Managing Director of the Company:

The Members at the 26thAGM of the Company held on September 25, 2023 approved the re-appointment and payment of remuneration to Ms. Sangeetha Sundaramoorthy, Managing Director for the period of 5 years with effect from August 14, 2023 to August 14, 2028.

Considering the significant contribution of Ms. Sangeetha Sundaramoorthy, Managing Director to the Company's growth and implementation of expansion plans, business strategies, industry standard and the size of the Company, the Board of Directors at its meeting held on August 10, 2026 has considered the revision in remuneration from Rs.3,50,000 to Rs.6,00,000 per month, which has been recommended by the Nomination and Remuneration Committee and Audit Committee and is in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, therefore, the approval of members by way of Ordinary Resolution is being sought for payment of revised remuneration with effect from August 10, 2026 for the remaining tenure of her appointment ending on August 14, 2028, except for the aforesaid revision in remuneration, all other terms and conditions of the appointment as the Managing Director of the Company, as approved earlier, shall remain unchanged.

Ms. Sangeetha Sundaramoorthy and Dr. Kavetha Sundaramoorthy are relatives, being interested to the resolution concerning the revision in remuneration of Managing Director. None of the other Directors or Key managerial personnel or their relatives is interested financially or otherwise in the resolutions.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 3 to the Members of the Company.

General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 relating to the Ordinary Resolution under Item No. 3.

A. General Information	
Nature of Industry	Hospital (Ophthalmology)
Date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	**(Amount in Rs. Lakhs)**

	Particulars: 2025 - 26 Turnover: 5,489.03 Profit After Tax: 8.04 Net Worth: 60.14 Earnings Per Share (Rs.): 0.04
Foreign investments or collaborations	Nil
II. Information about the appointee	
Background details/ Job profile and his suitability	Ms. Sangeetha Sundaramoorthy is a Software Professional who has been associated with Company since 2006. She is instrumental to the growth of the Company.
Past remuneration	Rs.3,50,000 per month
Recognition or awards	In recognition of her contributions to the healthcare sector, she was conferred the "Budding Entrepreneur – Healthcare" award by The Times of India in 2021.
Remuneration proposed	Rs.6,00,000 per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the profile of Ms. Sangeetha Sundaramoorthy, responsibility shouldered by her as well her contribution to the growth of the Company, the industry standard and the size of the Company, the remuneration proposed is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Ms. Sangeetha Sundaramoorthy, Managing Director of the Company, is one of the promoters of the Company. She is related to Dr. Kavetha Sundaramoorthy, Non-Executive Chairperson of the Company. Besides the remuneration being received, she does not have any Pecuniary relationship with the Company.
III. Other information	
Reasons of loss or inadequate profits	As on March 31, 2026, the Company has invested in skilled manpower resulting in higher depreciation & increased operating cost.
Steps taken or proposed to be taken for improvement	The investments in new centres are expected to benefit the Company in the long run through higher margin and the Company is continuously taking various cost control measures which would result in increased profitability in the ensuing years.
Expected increase in productivity and profits in measurable terms	The Company expects that improvement in business environment terms and several steps being taken to enhance revenue and reduce costs, which may yield better profit in the years to come.

IV. DISCLOSURES:

The relevant disclosures are being made in the Corporate Governance Report annexed to the Directors' Report which forms part of this Annual Report.

Item 4: Approval for continuation of payment of remuneration to Dr. Kuttapalayam Songappan Ramalingam (DIN 01016571), Non-Executive Non-Independent Director of the Company:

The Members at the 28th AGM held on September 23, 2025 approved the payment of remuneration of Rs.1,00,000 per month to Dr. Kuttapalayam Songappan Ramalingam. Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such approval of the Members is required for every financial year in which the annual remuneration payable to any one non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 26, 2026, approved the continuation of payment of the aforesaid remuneration for the financial year 2026-27, subject to the approval of the Members.

Dr. Kuttapalayam Songappan Ramalingam has over 43 years of experience as a Clinical Nephrology (adult and pediatric) peritoneal dialysis, Hemodialysis, CAPD & Kidney transplantation. He is one of the renowned doctors in India and is well respected among the Doctors community. He has a proven track record of hospital administration as he is the promoter of Coimbatore Kidney Centre and Specialty Hospitals mainly into treatment of all forms of Kidney disease treatments involving both medical and surgical.

Dr. Kuttapalayam Songappan Ramalingam comes with a treasure of knowledge about health care and is an able administrator his advice is very much essential for the sustainable growth of the Company.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 4 to the Members of the Company.

Details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given hereunder:

Name	Dr.Kavetha Sundaramoorthy	Ms.Sangeetha Sundaramoorthy	Dr.Kuttapalayam Songappan Ramalingam
DIN	02050806	01859252	01016571
Date of Birth	January 30, 1976	October 16, 1978	March 08, 1949
Qualification, Brief resume & nature of Expertise in specific functional areas	Dr. Kavetha Sundaramoorthy is a Board-certified Psychiatrist with specialization in Adult and Child/Adolescent Psychiatry, bringing over 15 years of clinical experience to her practice. She holds Harvard University, where she was honoured with the prestigious Farley Award - recognition of her academic distinction and clinical excellence.	Ms. Sangeetha Sundaramoorthy is a Software Professional who has been associated with Lotus Eye Hospital and Institute Limited since 2006. She was appointed as Whole- Time Director in 2009 and played a key role in the Company's Initial Public Offer. Her expertise in Information Technology has enabled the adoption of advanced systems across the organization, improving efficiency and operational effectiveness across departments.	Dr. Kuttapalayam Songappan Ramalingam has over 43 years of experience as a Clinical Nephrology (adult and pediatric) Peritoneal dialysis, Hemodialysis, CAPD & Kidney transplantation. He is one of the renowned doctors in India and is well respected among the Doctors community. He has a proven track record of hospital administration as he is the promoter of Coimbatore Kidney Centre and Specialty Hospitals mainly into treatment of all forms of Kidney disease treatments involving both medical and surgical.
Remuneration sought to be paid	Sitting fees as approved by the Board	Rs. 72,00,000 per annum	Rs.12,00,000 per annum
Remuneration last drawn	Sitting fees as approved by the Board	Rs. 42,00,000 per annum	Rs.12,00,000 per annum
Date of first appointment on the Board	March 14, 1997	March 14, 2006	February 10, 2021
Disclosure of relationships between irectors inter- se	Ms.Sangeetha Sundaramoorthy, Sister	Dr. Kavetha Sundaramoorthy, Sister	NA
Directorships in Other Public Companies	Please refer corporate governance report		
Shareholding in the Company	5,70,993 (2.75%)	72,74,272 (34.98%)	3,02,894 (1.46%)
No. of Meetings of the Board attended during the year	Please refer corporate governance report		