



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

December 18 2025

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| BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 532998 | National Stock Exchange of India Limited 5th Floor, Exchange Plaza Bandra (East) Mumbai – 400 051 Scrip Code: LOTUSEYE |
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Dear Sir/Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 34 of SEBI LODR 2015 Please find enclosed the postal ballot notice dated 18.12.2025. The Postal ballot voting process shall be carried out only through electronic means (Remote e-voting). The e-voting shall open on 19.12.2025 at 09.00 AM and shall end by 17.12.2026 at 05.00 PM. The cut-off date considered for the circulation of Postal Ballot Notice to members is 16.12.2025.

The Postal Ballot Notice has been circulated to shareholders of Lotus Eye Hospital and Institute Limited on 18.12.2025.

Yours Faithfully

For Lotus Eye Hospital and Institute Limited

M Achuth menon
Company Secretary & Compliance Officer
Membership no - A63980

SALEM : 86, Brindhavan Road, Fairlands, Salem - 636 016. Ph : 0427 - 4219900, 4219999
TIRUPUR : 415, Kamaraj Road, Santhai Pettai Bus Stop, Thennampalayam, Palladam Road, Tiruppur - 641 604. Ph : 0421 - 4346060, 4219999
METTUPPALAYAM : No. 28, Coimbatore Main Rd, Opp.Bus Stand, Mettupalayam - 634 301. Ph : 04254 - 223223, 224224
KOCHI : 533/33A-33F, Tejas Tower, SA Road, Kadavanthara, Kochi, Kerala - 682 020. Ph. : 0484 - 2322333, 2322444
KOCHI : 229A, Kurisingal House, Mulanthuruty Post, Kochi, Kerala - 682 314. Ph. : 0484 - 2743191, 2743121
KARUR : Door No.28,28/2, Sengunthapuram Main Road, Karur - 639002. Ph : 04324 459900, 74485 14851
GOBICHETTIPALAYAM : 4/1240, Nanjappa Nagar, Erode Sakthi Main Road, Gobichettipalayam, Erode, Tamil Nadu - 638476
Gobichettipalayam : 4/1240, Opp to Nanjappa Nagar, Kullampalayam Pirivu, Erode Main Road, Gobichettipalayam, Erode - 638476. Ph : 78450 77704



LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

(Formerly Lotus Eye Care Hospital Limited)

CIN: L85110TZ1997PLC007783

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

Tel : 0422 - 4229900, 4229999, Fax : 0422 - 4229933 E Mail:

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

NOTICE OF POSTAL BALLOT

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

Dear Members(s),

Notice is hereby given that pursuant to Section 110 of Companies Act 2013 read with Rule 22 of Companies (Management and Administration Rules) 2014 and such other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the resolutions as stated in the notice are proposed for approval by members of Lotus Eye Hospital and Institute Limited Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under SEBI (LODR) 2015 is attached along with notice.

Item No. 1: To approve the continuation of KS Ramalingam (DIN: 01016571) as Non- Executive Director and to consider and if thought fit pass the following resolution as special resolution:

RESOLVED THAT pursuant to approval of the Board of Directors read with Section 152(2) of Companies Act 2013 along with Regulation 17(1A) of SEBI (LODR) Regulations 2015 approval of the shareholders be and is hereby accorded for the continuation of Dr KS Ramalingam DIN: 01016571 as Non-Executive Director of the company with effect from 01st June, 2025 and upto the remaining period of his term expiring on 08th February, 2026;

RESOLVED FURTHER THAT Mr.M Achuth Menon Company Secretary and Compliance officer or in his absence Mr.Reghunathan Ramanjuam, Chief Financial Officer be and is hereby authorised to carry out all such acts, deeds and such other matter as may be requisite to give effect to this resolution.

Item No. 2: To approve the appointment of Dr KS Ramalingam (DIN: 01016571) as Non Executive Director and to consider and if thought fit pass the following resolution as special resolution:

“RESOLVED THAT pursuant to Sections 152(2) and 152(6)(e) of the Companies Act, 2013 and further pursuant to provisions of Regulation 17(1A), 17(1D) of SEBI (LODR) Regulations 2015, Dr KS Ramalingam DIN: 01016571 be and is hereby appointed as Director (non-executive and non-independent) on the Board of Directors of the Company with effect from 09th February 2026 and his period of office is liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT Mr.M Achuth Menon Company Secretary and Compliance officer or in his absence Mr.Reghunathan Ramanjuam, Chief Financial Officer be and is hereby authorised to carry out all such acts, deeds and such other matter as may be requisite to give effect to this resolution.”

Item No.3: To approve the appointment of Dr S Natesan DIN: 09012904 as an Independent Director of the company for a consecutive second term of 5 years and to consider and if thought fit pass the following resolution as special resolution:

RESOLVED THAT pursuant to recommendation of Nomination and Remuneration committee, approval of Board of Directors and as per Section 150(2) read with Section 149(6), of Companies Act 2013 read with Rule 5, 6 of Companies (Appointment and Qualification of Directors) Rules 2014 along with Regulations 17(1A), 25(2A) of SEBI (LODR) 2015 approval of shareholders be and is hereby accorded for the appointment of Dr S Natesan (DIN:09012904) as an Independent Director for consecutive second term of five years from 03rd January 2026 to 03rd January 2031.

RESOLVED FURTHER THAT Mr.M Achuth Menon Company Secretary and Compliance officer or in his absence Mr.Regunathan Ramanujam Chief Financial Officer is be and hereby authorized to carry out all such acts, deeds and such other matter as may be requisite to give effect to this resolution.

By order of the Board of Directors

M Achuth menon

Company Secretary & Compliance officer

Coimbatore

18.12.2025


NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the applicable Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached for perusal by the members of the company;
2. In compliance with the applicable MCA Circulars, Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on **16.12.2025** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may please note that Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot;
3. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited (“CDSL”) for which the required procedure is incorporated in the Postal Ballot Notice;
4. Members who are entitled to voting and not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent.

MUFG Intime India Private Limited,

Address : Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028

Tel : +91 422 2314792 E-mail : jayakumar.kandaswamy@in.mpms.mufg.com

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5. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
 6. In accordance with Rule 22(3) of Companies (Management and Administration Rules) 2014 a detailed public advertisement shall be published in one English Newspaper having wide circulation in India and one vernacular newspaper having wide circulation where the registered office of the company is situated containing all the information pertaining to voting by postal ballot;
 7. The Board of Directors of the Company has appointed Mr P. Eswaramoorthy Company Secretaries, Coimbatore (FCS No 6510) as the Scrutiniser to scrutinise the Postal Ballot process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed;
 8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to companysecretary@lotuseye.org his / her / its folio number / DP ID and Client ID.
 9. The voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **16.12.2025** A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
 10. The e-voting period commences on **19.12.2025** at 9:00 a.m. (IST) and ends on **17.01.2026** at 5:00 p.m.
 11. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolution set forth in this Postal Ballot Notice;
 12. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at the link and on the website of CDSL at www.evotingindia.com. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final. The results will be communicated to the Stock Exchanges simultaneously;
 13. Subject to receipt of the requisite number of votes and as per Section 110(2) of Companies Act 2013 the Resolution shall be deemed to have been passed on the last date of remote e-voting;
 14. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **17.01.2026**.
 15. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no 1800 22 55 33.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

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

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

- (i) The voting period begins on 19.12.2025 at 9.00 am and ends on 17.01.2026 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as

on the cut-off date **16.12.2025** of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. |

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| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>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.</p> <p>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/IdeasDirectRea.jsp</p> <p>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.</p> <p>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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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.

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

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

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|----------|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as |

| | |
|---|---|
| Bank Details OR Date of Birth (DOB) | <p>recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |
|---|---|

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Lotus Eye Hospital and Institute Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF THE SECRETARIAL STANDARD-1 UNDER SECTION 118 OF THE COMPANIES ACT, 2013:

Item No.1 & 2

Dr KS Ramalingam was appointed as CEO of Lotus Eye Hospital and Institute Limited from 05th August 2020 and thereafter as the whole-time director with effect from 09th February 2021. At the time of appointment Dr KS Ramalingam was above 70 years of age and hence was appointed for a period of 5 years by passing special resolution.

Dr KS Ramalingam is the promoter of Coimbatore Kidney Care & Research Limited a famous hospital in Coimbatore specialized in nephrology. During the 4th year of his tenure as Whole Time Director and CEO he communicated to the management and the Board of Directors about the expansion plans of Coimbatore Kidney Care and Research Limited and the need to devote more time for completion of the plans. In this regard he requested the Board of Directors of the company to accept his resignation as Whole-Time Director and CEO and extended his willingness to continue as Non-Executive NonIndependent Director. The Board of Directors thereafter in its meeting held on 29th May 2025 accepted his resignation and acceded to his request to continue as Non-Executive and Non-Independent Director with effect from 30th May 2025. His term as Non-Executive Director would have expired on 08th February, 2026.

The Company was of the opinion that he having been appointed by special resolution of shareholders and considering his term as non-executive director would end on 08th February, 2026, there was no requirement to seek further approval by shareholders through a special resolution in terms of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.

However, both the stock exchanges BSE and NSE where the shares of the company is listed were of the opinion that the company ought to have sought approval of shareholders through a special resolution in terms of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 for continuation of Dr KS Ramalingam as Non-Executive Director after his resignation from the office of Whole-time Director on 30th May, 2025.

The company has replied to the respective stock exchanges that even though it still holds the view that change in designation from Whole-time Director to Non-Executive Director does not tantamount to appointment which is in variance to the interpretation of the respective stock exchanges but the company and its Board of Directors is committed to ensuring compliance in true letter and spirit and proposes the passing of Special Resolution for continuation of Dr KS Ramalingam as Non-Executive Director from 01st June, 2025 to 08th February, 2026. In this regard company in its reply to respective stock exchanges has sought time till January 31st 2026 to complete the passing of special resolution under Regulation 17(1A) of SEBI LODR 2015 by way of postal ballot.

Further, the Board, based on the recommendation of the Nomination and Remuneration Committee proposes the appointment of Dr KS Ramalingam as Non-Executive Director for a fresh term with effect from 09th February, 2026 such that his period of office is liable to determination by retirement of directors by rotation.

Hence the Board has proposed passing of resolution listed under Item Nos.1 & 2 as Special Resolutions.

Except Dr KS Ramalingam no director or KMP or their relatives are deemed to be interested or concerned in respect of resolutions proposed under Item Nos.1 & 2.

Justification in terms of Regulation 17(1A) of SEBI (LODR) Regulations, 2015

Dr KS Ramalingam is 76 years old and hails from Erode Tamil Nadu. He did his MBBS from and MD in (General medicine) from Stanley Medical college Chennai. He has 42 years of experience as a Clinical Nephrology (Adult and Paediatric) 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 Care and Research Limited mainly into treatment of all forms of Kidney disease treatments involving both medical and surgical. Coimbatore Kidney Care and Research Limited has been rated as the second best nephrology specialty hospital in India.

Dr KS Ramalingam comes with a treasure of knowledge about health care and is an able administrator his advice is very much imperative for the sustainable growth of the company. His contribution before demitting his office as Whole Time Director and CEO has been invaluable. During his term as WTD & CEO company could achieve its highest profit of Rs 5 crores plus and his hospital management skills has immensely helped the company in achieving economies of scale and thereby ensuring robust financial performance. The Board proposes his continuation on the Board to benefit from his experience and guidance.

The Board of Directors pursuant to Regulation 17(11) of SEBI LODR 2015 considering the factors stated above the justification for his appointment recommend this special business for further approval by shareholders.

Additional information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 of ICSI, with reference to continuation of Dr KS Ramalingam (DIN: 01016571) as Non-Executive Non-Independent Director and his appointment as Non-Executive Non-Independent Director for a fresh term:

| | | |
|------|--|--|
| I | Name of the director | KS Ramalingam |
| II | DIN | 01016571 |
| III | Date of Birth | 08.03.1949 (76 Years) |
| IV | Qualification & Brief resume & nature of his/her expertise in specific functional areas | MBBS & MD with specialization in Clinical Nephrology (Adult and Pediatric) Peritoneal dialysis, Hemodialysis, CAPD Kidney transplantation |
| | Terms of remuneration sought to be paid | Rs 12,00,000 per annum |
| | Terms of remuneration last drawn | Rs 12,00,000 per annum |
| V | Disclosure of relationships between directors, KMPs inter-se | NA |
| VI | Names of listed entities (Other than Lotus) in which the person also holds the directorship and the membership of Committees of the board | Coimbatore kidney care and research limited Medserve Diagnostic Services Private limited Coimbatore healthcare investors private limited |
| VII | <ul style="list-style-type: none"> • Directorships • Chairperson of Board committees • Member of Board Committees | NIL |
| VII | Number of Board Meetings attended | As on date company has conducted three board meetings and all three has been attended |
| VIII | Shareholding (No of Shares and Percentage) | 302894 |

Item No.3:

Dr S Natesan (DIN: 09012904) is a renowned orthopedician hailing from Erode Tamil Nadu. He was a government doctor for 20 years and thereafter promoted his own hospital name LKM hospital situated at Erode. He has vast experience of 50 plus years in the field of medicine and hospital administration.

Dr S Natesan (DIN:09012904) has rich experience in the field of medicine as well as a hospital administrator. It shall be a great fillip to Lotus Eye Hospital and Institute Limited especially in its endeavour to expand its base across Tamil Nadu. His appointment will help in the composition of the Board well represented as he possesses the skills and expertise needed for the administration of health care sector. The contribution during his first term as Independent Director has been valuable for the growth of the company, especially his advises when it comes to administration of hospital, patient management and financial aspects with respect to running a hospital.

Justification in terms of Regulation 17(1A) of SEBI (LODR) Regulations, 2015

The nomination and remuneration committee has recommended the appointment of Dr S Natesan after evaluating the skills, expertise and knowledge and further approved by the Board of Directors for a second term of 5 years commencing from 03rd January 2025 to 03rd January 2031. While Dr S Natesan is more than 75 years of age, his long experience in hospital administration makes it imperative for the Board to retain his services as Independent Director for the second term. His track record as a doctor spans over a period of 50 years including 20 years in government service. He is part of various organization of doctors across Tamil Nadu which can bolster the relationship between the company and these organizations. His inputs shall add more value to the growth of the company and thereby contribute to the future growth of the company.

The Board of Directors pursuant to Regulation 17(11) of SEBI LODR 2015 considering the factors stated above the justification for his appointment recommend this special business for further approval by shareholders.

Additional information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with reference to appointment of Dr S Natesan (DIN-09012904) as Independent Director:

| | | |
|------|---|---|
| I | Name | S Natesan |
| II | DIN | 09012904 |
| III | Category/Designation | Independent Director |
| III | Date of Birth | 10.06.1947 |
| IV | Age | 78 |
| V | Qualification & Brief resume & nature of his/her expertise in specific functional areas | MBBS D.ortho and MS ortho Specialized in ortho and hospital administrate |
| VI | Disclosure of relationships between directors inter-se | NA |
| VII | Names of listed entities (Other than Lotus) and companies in which the person also holds the directorship and the membership of Committees of the board | NIL |
| VIII | <ul style="list-style-type: none"> • Directorships • Chairperson of Board committee • Member of Board Committees | NIL Nomination and Remuneration committee Audit committee & Stakeholders Relationship committee |
| IX | Number of Board Meetings attend | As on date company has conducted three board meetings and all three has been attended by Dr Natesan |
| X | Shareholding (No of Shares and Percentage) | Nil |
| XI | Remuneration Last drawn | No remuneration other than sitting fees |
| XII | Remuneration Proposed | Sitting fees only |
| XII] | Terms and conditions of appointment or re-appointment | Appointed as Independent Director |
| XIV | Justification for choosing the appointee fo appointment as Independent Director | Vast experience as Doctor and in Hospital administration |
| XV | Skills and capabilities required for the rol and the manner in which the proposed pers meets such requirements | Please refer to the Explanatory Statement forming part of this Notice. |

As per the declaration received from Director

None of the directors/KMPs/ Relatives expect the appointee himself are interested

By order of the Board of Directors

M Achuth menon

Company Secretary & Compliance Officer

Coimbatore

18.12.2025