



NH-47 By-pass, Maradu, Nettoor P.O., Kochi - 682 040, Kerala, India. Tel : 91 - 484 - 2701032/33
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CIN No : U85110KL1996PLC010260

LHRC/CS/342

September 27, 2014

Mr. A. J. Pai
Ayer's Apartments, C3
T.D. Road
Ernakulam
Kochi - 682 011

Dear Sir,

Sub: Independent Director - Letter of Appointment.

We are pleased to inform you that the members of the Company have passed the Resolution at the 18th Annual General Meeting held on September 27, 2014, appointing you as an Independent Director of the Company.

Section 149(8) of the Companies Act, 2013, read with Schedule IV thereto, inter alia, requires a company to issue a formal Letter of Appointment to Independent Directors. The terms and conditions of appointment of the Independent Director shall be disclosed on the Company's website.

We are, accordingly, pleased to issue this Letter of Appointment, setting out the terms in deference to the above stipulations as attached.

We would request that the duplicate of this letter of Appointment be signed and returned for our records.

With regards

Sincerely yours

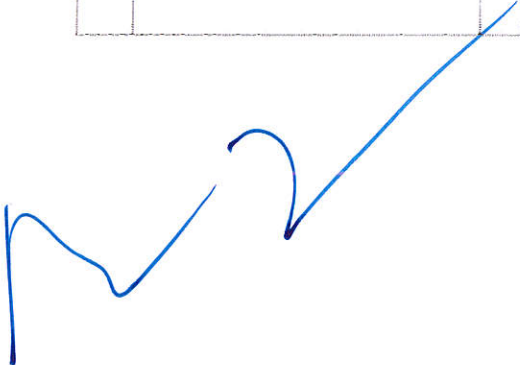
For Lakeshore Hospital & Research Centre Ltd

Yusuff Ali M A
Chairman

Encl: As above

Letter of Appointment for Independent Director

1. Name of Director	:	Sri A Janardhana Pai
2. Term of Appointment	:	For a term of five years from September 27, 2014.
3. Board Expectation	:	<p>i) You will sustain your independence and continue to fulfill the criteria specified under Section 149(6) of the Companies Act, 2013 for being considered independent during the entire tenure.</p> <p>ii) You will abide by the Code for Independent Directors, specified in Schedule IV to the Companies Act, 2013.</p> <p>iii) You will promptly file the declarations and / or confirmation required under the Company Law.</p>
4. Committees	:	The Board of Directors may, if it deems fit, invite you for being appointed on one or more existing Committees of the Board or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable rules and regulations.
5. Duties and Responsibilities	:	Directors are in essence trustees and have fiduciary duties. They are therefore to display utmost care, skill and diligence in the exercise of their powers and functions on behalf of the company. The general obligations and liabilities of a director are essentially based on the common law principles. Section 166 of the Companies Act, 2013 has now made specific prescription outlining the duties of directors. Part III of Schedule IV to the Companies Act, 2013 has further listed the duties of an Independent Director. You are requested to take note of these provisions.
6. Insurance Cover	:	Company has not taken any Directors & Officers insurance cover.
7. Code of Business Ethics	:	The independent directors shall adhere to the code of conduct for independent directors given under Schedule IV.



8.	Negative List	: You will, during your tenure as Independent Director: i) Not deal with the Company, either directly or indirectly, in a manner to prejudice your status as Independent Director. ii) Not deal in the securities of the Company except with due disclosures to the Board. iii) Not act in a manner leading to conflict of interest at any point in time.
9.	Remuneration	: i) You are eligible for Sitting Fee of Rs 50,000/- for attending every meeting of the Board or Rs 25,000/- for Committee Meetings. ii) You will be eligible for reimbursement of expenses for attending Board or Committee meetings or in relation to other business purposes of the Company.
10.	Evaluation	: The performance evaluation of independent director shall be done on an annual basis by the Board of Directors, excluding the director being evaluated. Your appointment and re-appointment on the Board shall subject to the outcome of the yearly evaluation process.
11.	Reappointment	: The re-appointment of independent director shall be on the basis of report of performance evaluation.
12.	Resignation & removal	: The resignation or removal of an independent director shall in the same manner as is provided in sections 168 and 169 of the Companies Act, 2013.

