



GKB Ophthalmics Ltd.

16-A, Tivim Industrial Estate, Mapusa, Goa 403 526 (INDIA)
CIN.: L26109GA1981PLC000469

Tel. : (91 832) 2257253 / 6714444

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E-mail : gkbophthalmics@gkb.net

Website : www.gkb.net

GKB/STK-EXCH

August 22, 2023

Department of Corporate Services
BSE Limited
Floor 25, Phiroze Jeejubhoy Towers,
Dalal Street
Mumbai - 400 001

Dear Sir,

Ref: Scrip Code No. : 533212

Sub: Submission of Annual Report of the Company for the Financial Year 2022-23.
=====

Pursuant to Regulation 34(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find a copy of the Annual Report along with the Notice of the Company, for the financial year 2022-23.

Kindly take the information on record.

Thanking you,

Yours faithfully,
For GKB Ophthalmics Ltd.,


K. G. Gupta
Managing Director





GKB Ophthalmics Ltd.



41ST

ANNUAL REPORT

2022-2023



BOARD OF DIRECTORS :

Mr. K. G. Gupta - Chairman and Managing Director
Mr. Vikram Gupta
Mr. Anil Palekar
Mr. Sadashiv Shet (Directorship ceased w.e.f. March 22, 2023)
Mr. Joseph A.A. D'Costa (retired w.e.f. May 28, 2022)
Mrs. Shashi K. Katreddi
Mr. Subhash Redkar

CFO :

Mr. Gurudas Sawant

COMPANY SECRETARY:

Ms. Pooja Bicholkar

STATUTORY AUDITORS:

M/s. MSKA & Associates
Chartered Accountants
Panaji - Goa

SECRETARIAL AUDITOR:

CS. Girija Nagvekar
Practising Company Secretary
Panaji - Goa

INTERNAL AUDITOR :

Kulkarni & Bhat
Chartered Accountants
Margao, Goa

REGISTRAR AND SHARE TRANSFER AGENTS

C 101, 247 Park, LBS Marg, Vikhroli West,
Mumbai - 400 083.
Phone : + 91 022 49186000
Fax : + 91 002 49186060
Email : rnt.helpdesk@linkintime.co.in
Web : www.linkintime.co.in

BANKERS:

State Bank of India
The Saraswat Co-op. Bank Ltd.

REGISTERED OFFICE:

16-A, Tivim Industrial Estate
Mapusa, Goa - 403 526 India.

CIN : L26109GA1981PLC000469
Tel No. : (0832) 2257253/6714444
Fax No. : (0832) 2257044
Email : gkbophthalmics@gkb.net

CONTENTS

Notice	02
Directors' Report and Annexure thereon	23
Management Discussion and Analysis Report	55
Report on Corporate Governance	58

FINANCIAL STATEMENTS 2022-23

STANDALONE

Auditors' Report	77
Balance Sheet	90
Statement of Profit and Loss	91
Cash Flow Statement	92
Notes to Financial Statements	94

CONSOLIDATED

Auditors' Report	137
Balance Sheet	147
Statement of Profit and Loss	148
Cash Flow Statement	149
Notes to Consolidated Financial Statements	151
Statement of Information on Subsidiaries in Form AOC-1	198

AGM Date : September 14, 2023
AGM Mode : Video Conferencing (VC) / Other Audio Visual Means (OAVM)



NOTICE

NOTICE is hereby given that the FORTY-FIRST ANNUAL GENERAL MEETING of GKB OPHTHALMICS LIMITED (CIN : L26109GA1981PLC000469) will be held on Thursday, September 14, 2023, at 11.00 A.M., IST, through Video Conference / Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements.

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

“ **RESOLVED THAT** the Audited Standalone Financial Statements for the financial year ended March 31, 2023, together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

2. Adoption of Consolidated Financial Statements.

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

“ **RESOLVED THAT** the Audited Consolidated Financial Statements for the financial year ended March 31, 2023, together with the Report of the Auditors thereon be and are hereby considered, approved and adopted.”

3. Re- appointment of Mr. Vikram Gupta, (DIN: 00052019), who retires by rotation and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Vikram Gupta (DIN: 00052019) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. Re-appointment of the Statutory Auditors.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. M S K A & Associates, Chartered Accountants, having Firm Registration No. 105047W be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting to be held in the year 2028, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors of the Company.”

SPECIAL BUSINESS

5. Re-appointment of Mr. K.G. Gupta as Chairman and Managing Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:



“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), the articles of association of the Company and in terms of recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors in their respective meetings held on August 11, 2023, consent of the members of the Company be and is hereby accorded to re-appoint Mr. K.G. Gupta (DIN: 00051863) as Chairman and Managing Director of the Company and designate as the Key Managerial Person for a period of three years effective from April 01, 2024 to March 31, 2027, on the terms and conditions including remuneration as stated below:

Particulars	Terms of Appointment
Basic Salary	Rs. 3,60,000 Per month
Commission	Not exceeding 1% (one percent) of the net profit of the Company computed in the manner laid down under the Act as may be determined by the Board.
Housing	Unfurnished leased accommodation, expenditure on which, will be subject to a ceiling of 50% of the salary over and above 10% payable by him. If no accommodation is provided by the Company, he will be entitled for a suitable House Rent Allowance. Expenditure on gas, electricity, water and furnishing will be borne by the Company and shall be valued as per the Income Tax Rules, 1962.
Perquisites :	<ul style="list-style-type: none"> a) Reimbursement of domiciliary medical expenses and Mediclaim Policy for hospitalization for self and spouse. b) Leave and Leave Travel Concession as per the rules of the Company. c) Personal Accident Insurance Policy. d) Expenses actually and properly incurred by him in the course of business. e) Free use of car with driver on Company’s business and telephone at residence.
Retiral Benefits :	<ul style="list-style-type: none"> a) Contribution to Provident Fund, Superannuation and Annuity Fund in accordance with the rules of the Company. b) Gratuity at the rate of half month’s salary for every completed year of service. c) Encashment of leave at the end of the tenure.
Notice Period	Three months
Severance Fee	Not applicable

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. K.G. Gupta, as Managing Director, the Company has no profits or its profits are inadequate, the remuneration set out above, be paid as minimum remuneration, in compliance with the provisions of Section II of Part II of Schedule V to Companies Act, 2013 .

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as it may consider necessary and desirable to give effect to this resolution."

6. Appointment of Mr. Purushottam S. Mantri (DIN: 06785989) as a Director and as an Independent Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the



time being in force), the consent of the members of the Company be and is hereby accorded to appoint Mr. Purushottam S. Mantri (DIN: 06785989) , who was appointed as an Additional Director (Non Executive & Independent) of the Company w.e.f. June 20, 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, not liable to retire by rotation, and to hold office for a term of five consecutive years w.e.f. June 20, 2023 till June 19, 2028 , as per the recommendation of Nomination and Remuneration Committee and the Board."

7. Approval of Material Related Party Transactions of the Company with its Related Parties for F.Y. 2024-25.

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

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company's policy on Related Party Transactions, and as per the approval of the Audit Committee and Board , the Members of the Company hereby approve the Material Related Party Transactions to be entered by the Company with Lensco- The Lens Company and GSV Ophthalmics Private Limited, Subsidiary Companies, GKB Vision FZC , Associate Company and GKB Vision Private Limited, Related party, for the next financial year 2024-25 to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and conditions(s) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as it may be necessary in order to give effect to this resolution."

8. Approval of Material Related Party Transactions of the Company's Subsidiaries with their related parties for F.Y. 2024-25.

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

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company's policy on Related Party Transactions, and as per the approval of the Audit Committee and Board , the Members of the Company hereby approve the Material Related Party Transactions to be entered by the Company's Subsidiaries , namely, GKB Ophthalmics Products FZE , Lensco – The Lens Company and Prescription Optical Products L.L.C.,with their related parties for the next financial year 2024-25 to the extent of the limits detailed in the table(s) forming part of the Explanatory Statement annexed to this Notice on such term(s) and conditions(s) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as it may be necessary in order to give effect to this resolution."

Registered Office :
16-A, Tivim Industrial Estate
Mapusa - Goa, 403 526

Place: Mapusa-Goa
Date : August 11, 2023

By order of the Board of Directors
For GKB Ophthalmics Limited

K.G.Gupta
Chairman and Managing Director
DIN: 00051863



NOTES:

1. In compliance with the provisions of the Companies Act, 2013 ('Act'), read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, companies are permitted to hold the Annual General Meeting ('AGM') through video conference/other audio visual means ("VC/OAVM") upto 30th September, 2023, without the physical presence of the Members at a common venue.

Further SEBI vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 has also provided the relaxation upto 30th September, 2023, from Regulation 36 (1) (b) of Listing Regulations, the Annual Report, including the Notice of AGM is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or the Registrar and Share Transfer Agent, Link Intime India Private Limited.

2. The AGM of the Company is being held through VC/OAVM on Thursday, September 14, 2023 at 11.00 a.m. CDSL will be providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. In terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Since appointment of proxies by the members will not be available, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 41st AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company Secretary of the Company at investor.grievance@gkb.net.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 08, 2023 to Thursday, September 14, 2023** (both days inclusive).
6. Those Members whose e-mail ids are not registered can get their email ID registered as follows:
 1. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 2. Members holding shares in physical form can get their email ID registered by contacting the Company's RTA, Link Intime India Private Ltd.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the 41st Annual General Meeting, as required by the Listing Regulations and Secretarial Standard on General Meetings is annexed hereto herewith.



9. Members are also requested to note that, the Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) details of every participant in securities market. Those holding shares in electronic form are requested to submit the PAN to their Depository Participants, with whom they are maintaining their dematerialised accounts. Whereas, members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Share Transfer Agent.
10. The Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.gkb.net, on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
11. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to investor.grievance@gkb.net at least seven days before the date of the AGM. The same will be suitably replied to by the Company.

All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, by addressing the request to investor.grievance@gkb.net.

12. The Company has not declared any dividend since 2010-11. In one instance, an amount of Rs. 12,822/- pertaining to FY 2009-10 which was lying in the Bank's Stale Demand Draft account which was transferred by the Bank in the year November 2018, was duly paid.
13. Re-appointment of the Director:
Details of Director seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards on General Meetings (SS-2)]

Name of the Director/ Category	Mr. Vikram Gupta Non -Executive Director DIN: 00052019
Date of Birth	27.09.1968
Date of Appointment on the Board	24.07.1996
Qualifications	Engineering Graduate from IIT, Mumbai
Expertise	Indepth experience in the field of Ophthalmic Lenses for 27 years
Directorship held in other Listed companies	Nil
Membership/ Chairmanship of committees in GKB Ophthalmics Limited.	Member - Stakeholders' Relationship Committee, Nomination and Remuneration Committee
Number of shares held in the Company	4,23,105
No. of Board meetings attended during FY 2022-23	One
Relationship between Directors inter-se	Son of Mr. K. G. Gupta, Managing Director.

14. Members with physical share certificates are advised to consider opening a demat account with an authorised Depository Participant (DP) and arrange for dematerializing their shareholdings in the Company. Members may please note that effective April 1, 2019 transfer of shares are not permitted through physical mode pursuant to SEBI notification dated June 8, 2018.
15. The Members whose names appear in the Register of Members as on September 07, 2023, i.e. the cut off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut off date should treat this Notice of AGM for information purpose only.



16. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date, i.e. September 07, 2023 or those shareholders whose email address are not registered with the depositories for obtaining login credentials for e-voting, may obtain the login ID and password by sending a request to rnt.helpdesk@linkintime.co.in or www.evotingindia.com or investor.grievance@gkb.net . However, if he / she is already registered with NSDL/CDSL for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.
17. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.

Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

A member can opt for only one mode of voting i.e. either through remote e-voting or voting at AGM. If a member casts votes by both the modes, then voting done through remote e-voting shall prevail and the voting at AGM shall be treated as invalid.

18. The Board of Directors has appointed Mr. Shivaram Bhat, Practicing Company Secretary,(Membership No. 10454), as a Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
19. The results of the remote e-voting and votes cast during the AGM shall be declared not later than 48 hours from the conclusion of the AGM. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gkb.net , CDSL at www.evotingindia.com and the same shall also be forwarded to the BSE Limited.

20. 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 11, 2023 at 9.00 A.M. and ends on September 13, 2023 at 5.00 P.M. 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 September 07, 2023 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) 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.



The voting period begins on September 11, 2023 at 9.00 A.M. and ends on September 13, 2023 at 5.00 P.M. 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 September 07, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

- (iv) 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 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	<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 & New System Myeasi 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 & New System Myeasi 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 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.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.
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 22 55 33
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 toll free no.: 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 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 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 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. <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 < GKB OPHTHALMICS 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) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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; investor.grievance@gkb.net 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 SHAREHOLDERS 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 in advance atleast 5 days prior to meeting i.e., **till 5:00 p.m. IST on Saturday, September 09, 2023** mentioning their name, demat account number/folio number, email id, mobile number at investor.grievance@gkb.net. Questions/queries received by the Company **till 5:00 p.m. IST on Saturday, September 09, 2023** shall only be considered and responded to during the AGM.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.grievance@gkb.net. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



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 attending AGM & 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 22 55 33

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 toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business, mentioned in the accompanying Notice:

Item No. 5:

Mr. K.G. Gupta was re-appointed as a Managing Director in the 39th Annual General Meeting of the Company w.e.f. 01.04.2021 for a period of three years. Mr. K.G. Gupta, is a Promoter Director of the Company since its incorporation and has been instrumental in contributing to the growth and development of the Company. He has been actively involved in the operations of the Company having a rich and varied experience of 61 years in the ophthalmic lens industry.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 11, 2023 had approved the appointment of Mr. K.G. Gupta as the Chairman, Managing Director and the Key Managerial Person of the Company and approved the terms of the remuneration of Mr. K.G. Gupta subject to the approval of the members. To avail the continuity of his expertise by re-appointing Mr. K.G. Gupta as Chairman and Managing Director , for a further period of three years w.e.f. April 01, 2024 to March 31, 2027, at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder.

The resolution be also treated as specific approval of shareholders pursuant to sub-section 3 of Section 196 of the Act as Mr. K.G.Gupta exceeded the age of 70 years.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regards to duties of director. The Managing Director shall adhere to the Company's Code of Conduct.

Mr. K. G. Gupta is also a Director in GKB Vision Pvt. Ltd and GSV Ophthalmics Pvt. Ltd.



Mr. K. G. Gupta , Managing Director holds 9,00,412 equity shares and Krishna Gopal Gupta & Sons (HUF) holds 2,81,675 equity shares in the Company

Details of Mr. K.G. Gupta are provided in the Annexure to the notice pursuant to the Listing Regulations and Secretarial Standard -2, on General Meetings.

Except Mr. K.G. Gupta and his relatives, to the extent of their shareholding, and the directorship held by Mr. Vikram Gupta , none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the resolution as set out in item no. 5 of the Notice.

The Board of Directors recommend the passing of resolution as a Special Resolution set out at Item No. 5, for the approval of the members.

**Annexure to the Notice**

Particulars and additional information of the directors seeking appointment / re-appointment and fixing of remuneration pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2) :

Name of the Director	K. G. Gupta, Promoter, Managing Director
DIN	00051863
Date of Birth	31.12.1940
Date of first appointment	10.12.1981
Brief Resume	Mr. K. G. Gupta is a Science Graduate and is well known figure in the Ophthalmic Industry all over the World, has a rich experience of 59 years in the field and has been the Chairman of the Board of Directors and Managing Director of the Company since inception. He is a founder Director of GKB Vision Private Limited . Mr.Gupta is a past Chairman of CII in Goa and was a member of Western Regional Council and a member of Regional Governing Council during 2010-12 and 2012-14 , Special Economic Zone, SEZ, Andheri, Mumbai. Under his leadership, the Company has won the prestigious Business Today – YES Bank, Best SME award 2010, in the International Trade. The Company has been accorded the status of Star Export House, by the Government of India, Ministry of Commerce and Industry, SEEPZ, Special Economic Zone, Mumbai, based on its performance in the International Trade.
Expertise	Production, administration and export sales
Qualifications	B.Sc
Directorship held in other listed Companies	Nil
Membership/Chairmanships of Committees in GKB Ophthalmics Ltd	Nil
No. of Board Meetings attended during the year 2022-23	3 (Three)
No. of Shares held in the Company	9,00,412
Relationship between Directors inter-se	Father of Mr. Vikram Gupta

Statement of information as required under Section II of Part II of Schedule V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION:

- (1) Nature of Industry:
The Company is engaged in the business of manufacturing and supply of semi – finished plastic lenses. It has manufacturing facilities at Tivim Industrial Estate, Mapusa – Goa.
- (2) Date or expected date of commencement of commercial production:
The Company started its commercial production in the year 1983.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable



(4) (a) Financial performance based on given indicators :

Rs. in lakhs

Financial Parameters	2020-21	2021-22	2022-23
Sales	2134.31	2704.82	2772.93
Net Profit	(247.92)	(236.69)	(288.73)
Dividend %	–	–	–

4) (b) Export performance and net foreign exchange earnings :

Rs. in lakhs

Foreign Exchange Earned and used	2020-21	2021-22	2022-23
Foreign exchanged earned	682.48	659.47	348.35
Foreign exchanged used	682.46	637.39	588.13
Net earnings	0.02	22.08	(239.78)

(5) Foreign investments or collaborations, if any:

The details of foreign investment is as under:

- (i) One equity share of Dirhams 1,50,000/- in GKB Ophthalmics Products FZE, Sharjah, UAE, equivalent to Rs. 18,30,150/- at par.

II. Information about Mr. K.G. Gupta:

Name of the Director	Mr. K.G. Gupta
Background details	Mr. K. G. Gupta is a Science Graduate and is well known figure in the Ophthalmic Industry all over the world and has a rich experience of over 61 years in the field. He has been the Chairman of the Board of Directors and is Managing Director of the Company since inception.
Past remuneration	The last remuneration paid to Mr. K. G. Gupta was Rs. 46.71 lakhs for the financial year 31st March 2023.
Recognition or Awards	<ul style="list-style-type: none"> (i) Mr. K. G. Gupta is the Past Chairman of Confederation of Indian Industry (CII) in Goa and was a member of Western Regional Council of CII. (ii) Mr. K. G. Gupta was a member of Regional Governing Council for the year 2010-2012 and 2012-14, of SEEPZ, Special Economic Zone, Mumbai. (iii) Under the leadership of Mr. K. G. Gupta, the Company has been winning the CAPEXIL Award for its performance in International Trade, since inception. (iv) Also during his tenure as Chairman and Managing Director, the Company has : <ul style="list-style-type: none"> (a) Won the prestigious Business Today – YES Bank, Best SME award 2010, in the International Trade. (b) Been accorded the status of Star Export House, by the Government of India, Ministry of Commerce and Industry, SEEPZ, Special Economic Zone, Mumbai, based on its performance in the International Trade. (c) Been ISO certified– 9001: 2015, TUV SUD, for the manufacture and supply of plastic lenses.
Job profile and his suitability	Mr. K. G. Gupta was instrumental in starting plastic lens business in the Company for which an entire plant was imported from Spain. Plastic lens business now accounts for the entire turnover of the Company. Mr. K. G. Gupta has excellent knowledge and experience in all facets of the Ophthalmic Industry from Manufacturing to Sales, Finance, Administration and Exports. The Company also made considerable progress in the area of R & D and Technology in Plastic lenses.



Remuneration Proposed	As mentioned in Item No.5, under Special Business
Comparative Remuneration	Considering the size of the Company, the Industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration paid is in line with the remuneration paid to similar appointees in the Industry.
Pecuniary Relationship	Except for the proposed remuneration and transactions with related parties, Mr. K. G. Gupta does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company, except Mr. Vikram Gupta, Non – Executive Director.

III. OTHER INFORMATION:**(1) Reasons of loss or inadequate profits:**

As there was lack of demand for glass lenses, the Company had to switch on totally to manufacture of Plastic Lenses. As far as manufacturing of Plastic Lenses is concerned, the competition from Chinese Plastic Lens market has become more stiff due to ongoing US – China Trade War. China is pushing their lenses fiercely in Indian market at low price. The Company has made a representation to impose an Anti- Dumping Duty on the import of the plastic lenses into India and the status of the said application with the Central Government is as under:

The Ministry of Finance (Department of Revenue), Government of India, vide its Notification No. 32/2022-Customs (ADD) dated December 27, 2022, in the matter of 'semi-finished lenses', falling under chapter heading 9001 of the First Schedule to the Customs Tariff Act, 1975 (51 of 1975), imposed an anti-dumping duty effective for a period of five years on semi finished lenses originating or exported from China PR which serves as an insufficient remedy and hence, the Company has decided to go for an appeal.

(2) Steps taken or proposed to be taken for improvement:

The spread of the Covid -19 pandemic all across the globe has affected the demand for plastic lenses. Presently, the company on an average manufactures 22,000 pieces per day of plastic lenses which it is expecting to increase during the current financial year.

(3) Expected increase in productivity and profits in measurable terms:

A significant improvement in demand for plastic lenses is expected as lenses are an essential commodity.

IV. DISCLOSURES:

- (1) Necessary disclosures as required under Clause IV of Section II, Part II of Schedule V of Companies Act, 2013, have been made in Corporate Governance Report which forms a part of the Board of Directors' Report.
- (2) The disclosures regarding all elements of remuneration package and other required details have been made.

Item No. 6:

Particulars and additional information of the directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2) :



Name of the Director	Mr. Purushottam S. Mantri
Date of Birth	23.12.1957
Date of first appointment	20.06.2023
Brief Resume	More than 40 years of experience in Corporate Management including Dempo Group of Companies (including two listed companies) as Group Company Secretary and Chief Compliance Officer handling all Company Secretarial matters, Corporate Laws, Corporate Finance, Share Department Functioning, Personnel, Property and General Administration etc. And as Company secretary in leading Listed Companies which includes Roche Products Limited (now Piramal Healthcare Limited), NGL Fine Chem Ltd, MTZ Polyester Ltd. and Thomas Cook (India) Ltd. Presently functioning as Company Secretary in one of the Company of The Dempo Group of Companies.
Expertise	Company Secretarial matters, Corporate Laws, Corporate Finance, Share Department Functioning, Personnel, Property and General Administration etc.
Qualifications	1. FCS (Company Secretary) Fellow Member of the Institute of Company Secretaries of India. (FCS1957) 2. L.L.B (Bachelor of Laws) from University of Bombay (1982) 3. B. Com (Bachelor of Commerce) from University of Bombay (1978)
Skills and capabilities required for the role and the manner in which the Director meets such requirement	Mr. Purushottam S. Mantri has knowledge about corporate secretarial and legal expertise that will greatly benefit the Company. The Board is confident that his appointment will significantly strengthen the Board with his ability to navigate the complex legal and regulatory framework.
Directorship held in other listed Companies	1. Southern Gas India Limited Independent Director on the Board, Audit Committee and Nomination and Remuneration Committee. 2. De Nora India Limited Independent Director on the Board, Chairperson of Stakeholders relationship Committee, Member of Audit Committee and Member of Nomination and Remuneration Committee.
Membership/ Chairmanships of Committees in GKB Ophthalmics Ltd	Membership of Audit Committee Member of Nomination & Remuneration Committee
No. of Board Meetings attended during the year 2022-23	N.A.
No. of Shares held in the Company	Nil
Relationship between Directors inter-se	None

Item No. 7:

SEBI vide its notification dated November 09, 2021 through SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendments) Regulation, 2021, has amended the provision of Regulation 2(zc) of the Listing Regulations, wherein prior approval of shareholders shall be taken for all material Related Party transactions (RPTs) of the Company with its Subsidiaries, Associates and Related parties.



The Company in its Annual General Meeting held on September 29, 2022 , had obtained the consent of the members for all material RPTs for the Financial year 2023-24. Hence, it is now proposed to seek approval of the members for the material RPTs for the next financial year 2024-25. With effect from April 01, 2023, material RPT means if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual standalone turnover of the Company as per the last audited financial statements of the Company.

A detailed list of Material Related Party Transactions to be entered into between the Company and its Related parties as approved by Audit Committee and Board , for the next financial year 2024-25 , are being placed before the shareholders for their approval by way of Ordinary Resolution.

The particulars of transactions to be entered between the Company and its Related parties to the extent of the limits detailed in the table below: -

1	Name of the Related Party	GKB Vision Private Limited	Lensco-The Lens Company	GKB Vision FZC	GSV Ophthalmics Private Limited
2	Nature of Relationship	Related Party	Subsidiary Company	Associate Company	Subsidiary Company
3	Nature, type and material terms and particulars of Transaction	Transactions include buying and selling of ophthalmic lenses in all forms both glass as well as plastic and glass moulds used in the manufacture of plastic lenses and availing or rendering of any service and such other transaction in the normal course of business.			Sale, purchase or supply of goods or materials, selling or otherwise disposing of or buying property or machinery of any kind, leasing of property of any kind, availing or rendering of any service and such other transaction in the normal course of business.
4	Value of proposed transaction	Rs. 25.00 Crores	Rs. 7.00 Crores	Rs. 5.00 Crores	Rs. 10.00 crores
5	Tenure of proposed transaction	F.Y. 2024-25	F.Y. 2024-25	F.Y. 2025-25	F.Y. 2024-25
6	Any advance paid or received	Advances received from time to time are duly recorded in the books of account			
7	% of listed entity's annual consolidated turnover for immediately preceding F.Y. that is represented by the value of the proposed transaction	33.12%	9.27%	6.62%	13.25%
8	The manner of determining the pricing and other commercial terms	All proposed transactions would be carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business. Further, the Company is also subjected to transfer pricing norms prevalent in the country.			
9	Justification as to why the RPT is in the interest of the listed entity	These transactions are done for the overall growth of the business of the Company			
10	Name of the Director or KMP who is related	None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said Resolution except for their holdings in the shares of the Company, if any, and to the extent of their Memberships and/or Directorships in the Company, Subsidiaries, Associate Companies and Related Parties, if any.			



In view of above, the Board of Directors recommend passing the resolution set out at Item No. 7, of the Notice, for approval of the Members as an Ordinary Resolution.

Item No. 8

SEBI vide its notification dated November 09, 2021 through SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendments) Regulation, 2021, has amended the provision of Regulation 2(zc) of the Listing Regulations, wherein prior approval of shareholders shall be taken for all material Related Party transactions (RPTs) of the Company with its Subsidiaries, Associates and Related parties and also for the material RPT transactions by Company’s Subsidiaries with their Related parties.

The Company in its Annual General Meeting held on September 29, 2022 , had obtained the consent of the members for all material RPTs for the Financial year 2023-24. Hence, it is now proposed to seek approval of the members for the below mentioned transactions for the next financial year 2024-25.

A detailed list of Material Related Party Transactions to be entered into between the Company’s Subsidiaries namely, GKB Ophthalmics Products FZE , Lensco – The Lens Company and Prescription Optical Products L.L.C, with their related parties, as approved by Audit Committee and Board, for the next financial year 2024-25 , are being placed before the shareholders for approval by way of Ordinary Resolution.

The particulars of transactions to be entered between the Company’s Subsidiaries with their Related parties to the extent of the limits detailed in the table below: -

(i) GKB Ophthalmics Products FZE, Sharjah, U.A.E. – Wholly Owned Subsidiary and its related parties:

1	Name of the Related Party	GKB Vision Private Limited	Lensco-The Lens Company	GKB Vision FZC	Prescription Optical Products L.L.C
2	Nature of Relationship	Related Party	Subsidiary Company	Associate Company	Subsidiary Company
3	Nature, type and material terms and particulars of Transaction	Transactions include buying and selling of ophthalmic lenses in all forms both glass as well as plastic and glass moulds used in the manufacture of plastic lenses and availing or rendering of any service and such other transaction in the normal course of business.			Transactions include buying and selling of ophthalmic lenses, spectacles and contact lenses, availing or rendering of any service and such other transactions in the normal course of business.
4	Value of proposed transaction	Rs. 15 Crores	Rs. 8.00 Crores	Rs. 22.00 Crores	8.00 Crores
5	Tenure of proposed transaction	F.Y. 2024-25	F.Y. 2024-25	F.Y. 2024-25	F.Y. 2024-25
6	Percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	19.87%	10.60%	29.15%	10.60%



7	% of listed entity's annual Standalone turnover for immediately preceding F.Y. that is represented by the value of the proposed transaction	42.71%	22.77%	62.64%	22.77%
8	The manner of determining the pricing and other commercial terms	All proposed transactions would be carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business. Further, the Company is also subjected to transfer pricing norms prevalent in the country.			
9	Any advance paid or received	Advances received from time to time are duly recorded in the books of account			
10	Justification as to why the RPT is in the interest of the listed entity	These transactions are done for the overall growth of the business of the Company			
11	Name of the Director or KMP who is related	None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said Resolution except for their holdings in the shares of the Company, if any, and to the extent of their Memberships and/or Directorships in the Subsidiaries , Associate Companies and Related Parties, if any.			

ii) Lensco – The Lens Company, N.J., USA – Subsidiary with its Related Party:

1	Name of the Related Party	GKB Vision Private Limited
2	Nature of Relationship	Related Party
3	Nature, type and material terms and particulars of Transaction	Transactions include buying and selling of ophthalmic lenses in all forms both glass as well as plastic and glass moulds used in the manufacture of plastic lenses and availing or rendering of any service and such other transaction in the normal course of business.
4	Value of proposed transaction	Rs. 11.00 Crores
5	Tenure of proposed transaction	F.Y. 2024-25
6	Percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	14.57%
7	Percentage of the listed entity's subsidiary -annual standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	72.51%
8	The manner of determining the pricing and other commercial terms	All proposed transactions would be carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business. Further, the Company is also subjected to transfer pricing norms prevalent in the country.



9	Any advance paid or received	Advances received from time to time are duly recorded in the books of account
10	Justification as to why the RPT is in the interest of the listed entity	These transactions are done for the overall growth of the business of the Company
11	Name of the Director or KMP who is related	None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said Resolution except for their holdings in the shares of the Company, if any, and to the extent of their Memberships and/or Directorships in the Company, Subsidiaries, Associate Companies and Related Parties, if any.

Note : *The transaction of the Company's Subsidiary Lensco- The Lens Company with its Related Party, i.e. GKB Ophthalmics Products FZE, Sharjah, have been already covered and detailed in table no. 8 (i)

iii) Prescription Optical Products L.L.C, Dubai - Subsidiary with its related party:

Note : *The transaction of the Company's Subsidiary Prescription Optical Products L.L.C with its Related Party , i.e. GKB Ophthalmics Products FZE, Sharjah, have been already covered and detailed in table no. 8 (i).

In view of above, the Board of Directors recommend passing the resolution set out at Item No.8, of the Notice, for approval of the Members as an Ordinary Resolution.

Registered Office :
16-A, Tivim Industrial Estate
Mapusa - Goa, 403 526

Place: Mapusa-Goa
Date : August 11, 2023

By order of the Board of Directors
For GKB Ophthalmics Limited

K.G.Gupta
Chairman and Managing Director
DIN: 00051863

**DIRECTORS' REPORT**

Dear Shareholders,

Your directors have great pleasure in presenting before you the 41st Annual Report of the Company together with the Audited Annual Financial Statements of the Company for the year ended March 31, 2023.

FINANCIAL RESULTS:

The Company's financial performance for the year under review along with the previous year figures is given hereunder:

Particulars	Rs. in lakhs	
	2022-23	2021-22
Revenue from Operations	2772.93	2704.82
Other Income	209.08	196.20
Profit/Loss before Financial Charges, Depreciation & Taxation	99.52	151.55
Less: Finance Charges	149.66	133.53
Less: Depreciation	253.65	248.81
Less: Deferred Tax	(15.67)	0.24
Profit/ (Loss) for the year	(288.12)	(231.03)
Other Comprehensive Income (Net of Taxes)	(0.61)	(5.66)
Total Comprehensive Income for the year	(288.73)	(236.69)
Balance from previous years	195.65	432.34
Balance carried forward	(93.08)	195.65

OPERATIONS:

During the year under review, the turnover from operations of the Company was Rs. 2772.93 lakhs. The Company reported a net loss from operations of Rs.288.12 lakhs during the current financial year compared to a net loss of Rs. 231.03 lakhs incurred during the previous financial year. The Company is making all efforts to achieve the targeted sales in order to secure its market share and position in the financial year 2023-24.

The Company is a manufacturer of plastic lenses. The Company's business has been facing a stiff competition from China as Chinese are dumping lenses at a very lower price. The Company had made a representation to impose an Anti- Dumping Duty on the import of the plastic lenses into India.

The status of the representation made to the Central Government to impose an Anti- Dumping Duty is as under:

The Ministry of Finance (Department of Revenue), Government of India, vide its Notification No. 32/2022-Customs (ADD) dated December 27, 2022, in the matter of 'semi-finished lenses', falling under chapter heading 9001 of the First Schedule to the Customs Tariff Act, 1975 (51 of 1975), imposed an anti-dumping duty effective for a period of five years on semi finished lenses originating or exported from China PR. However, the Company is of the opinion that the said Notification provides insufficient remedy to the issue of the industry and hence, the Company has decided to go for an appeal.

DIVIDEND:

With the view to conserve the resources, your Directors regret their inability to recommend any dividend for the year 2022-23. No amount has been transferred to reserve for the financial year ended March 31, 2023.

SHARE CAPITAL:

The paid-up equity share capital of the Company as on March 31, 2023 is Rs. 504.05 lakhs.

**SUBSIDIARIES:**

GKB Ophthalmics Products FZE, Sharjah, UAE is a Wholly Owned Subsidiary of the Company. Lensco - The Lens Company NJ, USA, is a Subsidiary of GKB Ophthalmics Products FZE and a Step-Down Subsidiary of the Company. Prescription Optical Products L.L.C.(POPL), a Limited Liability Company, having its head office in Emirates of Dubai, is a subsidiary of GKB Ophthalmics Products FZE, Sharjah.

GSV Ophthalmics Private Limited is another Subsidiary of the Company, which was incorporated to produce Hi-Index Ophthalmic Lenses, however, the Project had become financially unviable and therefore the Company is in the discussion of coming up with an alternate expansion plan.

A statement under Section 129(3) of the Companies Act, 2013, containing salient features of the financial statement and performance of subsidiaries in Form AOC-1, is annexed with the Consolidated Financial Statements. In terms of Section 136(1) (a) of the Companies Act, 2013, the Audited Accounts of the subsidiaries are placed on website of the Company at www.gkb.net. A copy of the audited financial statements in respect of each of the subsidiaries will be made available to interested shareholders, upon a written request. The audited accounts of the subsidiaries are also available at the Registered Office of the Company, for inspection, during business hours.

TRANSFERS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Ministry of Corporate Affairs has set up the Investor Education and Protection Fund for promotion of investor awareness and protection of investor interests. In terms of Section 124 of the Companies Act, 2013 and the rules made thereunder, the dividends in respect of the shares of the Company which have remained unpaid or unclaimed for seven consecutive years or more, are required to be transferred to IEPF.

The Company has not declared any dividend since 2010-11. In one instance, an amount of Rs. 12,822/-, pertaining to FY 2009-10, which was lying in the Bank's Stale Demand Draft account which was transferred by the Bank in the year November 2018, was duly paid .

ACCREDITATION:

The Company has been accredited with ISO 9001:2015 by TUV SUD, South Asia Private Limited.

CHANGE IN PROMOTERS' SHAREHOLDING:

The Promoter's Shareholding as on March 31, 2023 has decreased to 59.09% from 59.72% and Public shareholding has increased to 40.91% from 40.28%.

CHANGE IN NATURE OF BUSINESS, IF ANY:

There has been no change in the nature of business of the Company during the year 2022-23.

CHANGE IN DIRECTORSHIP AND KEY MANAGERIAL PERSONNEL:**Director retiring by rotation:-**

Mr. Vikram Gupta will be retiring by rotation at the forthcoming AGM, pursuant to Articles of Association of the Company, being eligible offers himself for re-appointment. Brief resume together with other relevant details of Mr. Vikram Gupta are given in Note no. 13 to the Notice for the ensuing Annual General Meeting.

Term of Independent Directors: -

None of the Independent Directors have retired during the year. However, Mr. Sadashiv Shet, Independent Director of the Company passed away on March 22, 2023.

**Key Managerial Personnel: -**

Pursuant to provisions of Section 2 (51) and Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel (KMP) of the Company as on the date of this report:-

Sr. No.	Name of the KMP	Designation
1	Mr. K. G. Gupta	Managing Director
2	Mr. Gurudas Sawant	Chief Financial Officer
3	Ms. Pooja Bicholkar	Company Secretary

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

In terms of Section 149 (8) read with Schedule IV, of the Companies Act, 2013, the Independent Directors held a Meeting on March 13, 2023 without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. A familiarization programme for the Independent Directors was held on March 13, 2023. The details of the Familiarization programme are given in the Corporate Governance Report.

At this meeting, the Independent Directors:

1. Reviewed the performance of the Non-Independent Directors and the Board as a whole.
2. Reviewed the performance of Chairperson, taking into account the views of Executive Director and Non-Executive Directors.
3. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

INDEPENDENT DIRECTORS' DECLARATION

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149 of the Companies Act, 2013 and provisions of the Listing Regulations, 2015, stating that they meet the criteria of independence, as provided therein. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act. Further, all Independent Directors on the Board of the Company have registered themselves under Independent Director database vide notification no. G.S.R. 804(E) dated 01st December, 2019, the [Companies \(Appointment and Qualification of Directors\) Fifth Amendment Rules, 2019](#).

MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review, four Board Meetings were held. Further details are given in Corporate Governance Report, forming part of this Report. The maximum gap between two Board Meetings held during the year was not more than 120 days

AUDIT COMMITTEE:

The composition of the Audit Committee and other details are given in Corporate Governance Report, which is part of this report.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director, relating to remuneration for directors, key managerial personnel and senior management as provided under section 178(3) of the Companies Act, 2013 and Listing Regulations, 2015.

The Remuneration Policy is stated in the Corporate Governance Report which is part of this report. Further details have been disseminated on the Company's website www.gkb.net



PERFORMANCE EVALUATION:

The Board evaluated the performance of the Board as a whole, Committees of the Board and the performance of individual directors including the Chairman of the Board pursuant to Regulation 17(10) of the Listing Regulations. The performance of the Board, Committees and individual Directors was evaluated by the Board seeking inputs from all the Directors. The Independent Directors also carried out the performance evaluation in terms of Part VIII of Schedule IV of the Companies Act, 2013, in their meeting held on March 13, 2023.

The details of the Performance Evaluation carried out is provided in the Corporate Governance Report which is a part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provision of Section 134 (5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability hereby state and confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the Profit and Loss of the Company for that period;
- c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- d) that they have prepared the annual accounts on a going concern basis;
- e) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS:

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, in the 36th Annual General Meeting held on August 27, 2018, M/s. MSKA & Associates, Chartered Accountants (FRN 105047 W) were appointed as Statutory Auditors of the Company for a term of five years at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company. The Statutory Auditor to hold the office till the conclusion of the Annual General Meeting to be held for the year 2022-23.

AUDITORS' REPORT:

The Auditors' Report is unmodified and there are no qualifications, reservations or adverse remarks or disclaimers.

In respect of the observation made by the Auditors in their report, the Board's response thereon is as follows:

- (i) Paragraph 2 (g) (iii)

Regarding the observation made by the Auditors, an amount of Rs. 12,822, pertaining to FY 2009-10 which was lying in the Bank's Stale Demand Draft account which was duly paid.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

There is no significant or material order passed by any Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

**INTERNAL FINANCIAL CONTROL:**

As per Section 134 (5) (e) of the Companies Act, 2013, read with Rule 8 (viii) of Companies (Accounts) Rules, 2014, the Board has laid the Internal Financial Control to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively. As per Section 143(3)(i) of the Companies Act, 2013, a report issued by M/s. MSKA & Associates, Statutory Auditors of the Company is attached with their Independent Auditor's Report, which is self explanatory.

RISK MANAGEMENT:

The company ensures appropriate management of risks which aligns with its internal systems and culture. The Board of Directors and the management of the Company determine a strategy by identifying and assessing the risks, thereafter, followed by coordinated and economical application of resources to monitor, minimize and control the impact of uncertain events.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Particulars of loans, guarantees given and investments made during the year as required under Section 186 of the Companies Act, 2013 and Schedule V of the Listing Regulations are given in the notes to financial statements.

RELATED PARTY TRANSACTIONS:

All transactions entered into with related parties, pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of Listing Regulations, during the year were at arm's length basis. Therefore, disclosure in Form AOC-2, is not required.

The Company has formulated a policy on materiality of related party transactions and on dealing with related party transactions in terms of Regulation 23(1) of Listing Regulations. The Board of Directors of the Company has approved and adopted a policy on related party transactions and the same has been uploaded on Company's website https://gkb.net/en/wp-content/uploads/Accounts/Related_party_transactions_policy.pdf

EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014, is set out in Annexure – I and the same is also placed on the website of the company at https://gkb.net/en/wp-content/uploads/Accounts/Annual_Return_2023.pdf

CORPORATE GOVERNANCE:

A separate section on Corporate Governance practices followed by the Company, together with certificate from the Practicing Company Secretary confirming compliance, Management Discussion and Analysis Report and Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel forms the part of this annual report.

SECRETARIAL AUDIT:

As per provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Ms. Girija Nagvekar, Practicing Company Secretary, for the financial year ended March 31, 2023, forming part of this Annual Report, is annexed herewith as Annexure - II. The Secretarial Audit Report is self-explanatory and requires no comments.

CORPORATE SOCIAL RESPONSIBILITY:

Provisions of Section 135 of the Companies Act, 2013, and Rules made thereunder, regarding Corporate Social Responsibility are not applicable to the Company.

INSURANCE:

The Company has taken adequate insurance covers for its properties and insurable interest.

FIXED DEPOSIT:

The Company has not accepted any deposits from the public during the year. No amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

**PERSONNEL:**

The relations between the employees and the management, during the year, have been cordial.

MATERIAL CHANGES AND COMMITMENTS :

There are no material changes and commitments, affecting the 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 the date of this report.

PARTICULARS UNDER SECTION 197(12) AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

- (i) the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name	Ratio
Mr. K. G. Gupta, Managing Director	17.54:1
Mr. Subhash Redkar, Executive Director	5.64:1

- (ii) (a) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Percentage
Mr. K. G. Gupta, Managing Director	0.28%
Mr. Subhash Redkar, Executive Director	28.25%
Mr. Gurudas Sawant, Chief Financial Officer	3.27%
Ms.Pooja Bicholkar, Company Secretary	4.13%

- (ii) (b) The Non-Executive Directors of the Company are entitled to sitting fees within the limits approved by the Board of Directors and shareholders. The details of remuneration of Directors are provided in the Corporate Governance Report.

- (iii) the percentage increase in the median remuneration of employees in the financial year: 6.55%

- (iv) the number of permanent employees on the rolls of Company: 179

- (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:

Average percentage increase (decrease) made in the salaries of employees other than the managerial personnel in the last financial year i.e 2022-23 is (0.24%) whereas the increase (decrease) in the managerial remuneration for the same financial year was 6%

- (vi) comparison of each remuneration of the Key Managerial against the performance of the Company:

The remuneration of the Managing Director was within the minimum remuneration as per Schedule V, Part II and Section II of the Companies Act, 2013.

- (vii) the key parameters for any variable component of remuneration availed by the directors:
Mr. K. G. Gupta, Managing Director is entitled to commission not exceeding 1% of the net profit of the Company computed in the manner laid down under the Act as may be determined by the Board. In the absence of net profit, no commission was paid to him for the year under review.



Mr. Subhash Redkar, Executive Director, is entitled to remuneration as approved in his letter of appointment. None of the other Directors are paid any remuneration except sitting fees and traveling expenses for attending Board and Committee Meetings.

- (viii) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: N.A.
- (xi) affirmation that the remuneration is as per the remuneration policy of the Company:
The remuneration is as per the Remuneration Policy of the Company.

PARTICULARS OF EMPLOYEES:

None of the employees is covered under Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As per Listing Regulations, Management Discussion and Analysis Report is attached to this report.

FINANCE:

Total Fund based exposure of the Company with the Banks was to the tune of Rs. 820.00 lakhs. Total Non-Fund based exposure of the Company with the Banks was to the tune of Rs. 460.00 lakhs (Rs. 100 lakhs interchangeability between Fund based and Non Fund Based). The Company has availed a Term loan of Rs. 100.00 lakhs from The Saraswat Co-operative Bank Limited under its Emergency Credit Line Guarantee Scheme (ECLGS).

The Company had availed credit facilities from State Bank of India under its "Common Covid Emergency Credit Line" (CCECL) to the tune of Rs. 50.00 lakhs, which is fully repaid and a credit facility of Rs. 120.00 lakhs under the "Guaranteed Emergency Credit Line (GECL)" scheme, out of which Rs.57.04 lakhs is outstanding as on March 31, 2023.

PUBLIC DEPOSITS

The Company has not accepted any deposits falling under the ambit of Section 73 of the Companies Act, 2013 from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on 31st March 2023.

CREDIT RATING:

CRISIL Limited – Credit Rating Agency, has assigned the credit rating of "CRISIL C (Upgraded from CRISIL D)" to the long-term Bank facilities availed by the Company and credit rating of "CRISIL A4 (Upgraded from CRISIL D)" to the short-term Bank facilities availed by the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place a Vigil Mechanism. It provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct policy and the same has been posted on the Company's website www.gkb.net.

REPORTING OF FRAUD BY AUDITORS:

During the year under review, no offense involving fraud has been committed against the Company by its employees or officers of the Company in terms of Section 143(12) of the Companies Act, 2013.



DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review no complaints were received.

RESUME OF HEALTH & SAFETY PERFORMANCE OF THE FACTORY:

In terms of Section 90 B (5) (d) of the Goa Factories Rules, 1985, the Company has an Occupational Health, Safety and Environment Policy through which every employee is made responsible for the observance of the measures designed to prevent accidents, damage to property, occupational ill- health and avoidable environmental pollutants.

Safety & Health: - For the safe work environment, Hazard Identification & Risk Assessment (HIRA) Study was conducted by a Certified Safety Consultant for all routine and non-routine activities in our factory in September - October 2022. In June 2022, Safety Audit was also carried out with a view towards commitment to meet the highest standards of quality products without sacrificing safety and environmental regulations. The employees were trained on First Aid procedure, Behavioral Safety, Occupational Safety, Health & Environment, etc., with a view to equip them to recognize the hazards and risks associated with a given task and take preemptive action. Also, the Annual event via Safety Week Celebration besides statutory requirements under Factories Act, a seminar was conducted for the employees." The company has organized Eye-testing for employees engaged in Quality Control and other relevant sections during the year. The Company also conducted a breast cancer screening camp for all female employees working in the organisation.

Audit – Industrial Hygiene Survey was conducted by an external agency to assess the Illumination, Ventilation and Noise level in the factory premises. Internal Electrical Safety Audit was conducted to assess potential fire hazards in the factory set-up and to provide assurance on the implementation and effectiveness of these system and processes.

Environment: - The Company has been focusing on achieving environmental standards with "Go Green" philosophy. The Company is certified with ISO 9001:2015 standard of TUV Certifying body. The company has continued its efforts for water and energy conservation. Licenses under Pollution Control Board are periodically renewed under Air, Water and Hazard Waste Management. The process of Solid waste management disposal is done on regular basis to registered re-cyclers.

OTHER DISCLOSURES:-

- 1) The consolidated financial statement is also being presented in addition to the standalone financial statement of the company.
- 2) The maintenance of cost records is not applicable to the Company as per the amended Companies (Cost Records and Audit) Rules, 2014, prescribed by the Central Government under Section 148(1) of the Companies Act, 2013.

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

Particulars required to be disclosed under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 are annexed herewith as Annexure – III and forms an integral part of this report

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No application was made under IBC by or against your Company and no proceeding is pending under IBC, during the year under review.



DETAILS OF ONE TIME SETTLEMENT

The Company has not entered into any onetime settlement with the Banks or Financial Institutions during the year under review,

ACKNOWLEDGEMENT

Your Directors wish to acknowledge and are grateful for the excellent support received from all levels, customers, vendors, regulatory authorities, bankers, shareholders and all other stakeholders. Your Directors recognize and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the progress of the Company in a very challenging environment.

For and on behalf of the Board of Directors

Place : Mapusa - Goa.
Date : May 30, 2023

K. G. Gupta
Chairman and Managing Director
DIN : 00051863



ANNEXURE-III

ANNEXURE TO DIRECTORS' REPORT

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

Energy conservation is the practice of decreasing the quantity of energy used for the same quality and quantity of Output. The Company has put in place measures to improve the efficiency of energy utilization by using energy efficient processes and equipments. Continuous efforts are in place to reduce the usage of fuel/ electrical energy. The Company has had successful trial runs for minimization of consumption of energy in the operation of ovens. General awareness has been created to conserve energy and promote energy saving.

- I. The Steps taken or impact on conservation of energy.
 - a) Scheduled and planned maintenance programme has resulted in improved performance of equipment.
 - b) Special analysis methods are used to improve performance of utilities like compressors, chillers, etc.
 - (c) Existing CFL lights have been replaced in several places with low wattage LED lights, which contributes to power savings.
 - (d) Technology upgradation.
 - (e) Minimization of wastages has resulted in reduced consumption of fuel/ energy.

Heat exchangers are planned to be installed with air compressors to gauge the water requirement to avoid the usage of additional electrical energy.

- II. Steps taken by the Company for using alternate sources of energy.
Efforts are being made to develop alternate sources of energy. Conditioned monitoring of equipments & strict monitoring for efficient usage of equipment is being continued in all sections. Discussions are in place for installation of Solar Panels in the factory.
- III. Capital Investment on energy conservation equipments.
There was no significant capital investment on energy conservation equipments during the year.

B. TECHNOLOGY ABSORPTION

- I. Efforts made towards technology absorption.
Efforts are being made towards technology absorption. The technology we have adopted is best suited for our products and is absorbed in full.
- II. Benefits derived like product improvement, cost reduction, product development or import substitution.
 - a) Steps are taken to improve productivity by introducing innovations and development in the Company's line of business.
 - b) Research and Development has contributed towards Import Substitution and increase in productivity.



III. Information regarding technology imported during the last 3 years:

Sr. No.	Technology Imported	Year of import	Status
1	Lens Inspection machine	2020-21	Absorbed
2	No Technology imported	2021-22	—
3	No Technology imported	2022-23	

IV. Expenditure incurred on Research and Development.

No separate expenditure has been incurred under the head Research and Development during the financial year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO FOR FINANCIAL YEAR 2022-23.

(Rs. in lakhs)

Foreign exchange earned	348.35
Foreign exchange used	588.13
Net earnings	(239.78)

For and on behalf of the Board of Directors

Place : Mapusa - Goa.

Date : May 30, 2023

K. G. Gupta
Chairman and Managing Director
DIN : 00051863



FORM MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2023

[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	:	L26109GA1981PLC000469
ii	Registration Date	:	10-12-1981
iii	Name of the Company	:	GKB OPHTHALMICS LIMITED
iv	Category/Sub-category of the Company	:	Company having share capital
v	Address of the Registered office & contact details	:	16-A, Tivim Industrial Estate Mapusa - Goa, 403 526 Tel No. : (0832) 6714444 Email : gkbophthalmics@gkb.net Website : www.gkb.net
vi	Whether listed company	:	Yes (Listed in Bombay Stock Exchange Ltd.)
vii	Name, Address & Contact details of Registrar & Transfer Agent, if any	:	Link Intime India Private Limited C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Phone : + 91 022 49186000 Fax : + 91 022 49186060 Email : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in

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:

Sr. No	Name & Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1	Manufacture and Export of Ophthalmics Lenses	32507	100.00%

III. PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES :

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares held	Applicable Section
1	GKB Ophthalmics Products FZE 250, M2 Warehouse A3-083 SAIF ZONE, P.O. Box.9089, Sharjah-U.A.E.	UIN: PJWAZ20040413	Wholly Owned Subsidiary Company	100.00%	Section 2 (87)
2	GSV Ophthalmics Private Limited 16-A, Tivim Industrial Estate, Mapusa - Goa.	CIN: U36990GA2018PTCO13725	Subsidiary Company	79.54%	Section 2 (87)
3	Lensco- The Lens Company 700 Route 46 Suite 7 Clifton New Jersey 07013	UIN: BYWAZ20080845	Step Down Subsidiary Company	60%*	Section 2 (87)
4	GKB Vision FZC 250, M2 Warehouse A3-085 SAIF ZONE, P.O. Box.514189, Sharjah - U.A.E.	UIN:PJJAZ20171435	Associate Company	49%*	Section 2 (6)
5	Prescription Optical Products L.L.C. Unit No. 1901, 19th Floor, Binary Tower-Business Bay, Dubai UAE	License No. 1009674	Step Down Subsidiary Company	49%*	Section 2 (87)

*The percentage of shareholding is held by GKB Ophthalmics Products FZE, Sharjah, in Lensco- The Lens Company, GKB Vision FZC and Prescription Optical Products L.L.C

**IV. SHARE HOLDING PATTERN (Equity Shares 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 2022				No. of shares held at the end of the year 2023				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter Group									
(1) Indian									
a) Individual/HUF	30,10,298	0	30,10,298	59.721	29,78,488	0	29,78,488	59.090	-0.6311
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporates	0	0	0	0	0	0	0	0	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
SUB TOTAL : (A)(1)	30,10,298	0	30,10,298	59.721	29,78,488	0	29,78,488	59.090	-0.6311
(2) Foreign									
a) Individuals (Non-Resident Individuals Foreign Individuals	0	0	0	0	0	0	0	0	0
b) Government	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI Investor	0	0	0	0	0	0	0	0	0
e) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
SUB TOTAL : (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters & Promoter Group (A)=(A)(1) + (A)(2)	30,10,298	0	30,10,298	59.721	29,78,488	0	29,78,488	59.090	-0.6311



Category of Shareholders	No. of shares held at the beginning of the year - 2022				No. of shares held at the end of the year - 2023				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
b) Venture Capital Funds	0	0	0	0	0	0	0	0	0
c) Alternate Investment Funds	0	0	0	0	0	0	0	0	0
d) Foreign Venture Capital Investor	0	0	0	0	0	0	0	0	0
e) Foreign Prortfolio Investor	1,00,000	0	1,00,000	1.984	90,000	0	90,000	1.785	-0.1984
f) Financial Institution Banks	0	0	0	0	0	0	0	0	0
g) Insurance Companies	0	0	0	0	0	0	0	0	0
h) Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	0
i) Any Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL : (B)(1)	1,00,000	0	1,00,000	1.984	90,000	0	90,000	1.785	-0.1984
(2) Central Government/State Government(s)/President of India									
SUB TOTAL : (B)(2)	0	0	0	0	0	0	0	0	0
(3) Non-Institutions									
a) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1.00 lakh	4,21,007	58,525	4,79,132	9.506	5,77,754	54,225	6,31,979	12.538	3.032
ii) Individual shareholders holding nominal share capital in excess of Rs. 1.00 lakh	7,62,221	0	7,62,221	15.122	7,34,306	0	7,34,306	14.568	-0.554
b) NBFCs registered with RBI	500	0	500	0.009	500	0	500	0.009	-0.000
c) Overseas Depositories (holding Drs) (balancing figure)	0	0	0	0	0	0	0	0	0
c) Any other (Specify)									
Hindu Undivided Family	38,508	0	38,508	0.764	58,912	0	58,912	1.169	0.405
Key Managerial Personnel	0	0	0	0.000	1840	0	1840	0.037	0.037
Foreign Companies	2,00,000	0	2,00,000	3.968	2,00,000	0	2,00,000	3.968	0
Non Resident Indians (Non Repat)	857	0	857	0.017	1978	0	1978	0.039	0.022
Non Resident Indians (Repat)	44,238	0	44,238	0.878	31,541	0	31,541	0.626	-0.252
Body Corp-Ltd Liability Partnership	27,297	0	27,297	0.542	1	0	1	0.000	-0.542
Clearing Member	254	0	254	0.005	5,226	0	5,226	0.104	-0.099
Bodies Corporate	3,77,275	0	3,77,275	7.484	3,05,809	0	3,05,809	6.067	-1.418
SUB TOTAL : (B)(3)	18,72,157	58,525	19,30,282	38.295	19,17,867	54,225	19,72,092	39.125	0.830
Total Public Shareholding (B)=(B)(1) + (B)(2) + (B)(3)	19,72,157	58,525	20,30,282	40.279	20,07,867	54,225	20,62,092	40.910	0.631
Total (A) + (B)	49,82,455	58,525	50,40,580	100.000	49,86,355	54,225	50,40,580	100.000	0.000



Category of Shareholders	No. of shares held at the beginning of the year - 2021				No. of shares held at the end of the year - 2022				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Non Promoter - Non Public									
(C1) Share Underlying Drs	0	0	0	0	0	0	0	0	0
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0
(C2) Shares Held by Employees Trust	0	0	0	0	0	0	0	0	0
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	49,82,455	58,125	50,40,580	100.000	49,86,355	54,225	50,40,580	100.000	0.000

(ii) Share holding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year-2022			Shareholding at the end of the year-2023			% 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	Mr. Krishna Gopal Gupta	9,00,412	17.863	0	9,00,412	17.863	0	0
2	Mr. Vikram Gupta	4,23,105	8.394	0	4,23,105	8.394	0	0
3	Mr. Gaurav Gupta	4,07,966	8.093	0	4,07,966	8.093	0	0
4	Mrs. Veena Gupta	3,00,753	5.967	0	3,00,753	5.967	0	0
5	Mrs. Shefali Chawla	2,42,464	4.810	0	2,42,464	4.810	0	0
6	Mr. Krishna Gopal Gupta (HUF)	2,74,011	5.436	0	2,76,442	5.484	0	0.048
7	Mr. Krishna Murari Gupta	3,27,207	6.492	0	3,27,207	6.492	0	0
8	Mrs. Usha Gupta	1,14,707	2.276	0	84,799	1.682	0	-0.593
9	Mr. Vivek Gupta	3,333	0.066	0	0	0	0	-0.066
10	Mr. Aditya Gupta	16,340	0.324	0	15,340	0.304	0	-0.020
	TOTAL	30,10,298	59.721	0	29,78,488	59.090	0	-0.631



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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
1	Mr. Krishna Gopal Gupta							
	At the beginning of the year	9,00,412	17.863	01.04.2022				
	At the end of the year			31.03.2023		No Change	9,00,412	17.863
2	Mr. Vikram Gupta							
	At the beginning of the year	4,23,105	8.394	01.04.2022				
	At the end of the year			31.03.2023		No Change	4,23,105	8.394
3	Mr. Gaurav Gupta							
	At the beginning of the year	4,07,966	8.093	01.04.2022				
	At the end of the year			31.03.2023		No Change	4,07,966	8.093
4	Mr. Krishna Murari Gupta							
	At the beginning of the year	3,27,207	6.492	01.04.2022				
	At the end of the year			31.03.2023		No change	3,27,207	6.492
5	Mrs. Veena Gupta							
	At the beginning of the year	3,00,753	5.967	01.04.2022				
	At the end of the year			31.03.2023		No Change	3,00,753	5.967
6	Mrs. Shefali Chawla							
	At the beginning of the year	2,42,464	4.810	01.04.2022				
	At the end of the year			31.03.2023		No Change	2,42,464	4.810
7	Mr. Krishna Gopal Gupta HUF							
	At the beginning of the year	274,011	5.436					
				21.06.2022	160	Buy	2,74,171	5.439
				22.06.2022	110	Buy	2,74,281	5.441



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
				23.06.2022	201	Buy	2,74,482	5.445
				24.06.2022	150	Buy	2,74,632	5.448
				27.06.2022	10	Buy	2,74,642	5.448
				28.06.2022	31	Buy	2,74,673	5.449
				29.06.2022	566	Buy	2,75,239	5.460
				22.08.2022	50	Buy	2,75,289	5.461
				26.08.2022	25	Buy	2,75,314	5.461
				06.09.2022	25	Buy	2,75,339	5.462
				07.09.2022	54	Buy	2,75,293	5.461
				08.09.2022	17	Buy	2,75,410	5.463
				20.09.2022	26	Buy	2,75,436	5.464
				24.11.2022	10	Buy	2,75,446	5.464
				25.11.2022	21	Buy	2,75,467	5.464
				28.11.2022	224	Buy	2,75,691	5.469
				29.11.2022	163	Buy	2,75,854	5.472
				08.12.2022	115	Buy	2,75,969	5.474
				09.12.2022	28	Buy	2,75,997	5.475
				12.12.2022	30	Buy	2,76,027	5.476
				13.12.2022	125	Buy	2,76,152	5.478
				14.12.2022	250	Buy	2,76,402	5.483
				27.02.2023	30	Buy	2,76,432	5.484
				01.03.2023	10	Buy	2,76,442	5.484
	At the end of the year			31.03.2023			2,76,442	5.484
8	Mrs. Usha Gupta							
	At the beginning of the year	1,14,707	2.276	01.04.2022				
	At the end of the year			23.09.2022	(102)	Sell	1,14,605	2.273
				26.09.2022	(9335)	Sell	1,05,270	2.088
				27.09.2022	(18,031)	Sell	87,239	1.730



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
				21.10.2022	(500)	Sell	86,739	1.720
				28.10.2022	(1,940)	Sell	84,799	1.682
	At the end of the year			31.03.2023			84,799	1.682
9	Mr. Vivek Gupta							
	At the beginning of the year	3,333	0.066	01.04.2022				
				16.09.2022	(333)	Sell	3,000	0.066
				23.09.2022	(1,000)	Sell	2,000	0.059
				07.10.2022	(2,000)	Sell	0	0.000
	At the end of the year			31.03.2023			0	0
10	Mr. Aditya Gupta							
	At the beginning of the year	16,340	0.324	01.04.2022				
				16.09.2022	(1,000)	Sell	15,340	0.304
	At the end of the year			31.03.2023			15,340	0.304



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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
1	Brijendra Kumar Gupta							
	At the beginning of the year	2,44,950	4.859	01.04.2022				
	At the end of the year			31.03.2023		No Change	2,44,950	4.859
2	SOMO Vision Co. Ltd.							
	At the beginning of the year	2,00,000	3.968	01.04.2022				
	At the end of the year			31.03.2023		NO Change	2,00,000	3.968
3	Polus Global Fund							
	At the beginning of the year	1,00,000	1.983	01.04.2022				
	At the end of the year			27.01.2023	(10,000)	Sell	90,000	1.785
				31.03.2023			90,000	1.785
4	Raviraj Developers Ltd	1,01,723	2.018	01.04.2022				
	At the beginning of the year			09.09.2022	(1500)	Sell	100,223	1.988
				16.09.2022	(1000)	Sell	99,223	1.969
				23.09.2022	(702)	Sell	98,521	1.954
				30.09.2022	(1000)	Sell	97,521	1.934
				14.10.2022	(1500)	Sell	96,021	1.905
				21.10.2022	(1500)	Sell	94,521	1.875
				25.11.2022	900	Buy	95,421	1.893
				23.12.2022	4500	Buy	99,921	1.982
				06.01.2023	(3700)	Sell	96,221	1.909
				13.01.2023	(9500)	Sell	86,721	1.721
				20.01.2023	13000	Buy	99,721	1.979
				27.01.2023	(11000)	Sell	88,721	1.760
				03.02.2023	(6000)	Sell	82,721	1.641
				17.02.2023	(6103)	Sell	76,618	1.520
				24.03.2023	(26)	Sell	76,592	1.519
	At the end of the year			31.03.2023			76,592	1.519



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
5	Dhwaja Commodity Services							
	At the beginning of the year	72,306	1.434	01.04.2022				
	At the end of the year			31.03.2023		No Change	72,306	1.434
6	Lalit Kumar Gupta							
	At the beginning of the year	70,500	1.398	01.04.2022				
	At the end of the year			31.03.2023		No Change	70,500	1.398
7	Sanjiv Kumar Gupta							
	At the beginning of the year	70,500	1.398	01.04.2022				
				24.03.2023	(246)	Sell	70,245	1.394
				31.03.2023	(124)	Sell	70,130	1.391
	At the end of the year			31.03.2023			70,130	1.391
8	Jyotivardhan Jaipuria							
	At the beginning of the year	66,667	1.322	01.04.2022				
	At the end of the year			31.03.2023		No Change	66,667	1.322
9	Umesh Chamdia							
	At the beginning of the year	0	0	01.04.2022				
				03.02.2023	26,000	Buy	26,000	0.516
				24.02.2023	20,000	Buy	46,000	0.913
	At the end of the year			31.03.2023			46,000	0.913
10	Irfan Fakhri Karimi							
	At the beginning of the year	15,410	0.306	01.04.2022				
				08.04.2022	1,849	Buy	17,259	0.342
				22.04.2022	180	Buy	17,439	0.347
				29.04.2022	1,311	Buy	18,750	0.372
			13.05.2022	356	Buy	19,106	0.379	



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
				20.05.2022	216	Buy	19,322	0.383
				19.08.2022	6,827	Buy	26,149	0.519
				26.08.2022	8,644	Buy	34,793	0.690
				23.09.2022	750	Buy	35,543	0.705
				30.09.2022	1247	Buy	36,790	0.730
				02.12.2022	56	Buy	36,846	0.731
				30.12.2022	144	Buy	36,990	0.733
				20.01.2023	2,000	Buy	38,990	0.773
				24.02.2023	1,050	Buy	40,040	0.794
				03.03.2023	789	Buy	40,829	0.810
				10.03.2023	900	Buy	41,729	0.828
				17.03.2023	(1,000)	Sell	40,729	0.808
	At the end of the year			31.03.2023			40,729	0.808
11	Raj Kumar Agarwal							
	At the beginning of the year	66,667	1.322	01.04.2022				
				09.09.2022	(4,398)	Sell	62,269	1.235
				16.09.2022	(3,395)	Sell	58,874	1.168
				30.12.2022	(29,000)	Sell	29,874	0.592
				27.01.2023	(29,874)	Sell	0	0
				31.03.2023			0	0
12	Praabha Mohta							
	At the beginning of the year	50,000	0.991	01.04.2022				
				23.12.2022	(21,103)	Sell	28,897	0.573
				30.12.2022	(11,206)	Sell	17,691	0.351
				06.01.2023	(14,014)	Sell	3,677	0.073
				13.01.2023	(3,677)	Sell	0	0
	At the end of the year			31.03.2023			0	0



v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year - 2022			Cumulative Shareholding during the year - 2023			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
1	Mr. Krishna Gopal Gupta							
	At the beginning of the year	9,00,412	17.863	01.04.2022	–	–	–	–
	At the end of the year	–	--	31.03.2023		No Change	9,00,412	17.863
2	Mr. Vikram Gupta							
	At the beginning of the year	4,23,105	8.394	01.04.2022	–	–	–	–
	At the end of the year	–	–	31.03.2023	–	No Change	4,23,105	8.394
3	Mr. Anil Palekar	–	–	–	–	–	–	–
4	Mr. Sadashiv Shet *	–	–	–	–	–	–	–
5	Mrs. Shashi K. Katreddi	–	–	–	–	–	–	–
6	Mr. Subhash Redkar	–	–	–	–	–	–	–
7	Mr. Gurudas Sawant, CFO							
	At the beginning of the year	1,840	0.036	01.04.2022				
	At the end of the year	–	–	31.03.2023	–	No Change	1,840	0.036
8	Ms. Pooja Bicholkar, CS Company Secretary	–	–	–	–	–	–	–

*ceased to be Director of the Company w.e.f. March 22, 2023 due to death.

**V. INDEBTEDNESS :****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Rs. in lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the year				
i) Principal Amount	1170.44	-	-	1170.44
ii) Interest due but not paid	4.85	-	-	4.85
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1175.29	-	-	1175.29
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	52.89	-	-	52.89
Net Change	52.89	-	-	52.89
Indebtedness at the end of the year				
i) Principal Amount	1111.84	-	-	1111.84
ii) Interest due but not paid	10.56	-	-	10.56
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1122.40	-	-	1122.40

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Rs. in lakhs

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. K. G. Gupta, Managing Director	Mr. Subhash Redkar, Director	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income - Tax Act, 1961	36.00	5.84	41.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6.39	7.79	14.18
	(c) Profits in lieu of salary under Section 17 (3) Income -tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify (Post Employment Benefits)	4.32	0.91	5.23
	Total (A)	46.71	14.54	61.25
	Ceiling as per the Act	5% of the net profits of the Company		

**B. Remuneration to other Directors :**

Rs. in lakhs

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Anil Palekar	Mr. Sadashiv Shet	Mrs. Shashi K. Katreddi	
1	Independent Directors * Fee for attending board/ committee meetings * Commission * Others, please specify	1.10 - -	1.10 - -	0.90 - -	3.10 - -
	Total (1)	1.10	1.10	0.90	3.10
Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount	
		Mr. Vikram Gupta			
2	Other Non - Executive Directors * Fee for attending board /committee meetings * Commission * Others, please specify	0.20 -- --		0.20 - -	
	Total (2)	0.20		0.20	
	Total (B)= (1+2)			3.30	
	Total Managerial Remuneration (A+B)			64.55	
	Over all Ceiling as per the Act			11% of the net profits of the Company	

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD :

Rs. in lakhs

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Gurudas Sawant, CFO	Ms. Pooja Bicholkar, Company Secretary	
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	12.21 -- -	7.11 - -	19.32 -- -
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	- -	- -	- -
5	Others, please specify (Post Employment Benefits)	0.88	0.53	1.41
	Total	13.09	7.63	20.72



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made,if any (give details)
A. COMPANY					
Penalty Punishment Compounding			----- Nil -----		
B. DIRECTORS					
Penalty Punishment Compounding			----- Nil -----		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			----- Nil -----		

K. G. Gupta
Chairman and Managing Director
DIN : 00051863

Place : Mapusa - Goa.
Date : May 30, 2023



FORM No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[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,
GKB OPHTHALMICS LIMITED
16A TIVIM INDUSTRIAL ESTATE,
MAPUSA – GOA 403526**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GKB OPHTHALMICS LIMITED** having **CIN L26109GA1981PLC000469** and having registered office at **16A TIVIM INDUSTRIAL ESTATE, MAPUSA – GOA 403526** (hereinafter called 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 **GKB OPHTHALMICS LIMITED** 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, 2023** 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, minute books, forms and returns filed and other records maintained by **GKB OPHTHALMICS LIMITED** ("the Company") for the financial year ended on **31st March, 2023** 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 there under to the extent of Foreign Direct Investment, 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;
 - (d) 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;



- (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Depositories and Participant) regulations, 2018 and circulars/guidelines issued thereunder
- (vi) The Factories Act, 1948
- (vii) Trade Mark Act, 1999
- (viii) Foreign Trade (Development & Regulation) Act, 1992
- (ix) Customs Act, 1962
- (x) Industrial Disputes Act, 1947
- (xi) The Payment of Wages Act, 1936
- (xii) The Minimum Wages Act, 1948
- (xiii) Employees' State Insurance Act, 1948
- (xiv) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- (xv) The Payment of Bonus Act, 1965
- (xvi) The Payment of Gratuity Act, 1972
- (xvii) The Contract Labour (Regulation and Abolition) Act, 1970
- (xviii) The Maternity Benefit Act, 1961 and as amended
- (xix) The Industrial Employment (Standing Orders) Act, 1946
- (xx) The Apprentice Act, 1961
- (xxi) Equal Remuneration Act, 1976
- (xxii) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- (xxiii) The Environment (Protection) Act, 1986
- (xxiv) Air (Prevention and Control of Pollution) Act, 1981 and rules thereunder
- (xxv) Water (Prevention and Control of Pollution) Act, 1974 and rules thereunder
- (xxvi) The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- (xxvii) The Goa, Daman & Diu Factories Rules, 1985
- (xxviii) Indian Stamp Act, 1999 and The Indian Stamp (Goa, Daman and Diu Amendment) Act, 1968
- (xxix) Negotiable Instrument Act, 1881



- (xxx) Goa Value Added Tax Act, 2005 and rules thereunder
- (xxxi) Income Tax Act, 1961 and Indirect Tax Law
- (xxxii) Weekly Holidays Act, 1942
- (xxxiii) Registration Act, 1908 and The Registration (Goa, Daman and Diu Amendment) Act, 1985
- (xxxiv) Goods and Service Tax (GST) Act, 2016 and as amended
- (xxxv) Sexual harassment of women at workplace (prevention, prohibition and redressal) Act 2013.
- (xxxvi) Federal Food, Drug and Cosmetics, Act, USA

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and as revised.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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

- a) The Company has got three factory units: Unit I, Unit II and Unit III; wherein Unit I and Unit III situated at plot No. 16-A -C -D at Tivim Industrial Estate, Mapusa Goa 403526 are amalgamated after necessary approvals being sought from Goa Industrial Development Corporation ("GIDC"). The Company has received amalgamation order from GIDC and is in the process to enter into amalgamation deed with GIDC.
- b) The reporting compliances with respect to the Foreign Exchange Management Act, 1999 ("FEMA Act") and the rules and regulations made thereunder to the extent of issue of 2,00,000 Equity shares allotted pursuant to exercise of option attached to the underlying Equity Convertible warrants is not complied within the prescribed time due to procedural delay. The Company is positively taking adequate steps to complete the reporting process.

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.

However, due to the sudden demise of the Independent Director of the Company, Mr. Sadashiv Shet on March 22, 2023, a casual vacancy as per Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, has arisen and the Company is required to fill up the vacancy within 3 months from the said date.

Adequate notices are 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.

All the decisions are taken unanimously after taking into consideration views, opinions expressed by all the members.



I further report that

- a) The Company has complied with the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and timely yearly payment of renewal fees with Bombay Stock Exchange Limited.
- b) The Company has also complied with SEBI (Prohibition of Insider Trading) Regulations, 2015
- c) The Company has received Adjudication Order No. Order/SM/AE/2022-23/18215-18216 dated July 29, 2022 passed by Securities and Exchange Board of India (SEBI) under Section 15-I of the Securities and Exchange Board of India Act, 1992 read with Rule 5 of the Securities And Exchange Board of India (Procedure for holding Inquiry and Imposing Penalties) Rules, 1995 and Section 23 I of Securities Contracts (Regulation) Act, 1956 read with Rule 5 of the Securities Contracts (Regulation) (Procedure for holding Inquiry and Imposing Penalties) Rules, 2005 Imposing penalty.

As per the order, the Penal provision attracted under Section 23E of SC(R) A, 1956 read with Clause 2(i) of the Listing Agreement dated February 12, 2016 entered into between the Company and BSE for violation under section clause 35 of the erstwhile Equity Listing Agreement (effective till November 30, 2015) and Regulations 31(1) of LODR Regulations, 2015 imposing a penalty amount of Rs. 10,00,000/- on the Company. However, as mentioned in the Order, the enforcement of the said Order on the Company shall be subject to the outcome of civil Appeal No. 4741 of 2021 titled SEBI vs Suzlon Energy Ltd & Anr pending before the Hon'ble Supreme Court.

- d) The Company has complied with rules of land on export of spectacle lens or progressive lenses to foreign nations such as Federal Food, Drug and Cosmetics, Act, USA and has obtained license under U.S. Foods and Drugs Administration, which is renewed on yearly basis.
- e) The Company has duly constituted Internal Complaint Committee (ICC) under Prevention of Sexual Harassment of Women at workplace (POSH) for safety and wellbeing of women employed in organization and also timely submitted the report to Goa State Commission for Women.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 09.06.2023
Place: Panaji Goa

CS Girija G. Nagvekar
Practising Company Secretary
FCS:10358/COP: 10335
Peer Review Cer. No.2001/2022
UDIN No. **F010358E000473799**

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report



'Annexure A'

**To,
The Members,
GKB OPHTHALMICS LIMITED
16A TIVIM INDUSTRIAL ESTATE,
MAPUSA – GOA 403526**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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 correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management 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 and regulations, standards is the responsibility of management. Our examination was limited to the verifications of procedures on 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.

Date: 09.06.2023
Place: Panaji Goa

CS Girija G. Nagvekar
Practising Company Secretary
FCS:10358/COP: 10335
Peer Review Cer. No.2001/2022
UDIN No. **F010358E000473799**



ANNEXURE TO DIRECTORS' REPORT

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

Energy conservation is the practice of decreasing the quantity of energy used for the same quality and quantity of Output. The Company has put in place measures to improve the efficiency of energy utilization by using energy efficient processes and equipments. Continuous efforts are in place to reduce the usage of fuel/ electrical energy. The Company has had successful trial runs for minimization of consumption of energy in the operation of ovens. General awareness has been created to conserve energy and promote energy saving.

I. The Steps taken or impact on conservation of energy.

- a) Scheduled and planned maintenance programme has resulted in improved performance of equipment.
- b) Special analysis methods are used to improve performance of utilities like compressors, chillers, etc.
- (c) Existing CFL lights have been replaced in several places with low wattage LED lights, which contributes to power savings.
- (d) Technology upgradation.
- (e) Minimization of wastages has resulted in reduced consumption of fuel/ energy.

Heat exchangers are planned to be installed with air compressors to gauge the water requirement to avoid the usage of additional electrical energy.

II. Steps taken by the Company for using alternate sources of energy

Efforts are being made to develop alternate sources of energy. Conditioned monitoring of equipments & strict monitoring for efficient usage of equipment is being continued in all sections. Discussions are in place for installation of Solar Panels in the factory.

III. Capital Investment on energy conservation equipments

There was no significant capital investment on energy conservation equipments during the year.

B. TECHNOLOGY ABSORPTION

I. Efforts made towards technology absorption.

Efforts are being made towards technology absorption. The technology we have adopted is best suited for our products and is absorbed in full.

II. Benefits derived like product improvement, cost reduction, product development or import substitution.

- a) Steps are taken to improve productivity by introducing innovations and development in the Company's line of business.
- b) Research and Development has contributed towards Import Substitution and increase in productivity.



III. Information regarding technology imported during the last 3 years:

Sr. No.	Technology Imported	Year of import	Status
1	Lens Inspection machine	2020-21	Absorbed
2	No Technology imported	2021-22	–
3	No Technology imported	2022-23	–

IV. Expenditure incurred on Research and Development.

No separate expenditure has been incurred under the head Research and Development during the financial year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO FOR FINANCIAL YEAR 2022-23.

	Rs. in lakhs
Foreign exchange earned	348.35
Foreign exchange used	588.13
Net earnings	(239.78)

For and on behalf of the Board of Directors

Place : Mapusa - Goa.

Date : May 30, 2023

K. G. Gupta
Chairman and Managing Director
DIN : 00051863

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****CAUTIONARY STATEMENT:**

Certain statements made in this Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from such expectation whether express or implied. Several factors that could make significant impact on the company's operations include global and domestic demand and supply conditions, input availability and prices, changes in Government regulations, tax laws, economic developments within the country and other factors.

i) Industry Structure and Developments:

Glass lenses have been used for different purposes so far. However, there is no demand for Glass Lenses as they are brittle and heavy to wear, therefore have now been replaced by plastic lenses. They are organic lenses made by polymerisation of chemical mixtures consisting mainly of monomer mixed with an initiator. Plastic Lenses have greater durability, good ultraviolet light resistance and are safe to use during any physical activity as there are less chances of breakage. Plastic lenses can be easily coated with various coatings such as the anti – reflective coatings depending upon the end user requirements. Plastic Lenses are low weight as compared to glass lenses which makes them user friendly. They can be tinted with colours that boosts their cost and in turn makes them very attractive. Now, new variants have been introduced by the industry being High Refractive Index lenses, which are thinner and lighter in nature.

Eyesight is a vital aspect of everyone's life. Sedentary lifestyle, increasing literacy rate in India and developing countries, rising usage of mobile phones, laptops, television and pollution has resulted in significant rise in the number of people developing several visual ailments and eyesight-related problems, such as myopia, hypermetropia, and presbyopia which is contributing to the increase in demand for lenses as an appropriate measure to prevent further damage. Various Government and Non Government Organisations are taking initiatives to spread awareness about the treatment for various vision related ailments. With the increase in awareness, education and medical services, there is a big scope for increase in demand of lenses. There is an urgent need to promote investment in eye care industry.

ii) Opportunities and Threats:

The good service life of plastic lenses is one of the key reasons for their high demand in the global market. Apart from aiding in improving visual acuity, Plastic Lenses are also being used in the eye safety equipment of firefighters and military personnel as they are shatter resistant. Rising usage in medical devices, consumer electronics and eye safety equipments is boosting the market growth.

India with its large population is one of the prominent markets for the sales of plastic lenses. However, the Company's business has been facing a stiff competition from China as Chinese are dumping lenses in India at a very lower price. The Company had made a representation to the Central Government to impose an Anti- Dumping Duty on the import of the plastic lenses into India , the status of the same is as under:

The Ministry of Finance (Department of Revenue), Government of India, vide its Notification No. 32/2022-Customs (ADD) dated December 27, 2022, in the matter of 'semi-finished lenses', falling under chapter heading 9001 of the First Schedule to the Customs Tariff Act, 1975 (51 of 1975), imposed an anti-dumping duty effective for a period of five years on semi finished lenses originating or exported from China PR. However, the Company is of the opinion that the said Notification provides insufficient remedy to the issue of the industry and hence, the Company has decided to go for an appeal.

iii) Segment wise or Product wise Performance:

The Company is engaged in the business of manufacturing semi-finished plastic lenses.

**iv) Outlook :**

The Plastic Lens industry witnessed a massive slowdown in its progress as a result of the spread of Covid-19 pandemic across the globe. However, with the onset of recovery, the demand for lenses started increasing, the operations of the Company reached back to normalcy during the year.

Presently, the company on an average manufactures 22,000 pieces per day of plastic lenses which it is expecting to increase to 40,000 pieces by the end of financial year 2023-24, due to increase in demand for Company's products. The management has chalked out plans to achieve targeted sale of Rs. 36.00 Crores during the current financial year.

In the Annual General Meeting held on September 29, 2022, it was informed to the members that the Project, GSV Ophthalmics Private Limited had become financially unviable and that the Company is in the discussion of coming up with an alternate expansion plan internally or through the Company.

v) Risks and Concerns:

We do not foresee any risks, except for foreign exchange fluctuations. Since the Company also depends on exports, the economic situation in exporting countries is likely to affect the performance of the Company.

vi) Internal Control Systems and their Adequacy:

The Company has developed adequate Internal Control Systems, commensurate to its size and business, which are aimed at achieving efficiency in operations, effective monitoring and optimum utilisation of resources. The Internal Audit is carried out by a firm of Independent Chartered Accountants, along with CFO of the Company. The reports of the Internal Auditors are periodically reviewed by the Audit Committee.

vii) Discussion on Financial Performance with respect to Operational Performance:

During the year under review, the turnover from operations of the Company was Rs. 2772.93 lakhs. The Company reported a net loss from operations of Rs.288.12 lakhs during the current financial year compared to a net loss of Rs. 231.03 lakhs incurred during the previous financial year.

The significant change in key financial ratios in percentage along with the explanation therefore, are as under:

Ratios	F.Y. 2022-23	F.Y. 2021-22
Debtor Turnover Ratio	5.10	4.02
Inventory Turnover Ratio	2.40	2.23
Return on Networth	(0.57)	(0.45)

The Debtors turnover ratio indicates the effectiveness in collecting accounts receivable. The Company is having a favorable ratio indicating efficiency in processing credit. A high Inventory Turnover ratio indicates the ability to sell the goods quickly and that there is considerable demand for products. The change in return on networth is due to the loss reported for financial year 2022-23.

viii) Material Developments in Human Resources/Industrial Relations front, including number of people employed :

The Ophthalmic lens industry is a labour intensive. Labour relations have been cordial with no interruption of manufacturing activities. The total number of permanent employees of the company as on March 31, 2023, was 179, out of which 160 employees are working for more than 10 years.



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REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to attain high level of transparency and accountability in the functioning of the Company and in its relationship with employees, shareholders, creditors, lenders and ensuring sound Corporate Governance practices. The Company also believes that its systems and procedures will enhance corporate performance and maximize shareholders' value in the long term.

A Report on compliance with the principles of Corporate Governance as prescribed in Chapter IV read with Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), is given below:

2. BOARD OF DIRECTORS

a) Composition of Board

Due to the sudden death of Mr. Sadashiv Shet on March 22, 2023, presently the composition of the Board of Directors needs an addition to the Board to be in conformity with Regulation 17(1)(b) of Listing Regulations. The Board has already initiated the process of appointing a suitable Independent Director in place of Late Mr. Sadashiv Shet, within 3 months from the date of casual vacancy arose as per Regulation 25(6) of Listing Regulations and will ensure that the Board composition is in compliance with aforesaid Listing Regulations. The Board of Directors comprises of Five members, out of which three are Non-Executive as on March 31, 2023. There are two Independent Directors including a Woman Director. There are two Executive Directors, one of which is the Managing Director.

The number of directorships and the positions held on Board Committees by the directors are in conformity with the limits on the number of Directorships and Board Committee positions as laid down in the Companies Act, 2013 and Listing Regulations.

The Composition of the Board and other relevant details as on March 31, 2023, are given below: -

Name of the Director	DIN	Category	No. of Board Meetings Attended	Attendance at the last AGM	Number of equity shares held
Mr. K. G. Gupta	00051863	Managing Director, Promoter & Executive	3	Yes	9,00,412
Mr. Vikram Gupta	00052019	Promoter & Non-Executive	1	No	4,23,105
Mr. Subhash Redkar	08515642	Non-Promoter Executive	4	Yes	--
Mr. Anil Palekar	01987078	Independent & Non-Executive	4	Yes	--
Mr. Sadashiv Shet*	02227102	Independent & Non-Executive	4	Yes	--
Mrs. Shashi K. Katreddi	07139250	Independent & Non-Executive	3	Yes	--

*ceased to be a Director w.e.f. March 22, 2023, due to death



The number of directorships of the Board, memberships/chairmanships of the Committees for each director of the Company is as follows as on March 31, 2023:

Name	Directorship #	Committee positions	
		Member ##	Chair-person
Mr. K.G. Gupta	1	0	0
Mr. Vikram Gupta	1	1	0
Mr. Subhash Redkar	1	2	0
Mr. Anil Palekar	1	0	1
Mrs. Shashi K. Katreddi	1	0	1

Excludes directorships in private limited companies, foreign companies and companies registered under Section 8 of the Companies Act. Directorship includes GKB Ophthalmics Limited.

Chairmanship and membership of the Audit Committee and the Stakeholders' Relationship Committee, alone has been considered, as per Regulation 26(1) of Listing Regulations.

Membership excludes chairmanship.

b) Number of Board Meetings held and dates on which held.

Four Board Meetings were held during the year under review. They were held on May 30, 2022, August 12, 2022, November 12, 2022 and February 14, 2023.

The maximum gap between two Board Meetings held during the year was not more than 120 days.

c) Disclosure of relationships between directors inter-se.

Mr. K. G. Gupta is the father of Mr. Vikram Gupta. None of the other Directors have any relationship inter-se.

d) Independent Directors.

Independent Directors' appointment by the Company fulfills the conditions of independence as per Regulation 25 of Listing Regulations and provisions of Section 149(6) of the Companies Act, 2013.

Appointment of Independent Directors is formalised by issuing Letter of Appointment setting out terms and conditions of appointment in the manner as required under Regulation 46(2)(b) of the Listing Regulations and Section 149(8) of the Companies Act, 2013 and the same is placed on website of your Company, www.gkb.net.

As per Regulation 25 of Listing Regulations, the Independent Directors shall hold at least one meeting in a year without the presence of non-independent directors and members of the management. The yearly meeting of the Independent Directors for the financial year 2022-23, was held on March 13, 2023. The Independent Directors reviewed the performance of the Non-Independent, Non-Executive Directors, Chairman of the Company and performance of the Board as a whole for the financial year 2022-23. The Chairman of the meeting was Mr. Anil Palekar. The meeting was attended by all the Independent Directors.

e) Familiarization programmes imparted to Independent Directors.

Whenever new Non-Executive and Independent Directors are inducted in the Board, they are familiarized with Company's culture through appropriate orientation sessions, presentations and programmes. Factory visits are also arranged. They are also familiarized with organizational structure, business of the Company, constitution, Board procedures, major risks, management strategy and products manufactured.



A familiarization programme was held for the Independent Directors on March 13, 2023, in which Mr. Dinesh Heda, Chartered Accountant, made a Power Point Presentation explaining the detailed aspects of the application filed by the Company for imposing Anti Dumping Duty on Semi Finished Lenses against China PR. The Presentation covered the rationale of the application, final findings and current status of the steps taken by the Company post the final findings.

Thereafter, Mr. Cedric Lobo, Sr. Manager, HR & Administration, made a Power Point Presentation on the "Renewal of Consent to Operate and Authorisation" issued under the Green category norms to Company's Unit II at Plot No. D2-14, 18 & 19, Tivim Industrial Estate, Karaswada, Mapusa, Bardez, Goa, by the Goa State Pollution Control Board. The Renewal of Consent to Operate is valid for the operation of "Plastic Ophthalmic Lenses (CR)" for 65 lakh pieces/annum. Mr. Cedric Lobo explained the Independent Directors the entire process of making the application to the concerned authorities which involved submitting documents and flow charts relating to the manufacturing process, water usage, schematic diagram, ETP process, waste disposals and air emissions. A factory visit was also arranged for the Independent Directors.

Details of the familiarisation programme are also displayed on the website of the Company www.gkb.net and weblink thereto, https://gkb.net/en/wpcontent/uploads/Accounts/Familiaisation_Programme_for_Independent_Directors_2023.pdf

f) Reasons for resignation of Independent Director before the expiry of his tenure.

There were no resignations by Independent Directors of the Company during FY 2022-23..

g) Core skills/expertise/competencies of the Directors.

Pursuant to provisions in sub-para 2(h) of Part C of Schedule V of the Listing Regulations given below is the list of core skills/expertise/competencies that the Company's Board has identified as particularly valuable to the effective oversight and functioning of the Company:

Name of the Director	Skills/expertise/Competence possessed
Mr. K. G. Gupta	Corporate Management and Strategic Planning, Leadership Experience, Operational and technical skill with commercial knowledge.
Mr. Vikram Gupta	Corporate Management and Strategic Planning, Leadership and Engineering Experience, Operational and technical skill with commercial knowledge.
Mr. Subhash Redkar	Corporate Management and Strategic Planning, Operational, Engineering and technical skill with commercial knowledge.
Mr. Anil Palekar	Financial and Accounting Expertise, Legal, Regulatory and Compliance skill, Business Planning experience.
Mr. Sadashiv Shet	Financial and Accounting Expertise, Legal, Regulatory and Compliance skill, Governance Practices, Business Planning experience.
Mrs. Shashi K. Katreddi	Administration, money management, business affairs Regulatory and Compliance skill.

3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee are as per the guidelines set out in Part C of Schedule II of the Listing Regulations.



a) Brief description of terms of reference: -

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Reviewing with the management, the annual financial statement before submission to the board for approval.
4. Reviewing with the management the quarterly financial statement before submission to the board for approval.
5. Reviewing with the management the statement of uses/ application of funds raised through public issue, rights issue, preferential issue, etc., the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing and monitoring auditor's independence and performance and effectiveness of audit process.
7. Approval of any subsequent modification of transactions of the Company with related parties
8. To look into reasons for substantial defaults in the payment to the depositors ,debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
9. Evaluation of internal financial controls.
10. Scrutiny of inter corporate loans and investments.
11. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor.
12. Discussing with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
13. To review the whistle blower mechanism.
14. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc., of the candidate.
15. Reviewing the utilization of loans and/ or advances from /investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming onto force of this provision.
16. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.



b) Composition, name of members and Chairperson: -

The Composition of the Audit Committee is in compliance with Regulation 18 of Listing Regulations. The Audit Committee comprised of three Non-Executive Independent Directors as on March 21, 2023. Late Mr. Sadashiv Shet, was the Chairman of the Audit Committee and was present at the 40th Annual General Meeting of the Company held on September 29, 2022.

Mr. Sadashiv Shet , Independent Director of the Company passed away on March 22, 2023. Thereafter, the Board through a Circular Resolution has reconstituted the Audit Committee w.e.f. March 30, 2023, consisting of Mr. Anil Palekar as Chairman , Mrs. Shashi Katreddi and Mr. Subhash Redkar as members. All these Directors possess knowledge of Corporate Finance, Accounts. Ms. Pooja Bicholkar, Company Secretary, acts as the Secretary of the Committee.

The Managing Director, Internal Auditors, Statutory Auditors, Executives of Accounts and Finance Department are the permanent invitees to the Audit Committee meetings.

c) Meetings and Attendance during the year.

Four meetings were held during the year, i.e., on May 30, 2022, August 12, 2022, November 12, 2022 and February 14, 2023.

The names of the members of the Committee and their attendance are as follows:

Name	Category	Designation	No. of Meetings attended
Mr. Sadashiv Shet*	Independent & Non-Executive	Chairman	4
Mr. Anil Palekar**	Independent & Non-Executive	Member	4
Mrs. Shashi Katreddi	Independent & Non-Executive	Member	3
Mr. Subhash Redkar	Non-Promoter & Executive	Member	-

* Mr. Sadashiv Shet ceased to be the Chairman of the Audit Committee due to his sudden demise on March 22, 2023.

** The Audit Committee was reconstituted w.e.f. March 30, 2023, consisting of Mr. Anil Palekar as Chairman, Mrs. Shashi Katreddi and Mr. Subhash Redkar as Members.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("NRC") of the Company is constituted in line with the provisions of Regulation 19(1) and (2) of the Listing Regulations read with Section 178 of the Companies Act, 2013. The broad terms of reference of the NRC are as follows:

a) Brief description of terms of reference.

- (i) The Nomination and Remuneration Committee has been constituted to recommend / review the remuneration of the Managing Director , Whole Time Directors, Key Managerial Personnel and Senior Management, if any, based inter alia on their experience, qualifications, individual and company performance and comparable industry practices.
- (ii) The Committee shall carry out evaluation of every Director's performance and support the Board, its Committees and individual Directors, including formulation of criteria for evaluation of Independent Directors and the Board.
- (iii) Recommend to the Board the appointment or reappointment of Directors, including Independent Directors, Key Managerial Personnel, Senior Management, if any, on the basis of the performance evaluation.



b) Composition, No. of Meetings held and attendance.

Two Meetings of the Committee were held during the year i.e., on August 12, 2022 and February 14, 2023.

Name of the Director	Category	Designation	No. of Meetings attended
Mr. Anil Palekar	Independent & Non-Executive	Chairman	2
Mr. Sadashiv Shet*	Independent & Non-Executive	Member	2
Mrs. Shashi Katreddi	Independent & Non-Executive	Member	1
Mr. Vikram Gupta	Promoter & Non-Executive	Member	-

* Mr. Sadashiv Shet ceased to be the Member of the NRC due to his sudden demise on March 22, 2023.

The NRC was reconstituted w.e.f. March 30, 2023, consisting of Mr. Anil Palekar as Chairman, Mrs. Shashi Katreddi and Mr. Vikram Gupta as members.

c) Performance Evaluation criteria for Independent Directors.

In terms of Regulation 17 (10) of Listing Regulations, the performance evaluation of Independent Directors was done by the entire Board (excluding the Director being evaluated). A detailed questionnaire was circulated to all the eligible Directors and written answers were received, on a confidential basis.

The criteria for performance evaluation included composition and structure, effectiveness of board processes, skill, diligence, independent judgement, contribution in the long-term strategic planning by the Independent Directors.

5. REMUNERATION POLICY OF DIRECTORS

The Company has a Remuneration Policy for Directors, KMP and others in accordance with the provisions of the Act and the Listing Regulations. For details on Remuneration Policy for Directors, KMP and others, kindly refer to the Board's Report and the website of the Company – https://gkb.net/en/wp-content/uploads/Accounts/Nomination_and_Remuneration_Policy.pdf.

REMUNERATION POLICY FOR MANAGING DIRECTOR/ WHOLE TIME DIRECTOR/ KEY MANAGERIAL PERSONNEL.

1) Remuneration to Managing Director / Whole Time Director or Manager:

The NRC shall make recommendations to the Board of Directors regarding the remuneration and perquisites payable to the Managing Director, Whole Time Director or Manager.

The remuneration and perquisites payable to the Managing Director, Whole Time Director or Manager shall be governed by the provisions of Section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and rules in force, subject to the approval of the members by way of a suitable resolution at the General Meeting of the Company.

2) Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the NRC and approved by the Board of Directors. Provided that the amount of such fees shall not exceed Rupees one lakh per meeting of the Board or Committee thereof. For Independent Directors and Woman Directors, the sitting fees shall not be less than sitting fees paid to other Directors. The Company also reimburses the travelling expenses incurred by the Directors, for attending the meetings.



b) Details of remuneration paid to all the Directors.

The Non-Executive Directors are paid sitting fees for attending the Board and Committee Meetings and the payment is based on the number of meetings attended by them. Non – Executive Directors have not been paid any other fees or compensation.

Remuneration paid to Managing Director, Executive Director and sitting fees paid to Non-Executive Directors during the year 2022-23 are as under:

(Amount in Rs)

Name of the Director	Basic Salary	Benefits Perquisites Allowances	Post employment benefit	Sitting fees	Total
Mr. K.G. Gupta	36,00,000*	6,39,880	4,32,000	—	46,71,880
Mr. Vikram Gupta	—	—	--	20,000	20,000
Mr. Anil Palekar	—	—	--	1,10,000	1,10,000
Mr. Sadashiv Shet	—	—	--	1,10,000	1,10,000
Mrs. Shashi K. Katreddi	—	—	--	90,000	90,000
Mr. Subhash Redkar	5,84,400	7,78,552	91,120	—	14,54,072

* fixed component.

Minimum Remuneration paid to the Managing Director and Executive Director. No commission or bonus or incentive pay was paid during the year 2022-23, as the Company did not make profit.

Mr. K. G. Gupta- Service Contract : April 01, 2021 to March 31, 2024
 Notice Period : 3 months
 Severance fee : Not applicable

Mr. Subhash Redkar -Service Contract : August 14, 2022 to August 13, 2025
 Notice Period : 3 months
 Severance fee : Not applicable

The Company does not have any Employee Stock Option Scheme.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

This committee is constituted under Section 178(5) of the Companies Act, 2013 and in terms of Regulation 20 of Listing Regulations. The Committee considers and resolves the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of Annual Report and non-receipt of declared dividends.

a) Name of Non-Executive Director heading the committee.

Mrs. Shashi K. Katreddi, a Non – Executive Director, is the Chairperson of the Committee.

b) Name and designation of Compliance Officer.

Ms. Pooja Bicholkar
 Company Secretary
 E-mail : pooja.bicholkar@gkb.net



c) No. of Meetings held and Attendance during the year.

As per Regulation 20 of Listing Regulations, the Stakeholders' Relationship Committee shall meet at least once in a year. The yearly meeting of the Stakeholders' Relationship Committee for the financial year 2022-23, was held on March 13, 2023.

The names of the members of the Committee and their attendance are as follows:

Name of the Director	Category	Designation	No. of Meetings attended
Mrs. Shashi K. Katreddi	Independent & Non-Executive	Chairperson	1
Mr. Vikram Gupta	Promoter & Non-Executive	Member	1
Mr. Subhash Redkar	Executive Director	Member	1

d) Details of Shareholders' complaints:

Status of the complaints during the year under review:-

No. of shareholders' complaints at the beginning of the year	0
No. of shareholders' complaints received during the year	0
No. of shareholders' complaints resolved during the year	0
No. of pending complaints as on March 31, 2023	0

7. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for Prohibition of Insider Trading' for its designated employees in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down the procedures to be followed and disclosures to be made by designated employees while dealing with shares of the Company.

The Company has appointed Ms. Pooja Bicholkar, Company Secretary, as the Compliance Officer under the Code.

8. GENERAL BODY MEETINGS

Financial Year	Date & Time	Location	Special Resolutions passed
2019-20	September 26, 2020 11.00 A.M.	Video conference / Other Audio Visual Means	a) Re-appointment of Mr. Anil Palekar (DIN: 01987078) as Independent Director. b) Re-appointment of Mr. Sadashiv Shet (DIN:02227102)as Independent Director. c) Re-appointment of Mr. Joseph A. A. D'Costa (DIN: 03489392) as Independent Director. d) Re-appointment of Mrs. Shashi K. Katreddi (DIN: 07139250) as Independent Director.
2020-21	September 28, 2021, 11.00 A.M	Video conference / Other Audio Visual Means	a) Re-appointment of Mr. K.G. Gupta as Chairman and Managing Director of the Company. b) Revision of remuneration to Mr. Subhash Redkar, Executive Director of the Company. c) To approve the annual limits for related party transactions under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. d) To approve the reclassification of members from "Promoter and Promoter Group" category to "Public shareholders" under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



2021-22	September 29, 2022 11.00 A.M.	Video conference / Other Audio Visual Means	<p>a) Re-appointment of Mr. Subhash Redkar (DIN No. 08515642) as a Whole Time Director of the Company.</p> <p>b) Approval of Material Related Party Transactions of the Company with its Related Parties for F.Y. 2023-24.</p> <p>c) Approval of Material Related Party Transactions of the Company's Subsidiaries with their Related Parties for F.Y. 2023-24.</p>
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All resolutions moved at the last AGM were passed by the requisite majority of Members.

Postal Ballot: - Ordinary Resolutions passed by the shareholders

The Company had sought the consent of its members by way of Ordinary Resolutions vide Postal Ballot Notice dated March 07, 2022, for a) approval for Material Related Party Transactions for F.Y. 2022-23, of the Company, with its Related Parties and, b) approval for Material Related Party Transactions for F.Y. 2022-23, between the Company's Subsidiaries and their Related Parties. The result of the Ballot was declared on April 12, 2022, and the procedure for the same was covered in last year's Annual Report.

9. MEANS OF COMMUNICATION

All important information relating to the Company, its financial performance, shareholding pattern, quarterly results, other information as per the Listing Regulations are regularly posted on Company's website, www.gkb.net. The quarterly, half-yearly and annual financial results of the Company are published in newspapers such as Financial Express -English Daily and Pudhari -Marathi Daily. These results are also available on the website of the Company and BSE Limited. No presentations have been made to institutional investors/analysts during the financial year.

10. GENERAL SHAREHOLDER INFORMATION

i.	41st Annual General Meeting		
	Date	:	September 14, 2023
	Time	:	11.00 A.M.
	Venue	:	In continuation with the General Circular issued by the MCA on May 5, 2020 read with General Circular dated April 8, 2020, April 13, 2020, January 13, 2021 , May 05, 2022 ,Ministry of Corporate Affairs (MCA) vide Circular no 10/2022 dated December 28, 2022 has clarified that, the Companies whose AGMs are due in the year 2023, can conduct their AGMs on or before 30 September 2023 by means of Video Conference (VC) or other audio-visual means (OAVM)
ii.	Financial Year	:	The financial year of the Company is from April 1st to March 31st.
iii.	Date of Book closure	:	Book Closure is from Wednesday, September 06, 2023 to Thursday, September 14, 2023 (both days inclusive)
iv.	Dividend payment date	:	No dividend is proposed
v.	Listing on Stock Exchanges	:	BSE Ltd. (Bombay Stock Exchange Ltd.) 25 th Floor, Phiroze Jeejubhoy Towers, Dalal Street, Mumbai - 400 001 Phone : 91 -22-227 21233/4 Fax : 91-22-22721919
	Fees	:	Annual Listing fees have been paid to Bombay Stock Exchange Ltd., for the year 2023-24.
vi	Stock Code :	:	533212
	BSE	:	INE 265 D01015
	ISIN NUMBER	:	



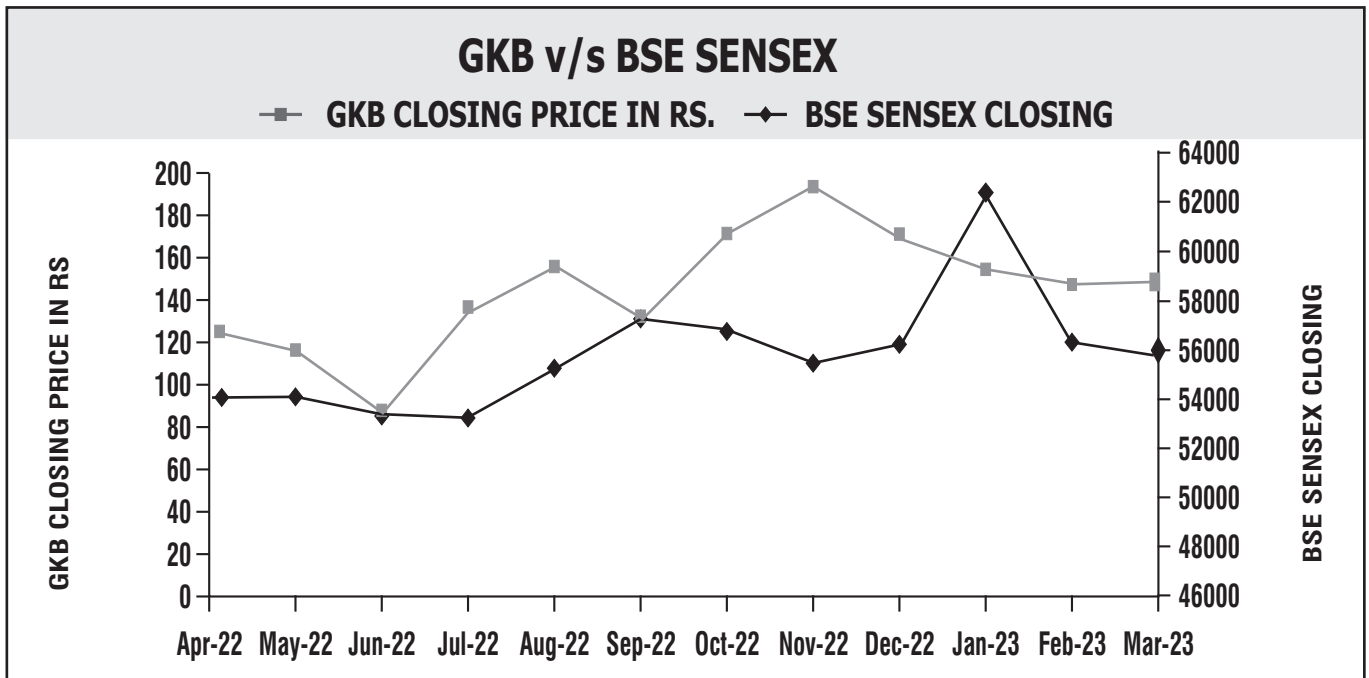
vii. Market Price Data
High, Low during each month in the last financial year

in Rs.

Months	BSE	
	Equity Shares	
	High	Low
April, 2022	97	78.35
May, 2022	86.8	70.2
June, 2022	86.8	63.3
July, 2022	87.5	68.7
August, 2022	104.9	74
September, 2022	145	90.2
October, 2022	132	114
November, 2022	128.95	98.9
December, 2022	120	80
January, 2023	197	106.3
February, 2023	197.9	104.55
March, 2023	125.45	98.75



Share price performance in comparison to broad based indices – BSE Sensex



viii. Share Registrars & Transfer Agent

Link Intime India Private Limited.,
C 101, 247 Park, L BS Marg, Vikhroli West,
Mumbai 400 083

Phone: + 91 022-49186000

Email: rnt.helpdesk@linkintime.co.in

Fax : +91 022-49186060

Web : www.linkintime.co.in

ix. Share Transfer System

The Company has retained Link Intime (India) Pvt. Ltd, Mumbai, to carry out the transfer related activities. Authorised Personnel are approving the transfer on periodical basis. All valid transfers are effected within stipulated time. Share Certificates received at the Registered Office are also sent to Registrar and Transfer Agents for doing the needful.

The Company has obtained the yearly certificate from a Company Secretary in Practice for due compliance of share transfer formalities, as per the requirement of Regulation 40(9) of the Listing Regulations.

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements. The audit reports for the financial year under review have been filed with the stock exchanges within one month of the end of each quarter.



x. Distribution of Shareholding

The distribution of shareholding as on March 31, 2023, is as under:

Range		Shareholders		Total shares	
Rs.	Rs.	Number	% to Total Nos	No. of shares	% to Total shares
-1		-2	-3	-4	-5
Upto	5,000	1919	97.01	6,16,781	12.24
5,001 to	10,000	17	0.86	1,28,751	2.55
10,001 to	20,000	11	0.56	1,60,678	3.19
20,001 to	30,000	9	0.46	2,17,696	4.32
30,001 to	40,000	1	0.05	30,979	0.61
40,001 to	50,000	1	0.05	46,000	0.91
50,001 to	60,000	0	0	0	0
60,001 to	70,000	3	0.15	1,91,837	3.81
70,001 to	80,000	4	0.2	2,91,244	5.78
80,001 to	90,000	2	0.1	1,74,799	3.47
90,001 to	1,00,000	1	0.05	1,00,000	1.98
1,00,001 and above		10	0.51	30,81,815	61.14
Total		1978	100	50,40,580	100

xi. The categories of shareholding as on March 31, 2023, are as under:

Sr. No	Category	No of Shares held	Percentage (%)
1	Indian Promoters	29,78,488	59.09
2	Banks, Financial Institutions & Insurance Companies	0	0
3	Other body corporates & LLP	3,05,810	6.07
4	Public	13,66,285	27.11
5	Hindu Undivided Family (HUF)	58,912	1.17
6	Foreign Company	2,00,000	3.97
7	Key Managerial Personnel	1,840	0.03
8	Others (a) NRI/OCB / Non Resident (Non Repatriable)	33,519	0.66
	(b) Clearing member	5,226	0.1
	(c) NBFCS Registered with RBI	500	0.01
	(d) FPI Category II - Corp	90,000	1.79
Total		50,40,580	100

xii. Dematerialization of shares and liquidity :

98.92% of the Company's equity shares were dematerialised and the shares are traded on the BSE Ltd.

SEBI has disallowed the physical transfer of equity shares/issuance of equity shares in physical form. Therefore, Shareholders still holding shares in physical form are requested to dematerialise their shares at the earliest. The Company has sent letters to all the shareholders holding shares in physical form for furnishing their PAN, KYC details and Nomination pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. For further information / clarification / assistance in this regard, please contact Link Intime India Private Limited., Registrar and Share Transfer Agent.



- xiii. Address for correspondence and Plant Locations:

Address for correspondence:

GKB Ophthalmics Limited
16-A, Tivim Industrial Estate.
Mapusa – Goa 403 526

Phone : +91 832 6714444

Email : gkbophthalmics@gkb.net

Plant Locations :

Unit I - 16-A
Unit II - D2-14, 18 & 19
Unit III -16-C & 16 -D
Tivim Industrial Estate
Mapusa, Goa – 403 526

- xiv. **Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs and ADRs. There are no outstanding warrants or any convertible instruments.

- xv. **Credit Rating**

CRISIL Limited – Credit Rating Agency, has assigned the credit rating of “CRISIL C (Upgraded from CRISIL D)” to the long-term Bank facilities availed by the Company and credit rating of “CRISIL A4 (Upgraded from CRISIL D)” to the short-term Bank facilities availed by the Company.

- xvi. **Commodity price risks or foreign exchange risks and hedging activities**

The Company manages commodity and foreign exchange risk as per its policies. To control and minimize foreign exchange risk, the Company has documented Forex Policy, according to which currency forecast is received from various banks on regular basis.

11. OTHER DISCLOSURES

- a) Related Party Transactions.

All transactions entered into with related parties pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of Listing Regulations, during the Financial Year 2022-23, were at arm's length price basis and in ordinary course of business. These transactions have been approved by the Audit Committee.

The Company has formulated a policy on materiality of related party transactions and on dealing with related party transactions in terms of Regulation 23(1) of Listing Regulations. The Board of Directors of the Company has approved and adopted a policy on related party transactions and the same has been uploaded on Company's website https://gkb.net/en/wp-content/uploads/Accounts/Related_party_transactions_policy.pdf

The Company has not entered into any transactions of material nature with the related parties viz. its promoters, the directors or the management or their subsidiaries or relatives during the year that have potential conflicts with the interest of the Company.

Related party transactions have been disclosed in **Note to accounts** to the Standalone Financial Statements. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for its review.



- b) **Statutory Compliance.**
There have been no penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- c) **Establishment of Vigil Mechanism**
The Company has in place a Vigil Mechanism. It provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct policy. It provides for adequate safeguards against victimization of employees to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy of the Company has been posted on the website of the Company.
- d) **Compliance with mandatory requirements:**
 - i) A certificate from the Chief Executive Officer/Managing Director and Chief Financial Officer on the financial statements of the Company was placed before the Board in terms of Regulation 17(8) as specified in Part B of Schedule II of Listing Regulations. All other mandatory requirements have been duly complied with, to the extent applicable.
 - ii) The Company has partially adopted the non-mandatory requirements.
- e) The policy for determining material subsidiaries is disclosed on Company's website. The web link for the same is https://gkb.net/en/wp-content/uploads/Accounts/Policy_for_Determining_Material_Subsiary.pdf
- f) The policy on dealing with related party transactions is available on Company's website. The web link is https://gkb.net/en/wp-content/uploads/Accounts/Related_party_transactions_policy.pdf
- g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of Listing Regulations.

The Company had raised funds through preferential allotment during the Financial year 2018-19 and 2019-20. The utilization / status of funds raised from the preferential issue as at March 31, 2023, is as follows:

Particulars	Amount (Rs. in lakhs) March 31, 2023	Amount (Rs. in lakhs) March 31, 2022
Towards funding growth plans - Organic and Inorganic	1,170.00	1,170.00
Towards scaling up of operations, long term capital requirements and other general corporate purposes - Organic	335.05	335.05
Total Funds Utilised (A)	1505.05	1505.05
Unutilised amount lying in Escrow account (B)	7.22	7.22
Total Funds Raised (A+B)	1,512.27	1,512.27

- h) **Certificate from PCS under sub-para 10(i) of Part C of Schedule V of the Listing Regulations**

A Certificate has been received from Ms. Girija Nagvekar, Practicing Company Secretary, under sub-para 10(i), Part C of Schedule V of the Listing Regulations, which is annexed to this report as Annexure IV, which is self explanatory.



- i) Confirmation by the Board of Directors' acceptance of recommendation of mandatory committees

In terms of the amended Listing Regulations, the Board of Directors of the Company, confirm that during the year under review, it has accepted all recommendations received from its mandatory committees.

- j) Details of total fees paid to the Statutory Auditors of the Company

The details of the total fees paid to MSKA & Associates, Chartered Accountants, Statutory Auditors of the Company, during the Financial Year ended 31st March 2023, is given below:

Sr. No.	Description of fees paid	Amount (in lakhs)
1	Statutory Audit fees	12.90
2	Fees paid for Tax Audit	2.35
3	Other Services	1.55
4	Reimbursement of expenses	0.20
	Total	17.00

- k) Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year under review, no complaints have been received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- l) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

Details of material subsidiaries	Date of incorporation	Place of incorporation	Name of the statutory auditors	Date of appointment of the statutory auditors
GKB Ophthalmics Products FZE	February 29, 2004	Sharjah UAE	Exl Auditing	May 12, 2019
Lensco – The Lens Company	December 07, 1989	New Jersey, USA	Not Applicable as per New Jersey Laws	-
GSV Ophthalmics Private Limited	October 05, 2018	Mapusa - Goa	CA Dinesh Heda	September 16, 2019

12. NON-COMPLIANCE WITH REQUIREMENTS OF CORPORATE GOVERNANCE

The Company has complied with all the requirements of the Corporate Governance Report of sub paras (2) to (10) of Part C, Schedule V of Listing Regulations.

13. ADOPTION OF NON-MANDATORY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

- a) There are no audit qualifications in the Auditors' Report.
- a) Other non-mandatory requirements shall be adopted as and when considered appropriate.



14. DETAILS OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Company has complied with the applicable corporate governance requirements as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

15. CERTIFICATE ON CORPORATE GOVERNANCE

As required by the Listing Regulations, the compliance certificate from the Practicing Company Secretary regarding compliance of conditions of corporate governance, is annexed to the Directors' Report.

16. RISK MANAGEMENT:

Regulation 21 of the Listing Regulations, 2015, is not applicable to the Company.

17. COMPLIANCE CERTIFICATE FROM CEO & CFO

The Executive Director and CFO have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations pertaining to CEO & CFO certification for the Financial Year ended March 31, 2023.

18. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT AS REQUIRED

Nil

19. TRANSFER OF UNCLAIMED/UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, there were no amounts transferred from unclaimed dividend account to Investor Education and Protection Fund.

20. CODE OF CONDUCT

The Company has adopted a Code of Conduct for Board of Directors and Senior Management (the Code). The Code has been communicated to the Directors and the members of Senior Management. The Code has also been posted on the Company's website at www.gkb.net. All Board members and senior management have confirmed compliance with the Code for the year ended March 31, 2023. A certificate from Mr. K.G. Gupta, Managing Director, to this effect, is given below.

DECLARATION

As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the Board of Directors and the Senior Management for the year ended March 31, 2023.

Mr. K.G.Gupta
Managing Director
DIN: 00051863

Place: Goa
Date: May 30, 2023



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

**The Members,
GKB OPHTHALMICS LIMITED
16A TIVIM INDUSTRIAL ESTATE,
MAPUSA – GOA 403526**

Dear Sirs,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GKB OPHTHALMICS LIMITED** having **CIN L26109GA1981PLC000469** and having registered office at **16A TIVIM INDUSTRIAL ESTATE, MAPUSA – GOA 403526** and (hereinafter referred to as the Company), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority .

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 09.06.2023
Place: Panaji Goa

CS Girija G. Nagvekar
Practicing Company Secretary
FCS: 10358/ COP: 10335
UDIN No. **F010358E000474206**
Peer Review Cer. No.2001/2022



COMPLIANCE CERTIFICATE FROM PRACTISING COMPANY SECRETARY ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members
GKB OPHTHALMICS LIMITED

I have examined the compliance of conditions of Corporate Governance by **GKB OPHTHALMICS LIMITED**, for the year ended 31st March, 2023, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

I further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 09.06.2023
Place: Panaji Goa

CS Girija G. Nagvekar
Practising Company Secretary
FCS:10358 / COP: 10335
Peer Review Cer. No.2001/2022
UDIN No. **F010358E000474217**



CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, Mr. K.G. Gupta, Managing Director and Mr. Gurudas Sawant, Chief Financial Officer of GKB Ophthalmics Limited ("the Company") hereby certify that:

- A) We have reviewed the financial statements and the cash flow statement of GKB Ophthalmics Limited for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that ;
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading.
 - 2) These statements 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 in violation of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company 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 taken or proposed to be taken to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the year and that the same have been disclosed in the notes to the financial statements;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

K. G. Gupta
Managing Director

Gurudas Sawant
Chief Financial Officer

Place : Mapusa, Goa
Date : May 30, 2023



INDEPENDENT AUDITOR'S REPORT

To the Members of GKB Ophthalmics Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of GKB Ophthalmics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of 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 standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and loss, 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 Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Contingent Liabilities & Provisions

Refer Note No 39 to the accompanying Standalone Financial Statements

The Company has received certain claims from the government authorities, which are disputed, with respect to demands and penalty for Excise duty, Sales Tax, Entry Tax and Income tax. These involve a high degree of judgement to determine probable, possible or a reliable estimate and outcome relating to the timing and the amount of outflow of resources embodying economic benefits which are also subject to estimation uncertainty since they are currently under dispute.

Also, the amount of the claims disputed above are material to the financial position and cash flows of the Company.

Accordingly, we have considered it as a KAM.



Our audit procedures, in respect of this matter included but not limited to following:

- a. Obtained a detailed understanding of the managements process for determining statutory liabilities, provisions and contingent liabilities pertaining to claims or disputes.
- b. Verified the design and operating effectiveness of the Company's key controls over the estimation, monitoring and disclosure of provisions and contingent liabilities.
- c. Made corroborative inquiries with appropriate level of the management personnel including status update, expectation of outcomes with the basis, and the future course of action contemplated by the Company.
- d. Obtained the understanding of the matters involved by reading the correspondences, communications, minutes of the Audit Committee and/or the Board meetings and discussions with the appropriate Management personnel.
- e. Obtained direct confirmation letters from external legal counsels and reviewed them to assess the likelihood of outcome, for the purposes of provisioning.
- f. Involved our tax experts ("auditor's expert") to evaluate the key assumptions in estimating the tax provisions and assessed the possible outcome of the assessment / demands of the disputed claims.
- g. Evaluated the evidence supporting the judgement of the management about possible outcomes and the reasonableness of the assumptions and estimates, used in measuring the probable or possible impact.
- h. Evaluated appropriateness and adequacy of the disclosures of the contingent liability made in the standalone financial statements in accordance with the requirements of Ind AS 37 - 'Provisions, Contingent Liabilities and Contingent Asset' and Ind AS 12 - 'Income Taxes'.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' Report including Annexures to the Directors' Report 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the 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.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the standalone financial statements, the Board of Directors is 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" 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 Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - (g) 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, 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 standalone financial statements – Refer Note 39 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. Unpaid dividend of Rs. 12,822 pertaining to FY 2009-10, has not been transferred to the Investor Education and Protection Fund by the Company as on March 31, 2023 in accordance with the Companies Act, 2013 and the rules made thereunder, however, we have been informed that the same has been paid to the respective Shareholders through Demand Drafts.
 - iv.
 - (1) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (2) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) / entity(ies), including foreign entities, that the company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
 - v. The Company has neither declared nor paid any dividend during the year.
 - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company only w.e.f. April 1, 2023, reporting under this clause is not applicable.
3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits prescribed under Section 197 of the Act and the rules thereunder.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Abhay M. Fadte

Partner

Membership No. 049939

UDIN: 23049939BHAHQ6334

Place: Mapusa, Goa
Date: May 30, 2023



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GKB OPHTHALMICS LIMITED

Auditor's Responsibilities for the Audit of the Standalone 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 standalone 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 standalone 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 standalone financial statements for the year ended March 31, 2023 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.

**For M S K A & Associates
Chartered Accountants**

ICAI Firm Registration No. 105047W

Abhay M. Fadte

Partner

Membership No. 049939

UDIN: 23049939BH AHQT6334

Place : Mapusa, Goa
Date : May 30, 2023



ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GKB OPHTHALMICS LIMITED FOR THE YEAR ENDED MARCH 31, 2023.

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (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 immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.
- ii. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable and appropriate. No material discrepancies were noticed on such verification.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks on the basis of security of current assets. Quarterly returns / statements are filed with such Banks which are not in agreement with the books of account. Details of the same are as below.

Quarter Ended	Particulars of Securities	Amount as per books of account	Amount as reported in the quarterly return/ statement	Discrepancy
June 30, 2022	Moulds (Disclosed in Property, Plant and Equipment at WDV)	860.74	1,075.43	(214.69)
June 30, 2022	Finished Goods (including overheads loading and after write-down)	327.27	330.00	(2.73)
June 30, 2022	Trade Payables	602.66	336.97	265.69
June 30, 2022	Trade Receivable	622.56	512.48	110.08
September 30, 2022	Moulds (Disclosed in Property, Plant and Equipment at WDV)	831.27	879.12	(47.85)



Quarter Ended	Particulars of Securities	Amount as per books of account	Amount as reported in the quarterly return/ statement	Discrepancy
September 30, 2022	Finished Goods (including overheads loading and after write-down)	280.16	277.72	2.44
September 30, 2022	Trade Payables	559.09	279.55	279.54
September 30, 2022	Trade Receivable	596.50	527.97	68.53
December 31, 2022	Moulds (Disclosed in Property, Plant and Equipment at WDV)	860.75	889.19	(28.44)
December 31, 2022	Finished Goods (including overheads loading and after write-down)	270.23	283.87	(13.64)
December 31, 2022	Trade Payables	601.66	377.40	224.26
December 31, 2022	Trade Receivable	467.82	499.97	(32.15)
March 31, 2023	Moulds (Disclosed in Property, Plant and Equipment at WDV)	791.35	886.66	(95.31)
March 31, 2023	Finished Goods (including overheads loading and after write-down)	250.76	261.83	(11.07)
March 31, 2023	Trade Payables	521.46	273.42	248.04
March 31, 2023	Trade Receivable	424.12	448.63	(24.51)

- iii. According to the information and explanation provided to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of sections 73 to 76 of the Act, the rules framed thereunder. Accordingly, provisions stated in paragraph 3(v) of the Order are not applicable to the Company.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.



- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and services tax, duty of custom, cess have generally been regularly deposited with the appropriate authorities though there have been delays in a few cases with respect to the aforesaid dues. However, undisputed statutory dues relating to provident fund, employee’s state insurance and tax deducted at source have not been regularly deposited by the Company with the appropriate authorities and there have been serious delays in many numbers of cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (in Rs. lakhs)*	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax, Interest and Penalty	41.37	2012-13	Commissioner of Income Tax (Appeals)
	Income Tax, Interest and Penalty	39.25	2013-14	Commissioner of Income Tax (Appeals)
The Central Excise Act, 1944	The Central Excise Act, 1944 Concessional Duty on DTA Sales not allowed	1,190.48	May-2009 to Sep-2015	Custom Excise and Service Tax Appellate Tribunal(CESTAT)
The Central Sales Tax Act, 1956	Sales Tax, Interest and Penalty	111.71	2008-09	Additional Commissioner of Commercial Tax, Panaji
	Sales Tax, Interest and Penalty	14.47	2016-17	Additional Commissioner of Commercial Tax, Panaji
	Sales Tax, Interest and Penalty	5.39	2017-18	Additional Commissioner of Commercial Tax, Panaji
Goa Tax on Entry of Goods Act, 2000	Entry Tax and Interest	28.62	2013-14	Additional Commissioner of Commercial Tax, Panaji
Securities and Exchange Board of India Act, 1992	Liability for violation of clause 31 (1) of SEBI LODR 2015	10.00	2021-22	Securities and Exchange Board of India
		1,441.29		

*Net of deposit of Rs. 50.69 lakhs



- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies.
- x. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- xi. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.
- (b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the standalone financial statements for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the course of audit. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.



- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered internal audit reports issued by internal auditors during our audit.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company
(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
(d) As represented, the Company does not have more than one CIC as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.
- xvii. According to the information explanation provided to us, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Abhay M. Fadte
Partner
Membership No.049939
UDIN: 23049939BHAHQ76334

Place: Mapusa, Goa
Date: May 30, 2023



ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GKB OPHTHALMICS

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of GKB Ophthalmics Limited on the Standalone Financial Statements for the year ended March 31, 2023]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to standalone financial statements of GKB Ophthalmics Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to standalone financial statements 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) (the "Guidance Note").

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 with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 standalone 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements 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 standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls With reference to Standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Abhay M. Fadte

Partner

Membership No. 049939

UDIN: 23049939BHAHQ6334

Place: Mapusa- Goa

Date: May 30, 2023

**Standalone Balance Sheet as at March 31, 2023**

(Amount in INR Lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	5	1,728.09	2,126.50
Capital work-in-progress	7	382.23	329.05
Other intangible assets	6	0.22	0.41
Financial assets			
Investments	8	1,189.55	1,189.55
Other financial assets	9	7.23	3.07
Non current tax asset (Net)	11	25.00	21.26
Other non-current assets	10	239.92	313.10
Total Non-current Assets		3,572.24	3,982.94
Current Assets			
Inventories	12	606.03	534.14
Financial Assets			
Investments	8	0.07	0.07
Trade receivables	13	487.71	600.05
Cash and cash equivalents	14	7.29	84.92
Bank balances other than cash and cash equivalents	15	34.02	58.36
Other financial assets	16	171.51	97.68
Other Current assets	17	36.02	31.05
Total Current Assets		1,342.65	1,406.27
Total Assets		4,914.89	5,389.21
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	504.06	504.06
Other equity	19	2,247.58	2,536.33
Total equity		2,751.64	3,040.39
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	117.04	161.64
Other financial liabilities	21	97.18	99.79
Provisions	22	191.35	173.99
Deferred Tax Liabilities (Net)	35	-	15.88
Total non-current liabilities		405.57	451.30
Current liabilities			
Financial liabilities			
Borrowings	23	1,004.56	1,013.82
Trade payables	24		
i) total outstanding dues of micro enterprises and small enterprises		18.68	14.50
ii) total outstanding dues of creditors other than micro enterprise and small enterprise		502.78	583.50
Other financial liabilities	25	152.12	139.19
Other current liabilities	26	36.98	107.27
Provisions	22	42.56	39.24
Total current liabilities		1,757.68	1,897.52
Total liabilities		2,163.25	2,348.82
Total equity and liabilities		4,914.89	5,389.21
See accompanying notes to the financial statements	1 - 58		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

GKB Ophthalmics Limited

CIN : L26109GA1981PLC000469

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W**Abhay M. Fadte**
Partner
Membership No: 049939Place : Mapusa, Goa
Date : May 30, 2023**K. G. Gupta**
Managing Director
DIN : 00051863**Subhash Redkar**
Executive Director
DIN : 08515642**Gurudas Sawant**
Chief Financial OfficerPlace : Mapusa, Goa
Date : May 30, 2023**Pooja Bicholkar**
Company Secretary
ICSI Membership No: 54716

**Standalone Statement of Profit and Loss for the year ended March 31, 2023**

(Amount in INR Lakhs, unless otherwise stated)

	Notes	For the Year ended 31 March 2023	For the Year ended 31 March 2022
Income			
Revenue from operations	27	2,772.93	2,704.82
Other income	28	209.08	196.20
Total income		2,982.01	2,901.02
Expenses			
Cost of materials consumed	29	1,360.17	1,313.30
Purchase of Stock-in-trade		-	0.93
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	7.11	60.47
Employee benefits expenses	31	745.35	692.19
Finance costs	32	149.66	133.53
Depreciation and amortization expense	33	253.65	248.81
Other expenses	34	769.87	682.58
Total expenses		3,285.81	3,131.81
Profit / (Loss) before tax		(303.80)	(230.79)
Tax expense			
Current tax	35	-	-
Deferred tax	35	(15.67)	0.24
Total income tax expense		(15.67)	0.24
Profit / (Loss) for the year		(288.13)	(231.03)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability		(0.83)	(7.64)
Income tax effect		0.21	1.99
		(0.62)	(5.65)
Other comprehensive income for the year, net of tax		(0.62)	(5.65)
Total comprehensive income for the year		(288.75)	(236.68)
Earnings/(Loss) per equity share			
Basic earnings/(Loss) per share (INR)	36	(5.72)	(4.58)
Diluted earnings/(Loss) per share (INR)	36	(5.72)	(4.58)
See accompanying notes to the financial statements	1 - 58		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W**Abhay M. Fadte**
Partner
Membership No: 049939Place : Mapusa, Goa
Date : May 30, 2023**K. G. Gupta**
Managing Director
DIN : 00051863**Subhash Redkar**
Executive Director
DIN : 08515642**Gurudas Sawant**
Chief Financial Officer**Pooja Bicholkar**
Company Secretary
ICSI Membership No: 54716Place : Mapusa, Goa
Date : May 30, 2023

**Standalone Statement of Cash Flows for the year ended March 31, 2023**

(Amount in INR Lakhs, unless otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from operating activities		
Loss before tax	(303.80)	(230.79)
Adjustments for:		
Depreciation and amortization expenses	253.65	248.81
Notional lease rental income	-	(5.38)
Finance costs	149.66	133.53
Provision for / (Reversal of) Doubtful / Bad Debts (net)	4.96	(6.39)
Unrealised exchange loss /(gain) (net)	-	1.06
Dividend income	(164.07)	(147.12)
Interest income	(4.48)	(2.98)
Liabilities written back	-	(0.56)
Profit on sale of investment	-	(0.65)
(Gain)/ loss on sale of property, plan & equipments (net)	(5.67)	4.22
Operating Loss before working capital changes	(69.75)	(6.25)
Changes in working capital		
Decrease/ (Increase) in inventories	(71.23)	164.35
Decrease/ (Increase) in trade receivables	107.38	147.32
Decrease/ (Increase) in financial assets	13.84	10.02
Decrease/ (Increase) in Non current assets	44.62	-
Decrease/ (Increase) in current assets	(4.97)	(46.50)
(Decrease)/ Increase in trade payables	(76.54)	(84.00)
(Decrease)/ Increase in financial liabilities	(3.66)	22.79
(Decrease)/ Increase in provisions	19.85	20.46
(Decrease)/ increase in other current liabilities	(70.29)	5.78
Cash generated from / (used in) operations	(110.75)	233.97
Income tax paid	(3.74)	(0.93)
Net cash flow from / (used in) operating activities (A)	(114.49)	233.04
Cash flow from Investing activities		
Payment for purchase of property, plant and equipment and intangible assets	(81.35)	(380.47)
Proceeds from sale / disposal of property, plant and equipment	220.01	12.89
(Purchase of)/proceeds from sale of current investment (net)	-	32.62
Net proceeds from / (amount deposited into) fixed deposits	24.34	67.28
Interest received	2.68	3.12
Dividend received	74.04	181.09
Net cash flow from / (used in) investing activities (B)	239.72	(83.47)
Cash flow from Financing activities		
Proceeds from / (Repayments of) short term borrowings (net)	2.60	(69.76)
Proceeds from long term borrowings	-	99.47
Repayment of long term borrowings	(56.46)	(51.46)
Interest paid	(148.87)	(127.83)
Dividend Paid	(0.13)	-
Net cash flow from / (used in) financing activities (C)	(202.86)	(149.58)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(77.63)	(0.01)
Cash and cash equivalents at the beginning of the year	84.92	84.93
	7.29	84.92
Cash and cash equivalents comprise (Refer note 14)		
Balances with banks		
On current accounts	7.25	84.88
Cash on hand	0.04	0.04
Total cash and bank balances at end of the year	7.29	84.92
See accompanying notes to the financial statements	1 - 58	

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W**Abhay M. Fadte**
Partner
Membership No: 049939Place : Mapusa, Goa
Date : May 30, 2023**K. G. Gupta**
Managing Director
DIN : 00051863**Subhash Redkar**
Executive Director
DIN : 08515642**Gurudas Sawant**
Chief Financial OfficerPlace : Mapusa, Goa
Date : May 30, 2023**Pooja Bicholkar**
Company Secretary
ICSI Membership No: 54716



Standalone Statement of changes in equity for the year ended March 31, 2023

(Amount in INR Lakhs, unless otherwise stated)

(A) Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Equity shares of ₹ 10 each issued, subscribed and fully paid		
Opening balance	504.06	504.06
Changes in equity share capital during the year	-	-
Closing balance	504.06	504.06

(B) Other equity

Particulars	Balance as at April 01, 2021	Profit / (Loss) for the year	Other comprehensive income	Balance as at March 31, 2022
Retained earnings	474.28	(231.03)	-	243.25
General Reserve	650.56	-	-	650.56
FVTOCI Reserve on defined benefit plan	(41.94)	-	(5.65)	(47.59)
Capital Reserves	178.91	-	-	178.91
Investment Allowance (Utilised) Reserve	22.29	-	-	22.29
Securities Premium Reserve	1,488.91	-	-	1,488.91
Total reserves	2,773.01	(231.03)	(5.65)	2,536.33

Particulars	Balance as at April 01, 2022	Profit / (Loss) for the year	Other comprehensive income	Balance as at March 31, 2023
Retained earnings	243.25	(288.13)	-	(44.88)
General Reserve	650.56	-	-	650.56
FVTOCI Reserve on defined benefit plan	(47.59)	-	(0.62)	(48.21)
Capital Reserves	178.91	-	-	178.91
Investment Allowance (Utilised) Reserve	22.29	-	-	22.29
Securities Premium Reserve	1,488.91	-	-	1,488.91
Total reserves	2,536.33	(288.13)	(0.62)	2,247.58

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Abhay M. Fadte
Partner
Membership No: 049939

Place : Mapusa, Goa
Date : May 30, 2023

K. G. Gupta
Managing Director
DIN : 00051863

Subhash Redkar
Executive Director
DIN : 08515642

Gurudas Sawant
Chief Financial Officer

Place : Mapusa, Goa
Date : May 30, 2023

Pooja Bicholkar
Company Secretary
ICSI Membership No: 54716



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

1 GENERAL INFORMATION

GKB Ophthalmics Limited (the "Company") is a public limited company domiciled in India and was incorporated on December 10, 1981 under the provisions of the Companies Act, 1956. Its registered and principal office of business is located at 16-A, Tivim Industrial Estate, Mapusa, Goa 403 526, India.

The company is engaged in manufacture and sale of unfinished ophthalmic lenses.

The Board of Directors approved the Standalone Financial Statements for the year ended March 31, 2023 and authorised for issue on May 30, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies adopted by the company are as under:

2.1 Basis of Preparation of Standalone Financial Statements

(a) **Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as ammended and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) **Basis of measurement**

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain Financial Assets and Financials Liabilities	Fair Value
Net Defined Benefit (asset)/liability	Present value of defined benefit obligation less fair value of plan assets

(c) All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisitions of materials for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

(d) **Use of estimates**

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

(e) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2.2 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

Property, Plant & Equipments's residual values and useful lives are reviewed at each Balancesheet date and changes, if any, are treated as changes in accounting estimates.

Depreciation methods, estimated useful lives

The Company depreciates Property, plant and equipments using the straight line method over their estimated useful lives as under :

Property, plant and equipment	Useful Life
Building	30 to 60 years
Plant & Machinery	1 to 15 years
Furniture and Fixtures	1 to 10 years
Office Equipment	1 to 5 years
Vehicles	8 to 10 years
Computers	1 to 15 years

Leasehold improvements are amortized over the lease period, which corresponds with the useful lives of the assets.

Based on the technical experts assessment of useful life, certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Companies Act, 2013. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Standalone Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.3 Other Intangible Assets

Other Intangible assets are stated at acquisition cost, net of accumulated amortization.

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Amortisation, estimated useful lives

The Company amortises intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful Life
Computer Software	6 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 Foreign Currency Transactions**(a) Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss. All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.5 Revenue Recognition**Sale of goods**

Revenue from the sale of goods is recognised when the Company satisfies the performance obligation by transferring promised products to the customer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowances, trade discounts and volume rebates, goods and service tax (GST) and amounts collected on behalf of third parties.

Rendering of services

Revenue is recognised in accordance with the terms of the contract with customers when the identified performance obligation is completed.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of indirect taxes, trade allowances, rebates and amounts collected on behalf of third parties.

Other operating income

Export incentive under various schemes are accounted in the year of export on accrual basis when the right to receive is established.

Other Income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

Dividend income is accounted for when the right to receive the same is established, which is generally when the shareholders approve the dividend.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

2.6 Taxes on Income

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.7 Leases

As a lessee

The Company's lease asset classes primarily consist of leasehold land. 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 asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve 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.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

2.8 Inventories

Inventories are valued at the lower of cost and net realisable value.

Raw materials, stores, spares and consumable tools, packing materials, work-in-progress and finished goods are valued at lower of cost or net realisable value.

In case of raw materials, stores, spares, consumable tools and packing materials, cost represents purchase price and other costs incurred for bringing the inventories to their present location and conditions and is determined on "weighted average" basis.

In case of work-in-progress and finished goods, cost represents cost of raw material, cost of conversion such as direct labour, direct expenses, etc. and production overheads which are based on normal level of production.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

Cost of traded goods is determined on a weighted average basis.

The comparison of cost and net realizable value is made on item by item basis.

2.9 Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.10 Provisions, contingent liabilities, Contingent assets

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Contingent liabilities are disclosed 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 will be required to settle or a reliable estimate of the amount cannot be made.

Reimbursement by another party, expected in respect of expenditure required to settle a provision, is recognised when it is virtually certain that reimbursement will be received if the obligation is settled.

Contingent assets are neither recognised nor disclosed.

Provisions, contingent liabilities, contingent assets are reviewed at each balance sheet date.

2.11 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

2.12 Employee Benefits**(a) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefit obligations**(i) Defined contribution plan**

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Superannuation: Contributions to the superannuation fund, which is administered by Life Insurance Corporation of India, are charged to the Statement of Profit and Loss.

(ii) Defined benefit plans

Gratuity:

Gratuity: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(iii) **Other long term employee benefit obligations**

Compensated Absences:

The employees of the company are entitled to encashment of un-availed leave. The employees can carry forward a portion of the unutilised leave and receive cash compensation at retirement or termination of employment. The Company records an obligation for encashment of un-availed leave in the period in which the employee renders the services, based on an actuarial valuation at the balance sheet date, carried out by an independent actuary.

2.13 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.14 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or Production of a Qualifying asset are capitalised as part of cost of such Asset till such time as the asset is ready for its intended use or sale.

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

All other borrowing costs are recognised as an expense in the period in which they are incurred.

2.15 Statement of cash flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.16 Exceptional items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

2.17 Segment accounting

The Company operates in one primary segment i.e. Ophthalmics lenses. The Company identifies primary operating segment based on the different risks and returns, the organisation structure, the internal reporting systems and review by chief operating decision maker. Secondary segments are identified on the basis of geography in which sales have been effected.

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

2.18 Fair value measurement

The Company measures certain financial instruments at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets**(i) Initial recognition and measurement**

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 8-quarters ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 8 quarters ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 8 quarters ECL is a portion of the lifetime ECL which results from default events that are possible within 8 quarters after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(iv) **Derecognition of financial assets**

A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b) **Financial liabilities**

(i) **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of Loans and borrowings and payables, net of directly attributable transaction costs.

(ii) **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

(c) **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

(d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet if there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.20 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest rupee in Lakhs (INR) as per requirement of Schedule III of the Act, unless otherwise stated.

3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively. Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 are as below :

(a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(b) Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortisation expense in future periods.

(c) Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(d) Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the financial statements.

4.1 The Ministry of Corporate Affairs ("MCA") has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated March 31, 2023 to amend certain Ind ASs which are effective from 01 April 2023:



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Below is a summary of such amendments:

(i) Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The MCA issued amendments to Ind AS 1, providing guidance to help entities meet the accounting policy disclosure requirements. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

The amendments are effective for annual reporting periods beginning on or after 01 April 2023. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(ii) Definition of Accounting Estimates -Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are effective for annual reporting periods beginning on or after 01 April 2023. The amendments are not expected to have a material impact on the Company's financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction -Amendments to Ind AS 12 Income taxes

The amendment to Ind AS 12, requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. Ind AS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.

The Company is currently assessing the impact of the amendments.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

- (iv) The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

4.2 Standards that became effective during the year

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022 with certain amendments, effective from 01 April 2022, did not have any material impact on the financial statements.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

5 PROPERTY, PLANT AND EQUIPMENT

	Gross block				Depreciation				Net block	
	As at 01 April 2022	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2023	As at 01 April 2022	For the year	Deductions/ Adjustments	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Freehold Land	4.30	-	-	4.30	-	-	-	-	4.30	4.30
Leasehold Land	8.95	-	-	8.95	1.87	0.09	-	1.96	6.99	7.08
Buildings	765.86	-	228.21	537.65	222.61	19.68	13.86	228.43	309.22	543.25
Plant and Equipment	1,763.71	8.98	-	1,772.69	1,093.04	92.39	-	1,185.43	587.26	670.67
Plant and Equipment - Moulds	1,487.38	59.65	0.66	1,546.37	626.63	128.40	0.01	755.02	791.35	860.75
Furniture and Fixtures	141.09	0.40	-	141.49	110.15	7.40	-	117.55	23.94	30.94
Office Equipment	30.23	1.02	-	31.25	28.46	1.13	-	29.59	1.66	1.77
Vehicles	96.01	-	-	96.01	88.27	4.37	-	92.64	3.37	7.74
Total	4,297.53	70.05	228.87	4,138.71	2,171.03	253.46	13.87	2,410.62	1,728.09	2,126.50

	Gross block				Depreciation				Net block	
	As at 01 April 2021	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2022	As at 01 April 2021	For the year	Deductions/ Adjustments	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Freehold Land	4.30	-	-	4.30	-	-	-	-	4.30	4.30
Leasehold Land	8.95	-	-	8.95	1.78	0.09	-	1.87	7.08	7.17
Buildings	765.86	-	-	765.86	202.10	20.51	-	222.61	543.25	563.76
Plant and Equipment	1,780.98	8.75	26.02	1,763.71	1,013.58	95.44	15.98	1,093.04	670.67	767.40
Plant and Equipment - Moulds	1,337.54	155.40	5.56	1,487.38	509.69	117.02	0.08	626.63	860.75	827.85
Furniture and Fixtures	176.66	0.15	35.72	141.09	136.53	7.74	34.12	110.15	30.94	40.13
Office Equipment	45.30	0.09	15.16	30.23	40.96	2.66	15.16	28.46	1.77	4.34
Vehicles	96.31	-	0.30	96.01	83.48	5.09	0.30	88.27	7.74	12.83
Total	4,215.90	164.39	82.76	4,297.53	1,988.12	248.55	65.64	2,171.03	2,126.50	2,227.78

6 OTHER INTANGIBLE ASSETS

	Gross block				Depreciation				Net block	
	As at 1 April 2022	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2023	As at 1 April 2022	For the year	Deductions/ Adjustments	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Computer Software	19.57	-	-	19.57	19.16	0.19	-	19.35	0.22	0.41
Total	19.57	-	-	19.57	19.16	0.19	-	19.35	0.22	0.41



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

	Gross block				Depreciation				Net block	
	As at 01 April 2021	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2022	As at 01 April 2021	For the year	Deductions/ Adjustments	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Computer Software	19.57	-	-	19.57	18.90	0.26	-	19.16	0.41	0.67
Total	19.57	-	-	19.57	18.90	0.26	-	19.16	0.41	0.67

7 Capital-Work-in-Progress (CWIP)

(a) For Capital-work-in-progress movement schedule

For the year ended March 31,2023

	As at 01 April 2022	Expenditure during the year	Capitalised during the year	Impairment	Written off	Closing as at March 31, 2023
Amount	329.05	53.18	-	-	-	382.23

For the year ended March 31,2022

	As at 01 April 2021	Expenditure during the year	Capitalised during the year	Impairment	Written off	Closing as at March 31, 2022
Amount	122.85	206.20	-	-	-	329.05

(b) For Capital-work-in-progress ageing schedule

As at March 31,2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	53.18	206.20	122.85	-	382.23
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	206.20	122.85	-	-	329.05
Projects temporarily suspended	-	-	-	-	-



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

8. Financial Assets - Investments

A Investment in equity instruments (fully paid-up)

Unquoted equity shares

- In Subsidiaries

GKB Ophthalmic Products FZE, Sharjah

1 equity share (March 31, 2022: 1 equity share) of nominal value of AED 150,000 fully paid-up

GSV Ophthalmics Private Limited

1,17,10,000 equity shares (March 31, 2022: 1,17,10,000 equity shares) of

Rs. 10 each fully paid-up*

- In Others

Saraswat Co-operative Bank Limited

2,500 equity shares (March 31, 2022: 2,500 equity shares) of Rs. 10 each fully paid-up

Investment in equity instruments (fully paid-up)

* 10,000 (March 31, 2022 - 10,000) Equity Shares of GSV Ophthalmics Private Limited are held by a director and a nominee in trust on behalf of the Company.

B Investments in Mutual Funds at fair value through profit and loss (fully paid)

- Investments in Mutual Funds (unquoted) (Refer footnote I)

Total Current Investments

Current

Non- Current

Aggregate book value of:

Mutual Funds (unquoted)

Aggregate market value of:

Mutual Funds (unquoted)

Aggregate amount of impairment in value of Investments

Footnotes

I. Details of investments in Mutual Funds designated at FVTPL:

	Number of units		Amount (in Rs.)	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
JM Liquid Fund - Savings Plan	675	618	0.07	0.07
	675	618	0.07	0.07

	As at 31 March 2023	As at 31 March 2022
	18.30	18.30
	1,171.00	1,171.00
	0.25	0.25
	1,189.55	1,189.55
	0.07	0.07
	0.07	0.07
	0.07	0.07
	1,189.55	1,189.55
	1,189.62	1,189.62
	0.07	0.07
	0.07	0.07

9 Other non current financial assets

Margin money deposits:

Margin money deposits maturing after 12 months from reporting date

Total Other non current financial assets

	As at March 31, 2023	As at March 31, 2022
	7.23	3.07
	7.23	3.07



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

10 Other non-current assets

Capital advance*
Security deposits
Balance with Government authorities

Total Other non-current assets

* Value of contracts on capital account remaining to be executed as at March 31, 2023 is Rs. 298.23 lakhs (March 31, 2022: Rs. 269.67 lakhs)

As at March 31, 2023	As at March 31, 2022
-	28.56
55.84	55.84
184.08	228.70
239.92	313.10

11 Non current tax asset (net)

Income tax receivable (net of provision for tax of Rs. 373.75 lakhs (March 31, 2022 - Rs. 373.75 lakhs)

As at March 31, 2023	As at March 31, 2022
25.00	21.26
25.00	21.26

12 Inventories*

(Valued at the lower of cost or net realizable value)

Raw materials
Work in progress
Finished goods
Packing material
Store and spares parts
Store and spares parts in transit

Total Inventories

* Hypothecated as charge against short term-borrowings. Refer note 23.
During the year ended 31 March 2023, INR 10.98 lakhs (31 March 2022: INR 12.46 lakhs) was recognized as expense for inventories recognized at net realizable value.

As at March 31, 2023	As at March 31, 2022
228.87	153.35
17.82	17.05
250.76	258.64
15.00	12.74
93.58	85.31
-	7.05
606.03	534.14

13 Trade receivables

Secured, considered good
Unsecured
Considered good - Related parties (refer note 40)
- Others
- Considered doubtful
Less-Allowance for bad and doubtful debts

Total Trade receivables

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

As at March 31, 2023	As at March 31, 2022
362.35	274.47
125.36	325.58
44.94	39.98
(44.94)	(39.98)
487.71	600.05



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Ageing of Trade Receivables

As at Mar. 31, 2023			Current					
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	378.09	43.54	29.67	23.39	2.29	10.73	487.71
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	1.98	0.52	1.17	2.56	3.40	35.31	44.94
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	(1.98)	(0.52)	(1.17)	(2.56)	(3.40)	(35.31)	(44.94)
	-	378.09	43.54	29.67	23.39	2.29	10.73	487.71

As at Mar. 31, 2022			Current					
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	447.69	143.16	0.39	0.59	8.22	-	600.05
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	2.47	5.65	1.08	-	3.80	26.98	39.98
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	(2.47)	(5.65)	(1.08)	-	(3.80)	(26.98)	(39.98)
	-	447.69	143.16	0.39	0.59	8.22	-	600.05



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

14 Cash and cash equivalents

Balances with banks:

On current accounts

Cash on hand

Total Cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022
	7.25	84.88
	0.04	0.04
	7.29	84.92

15 Bank balances other than Cash and cash equivalent

Other balances

Earmarked balances with banks:

Unpaid dividends *

Margin money deposits #

Total Bank balances other than Cash and cash equivalent

	As at March 31, 2023	As at March 31, 2022
	-	0.13
	34.02	58.23
	34.02	58.36

* An Unpaid Dividend of Rs. 0.13 lakhs pertaining to FY 2009-10, has not been transferred to the Investor Education and Protection Fund by the company as on March 31, 2023 in accordance with the Companies Act, 2013 and rules made thereunder, the same has been paid to the respective shareholders through demand draft.

Kept as lien against outstanding bank guarantee and letter of credit amounting to Rs. 197.39 lakhs as on March 31, 2023 (March 31, 2022 - Rs. 300.70 lakhs)

16 Other financial assets

Dividend receivable from GKB Ophthalmic Products FZE, Sharjah (Subsidiary)

Rent Receivable

Interest accrued on fixed deposits

Total Other financial assets

	As at March 31, 2023	As at March 31, 2022
	162.74	72.71
	-	18.00
	8.77	6.97
	171.51	97.68

17 Other current assets

Advances to Suppliers

Balance with Government authorities

Employee advances

Prepaid expenses

Total Other current assets

	As at March 31, 2023	As at March 31, 2022
	0.96	8.01
	13.76	10.57
	0.42	0.19
	20.88	12.28
	36.02	31.05

18 Share capital

(a) Equity shares

Authorized

70,00,000 (March 31, 2022: 70,00,000) equity shares of Rs. 10 each

Issued, subscribed and paid up

Issued :

50,86,980 (March 31, 2022: 50,86,980) equity shares of Rs. 10 each fully paid

Subscribed and Paid up :

50,40,580 (March 31, 2022: 50,40,580) equity shares of Rs. 10 each fully paid

	As at March 31, 2023	As at March 31, 2022
	700.00	700.00
	700.00	700.00
	508.70	508.70
	504.06	504.06
	504.06	504.06

(b) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Equity Shares at the beginning of the year

Add: Issued during the year

Equity Shares at the end of the year

As at March 31, 2023		As at March 31, 2022	
Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
50.41	504.06	50.41	504.06
-	-	-	-
50.41	504.06	50.41	504.06



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(c) Rights, preferences and restrictions attached to equity shares

Equity Shares: The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of Rs. 10 each fully paid				
Krishna Gopal Gupta	9,00,412	17.86%	9,00,412	17.86%
Krishna Murari Gupta	3,27,207	6.49%	3,27,207	6.49%
Vikram Gupta	4,23,105	8.39%	4,23,105	8.39%
Gaurav Gupta	4,07,966	8.09%	4,07,966	8.09%
Veena Gupta	3,00,753	5.97%	3,00,753	5.97%
K. G. Gupta (HUF)	2,76,442	5.48%	2,74,011	5.44%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Details of shares held by Promoters at the end of the year

Promoter Name	As at Mar 31, 2023			As at Mar 31, 2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Mr. Krishna Gopal Gupta	9,00,412	17.86%	-	9,00,412	17.86%	-
Mr. Vikram Gupta	4,23,105	8.39%	-	4,23,105	8.39%	-
Mr. Gaurav Gupta	4,07,966	8.09%	-	4,07,966	8.09%	-
Mrs. Veena Gupta	3,00,753	5.97%	-	3,00,753	5.97%	-
Mrs. Shefali Chawla	2,42,464	4.81%	-	2,42,464	4.81%	-
Krishna Gopal Gupta (HUF)	2,76,442	5.48%	1%	2,74,011	5.44%	-
Krishna Murari Gupta	3,27,207	6.49%	-	3,27,207	6.49%	-
Usha Gupta	84,799	1.68%	-26%	1,14,707	2.28%	-
Vivek Gupta	-	0.00%	-100%	3,333	0.07%	-87%
Aditya Gupta	15,340	0.30%	-6%	16,340	0.32%	-
Total	29,78,488	59.09%		30,10,298	59.72%	

(f) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(g) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

19 Other equity

(A) Securities premium reserve (SPR)*

Opening balance

Add : Securities premium credited on share issue

Closing balance

* SPR comprises of premium on issue of shares to be utilised in accordance with the Companies Act, 2013

As at Mar 31, 2023	As at Mar 31, 2022
1,488.91	1,488.91
-	-
1,488.91	1,488.91

(B) General reserve (GR)*

Opening balance

Add: Transfer during the year

Closing balance

* GR is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

As at Mar 31, 2023	As at Mar 31, 2022
650.56	650.56
-	-
650.56	650.56

(C) Surplus/(deficit) in the Statement of Profit and Loss

Opening balance

Add/ (Less): Profit / (Loss) for the current year

Closing balance

As at March 31, 2023	As at March 31, 2022
243.25	474.28
(288.13)	(231.03)
(44.88)	243.25

(D) FVTOCI reserve on defined benefit plan (net of tax)

Opening Balance

Remeasurement gain / (loss) on defined benefit plans (net of tax)

Closing balance

As at March 31, 2023	As at March 31, 2022
(47.59)	(41.94)
(0.62)	(5.65)
(48.21)	(47.59)

(E) Capital reserve (CR)*

Opening balance

Add : Movement during the year

Closing balance

* CR up to the nominal value of shares is created out of distributable profit for buyback of shares as per the Act.

As at March 31, 2023	As at March 31, 2022
178.91	178.91
-	-
178.91	178.91

(F) Investment Allowance (utilised) Reserve

Opening balance

Add : Movement during the year

Closing balance

Total other equity

As at March 31, 2023	As at March 31, 2022
22.29	22.29
-	-
22.29	22.29
2,247.58	2,536.33



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

20 Non-current borrowings

Secured

Term loan
From Bank (Refer note below)

As at Mar 31, 2023	As at Mar 31, 2022
157.04	213.50
157.04	213.50
40.00	51.86
117.04	161.64

Less: Amount disclosed under the head short term borrowing

Total non current maturities of long term borrowings

Note

During the year ended March 31, 2023, no new term loan has been availed by the company from bank (As on March 31, 2022 Rs. 100.00 lakhs availed from Saraswat bank)

- The term loan under Common Covid-19 Emergency Credit Line (CCECL) repaid in full during the year amounting to Rs. 11.32 lakhs including interest. (As on March 31, 2022 - Rs. 11.19 lakhs balance was outstanding).
- Rs. 120 lakhs term loan under Guaranteed Emergency Credit Line (GECL) repayable in 36 equal monthly installments after a moratorium of 12 months. Balance outstanding as on March 31, 2023 Rs. 57.04 lakhs (March 31, 2022 - Rs. 102.84 lakhs).
The above loans are secured by means of first charge over Factory land & building, Inventories and Trade receivables and second charge on all Plant & machinery and other fixed assets.
- Rs. 100.00 lakhs term loan under Guaranteed Emergency Credit Line (GECL) repayable in 36 equal monthly installments after a moratorium of 24 months. Balance outstanding as on March 31, 2023 Rs. 100.78 lakhs (Including accrued interest)(March 31, 2022 - Rs. 99.47 lakhs).The above loans are secured by means of first charge over Factory land & building, Inventories and Trade receivables and second charge on all Plant & machinery and other fixed assets.

The Company has obtained term loan from Bank/ Financial Institution during the financial year 2021-22. As per the Loan Agreement/ term sheet, the said Loan was taken for the purpose of working capital requirement. The company has used such borrowings for the purposes as stated in the loan agreement.

Repayment schedule for secured loan taken during the year

As at Mar 31, 2023

Particulars	CCECL - State Bank of India	GECL - State Bank of India	GECL TL - Saraswat	Total
Loan Principal amount	50.00	120.00	100.00	270.00
Outstanding amount as on 31 March 2023	-	57.04	100.00	157.04
Number of instalments due (Nos)	-	18.00	-	-
Rate of Interest (%)	9.80%	7.40%	9.25%	-
Within one year (INR)	-	40.00	-	40.00
After one year but not more than 5 years (INR)	-	17.04	100.00	117.04
More than 5 years (INR)	-	-	-	-

As at Mar 31, 2022

Particulars	CCECL - State Bank of India	GECL - State Bank of India	GECL TL - Saraswat	Total
Loan Principal amount	50.00	120.00	100.00	270.00
Outstanding amount as on 31 March 2022	11.19	102.84	99.47	213.50
Number of instalments due (Nos)	4.00	31.00	-	-
Rate of Interest (%)	9.80%	7.40%	9.25%	-
Within one year (INR)	11.19	40.67	-	51.86
After one year but not more than 5 years (INR)	-	62.17	99.47	161.64
More than 5 years (INR)	-	-	-	-

21 Other long-term financial liabilities

Security Deposit
Rent received in advance
Total Other long term liabilities

As at Mar 31, 2023	As at Mar 31, 2022
31.26	28.47
65.92	71.32
97.18	99.79



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

22 Provisions

	Long term		Short term	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Provision for gratuity (funded) (Refer note 37)	109.18	94.69	28.02	23.97
Provision for gratuity (unfunded) (Refer note 37)	59.90	58.45	-	-
Provision for leave encashment (unfunded)	22.27	20.85	14.54	15.27
Total Provisions	191.35	173.99	42.56	39.24

23 Short-Term Borrowings#

Secured, from bank, term loan (Refer footnote)

-Packing credit
-Cash credit
Current Maturity of Long Term Debts
Total Short-term Borrowings

	As at March 31, 2023	As at March 31, 2022
	-	49.87
	964.56	912.09
	40.00	51.86
Total	1,004.56	1,013.82

Footnote:# The above facilities from banks are secured by hypothecation of the Company's entire present and future stocks of raw materials, finished goods, work in progress, consumable stores & spares, moulds, book debts, other current assets, mortgage of leasehold land, factory building, plant & machinery, all other fixed assets of the Company and personal guarantee of Directors.

The Company has obtained term loan from Bank/ Financial Institution during the financial year 2021-22. As per the Loan Agreement/ term sheet, the said Loan was taken for the purpose of working capital requirement. The company has used such borrowings for the purposes as stated in the loan agreement.

24 Trade payables

Total outstanding dues of micro enterprises and small enterprises
Total outstanding dues of creditors other than micro enterprises and small enterprises
Total Trade payables

	As at March 31, 2023	As at March 31, 2022
	18.68	14.50
	502.78	583.50
Total	521.46	598.00

Disclosure relating to suppliers registered under MSMED Act, 2006 based on the information available with the Company:

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	18.68	14.50
Interest	2.03	3.16
Total	20.71	17.66
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	2.03	3.16
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	10.92	8.89
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act. -	-	-

Trade Payables ageing schedule

Particulars	As at Mar 31, 2023						
	Unbilled Dues	Payables Not Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) MSME	-	5.90	12.78	-	-	-	18.68
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	60.84	183.88	194.85	63.21	-	-	502.78
(iv) Disputed dues - Others	-	-	-	-	-	-	-



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

As at March 31, 2022							
Particulars	Outstanding for following periods from due date of Payment						
	Unbilled Dues	Payables Not Dues	Less than 1year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	4.37	10.13	-	-	-	14.50
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	64.32	225.55	243.84	49.79	-	-	583.50
(iv) Disputed dues - Others	-	-	-	-	-	-	-

25 Other financial liabilities

Other financial liabilities at amortised cost

Creditors for capital goods

Unpaid dividend*

Others liabilities

Interest Payable on Term Loan

Rent received in advance

Employee Benefits payable:

-Salary payable

-Bonus payable

-Superannuation payable

Total other financial liabilities

	As at March 31, 2023	As at March 31, 2022
Creditors for capital goods	26.94	13.62
Unpaid dividend*	-	0.13
Others liabilities	1.00	2.80
Interest Payable on Term Loan	0.79	-
Rent received in advance	5.38	5.38
Employee Benefits payable:		
-Salary payable	90.33	74.68
-Bonus payable	17.68	34.22
-Superannuation payable	10.00	8.36
Total other financial liabilities	152.12	139.19

* An Unpaid Dividend of Rs. 0.13 lakhs pertaining to FY 2009-10, has not been transferred to the Investor Education and Protection Fund by the company as on March 31, 2023 in accordance with the Companies Act, 2013 and rules made thereunder, the same has been paid to the respective shareholders through demand draft.

26 Other Current liabilities

Statutory dues payable

Advance from customer

Excess payment on share allotment pursuant to share warrant

Total other current liabilities

	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	36.95	19.19
Advance from customer	0.03	10.58
Excess payment on share allotment pursuant to share warrant	-	77.50
Total other current liabilities	36.98	107.27

27 Revenue from operations

Revenue from contracts with customers

- Sale of products

- Sale of services

- Other operating income - Sale of raw materials, stores and packing material

(I)

Other operating revenue

- Export incentives (MEIS)

(II)

Total Revenue from operations

(I + II)

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue from contracts with customers	2,763.30	2,685.16
- Sale of products	0.53	0.52
- Sale of services	4.53	12.03
- Other operating income - Sale of raw materials, stores and packing material	2,768.36	2,697.71
Other operating revenue	4.57	7.11
- Export incentives (MEIS)	4.57	7.11
Total Revenue from operations	2,772.93	2,704.82



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

28 Other income

Interest income	
- on fixed deposits	
Dividend income	
- from subsidiary Company	
- from others	
Other non operating income	
- Sale of miscellaneous scrap	
Foreign exchange fluctuation (net)	
Lease Rent income	
Miscellaneous Income	
Profit/(Loss) on Sale of Assets	
Provision for doubtful debts written back (Net)	
Profit on sale of investment	
Liabilities written back #	

For the Year ended March 31, 2023	For the Year ended March 31, 2022
4.48	2.98
164.02	147.03
0.05	0.09
3.42	4.92
8.52	9.37
5.38	23.38
17.54	0.83
5.67	-
-	6.39
-	0.65
-	0.56
209.08	196.20

29 Cost of raw materials consumed

Inventory of raw materials at the beginning of the year	
Add: Purchases	
Less: Inventory of raw materials at the end of the year	
Cost of raw material consumed	

For the Year ended March 31, 2023	For the Year ended March 31, 2022
166.09	253.51
1,437.95	1,225.88
(243.87)	(166.09)
1,360.17	1,313.30

30 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Inventories at the beginning of the year	
-Finished goods	
-Work-in-progress	
-Stock-in-trade	

Less: Inventories at the end of the year	
-Finished goods	
-Work-in-progress	

Net decrease/(increase)

For the Year ended March 31, 2023	For the Year ended March 31, 2022
258.64	298.35
17.05	18.85
-	18.96
275.69	336.16
250.76	258.64
17.82	17.05
268.58	275.69
7.11	60.47



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

31 Employee benefits expenses

Salaries, wages, bonus, ex-gratia and other allowances
 Contribution to Provident Fund and Other Social Securities funds /
 schemes # (Refer Note 37)
 Contribution to Gratuity fund (Refer Note 37)
 Staff welfare and other employee expenses
Total Employee benefits expense *

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	658.77	608.25
	59.57	59.39
	21.16	18.93
	5.85	5.62
	745.35	692.19

Based on the Supreme Court Judgement dated February 28, 2019, the Company was required to reassess the components to be included in the basic salary for the purposes of deduction of PF. However, the Company believes that there is not likely to be material impact and hence has not provided for any additional liability as on March 31, 2023 (previous year March 31, 2022 - Rs. Nil) in the books of account.

* The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

32 Finance costs

Interest on long term borrowing
 Interest on working capital
 Bank charges
 Interest on Indirect taxes
 Interest Expense on lease liability
 Interest on delay in payment to MSME creditors
 Interest on delayed payment of provident fund
Total Finance costs

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	16.57	10.98
	106.42	95.64
	17.35	19.63
	0.37	1.58
	2.79	2.54
	2.03	3.16
	4.13	-
	149.66	133.53

33 Depreciation and amortization expense

Depreciation (Refer note 5)
 Amortization (Refer note 6)
Total Depreciation and amortization expense

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	253.46	248.55
	0.19	0.26
	253.65	248.81



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

34 Other expenses

Electricity and water
Rent (refer foot note 1)
Repairs and maintenance - Building
Repairs and maintenance - Machinery
Repairs and maintenance - others
Rates and Taxes
Travelling and conveyance
Insurance
Other manufacturing expenses
Stores and spares consumed
Printing & Stationery
Communication, broadband and internet expenses
(Profit)/Loss on sale/disposal of fixed assets (net)
Security Charges
Legal and professional charges
Audit fees (refer foot note 2)
Advertising and sales promotion
Directors' Sitting fees
Membership and Subscription
Provision for doubtful debts (net)
Miscellaneous expenses
Bad debts write off
Receivable written off
Total Other expenses

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
186.63	160.75	
5.72	5.66	
7.13	6.94	
23.63	10.56	
12.06	7.18	
4.97	57.86	
16.08	14.81	
7.65	8.94	
146.91	139.05	
242.00	187.89	
3.76	3.00	
14.29	7.57	
-	4.22	
17.61	16.46	
34.24	31.00	
15.45	13.02	
1.96	1.86	
3.30	4.90	
0.77	0.40	
4.96	-	
2.70	0.51	
0.02	-	
18.03	-	
769.87	682.58	

Foot note 1 :The Company has taken a residential apartment on operating lease. The Company also pays lease rent on the factory premises and warehouse shed. Being 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. Accordingly, lease rent amounting to Rs. 5.72 lakhs (March 31, 2022: Rs. 5.66 lakhs) has been charged to the Statement of Profit and Loss.

Foot note 2 :The following is the break-up of Auditors remuneration (exclusive of Goods and service tax).

Auditor's Remuneration

As auditor:

Statutory audit

In other capacity:

For taxation matters

For other services

Reimbursement of expenses

Total

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
7.50	6.30	
2.35	1.95	
5.40	4.50	
0.20	0.27	
15.45	13.02	



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

35 Income Tax

(A) Deferred tax relates to the following:

Deferred tax assets

On provision for employee benefits	
On unabsorbed depreciation and carry forward business losses	
Business losses	
Unabsorbed depreciation	
On Provision for doubtful receivables	
On others	

Deferred tax liabilities

On property, plant and equipment	
----------------------------------	--

Net deferred tax asset / (liability)

	For the Year ended Mar 31, 2023	For the Year ended Mar 31, 2022
	68.01	66.52
	31.37	31.37
	93.15	90.77
	11.68	10.40
	1.31	1.67
	205.52	200.73
	205.52	216.61
	205.52	216.61
	-	(15.88)

(B) Recognition of deferred tax asset to the extent of deferred tax liability

Balance sheet

Deferred tax asset	
Deferred tax liabilities	
Deferred tax liabilities, net	

	For the Year ended Mar 31, 2023	For the Year ended Mar 31, 2022
	205.52	200.73
	(205.52)	(216.61)
	-	(15.88)

(C) Reconciliation of deferred tax assets / (liabilities) (net):

Opening balance as of 1 April 2022	
Effect on tax asset recognized in Statement of Profit and Loss	
Effect on tax asset / (liability) recognized in OCI	
Closing balance as at 31 March 2023	

	For the Year ended Mar 31, 2023	For the Year ended Mar 31, 2022
	(15.88)	(17.63)
	15.67	(0.24)
	0.21	1.99
	-	(15.88)

(D) Deferred tax assets / (liabilities) to be recognized in Statement of Profit and Loss

Tax asset	
Tax Liabilities	

	For the Year ended Mar 31, 2023	For the Year ended Mar 31, 2022
	15.67	-
	-	(0.24)
	15.67	(0.24)

(E) Income tax expense

- Current tax taxes	
- Adjustments in respect of current income tax of previous year	
- Deferred tax charge / (income)	

Income tax expense reported in the statement of profit or loss

	For the Year ended Mar 31, 2023	For the Year ended Mar 31, 2022
	-	-
	-	-
	(15.67)	0.24
	(15.67)	0.24

(F) Income tax expense charged to OCI

Net loss/(gain) on remeasurements of defined benefit plans

Income tax charged to OCI

	For the Year ended Mar 31, 2022	For the Year ended Mar 31, 2021
	(0.21)	(1.99)
	(0.21)	(1.99)

(G) Reconciliation of tax charge

Profit/(loss) before tax	
Income tax expense at tax rates applicable	
Tax effects of:	
- Item not deductible for tax	
- Others	

Income tax expense

	For the Year ended Mar 31, 2023	For the Year ended Mar 31, 2022
	(303.79)	(230.79)
	-	-
	-	-
	-	-
	-	-



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

36 Earnings/ (Loss) per share

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Profit / (Loss) attributable to equity holders	(288.13)	(231.03)
Weighted average number of equity shares for basic EPS	50.41	50.41
Weighted average number of equity shares	50.41	50.41
Basic loss per share (INR)	(5.72)	(4.58)
Diluted loss per share (INR)	(5.72)	(4.58)

37 Employee benefits

(A) Defined Contribution Plans

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Employers' Contribution to Provident Fund	45.58	44.80
Employer contribution to Employee State Insurance and employee social securities fund / scheme	10.78	10.82
Employers' Contribution to Superannuation Fund	2.50	3.08
Employers' Contribution to Labour Welfare Fund	0.71	0.69
	59.57	59.39

(B) Defined benefit plans

a) Gratuity payable to employees (Refer Note 22)	197.10	177.11
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i) Actuarial assumptions

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)	Gratuity (unfunded)	Gratuity (unfunded)
Discount rate (per annum)	7.48%	7.25%	7.48%	7.25%
Rate of increase in Salary	5.00%	5.00%	-	-
Attrition rate	2.00%	2.00%	-	-
Mortality rate	IALM (2012-14) Urban	IALM (2012-14) Urban	IALM (2012-14) Urban	IALM (2012-14) Urban

ii) Changes in the present value of defined benefit obligation and plan assets

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)	Gratuity (unfunded)	Gratuity (unfunded)
Present value of obligation at the beginning of the year	185.11	162.55	58.45	57.00
Interest cost	17.31	15.09	-	-
Current service cost	6.85	6.99	1.45	1.45
Benefits paid	(9.73)	(6.47)	-	-
Actuarial (gain)/ loss on obligations	0.19	6.95	-	-
Present value of obligation at the end of the year	199.73	185.11	59.90	58.45
Plan assets at the beginning of the year	66.45	67.01	-	-
Expected return of plan assets - Interest income	4.45	4.60	-	-
Expected return of plan assets - excluding interest income	(0.64)	(0.69)	-	-
Contributions	2.00	2.00	-	-
Benefits paid	(9.73)	(6.47)	-	-
Plan assets at the end of the year	62.53	66.45	-	-



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

iii) Expense recognized in the Statement of Profit and Loss

	For the year ended March 31, 2023	As at March 31, 2022	For the year ended March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)	Gratuity (unfunded)	Gratuity (unfunded)
Current service cost	6.85	6.99	1.45	1.45
Interest cost	17.31	15.09	-	-
Expected return on plan assets	(4.45)	(4.60)	-	-
Total expenses recognized in the Statement Profit and Loss*	19.71	17.48	1.45	1.45

*Included in Employee benefits expense (Refer Note 30). Actuarial (gain)/loss of Rs. 0.83 lakhs (March 31, 2022: Rs.7.64 lakhs) is included in other comprehensive income.

iv) Assets and liabilities recognized in the Balance Sheet:

	For the year ended March 31, 2023	As at March 31, 2022	For the year ended March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)	Gratuity (unfunded)	Gratuity (unfunded)
Present value of obligation as at the end of the year	(199.73)	(185.11)	(59.90)	(58.45)
Plan assets at the end of the year	62.53	66.45	-	-
Net asset / (liability) recognized in Balance Sheet	(137.20)	(118.66)	(59.90)	(58.45)

*Included in provision for employee benefits (Refer note 21)

v) Expected contribution to the fund in the next year

As at March 31, 2023	As at March 31, 2022
Gratuity (funded)	Gratuity (funded)
28.02	23.97

vi) A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

	As at March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)
Impact on defined benefit obligation		
Discount rate		
1% increase	(14.97)	(13.77)
1% decrease	17.13	15.92
Rate of increase in salary		
1% increase	17.38	16.12
1% decrease	(15.43)	(14.17)

vii) Maturity profile of defined benefit obligation

	As at March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)
Year 1	86.14	95.89
Year 2	7.55	7.23
Year 3	8.81	6.45
Year 4	17.36	7.46
Year 5	9.94	14.48
Years 6 to 10	92.31	55.72
Above 10 years	256.77	258.11



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

38 Leases where company is a lessee

Amounts recognised in statement of Profit and Loss account

Particulars

Interest on Lease Liabilities
Variable lease payments
Income from subleasing
Low-value leases expensed.
Short-term leases expensed

Total

	As at March 31, 2023	As at March 31, 2022
	-	-
	-	-
	-	-
	5.72	5.66
	-	-
	5.72	5.66

39 Contingent liabilities (to the extent not provided for)

Sales Tax liability that may arise in respect of matters in appeal
Entry Tax liability that may arise in respect of matters in appeal
Excise duty / service tax liability that may arise in respect of matters in appeal
Income Tax liability that may arise in respect of matters in appeal
Letters of credit outstanding
Bank guarantees
Liability for violation of clause 31(1) of SEBI LODR 2015

	As at March 31, 2023	As at March 31, 2022
	131.57	131.57
	28.62	28.62
	1,190.48	1,190.48
	80.62	80.62
	146.19	253.36
	51.20	47.34
	10.00	-

40 Related Party Disclosures

(A) Names of related parties and description of relationship as identified and certified by the Company:

Subsidiary Companies

GKB Ophthalmics Products FZE
GSV Ophthalmics Private Limited
Prescription Optical Products LLC

Associates / Entities under common control

Lenso-The Lens Company
GKB Vision Private Limited
GKB Vision FZC

Key Management Personnel (KMP)

Mr K G Gupta	Chairman and Managing Director
Mr. Subhash Redkar	Executive Director
Mr Vikram Gupta	Non-Executive Director
Mr. Anil Palekar	Non-Executive/ Independent Director
Mr. Sadashiv Shet*	Non-Executive/ Independent Director
Mr. Joseph A.A. D'Costa (Till May 27, 2022)	Non-Executive/ Independent Director
Mrs. Shashi Katreddi	Non-Executive/ Independent Director
Ms. Pooja Bicholkar	Company Secretary
Mr. Gurudas Sawant	Chief Finance Officer

*Ceased to be Independent Director w.e.f May 22, 2023

Relatives of the Key Management Personnel

Mrs Veena Gupta

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(i) Purchases of goods and services

Subsidiary Companies

GKB Ophthalmics Products FZE

Associate / Entities under common control

GKB Vision Private Limited

Total

	March 31, 2023	March 31, 2022
	20.17	11.86
	90.32	16.26
	110.49	28.12



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(ii) Purchases of capital goods Associate / Entities under common control GKB Vision Private Limited	March 31, 2023	March 31, 2022
	-	155.40
	-	155.40
(iii) Sales of goods and services Subsidiary Companies GKB Ophthalmics Products FZE Associate / Entities under common control Lensco-The Lens Company GKB Vision FZC GKB Vision Private Limited Total	March 31, 2023	March 31, 2022
	82.59	152.83
	20.12	59.38
	-	6.64
	1,596.90	1,284.59
	1,699.61	1,503.44
(iv) Sale of capital goods Associates / Entities under common control GKB Vision Private Limited Total	March 31, 2023	March 31, 2022
	-	5.56
	-	5.56
(v) Reimbursement of expenses Subsidiary Companies GSV Ophthalmics Pvt Ltd Associates / Entities under common control GKB Vision Private Limited Total	March 31, 2023	March 31, 2022
	8.26	1.26
	9.82	6.82
	18.08	8.08
(vi) Dividend income Subsidiary company GKB Ophthalmics Products FZE Total	March 31, 2023	March 31, 2022
	164.02	147.03
	164.02	147.03
(vii) Remuneration of key management personnel # Short term employee benefits Mr K G Gupta Mr. Subhash Redkar Ms. Pooja Bicholkar Mr. Gurudas Sawant Post employee benefits Mr K G Gupta Mr. Subhash Redkar Ms. Pooja Bicholkar Mr. Gurudas Sawant	March 31, 2023	March 31, 2022
	42.39	42.28
	13.63	10.63
	7.11	6.27
	12.21	11.17
	75.34	70.35
	4.32	4.32
	0.91	1.03
	0.53	0.27
	0.89	1.07
	6.65	6.69
(viii) Director's sitting fees Key Management Personnel (KMP) Mr Vikram Gupta Mr. Anil Palekar Mr. Sadashiv Shet* Mr. Joseph A.A. D'Costa (Till May 27, 2022) Mrs. Shashi Katreddi Total	March 31, 2023	March 31, 2022
	0.20	0.30
	1.10	1.30
	1.10	1.30
	-	1.30
	0.90	0.70
	3.30	4.90

#The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(ix) Rent paid Relatives of the Key Management Personnel Veena Gupta Total	March 31, 2023	March 31, 2022
	4.80	4.80
	4.80	4.80
(x) Rental Income Subsidiary Companies GSV Ophthalmics Private Limited		
	-	18.00
	-	18.00
(xi) Purchase of Import Duty Scripts GKB Vision Private Limited	March 31, 2023	March 31, 2022
	1.47	-
	1.47	-
(C) Amount due to/from related party as on:		
(i) Accounts payable and other payables Associates / Entities under common control GKB Vision Private Limited	March 31, 2023	March 31, 2022
	101.13	166.12
Relatives of the Key Management Personnel Veena Gupta	5.04	2.16
	106.17	168.28
(ii) Accounts Receivable and Other Receivables Subsidiary Companies GKB Ophthalmics Products FZE	March 31, 2023	March 31, 2022
	184.19	81.62
Associates / Entities under common control Lensco-The Lens Company GKB Vision Private Limited GSV Ophthalmics Private Limited	20.85	25.98
	320.05	221.58
	-	18.00
Total	525.09	347.18

41 Fair values of financial assets and financial liabilities

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

B. Measurement of fair value

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The fair value of other current financial assets, cash and cash equivalents, bank balances other than cash and cash equivalents, loans and advances, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts largely due to short-term maturities of these instruments.
- The fair value of non-current financial assets comprising of security deposits and non-current term deposits at amortised cost using Effective Interest Rate (EIR) are not significantly different from the carrying amount.

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Fair value measurement hierarchy of assets

	Fair value hierarchy	As at March 31, 2023	As at March 31, 2022
(a) <u>Financial Assets measured at fair value</u>			
Investments in mutual funds at FVTPL	Level 2	0.07	0.07
<u>Financial assets measured at amortized cost</u>			
Trade receivables	Level 3	487.71	600.05
Cash and cash equivalents	Level 3	7.29	84.92
Bank balances other than cash and cash equivalent	Level 3	34.02	58.36
Other financial assets	Level 3	178.74	100.75
<u>Financial liabilities measured at amortized cost (at Level 3)</u>			
Short term Borrowings	Level 3	1,004.56	1,013.82
Long term Borrowings	Level 3	117.04	161.64
Trade payables	Level 3	521.46	598.00
Other financial liabilities	Level 3	249.30	238.98

There have been no transfers between Level 1 and Level 2 during the period

42 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency). The risk is measured through monitoring the net exposure to various foreign currencies and the same is minimized to the extent possible.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currency rate, with all other variables held constant, of the Company's profit before tax (due to changes in the fair value of monetary assets and liabilities).

Foreign currency risk exposure as at 31 March 2023		
Particulars	USD	Euro
Trade receivables	70.22	7.68
Other receivables	162.74	-
Trade payables	(118.30)	(7.53)
Net exposure to foreign currency risk assets / (liabilities)	114.66	0.15
Foreign currency risk exposure as at 31 March 2022		
Particulars	USD	Euro
Trade receivables	138.21	-
Other receivables	72.71	-
Trade payables	(162.00)	(20.91)
Net exposure to foreign currency risk assets / (liabilities)	48.92	(20.91)



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Foreign currency sensitivity Particulars	As at March 31, 2023		As at March 31, 2022	
	1 % Increase	1 % decrease	1 % Increase	1 % decrease
USD	1.15	(1.15)	0.49	(0.49)
Euro	0.00	(0.00)	(0.21)	0.21

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of credit losses in respect of trade and other receivables.

However, the credit risk arising on cash and cash equivalents is limited as the Company invest in deposits with banks and financial institution with credit ratings and strong repayment capacity. Investment in securities primarily include investment in liquid mutual funds units and equity shares.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

	As at March 31, 2023	As at March 31, 2022
Not due	378.09	447.69
Past due 1-180 days	43.54	143.16
Past due for more than 180 days	66.08	9.20

Expected credit loss assessment

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

Movement of provision for doubtful debts:

	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	39.98	56.15
Amount provided during the year (net of reversal)	4.96	(16.17)
Balance at the end of the year	44.94	39.98

Cash and cash equivalent

As at the year end, the Company held cash and cash equivalents Rs 7.29 lakhs [31 March 2022 - Rs. 84.92 lakhs] The cash and cash equivalents are held with banks with good credit rating.

Other bank balances

Other bank balances are held with banks with good credit rating.

Other financial assets

Other financial assets are neither past due nor impaired.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
As at March 31, 2023						
Term loan from banks	-	10.00	30.00	117.04	-	157.04
Short term borrowings	964.56	-	-	-	-	964.56
Trade payables	-	338.23	183.23	-	-	521.46
Other financial liabilities	0.79	118.27	27.68	-	102.56	249.30
	965.35	466.50	240.91	117.04	102.56	1,892.36
As at March 31, 2022						
Term loan from banks	-	19.43	32.42	161.65	-	213.50
Short term borrowings	961.97	-	-	-	-	961.97
Trade payables	-	519.94	78.06	-	-	598.00
Other financial liabilities	-	73.93	50.52	-	114.53	238.98
	961.97	613.30	161.00	161.65	114.53	2,012.45

43 REVENUE FROM OPERATIONS

(a) Revenue recognised from Contracts

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue recognised from Customer contracts	2,772.93	2,704.82
Less:-Impairment losses recognised*	-	-
	2,772.93	2,704.82
Other Contracts	-	-
Less:-Impairment losses recognised	-	-
Total Revenue	2,772.93	2,704.82

(b) Geographic revenue

Country	Revenue (₹)	Revenue (₹)
	2022-23	2021-22
China	-	-
Czech Republic	59.77	76.77
Germany	11.07	-
Israel	8.13	8.09
Italy	-	-
Jordan	-	1.11
Philippines	4.33	27.44
Portugal	100.83	100.11
Saudi Arabia	20.67	15.18
Sri Lanka	1.17	0.78
UAE	84.94	168.89
USA	19.59	54.79
Malaysia	-	-
South Africa	5.63	20.08
Nepal	1.43	4.67
	317.54	477.91



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

44 Wilful Defaulter

The company has not been declared a wilful defaulter by any bank or financial Institution or other lender.

45 Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

46 Registration of charges or satisfaction with Registrar of Companies

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

47 Compliance with number of layers of companies

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

48 Utilisation of Borrowed funds and share premium:

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

49 Details of Benami Property held

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

50 Undisclosed income

The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

51 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

52 Ratios

Ratio	Numerator / Denominator	Amount in INR		Ratios		% Change	Reason
		As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022		
Current Ratio	Current Assets	1,342.65	1,406.27	0.76	0.74	3%	Change is not more than 25%
	Current Liabilities	1,757.68	1,897.52				
Debt-Equity Ratio	Debt	1,121.60	1,175.46	0.41	0.39	5%	Change is not more than 25%
	Equity	2,751.64	3,040.39				
Debt Service Coverage Ratio	Net Operating Income	109.51	156.59	0.11	0.15	-42%	Decrease due to decrease in profit during the FY 2022-23
	Debt Service	1,004.56	1,013.82				
Return on Equity Ratio	Profit after tax	(288.13)	(231.03)	(0.10)	(0.08)	27%	Increase in loss during the FY 2022-23
	Shareholder's Equity	2,751.64	3,040.39				
Inventory Turnover Ratio	Cost of Goods Sold	1,367.28	1,374.70	2.40	2.23	7%	The ratio has decreased in current year due to lower demand and lower sales as compared to previous year.
	Average Inventory	570.09	616.31				
Trade Receivables Turnover Ratio	Net Sales	2,772.93	2,704.82	5.10	4.02	21%	Change is not more than 25%
	Average Trade Receivables	543.88	672.27				
Trade Payables Turnover Ratio	Net Purchases	1,681.18	1,398.24	3.00	2.18	27%	Increase due to better payment of creditors during the FY 2022-23
	Average Trade Payables	559.73	640.06				
Net Capital Turnover Ratio	Revenue	2,772.93	2,704.82	6.12	6.37	-4%	Change is not more than 25%
	Average Working Capital	453.14	424.45				
Net Profit Ratio	Net Profit	(303.80)	(230.79)	(0.11)	(0.09)	22%	Change is more than 25%
	Net Sales	2,772.93	2,704.82				
Return on Capital Employed	EBIT	(180.81)	(124.17)	(0.06)	(0.04)	38%	Increase in loss during the FY 2022-23
	Capital Employed	3,157.21	3,491.69				
Return on Investment	Net Profit	(303.80)	(230.79)	(0.11)	(0.08)	31%	Increase in loss during the FY 2022-23
	Net Investment	2,751.64	3,040.39				



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

52 Reconciliation of quarterly returns or statements of current assets filed with banks or financial institutions

Quarter	Name of Bank	Particulars of Securities	Amount as per books of account (Rs. in lakhs)	Amount as reported in the quarterly return/ statement (Rs. in lakhs)	Amount of difference (Rs. in lakhs)	Reason for difference
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	860.74	1,075.43	(214.69)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	327.27	330.00	(2.73)	The difference is due finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	602.66	336.97	265.69	Difference is due to Trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivable	622.56	518.48	110.08	The difference is due to the provision made against the doubtful debtors.
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	831.27	879.12	(47.85)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	280.16	277.72	2.44	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Quarter	Name of Bank	Particulars of Securities	Amount as per books of account (Rs. in lakhs)	Amount as reported in the quarterly return/ statement (Rs. in lakhs)	Amount of difference (Rs. in lakhs)	Reason for difference
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	559.09	279.55	279.54	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivable	596.50	527.97	68.53	The difference is due to the provision made against the doubtful debtors.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	860.75	889.19	(28.44)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	270.23	283.87	(13.64)	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	601.66	377.40	224.26	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivable	467.82	499.97	(32.15)	The difference is due to the provision made against the doubtful debtors.
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	791.35	886.66	(95.31)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.

**Notes forming part of the Standalone Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Quarter	Name of Bank	Particulars of Securities	Amount as per books of account (Rs. in lakhs)	Amount as reported in the quarterly return/ statement (Rs. in lakhs)	Amount of difference (Rs. in lakhs)	Reason for difference
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	250.76	261.83	(11.07)	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	521.46	273.42	248.04	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivable	424.12	448.63	(24.51)	The difference is due to the provision made against the doubtful debtors.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

54 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of current borrowing. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		As at March 31, 2023	As at March 31, 2022
Total equity	(i)	2,751.64	3,040.39
Borrowings other than convertible preference shares		1,121.60	1,175.46
Less: cash and cash equivalents		(7.29)	(84.92)
Adjusted net debt	(ii)	1,114.31	1,090.54
Gearing ratio	(ii)/ (i)	40.50%	35.87%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

55 Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

	As at March 31, 2023	As at March 31, 2022
Primary Security on following assets		
Inventories	606.03	534.14
Trade receivables	487.71	600.05
Moulds (forming part of Property, Plant and Equipment at WDV)	791.35	860.75
Total Current assets pledged as security	1,885.09	1,994.94
Non-Current assets		
Freehold Land	4.30	4.30
Leasehold Land	6.99	7.08
Buildings	309.22	543.25
Plant and Equipment	587.26	670.67
Other Assets	28.97	40.45
Total Non-Current assets pledged as security	936.74	1,265.75
Total Assets pledged as security	2,821.83	3,260.69

56 Commitments

Particulars

Estimated Amount of contracts remaining to be executed on capital account
[Net of Advances of INR Nil (previous year INR 25,47,000)]

	As at March 31, 2023	As at March 31, 2022
	298.23	269.67

Other commitments:

The Company has taken license of 100% EoU from Development Commissioner SEEPZ SEZ for unit II. As per the Letter of Permission dated 27th April 2021, the Company is required to achieve Net Foreign Exchange Earnings (NFE) obligation of Rs. 1,048 Lakhs during the period April 1, 2020 to March 31, 2025. The benefit is import without BCD which is approximately 12.5% and Rs. 20 Lakhs per month. The Company has achieved Net Foreign Exchange Earnings (NFE) of Rs. 415.22 Lakhs for the period April 01, 2020 to March 31, 2023. The Company has committed to achieve balance Net Foreign Exchange Earnings (NFE) of Rs. 632.78 Lakhs during the period April 01, 2023 to March 31, 2025.



Notes forming part of the Standalone Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

- 57** During the year the Company has not capitalised any borrowing costs as per Ind AS 23 - "Borrowing costs".
- 58** Previous year figures have been regrouped/ reclassified to confirm to the presentation as per Ind AS as required by Schedule III of the Act.

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469

As per our report of even date
For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Abhay M. Fadte
Partner
Membership No: 049939

Place : Mapusa, Goa
Date : May 30, 2023

K. G. Gupta
Managing Director
DIN : 00051863

Subhash Redkar
Executive Director
DIN : 08515642

Gurudas Sawant
Chief Financial Officer

Place : Mapusa, Goa
Date : May 30, 2023

Pooja Bicholkar
Company Secretary
ICSI Membership No: 54716



INDEPENDENT AUDITOR'S REPORT

To the Members of GKB Ophthalmics Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of GKB Ophthalmics Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group and its associate as at March 31, 2023, of consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

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 Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



1. Contingent Liabilities & Provisions

Refer Note No 41 to the accompanying Consolidated Financial Statements

The Group has received certain claims from the government authorities, which are disputed, with respect to demands and penalty for Excise duty, Sales Tax, Entry Tax and Income tax. These involve a high degree of judgement to determine probable, possible or a reliable estimate and outcome relating to the timing and the amount of outflow of resources embodying economic benefits which are also subject to estimation uncertainty since they are currently under disputes.

Also the amount of the claims disputed above are material to the financial position and cash flows of the Group.

Accordingly, we have considered it as a KAM.

Our audit procedures, in respect of this matter included :

- a. Obtained a detailed understanding of the managements process for determining statutory liabilities, provisions and contingent liabilities pertaining to claims or disputes.
- b. Verified the design and operating effectiveness of the Group's key controls over the estimation, monitoring and disclosure of provisions and contingent liabilities.
- c. Made corroborative inquiries with appropriate level of the management personnel including status update, expectation of outcomes with the basis, and the future course of action contemplated by the Group.
- d. Obtained the understanding of the matters involved by reading the correspondences, communications, minutes of the Audit Committee and/or the Board meetings and discussions with the appropriate Management personnel.
- e. Obtained direct confirmation letters from external legal counsels and reviewed them to assess the likelihood of outcome, for the purpose of provisioning.
- f. Involved our tax experts ("auditor's expert") to evaluate the key assumptions in estimating the tax provisions and assessed the possible outcome of the assessment / demands of the disputed claims.
- g. Evaluated the evidence supporting the judgement of the management about possible outcomes and the reasonableness of the assumptions and estimates, used in measuring the probable or possible impact.
- h. Evaluated appropriateness and adequacy of the disclosures of the contingent liability made in the Consolidated financial statements in accordance with the requirements of Ind AS 37 - 'Provisions, Contingent Liabilities and Contingent Asset' and Ind AS 12 - 'Income Taxes'.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including annexures but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the 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.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing ("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 consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.



Other Matters

- a. We did not audit the financial information of two subsidiaries, and one step-down subsidiary, whose financial information reflect total assets of Rs. 8,398.21 lakhs as at March 31, 2023, total revenues of Rs. 5,110.92 lakhs and net cash flows amounting to Rs. 287.36 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and step-down subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and step down subsidiary, is based solely on the reports of the other auditors.
- b. We did not audit the financial information of one step-down subsidiary, whose financial information reflect total assets of Rs. 79.72 lakhs as at March 31, 2023, total revenues of Rs. 156.19 lakhs and net cash flows amounting to Rs. 12.05 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 3.32 lakhs for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of one associate, whose financial information have not been audited by us. These financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this step-down subsidiary and associate, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid step-down subsidiary and associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company, none of the directors of the Group companies are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.



- f. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, which is incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate – Refer Note 41 to the consolidated financial statements.
 - ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. Unpaid dividend of Rs. 12,822 pertaining to FY 2009-10, has not been transferred to the Investor Education and Protection Fund by the Holding Company as on March 31, 2023 in accordance with the Companies Act, 2013 and the rules made thereunder, however we have been informed that the same has been paid to the respective Shareholders through Demand Drafts.
 - iv.
 - 1. The Management of the Holding Company has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company, and its subsidiary companies and associate to or in any other persons / entities, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediaries have, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, and its subsidiary companies and associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - 2. The Management of the Holding Company has represented that, to the best of its knowledge and belief, no funds have been received by the Holding Company, and its subsidiary companies and associate from any person(s) / entity(ies), including foreign entities, that the Holding Company and its subsidiary companies and associate company have directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - 3. Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management of the Holding Company in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management of the Holding Company under sub-clause (1) and (2) contain any material misstatement.
 - i. The Holding Company and its subsidiary Company incorporated in India have not declared or paid dividend during the year and therefore reporting compliance with [section 123](#) of the Act is not applicable.
 - ii. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company and its subsidiary Company incorporated in India only w.e.f. April 1, 2023, reporting under this clause is not applicable.



2. In our opinion, according to information, explanations given to us, the remuneration paid by the Holding Company and one step down subsidiary, which is incorporated in India, to its directors is within the limits prescribed under Section 197 of the Act and the rules thereunder.
3. According to the information and explanations given to us, the details of Qualifications/adverse remarks made by us and the respective auditors of the subsidiary in the Companies (Auditor's Report) Order 2020 (CARO) Reports issued till the date of our audit report for the companies included in the consolidated financial statements are as follows:

Sr. No	Name of the Company	CIN	Type of Company (Holding/Subsidiary/ Associate/Joint Venture)	Clause number of the CARO Report which is qualified or Adverse
1	GKB Ophthalmics Limited	L26109GA1981PLC000469	Holding Company	3(ii)(b)
2	GKB Ophthalmics Limited	L26109GA1981PLC000469	Holding Company	3(vii)(a)

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Abhay M. Fadte

Partner

Membership No. 049939

UDIN: 23049939BHAHQ5599

Place: Mapusa- Goa

Date: May 30, 2023



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GKB OPHTHALMICS LIMITED

Auditor's Responsibilities for the Audit of the Consolidated 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 consolidated 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 consolidated 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 ability of the Group and its associates 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 consolidated 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 Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the year ended March 31, 2023 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.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Abhay M. Fadte

Partner

Membership No. 049939

UDIN: 23049939BHAAHQ5599

Place: Mapusa- Goa

Date: May 30, 2023



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GKB OPHTHALMICS LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of GKB Ophthalmics Limited on the consolidated Financial Statements for the year ended March 31, 2023]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls reference to consolidated financial statements of GKB Ophthalmics Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which is incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which is incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to consolidated financial statements criteria established by the respective companies 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 ("the ICAI").

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding company and its subsidiary companies, which is incorporated in India, 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") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding company and its subsidiary company which is incorporated in India.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements 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 consolidated 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 consolidated financial statements

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one subsidiary company which is incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For M S K A & Associates Chartered Accountants

ICAI Firm Registration No. 105047W

Abhay M. Fadte
Partner
Membership No. 049939
UDIN: 23049939BHAHQ5599

Place: Mapusa- Goa
Date: May 30, 2023

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**Consolidated Balance Sheet as at March 31, 2023**

(Amount in INR Lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current Assets			
Property, Plant and Equipment	5	1,903.29	2,264.70
Capital work-in-progress	7	394.52	341.34
Other Intangible assets	6	0.22	0.41
Financial Assets			
Investments	8	188.77	196.87
Other financial assets	9	7.23	3.07
Non Current Tax asset (net)	11	41.56	30.97
Other non-current assets	10	337.85	624.94
Total Non-current Assets		2,873.44	3,462.30
Current Assets			
Inventories	12	3,873.95	3,770.38
Financial Assets			
Investments	8	0.07	0.07
Trade receivables	13	2,773.93	1,950.68
Cash and cash equivalents	14	236.41	589.37
Bank balances other than cash and cash equivalents	15	1,209.02	1,050.36
Other financial assets	16	165.48	100.20
Other Current assets	17	94.27	92.39
Total Current Assets		8,353.13	7,553.45
Total Assets		11,226.57	11,015.75
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	504.06	504.06
Other equity	19	5,765.26	5,805.51
Non - Controlling Interest	20	460.36	431.99
Total equity		6,729.68	6,741.56
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	21	117.00	161.64
Provisions	22	252.95	227.33
Deferred Tax Liabilities (Net)	36	-	15.88
Total non-current liabilities		369.95	404.85
Current liabilities			
Financial liabilities			
Borrowings	23	1,004.56	1,013.82
Trade payables	24		
i) total outstanding dues of micro enterprises and small enterprises		18.68	14.50
ii) total outstanding dues of creditors other than micro enterprise and small enterprise		2,360.70	2,542.05
Other financial liabilities	25	170.24	141.38
Other current liabilities	26	512.22	118.35
Provisions	22	42.56	39.24
Current tax liabilities (net)	27	17.98	-
Total current liabilities		4,126.94	3,869.34
Total liabilities		4,496.89	4,274.19
Total equity and liabilities		11,226.57	11,015.75
See accompanying notes to the consolidated financial statements	1 - 63		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date
For **M S K A & Associates**
Chartered Accountants
Firm Registration No. : 105047W

For and on behalf of the Board of Directors of
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469

Abhay M. Fadte
Partner
Membership No: 049939

K. G. Gupta
Managing Director
DIN : 00051863

Subhash Redkar
Executive Director
DIN : 08515642

Gurudas Sawant
Chief Financial Officer

Pooja Bicholkar
Company Secretary
ICSI Membership No. 54716

Place : Mapusa, Goa
Date : May 30, 2023

Place : Mapusa, Goa
Date : May 30, 2023



Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(Amount in INR Lakhs, unless otherwise stated)

	Notes	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Income			
Revenue from operations	28	7,547.45	7,093.76
Other income	29	92.33	115.45
Total income		7,639.78	7,209.21
Expenses			
Cost of materials consumed	30	1,401.37	1,386.15
Purchase of Stock-in-trade		3,363.68	3,432.27
Changes in inventories of finished goods, stock-in-trade and work-in-progress	31	(24.57)	(333.15)
Employee benefits expense	32	1,115.47	949.08
Finance costs	33	167.32	147.87
Depreciation and amortization expense	34	282.91	266.90
Other expenses	35	1,322.98	1,174.60
Total expenses		7,629.16	7,023.72
Profit / (Loss) before share of profit / (loss) of an associate		10.62	185.49
Share of profit / (loss) of an associate		3.32	9.13
Profit / (Loss) before tax		13.94	194.62
Tax expense			
Current tax	36	17.98	-
Deferred tax	36	(15.67)	0.24
Total income tax expense		2.31	0.24
Profit / (Loss) for the year		11.63	194.38
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability		(0.83)	(7.65)
Income tax effect		0.22	1.99
Other comprehensive income for the year, net of tax		(0.61)	(5.66)
Total comprehensive income for the year		11.02	188.72
Profit / (Loss) for the period attributable to			
Equity holders of the parent		(16.74)	127.43
Non-controlling interest		28.37	66.95
Other comprehensive income for the period attributable to			
Equity holders of the parent		(0.61)	(5.66)
Non-controlling interest		-	-
Total Comprehensive income for the period			
Equity holders of the parent		(17.35)	121.77
Non-controlling interest		28.37	66.95
Earnings / (Loss) per equity share			
Basic earnings / (Loss) per share (INR)	38	(0.33)	2.53
Diluted earnings / (Loss) per share (INR)	38	(0.33)	2.53
See accompanying notes to the consolidated financial statements	1 - 63		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date
For **M S K A & Associates**
Chartered Accountants
Firm Registration No. : 105047W

For and on behalf of the Board of Directors of
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469

Abhay M. Fadte
Partner
Membership No: 049939

K. G. Gupta
Managing Director
DIN : 00051863

Subhash Redkar
Executive Director
DIN : 08515642

Gurudas Sawant
Chief Financial Officer

Pooja Bicholkar
Company Secretary
ICSI Membership No. 54716

Place : Mapusa, Goa
Date : May 30, 2023

Place : Mapusa, Goa
Date : May 30, 2023

**Consolidated Statement of Cash Flows for the year ended March 31, 2023**

(Amount in INR Lakhs, unless otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from operating activities		
Profit / (Loss) before tax	13.94	194.62
Adjustments for:		
Depreciation and amortization expenses	282.91	266.90
Finance cost	167.32	147.87
Provision/(write-back) for Doubtful/ Bad Debts (net)	7.80	(6.39)
Unrealised exchange loss /(gain) (net)	-	0.79
Dividend Income	(0.05)	(0.09)
Interest income	(60.16)	(51.15)
Liabilities written back (net)	(0.04)	(0.56)
Profit on sale of investment	-	(0.65)
(Gain)/ loss on sale of Property, Plant & Equipment (net)	(5.67)	4.22
Share of profit in associate	(3.32)	(9.13)
Operating Profit / (Loss) before working capital changes	402.73	546.43
Changes in working capital		
Decrease/ (Increase) in inventories	(103.57)	(229.28)
Decrease/ (Increase) in trade receivables	(847.48)	(0.24)
(Increase) / Decrease in current assets	34.48	(41.41)
(Decrease)/ Increase in trade payables	(184.21)	172.20
(Decrease)/ Increase in financial liabilities	15.14	25.89
(Decrease)/ Increase in provisions	28.12	29.35
(Decrease)/ increase in other current liabilities	393.87	11.49
Cash generated from / (used in) operations	(260.92)	514.43
Income tax paid	(16.48)	(7.57)
Net cash flows from / (used in) operating activities (A)	(277.40)	506.86
Cash flow from Investing activities		
Payment for purchase of property, plant and equipment and intangible assets	(165.89)	(475.81)
Proceeds from sale / disposal of property, plant and equipment	220.01	12.89
Refund of capital advance	242.46	-
(Purchase of)/proceeds from sale of current investments (Net)	-	21.20
Net proceeds from / (amount deposited into) fixed deposits	(162.69)	77.28
Interest received	9.00	11.89
Dividend received	0.05	0.09
Net cash flow from /(used in) investing activities (B)	142.94	(352.46)
Cash flow from Financing activities		
Proceeds from / (Repayment of) short term borrowings (net)	2.60	(69.75)
Proceeds from long term borrowings	-	99.48
Repayment of long term borrowings	(56.46)	(51.46)
Interest paid	(164.51)	(144.71)
Dividend Paid	(0.13)	-
Net cash flow from / (used in) financing activities (C)	(218.50)	(166.44)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(352.96)	(12.04)
Cash and cash equivalents at the beginning of the year	589.37	601.41
Cash and cash equivalents at the end of the year	236.41	589.37
Cash and cash equivalents comprise (Refer note 14)		
Balances with banks		
On current accounts	234.11	586.86
Cash on hand	2.30	2.51
Total cash and bank balances at end of the year	236.41	589.37
See accompanying notes to the consolidated financial statements	1 - 63	

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date
For **M S K A & Associates**
Chartered Accountants
Firm Registration No. : 105047WFor and on behalf of the Board of Directors of
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469**Abhay M. Fadte**
Partner
Membership No: 049939**K. G. Gupta**
Managing Director
DIN : 00051863**Subhash Redkar**
Executive Director
DIN : 08515642**Gurudas Sawant**
Chief Financial Officer**Pooja Bicholkar**
Company Secretary
ICSI Membership No. 54716Place : Mapusa, Goa
Date : May 30, 2023Place : Mapusa, Goa
Date : May 30, 2023



Consolidated Statement of changes in equity for the year ended March 31, 2023

(Amount in INR Lakhs, unless otherwise stated)

(A) Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount	Amount
Equity shares of Rs 10 each issued, subscribed and fully paid		
Opening balance	504.06	504.06
Changes in equity share capital during the year	-	-
Closing balance	504.06	504.06

(B) Other equity

Particulars	Balance as at April 01, 2021	Profit / (Loss) for the year	Other comprehensive income	Others	Balance as at March 31, 2022
Retained earnings	2,690.78	127.43	-	127.97	2,946.18
General Reserve	553.65	-	-	229.96	783.61
FVTOCI Reserve on defined benefit plan	(41.94)	-	(5.66)	-	(47.60)
Capital Reserves	178.91	-	-	-	178.91
Investment Allowance (Utilised) Reserve	22.29	-	-	-	22.29
Foreign Currency Translation Reserve	373.54	-	-	(453.85)	(80.31)
Securities Premium Reserve	1,983.93	-	-	18.50	2,002.43
Total reserves	5,761.16	127.43	(5.66)	(77.42)	5,805.51

Particulars	Balance as at April 01, 2022	Profit / (Loss) for the year	Other comprehensive income	Others	Balance as at March 31, 2023
Retained earnings	2,946.18	(16.74)	-	205.22	3,134.66
General Reserve	783.61	-	-	18.82	802.43
FVTOCI Reserve on defined benefit plan	(47.60)	-	(0.61)	-	(48.21)
Capital Reserves	178.91	-	-	-	178.91
Investment Allowance (Utilised) Reserve	22.29	-	-	-	22.29
Foreign Currency Translation Reserve	(80.31)	-	-	(288.97)	(369.28)
Securities Premium Reserve	2,002.43	-	-	42.03	2,044.46
Total reserves	5,805.51	(16.74)	(0.61)	(22.90)	(5,765.26)

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date
For **M S K A & Associates**
Chartered Accountants
Firm Registration No. : 105047W

For and on behalf of the Board of Directors of
GKB Ophthalmics Limited
CIN : L26109GA1981PLC000469

Abhay M. Fadte
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Company Secretary
ICSI Membership No. 54716

Place : Mapusa, Goa
Date : May 30, 2023

Place : Mapusa, Goa
Date : May 30, 2023



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

1 GENERAL INFORMATION

GKB Ophthalmics Limited (the "Company" or "Parent") is a public limited company domiciled in India and was incorporated on 10th December 1981 under the provisions of the Companies Act, 1956 applicable in India. Its registered and principal office of business is located at 16-A, Thivim Industrial Estate, Mapusa, Goa 403 526, India.

The Group is engaged in manufacture and sale of ophthalmic lenses made up of Glass and Plastic.

The Board of Directors of the Holding Company approved the Consolidated Financial Statements for the year ended March 31, 2023 and authorised for issue on May 30, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies adopted by the Group are as under:

2.1 Basis of Preparation of Consolidated Financial Statements

(a) Compliance with Ind AS

These consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain Financial Assets and Financials Liabilities	Fair Value
Net Defined Benefit (asset)/liability	Present value of defined benefit obligation less fair value of plan assets

(c) All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisitions of materials for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

(d) Use of estimates

The preparation of Consolidated financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

(e) Principles of consolidation :

The consolidated financial statements comprise the financial statements of the Parent and its Subsidiaries as at March 31, 2023. Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the group controls an investee if, and only if, the group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority voting rights results in control. To support this presumption and when the group has less than a majority of the voting or similar rights of an investee, the group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements,
- The Group's voting rights and potential voting rights, and
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting right holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the group obtains control. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary. Assets, liabilities, income and expenses of the subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date group gains control until the date the group ceases to control the subsidiary.

A Change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other comprehensive equity while any resultant gain or loss is recognised in statement of profit and loss. Any investment retained as recognised at fair value.

(g) Basis of consolidation :

The financial statements of the parent and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and unrealised profits resulting there from and are prepared, to the extent possible, in the same form and manner as the Parent's independent financial statements. The profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the group and to the non-controlling interest, even if this results in the non-controlling interest having a deficit balance.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group members financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting reporting date as that of holding company i.e. year ended on March 31, 2023

2.2 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost of property, plant and equipment comprises its purchase price net of any discounts and rebates, any import duties and other taxes (other than those subsequently recovered from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses, decommissioning costs, if any, and interest on borrowings attributable to it up to the date it is ready for its intended use. Cost of property, plant and equipment that are not yet ready for their intended use at the balance sheet date are shown under capital work-in-progress.

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

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

Property, Plant & Equipment's residual values and useful lives are reviewed at each Balance sheet date and changes, if any, are treated as changes in accounting estimates.

Depreciation methods, estimated useful lives

The Group depreciates Property, plant and equipments using the straight line method over their estimated useful lives as under :

Property, plant and equipment	Useful Life
Building	30 to 60 years
Plant & Machinery	1 to 15 years
Furniture and Fixtures	1 to 10 years
Office Equipment	1 to 5 years
Vehicles	8 to 10 years
Computers	1 to 15 years

Leasehold land is amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building.

Based on the technical experts assessment of useful life, certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Companies Act, 2013. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income' or 'Other Expenses'.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

In case of foreign subsidiaries / Companies, depreciation on property, plant and equipment has been provided at the rates required / permissible by the GAAPs of the respective countries. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

2.3 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses.

2.4 Other Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization.

Amortisation, estimated useful lives

The Group amortises intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful Life
Computer Software	6 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.5 Foreign Currency Transactions**(a) Functional and presentation currency**

Items included in the Consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated financial statements are presented in Indian rupee (INR), which is the holding Company's functional and presentation currency. All amounts have been rounded-off in Rs. lakhs, unless otherwise indicated.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statement of profit and loss are translated at average rate during the year. The exchange differences arising on translation for consolidation are recognised in other equity.

Any Goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate of exchange at the reporting date.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

2.6 Revenue Recognition

Sale of goods

Revenue from the sale of goods is recognised when the Group satisfies the performance obligation by transferring promised goods to the customer. The revenue is measured based on transaction price, which is the fair value of consideration received or receivable, and is net of discounts, allowances, returns, Goods and Services Tax (GST) and amounts collected on behalf of third party.

Rendering of services

Revenue is recognised in accordance with the terms of the contract with customers when the identified performance obligation is completed. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of indirect taxes, trade allowances, rebates and amounts collected on behalf of third parties.

Other operating income

Export incentive under various schemes are accounted in the year of export on accrual basis when the right to receive is established.

Other Income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

Dividend income is accounted for when the right to receive the same is established, which is generally when the shareholders approve the dividend.

2.7 Taxes on Income

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.8 Leases**As a lessee**

The Group's lease asset classes primarily consist of leasehold land. The Group 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 Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

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

2.9 Inventories

Inventories are valued at the lower of cost and net realisable value.

Raw materials, stores, spares and consumable tools, packing materials, work-in-process and finished goods are valued at lower of cost or net realisable value.

In case of raw materials, stores, spares, consumable tools and packing materials, cost represents purchase price and other costs incurred for bringing the inventories to their present location and conditions and is determined on "weighted average" basis.

In case of work-in-process and finished goods, cost represents cost of raw material, cost of conversion such as direct labour, direct expenses, etc. and production overheads which are based on normal level of production.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

Cost of traded goods is determined on a weighted average basis.

The comparison of cost and net realizable value is made on item by item basis.

2.10 Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.11 Provisions, contingent liabilities, Contingent assets

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed 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 Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Reimbursement by another party, expected in respect of expenditure required to settle a provision, is recognised when it is virtually certain that reimbursement will be received if the obligation is settled.

Contingent assets are neither recognised nor disclosed.

Provisions, contingent liabilities, contingent assets are reviewed at each balance sheet date.

2.12 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

2.13 Employee Benefits**(a) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Other long-term employee benefit obligations**(i) Defined contribution plan**

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the holding Company or Parent has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the holding Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Superannuation: Contributions to the superannuation fund, which is administered by Life Insurance Corporation of India, are charged to the Statement of Profit and Loss.

(ii) Defined benefit plans

Gratuity: The Parent Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Holding Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

(iii) Other long term employee benefit obligations

Compensated Absences:

The employees of the Parent Company are entitled to encashment of un-availed leave. The employees can carry forward a portion of the unutilised leave and receive cash compensation at retirement or termination of employment. The Parent Company records an obligation for encashment of un-availed leave in the period in which the employee renders the services, based on an actuarial valuation at the balance sheet date, carried out by an independent actuary.

2.14 Contributed equity

Equity shares are classified as equity share capital.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.16 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or Production of a Qualifying asset are capitalised as part of cost of such Asset till such time as the asset is ready for its intended use or sale.

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

All other borrowing costs are recognised as an expense in the period in which they are incurred.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

2.17 Statement of cash flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.18 Exceptional items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the group is such that its disclosure improves the understanding of the performance of the group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

2.19 Segment accounting

The Group operates in one primary segment i.e. Ophthalmics lenses. The Group identifies primary operating segment based on the different risks and returns, the organisation structure, the internal reporting systems and review by chief operating decision maker. Secondary segments are identified on the basis of geography in which sales have been effected.

2.20 Business combinations

Business combinations are accounted for using acquisition method. The cost of acquisition is measured as aggregate of consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the group elects whether it measures non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the fair value on acquisition date of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit and loss

Any contingent consideration to be transferred by the acquirer will be recognised at the fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised either in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is from acquisition date, allocated to each of the groups cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where the goodwill forms the part of a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash generating unit retained.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Common control business combinations includes transactions, such as transfer of subsidiaries or businesses, between entities within a Group

Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The financial information in the financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as the share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and the purpose in the notes.

2.21 Investment in associates and joint ventures

An associate is an entity which the group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement which exists only when decisions about the relevant activities require unanimous consent of the parties sharing

The Group's investments in the associate are accounted by using the equity method.

Under the equity method, the investment in an associate or joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate or a joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or a joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or a joint venture, the group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit and loss of an associate and a joint venture is shown on the face of the statement of profit and loss outside operating profit and represents profit and loss after tax of the associate.

The financial statements of the associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

After application of the equity method, the group determines whether it is necessary to recognise an impairment loss on its investment in its associate or a joint venture. At each reporting date, the group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as " Share of profit of an associate or joint venture in the statement of profit and loss.

2.22 Fair value measurement

The Group measures financial instruments at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ₹ In the principal market for the asset or liability, or
- ₹ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the holding Company.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ₹ Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ₹ Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ₹ Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.23 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets**(i) Initial recognition and measurement**

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 8-quarters ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 8-quarter ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 8-quarters ECL is a portion of the lifetime ECL which results from default events that are possible within 8-quarters after the year end.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b) Financial liabilities**(i) Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the holding Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

(c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

(d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet if there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the holding Company or the counterparty.

2.24 Rounding off amounts

All amounts disclosed in consolidated financial statements and notes have been rounded off to the nearest lakhs as per requirement of Schedule III of the Act, unless otherwise stated.

3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the preparation of the consolidated financial statements, the management makes judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively. Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2023 are as below :

(a) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(b) Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortisation expense in future periods.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(c) Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(d) Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the consolidated financial statements.

4.1 The Ministry of Corporate Affairs ("MCA") has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated March 31, 2023 to amend certain Ind ASs which are effective from 01 April 2023:

Below is a summary of such amendments:

(i) Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The MCA issued amendments to Ind AS 1, providing guidance to help entities meet the accounting policy disclosure requirements. The amendments aim to make accounting policy disclosures more informative by replacing the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure.

The amendments are effective for annual reporting periods beginning on or after 01 April 2023. The Group is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(ii) Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are effective for annual reporting periods beginning on or after 01 April 2023. The amendments are not expected to have a material impact on the consolidated financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12 Income taxes

The amendment to Ind AS 12, requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. Ind AS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.

The Group is currently assessing the impact of the amendments.

- (iv) The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

4.2 Standards that became effective during the year

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022 with certain amendments, effective from 01 April 2022, did not have any material impact on the consolidated financial statements.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

5 PROPERTY, PLANT AND EQUIPMENT

	Gross Block					Depreciation					Net Block	
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	Transalation Adjustments	As at March 31, 2023	As at April 01,2022	For the year	Deductions/ Adjustments	Transalation Adjustment	As at March 31, 2023	As at March 31, 2023	As at March 30, 2022
Owned assets												
Freehold Land	4.30	-	-	-	4.30	-	-	-	-	-	4.30	4.30
Leasehold Land	45.91	-	-	(3.02)	48.93	15.78	1.04	-	(1.16)	17.98	30.95	30.13
Buildings	791.69	-	228.21	(2.11)	565.59	239.30	25.15	13.86	(4.19)	254.78	310.81	552.39
Plant and Machinery	1,768.29	8.98	-	(0.37)	1,777.64	1,097.61	92.39	-	(0.37)	1,190.37	587.27	670.68
Plant and Machinery- Moulds	1,487.38	59.65	0.66	-	1,546.37	626.63	128.40	0.01	-	755.02	791.35	860.75
Furniture and Fixtures	231.41	0.40	-	(7.39)	239.20	174.52	13.82	-	(5.41)	193.75	45.45	56.89
Office Equipment	59.31	32.08	-	(2.38)	93.77	42.91	6.46	-	(1.30)	50.67	43.10	16.40
Vehicles	269.20	24.55	-	(14.18)	307.93	196.04	15.46	-	(6.37)	217.87	90.06	73.16
Total	4,657.49	125.66	228.87	(29.45)	4,583.73	2,392.79	282.72	13.87	(18.80)	2,680.44	1,903.29	2,264.70

	Gross Block					Depreciation					Net Block	
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments	Transalation Adjustments	As at March 31,2022	As at April 01,2021	For the year	Deductions/ Adjustments	Transalation Adjustment	As at March 31, 2022	As at March 31, 2022	As at 1 April 2021
Owned assets												
Freehold Land	4.30	-	-	-	4.30	-	-	-	-	-	4.30	4.30
Leasehold Improvement	44.31	-	-	(1.60)	45.91	15.04	0.97	-	0.23	15.78	30.13	29.27
Buildings	790.76	-	-	(0.93)	791.69	213.21	25.58	-	(0.51)	239.30	552.39	577.55
Plant and Machinery	1,785.37	8.74	26.02	(0.20)	1,768.29	1,017.98	95.43	15.98	(0.18)	1,097.61	670.68	767.39
Plant and Machinery- Moulds	1,337.54	155.40	5.56	-	1,487.38	509.69	117.02	0.08	-	626.63	860.75	827.85
Furniture and Fixtures	248.03	0.14	35.72	(18.96)	231.41	194.08	11.00	34.12	(3.56)	174.52	56.89	53.95
Office Equipment	63.68	34.86	15.16	24.07	59.31	51.73	5.85	15.16	(0.49)	42.91	16.40	11.95
Vehicles	210.19	46.12	0.30	(13.19)	269.20	181.69	10.78	0.30	(3.87)	196.04	73.16	28.50
Total	4,484.18	245.26	82.76	(10.81)	4,657.49	2,183.42	266.63	65.64	(8.38)	2,392.79	2,264.70	2,300.76



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

6 OTHER INTANGIBLE ASSETS

(Amount in INR)

	Gross Block					Depreciation					Net Block	
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	Transalation Adjustments	As at March 31, 2023	As at April 01,2022	For the year	Deductions/ Adjustments	Transalation Adjustment	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Computer Software	19.57	-	-	-	19.57	19.16	0.19	-	-	19.35	0.22	0.41
Goodwill	-	-	-	-	-	-	-	-	-	-	-	-
Total	19.57	-	-	-	19.57	19.16	0.19	-	-	19.35	0.22	0.41
	Gross Block					Depreciation					Net Block	
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments	Transalation Adjustments	As at March 31,2022	As at April 01,2021	For the year	Deductions/ Adjustments	Transalation Adjustment	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Computer Software	19.57	-	-	-	19.57	18.90	0.26	-	-	19.16	0.41	0.67
Goodwill	73.79	-	73.79	-	-	-	-	-	-	-	-	-
Total	93.36	-	73.79	-	19.57	18.90	0.26	-	-	19.16	0.41	0.67



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

7 Capital-Work-in-Progress (CWIP)

(a) For Capital-work-in-progress movement schedule

For the year ended March 31,2023

	As at 1 April 2022	Expenditure during the year	Capitalised during the year	Impairment	Written off	Closing as at March 31, 2023
Amount	341.34	53.18	-	-	-	394.52

For the year ended March 31,2022

	As at 1 April 2022	Expenditure during the year	Capitalised during the year	Impairment	Written off	Closing as at March 31, 2022
Amount	122.85	218.49	-	-	-	341.34

(b) For Capital-work-in-progress ageing schedule

As at March 31,2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	53.18	218.49	122.85	-	394.52
Project temporarily suspended	-	-	-	-	-

As at March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	218.49	122.85	-	-	341.34
Project temporarily suspended	-	-	-	-	-



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

8 FINANCIAL ASSETS- INVESTMENTS

A Investment in equity instruments (fully paid-up)

a Unquoted equity shares
 - In Associate
 GKB Vision FZC, Sharjah
 49 equity shares (March 31, 2022: 49 shares) of nominal value of AED 1500 each fully paid-up
 Add : Share in profit of associates for current year

- In Others
 Saraswat Co-operative Bank Limited
 2,500 equity shares (March 31, 2022: 2,500 equity shares) of ₹ 10 each fully paid-up

 Prescription Optical Products LLC

B Investments in Mutual Funds at fair value through profit and loss (fully paid)

i Fair value through profit and loss (FVTPL)
 - Investments in Mutual Funds (unquoted) (Refer footnote i)

Total Investments

Current
 Non- Current

Aggregate book value of:
 Mutual Funds (unquoted)

Aggregate market value of:
 Mutual Funds (unquoted)

i. Details of investments in Mutual Funds designated at FVTPL:

	As at March 31, 2023	As at March 31, 2022
	185.20	176.07
	3.32	9.13
	188.52	185.20
	0.25	0.25
	-	11.42
	188.77	196.87
	0.07	0.07
	0.07	0.07
	0.07	0.07
	188.77	196.87
	188.84	196.94
	0.07	0.07
	0.07	0.07

	Number of units		Amount (in Rs.)	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
JM Liquid Fund - Savings Plan	675.00	618	0.07	0.07
	675.00	618.00	0.07	0.07

9 Other non current financial assets

Margin money deposits:
 Margin money deposits maturing after 12 months from reporting date
Total Other non current financial assets

	As at March 31, 2023	As at March 31, 2022
	7.23	3.07
	7.23	3.07



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

10 Other non-current assets

Capital advance*
Security deposits
Balance with Government authorities

	As at March 31, 2023	As at March 31, 2022
	95.00	337.46
	55.84	55.85
	187.01	231.63
	337.85	624.94

* Value of contracts on capital account remaining to be executed as at March 31,2023 is Rs. 298.23 lakhs (March 31, 2022: Rs. 269.67)

11 Non Current Tax asset (net)

Income tax receivable (net of provision for tax of Rs. 373.75 lakhs
(March 31, 2021 - Rs 373.75 lakhs))

	As at March 31, 2023	As at March 31, 2022
	41.56	30.97
	41.56	30.97

12 Inventories*

(Valued at the lower of cost and net realizable value)

Raw materials
Work in progress
Finished goods
Packing material
Store and spares parts
'Store and spares parts in transit
Stock in trade

	As at March 31, 2023	As at March 31, 2022
	228.87	153.35
	17.82	17.04
	250.76	258.63
	15.00	12.74
	93.58	85.31
	-	7.06
	3,267.92	3,236.25
	3,873.95	3,770.38

*Hypothecated as charge against short term-borrowings. Refer note 23.

During the year ended 31 March 2023, INR 10.98 (31 March 2022: INR 12.46 lakhs) was recognized as expense for inventories recognized at net realizable value.

13 Trade receivables

Considered good
 '- Related parties (refer note 42)
 '- Others
-Considered doubtful
Less-Allowance for bad and doubtful debts

	As at March 31, 2023	As at March 31, 2022
	120.96	496.95
	2,652.97	1,453.73
	68.47	61.72
	(68.47)	(61.72)
	2,773.93	1,950.68

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Ageing of Trade Receivables

As at March 31, 2023			Outstanding for following periods from due date of Receipts					
	Unbilled Dues	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	1,820.09	618.77	81.54	77.42	9.48	166.63	2,773.93
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	1.95	0.52	1.17	2.56	3.40	58.87	68.47
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	(1.95)	(0.52)	(1.17)	(2.56)	(3.40)	(58.87)	(68.47)
	-	1,820.09	618.77	81.54	77.42	9.48	166.63	2,773.93

As at March 31, 2022			Outstanding for following periods from due date of Receipts					
	Unbilled Dues	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	1,246.11	437.23	28.83	51.41	21.05	166.05	1,950.68
(ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	24.21	5.65	1.08	-	3.80	26.98	61.72
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	(24.21)	(5.65)	(1.08)	-	(3.80)	(26.98)	(61.72)
	-	1,246.11	437.23	28.83	51.41	21.05	166.05	1,950.68



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

14 Cash and cash equivalents

Balances with banks:

On current accounts
Cash on hand

As at March 31, 2023	As at March 31, 2022
234.11	586.86
2.30	2.51
236.41	589.37

15 Bank balances other than Cash and cash equivalent

In Fixed deposit with maturity for more than 3 months but less than 12 months from balance sheet date

Other balances

Earmarked balances with banks:
Unpaid dividends *
Margin money deposits #

As at March 31, 2023	As at March 31, 2022
1,175.00	992.00
-	0.13
34.02	58.23
1,209.02	1,050.36

* Unpaid dividend of Rs.0.13 lakhs pertaining FY 2009-10 of the Holding Company, has not been transferred to the investor education and protection fund by the Holding Company as on march 31, 2023 in accordance with the companies act, 2013 and rules made thereunder, the same has been paid to the respective shareholders through demand draft.

Kept as lien against outstanding bank guarantee and letter of credit amounting to Rs. 197.39 lakhs as on March 31, 2023 (March 31, 2022 - Rs. 300.70 lakhs)

16 Other financial assets

Security deposit
Employee advances
Interest accrued on fixed deposits
Total Other financial assets

As at March 31, 2023	As at March 31, 2022
46.05	32.92
4.78	3.79
114.65	63.49
165.48	100.20

17 Other current assets

Advance recoverable in kind
Balance with revenue authorities
Prepaid expenses

As at March 31, 2023	As at March 31, 2022
18.38	28.75
13.76	10.57
62.13	53.07
94.27	92.39



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

18 Share capital

(a) Equity shares

Authorized

70,00,000 (March 31, 2021: 70,00,000) equity shares of Rs. 10 each

Issued, subscribed and paid up

Issued :

50,86,980 (March 31, 2021: 50,86,980) equity shares of Rs. 10 each fully paid

Subscribed and Paid up :

50,40,580 (March 31, 2021: 50,40,580) equity shares of Rs. 10 each fully paid

	As at Mar 31, 2023	As at Mar 31, 2022
	700.00	700.00
	700.00	700.00
	508.70	508.70
	504.06	504.06
	504.06	504.06

(b) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Equity Shares at the beginning of the year

Add: Issued during the year

Equity Shares at the end of the year

As at March 31, 2023		As at March 31, 2022	
Number of shares (in lakhs)	Amount	Number of shares (in lakhs)	Amount
50.41	504.06	50.41	504.06
-	-	-	-
50.41	504.06	50.41	504.06

(c) Rights, preferences and restrictions attached to equity shares

Equity Shares: The Holding Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the event of liquidation of the holding company. In the event of liquidation of the holding company, the holders of equity shares will be entitled to receive remaining assets of the holding company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of Rs. 10 each fully paid				
Krishna Gopal Gupta	9,00,412	17.86%	9,00,412	17.86%
Krishna Murari Gupta	3,27,207	6.49%	3,27,207	6.49%
Vikram Gupta	4,23,105	8.39%	4,23,105	8.39%
Gaurav Gupta	4,07,966	8.09%	4,07,966	8.09%
Veena Gupta	3,00,753	5.97%	3,00,753	5.97%
K. G. Gupta (HUF)	2,76,442	5.48%	2,74,011	5.44%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(e) Promoter Name	As at Mar 31, 2023			As at Mar 31, 2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Mr. Krishna Gopal Gupta	9,00,412	17.86%	-	9,00,412	17.86%	-
Mr. Vikram Gupta	4,23,105	8.39%	-	4,23,105	8.39%	-
Mr. Gaurav Gupta	4,07,966	8.09%	-	4,07,966	8.09%	-
Mrs. Veena Gupta	3,00,753	5.97%	-	3,00,753	5.97%	-
Mrs. Shefali Chawla	2,42,464	4.81%	-	2,42,464	4.81%	-
Krishna Gopal Gupta (HUF)	2,76,442	5.48%	0.89%	2,74,011	5.44%	15.03%
Krishna Murari Gupta	3,27,207	6.49%	-	3,27,207	6.49%	-
Usha Gupta	84,799	1.68%	-26.07%	1,14,707	2.28%	-
Vivek Gupta	-	-	-100%	3,333	0.07%	-86.70%
Aditya Gupta	15,340	0.30%	-6.12%	16,340	0.32%	-
Total	29,78,488	59.09%		30,10,298	59.72%	

(f) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(g) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

19 Other equity

(A) Securities premium reserve (SPR)*

Opening balance
Add/ (Less): adjustment of foreign currency translation reserve
Closing balance

As at March 31, 2023	As at March 31, 2022
2,002.43	1,983.93
42.03	18.50
2,044.46	2,002.43

* SPR comprises of premium on issue of shares to be utilised in accordance with the Companies Act, 2013

(B) General reserve (GR)

Opening balance
Add/ (Less): adjustment of foreign currency translation reserve
Add/ (Less): Other adjustments
Closing balance

As at March 31, 2023	As at March 31, 2022
783.61	553.65
18.82	8.97
-	220.99
802.43	783.61

* GR is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

(C) Surplus/(deficit) in the Statement of Profit and Loss

Opening balance
Add/ (Less): Profit / (Loss) for the current year
Add/ (Less): adjustment of foreign currency translation reserve
Add/ (Less): Other adjustments
Closing balance

As at March 31, 2023	As at March 31, 2022
2,946.18	2,690.78
(16.74)	127.43
205.22	80.52
-	47.45
3,134.66	2,946.18



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(D) FVTOCI reserve on defined benefit plan (net of tax)

Opening Balance
Remeasurement gain / (loss) on defined bebefit plans (net of tax)
Closing balance

As at March 31, 2023	As at March 31, 2022
(47.60)	(41.94)
(0.61)	(5.66)
(48.21)	(47.60)

(D) Capital reserves (CR)*

Opening balance
Add : Amount forfeited on cancellation of warrants
Closing balance

As at March 31, 2023	As at March 31, 2022
178.91	178.91
-	-
178.91	178.91

* CR up to the nominal value of shares is created out of distributable profit for buyback of shares as per the Act.

(E) Investment Allowance (utilised) Reserve

Opening balance
Add : Movement during the year
Closing balance

As at March 31, 2023	As at March 31, 2022
22.29	22.29
-	-
22.29	22.29

(F) Foreign currency translation reserve

Opening balance
Add : Movement during the year
Closing balance

As at March 31, 2023	As at March 31, 2022
(80.31)	373.54
(288.97)	(453.85)
(369.28)	(80.31)
5,765.26	5,805.51

Total other equity

20 NON - CONTROLLING INTEREST

Opening balance
Add:- profit for the period post acquisition
Total Non - Controlling Interest

As at March 31, 2023	As at March 31, 2022
431.99	365.04
28.37	66.95
460.36	431.99

21 Non-current borrowings

(a) Term loan
From Bank (Refer note below)

Less: Amount disclosed under the head "Other financial liabilities"
Total long term borrowings

As at March 31, 2023	As at March 31, 2022
157.00	213.50
157.00	213.50
40.00	51.86
117.00	161.64

Terms of repayment

During the year ended March 31, 2023, no new term loan has been availed by the holding company from bank (As on March 31, 2022 Rs. 100.00 lakhs availed from Saraswat bank)

- 1) The term loan under Common Covid-19 Emergency Credit Line (CCECL) repaid in full during the yearamounting to Rs. 11.32 lakhs including interest. (As on March 31, 2022 - Rs. Rs. 11.19 lakhs balance was outstanding).
- 2) Rs. 120 lakhs term loan under Guaranteed Emergency Credit Line (GECL) repayable in 36 equal monthly installments after a moratorium of 12 months. Balance outstanding as on March 31, 2023 Rs. 57.04 lakhs (March 31, 2022 - Rs. 102.84 lakhs).The above loans are secured by means of first charge over Factory land & building, Inventories and Trade recievables and second charge on all Plant & machinery and other fixed assets.
- 3) Rs. 100.00 lakhs term loan under Guaranteed Emergency Credit Line (GECL) repayable in 36 equal monthly installments after a moratorium of 24 months. Balance outstanding as on March 31, 2023 Rs. 100.78 lakhs(Including accrued interest)(March 31, 2022 - Rs. 99.47 lakhs).The above loans are secured by means of first charge over Factory land & building, Inventories and Trade recievables and second charge on all Plant & machinery and other fixed assets.

The holding Company has obtained term loan from Bank/ Financial Institution during the financial year 2021-22. As per the Loan Agreement/ term sheet, the said Loan was taken for the purpose of working capital requirement. The holding company has used such borrowings for the purposes as stated in the loan agreement.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Repayment schedule for secured loan taken during the year

As at March 31, 2023

Particulars	CGECL-State Bank of India	GECL - State Bank of India	GECL TL - Saraswat	Total
Loan Principal amount	50.00	120.00	100.00	270.00
Outstanding amount as on 31 March 2023	-	57.04	100.00	157.04
Number of instalments due (Nos)	-	18.00	-	-
Rate of Interest (%)	9.80%	7.40%	9.25%	-
Within one year (INR)	-	40.00	-	40.00
After one year but not more than 5 years (INR)	-	17.04	100.00	117.04
More than 5 years (INR)	-	-	-	-

As at March 31, 2022

Particulars	CGECL-State Bank of India	GECL - State Bank of India	GECL TL - Saraswat	Total
Loan Principal amount	50.00	120.00	100.00	270.00
Outstanding amount as on 31 March 2022	11.19	102.84	99.47	213.50
Number of instalments due (Nos)	4.00	31.00	-	-
Rate of Interest (%)	9.80%	7.40%	9.25%	-
Within one year (INR)	11.19	40.67	-	51.86
After one year but not more than 5 years (INR)	-	62.17	99.47	161.64
More than 5 years (INR)	-	-	-	-

22 Provisions

Long term

Provision for gratuity (unfunded) (Refer note 39)
 Provision for gratuity (funded) (Refer note 39)
 Provision for leave encashment (unfunded)

	As at March 31, 2023	As at March 31, 2022
	170.78	148.03
	59.90	58.45
	22.27	20.85
	252.95	227.33

Short term

Provision for gratuity (funded) (Refer note 39)
 Provision for leave encashment (unfunded)

	As at March 31, 2023	As at March 31, 2022
	28.02	23.97
	14.54	15.27
	42.56	39.24

23 SHORT - TERM BORROWINGS#

Secured, from bank, term loan (Refer footnote)
 -Packing credit
 -Cash credit
 Current maturity of Long Term Debts

	As at March 31, 2023	As at March 31, 2022
	-	49.87
	964.56	912.09
	40.00	51.86
	1,004.56	1,013.82

Footnote: # The above facilities from banks are secured by hypothecation of the holding Company's entire present and future stocks of raw materials, finished goods, work in progress, moulds, consumable stores & spares, book debts, other current assets, mortgage of leasehold land, factory building, plant & machinery, all other fixed assets of the holding Company or Parent and personal guarantee of Directors.

The holding Company has obtained term loan from the Bank/Financial institution during the financial year 2021-22. as per the Loan Agreement / term sheet, the said Loan was taken for the purpose of working capital requirement. The holding company has used such borrowings for the purposes as stated in the loan agreement.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

24 Trade payables

Total outstanding dues of micro enterprises and small enterprises
Total outstanding dues of creditors other than micro enterprises and small enterprises

	As at March 31, 2023	As at March 31, 2022
	18.68	14.50
	2,360.70	2,542.05
	2,379.38	2,556.55

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	18.68	14.50
Interest	2.03	3.16
Total	20.71	17.66
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	2.03	3.16
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	10.92	8.89
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.		-

As at March 31, 2023	Current						
Particulars			Outstanding for following periods from due date of Payment				
	Unbilled Dues	Payables Not Dues	Less than 1year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	5.90	12.78	-	-	-	18.68
(ii) Others	61.05	962.95	1,131.79	65.43	-	139.48	2,360.70

As at March 31, 2022	Current						
Particulars			Outstanding for following periods from due date of Payment				
	Unbilled Dues	Payables Not Dues	Less than 1year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	4.37	10.13	-	-	-	14.50
(ii) Others	64.77	234.92	2,030.39	83.01	0.19	128.77	2,542.05

25 Other financial liabilities

Other financial liabilities at amortised cost

Creditors for capital goods
Unpaid dividend*
Interest Payable on Term Loan
Others liabilities

Employee Benefits payable:

-Salary payable
-Bonus payable
-Superannuation payable

Total other financial liabilities

	As at March 31, 2023	As at March 31, 2022
	26.94	14.01
	-	0.13
	0.79	-
	1.00	2.80
	113.83	81.86
	17.68	34.22
	10.00	8.36
	170.24	141.38

* Unpaid dividend of Rs.0.13 lakhs pertaining FY 2009-10 of the Holding Company, has not been transferred to the investor education and protection fund by the Holding Company as on march 31, 2023 in accordance with the companies act, 2013 and rules made thereunder, the same has been paid to the respective shareholders through demand draft.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

26 Other Current liabilities

Statutory dues payable
Advance from customer
Excess payment on share allotment pursuant to share warrant
Total other current liability

As at March 31, 2023	As at March 31, 2022
39.75	21.21
472.47	19.64
-	77.50
512.22	118.35

27 Current tax liabilities

Provision for Income Tax
Total Current tax liabilities

As at March 31, 2023	As at March 31, 2022
17.98	-
17.98	-

28 Revenue from operations

Revenue from contracts with customers

- Sale of goods
- Sale of services
- Other operating income - Sale of raw materials, stores and packing material (I)

Other operating revenue
- Export incentives (MEIS) (II)

Total Revenue from operations (I + II)

For the Year ended March 31, 2023	For the Year ended March 31, 2022
7,537.82	7,074.10
0.53	0.53
4.53	12.02
7,542.88	7,086.65
4.57	7.11
4.57	7.11
7,547.45	7,093.76

29 Other income

Interest income
- on fixed deposits
Provision for Doubtfull Debts written back (Net)
Dividend Income
- from other than Subsidiary
Foreign exchange fluctuation (net)
Other non Operating Income -Sale of miscellaneous scrap
Miscellaneous income
Insurance claim recovery
Profit/Loss on Sale of Property, Plant & equipment (net)
Other Financial Income (Fair value revaluation of MF)*
Liabilities written back #
Total Other Income

For the Year ended March 31, 2023	For the Year ended March 31, 2022
60.16	51.15
-	6.39
0.05	0.09
12.69	19.97
3.42	4.92
10.21	13.10
0.09	18.62
5.67	-
-	0.65
0.04	0.56
92.33	115.45

* FVTPL of investments represent fair valuation changes in mutual funds which include dividend declared and not distributed (distributed based on record dates) as at reporting dates, which have not been recognized separately in financial statements.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

30 Cost of raw material consumed

Inventory of raw materials at the beginning of the year
Add: Purchases
Less: Inventory of raw materials at the end of the year
Cost of raw material consumed

For the Year ended March 31, 2023	For the Year ended March 31, 2022
166.09	253.51
1,479.15	1,298.73
(243.87)	(166.09)
1,401.37	1,386.15

31 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Inventories at the beginning of the year

-Finished goods
-Work-in-progress
-Stock-in-trade

Less: Inventories at the end of the year

-Finished goods
-Work-in-progress
-Stock-in-trade

Net decrease/ (increase)

For the Year ended March 31, 2023	For the Year ended March 31, 2022
258.64	298.35
17.04	18.85
3,236.25	2,861.58
3,511.93	3,178.78
250.76	258.64
17.82	17.04
3,267.92	3,236.25
3,536.50	3,511.93
(24.57)	(333.15)

32 Employee benefits expenses

Salaries, wages, bonus and other allowances
Contribution to Provident Fund (PF) and Other Social Securities fund / schemes # (Refer Note 39)
Gratuity expenses (Refer Note 39)
Staff welfare expenses
Total Employee benefits expenses

For the Year ended March 31, 2023	For the Year ended March 31, 2022
1,013.91	853.97
59.57	59.39
30.09	26.00
11.90	9.72
1,115.47	949.08

Based on the Supreme Court Judgement dated February 28, 2019, the Holding Company was required to reassess the components to be included in the basic salary for the purposes of deduction of PF. However, the Holding Company believes that there is not likely to be material impact and hence has not provided for any additional liability as on March 31, 2021 (previous year March 31, 2020 - Rs. Nil) in the books of account.

* The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Holding Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

33 Finance costs

Interest on long term borrowing
Interest on working capital borrowing
Interest on Indirect taxes
Bank charges
Interest on delay in payment to MSME creditors
Interest on delayed payment of provident fund
Total Finance Cost

For the Year ended March 31, 2023	For the Year ended March 31, 2022
16.57	10.98
106.42	95.64
0.37	1.58
37.80	36.51
2.03	3.16
4.13	-
167.32	147.87

33 Depreciation and amortization expense

Depreciation (Refer note 5)
Amortization (Refer note 6)
Total Depreciation and amortization expense

For the Year ended March 31, 2023	For the Year ended March 31, 2022
282.72	266.63
0.19	0.26
282.91	266.89



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

35 Other expenses

Electricity and water	
Rent (refer foot note 1)	
Repairs and maintenance - Building	
Repairs and maintenance - Machinery	
Repairs and maintenance - others	
Rates and Taxes	
Travelling and conveyance	
Freight and forwarding	
Insurance	
Other manufacturing expenses	
Stores and spares consumed	
Printing & Stationery	
Communication, broadband and internet expenses	
Security Charges	
Legal and professional charges	
Audit fees (refer foot note 2)	
Advertising and sales promotion	
Directors' Sitting fees	
Loss on sale/disposal of fixed assets (net)	
Commission on sales	
Miscellaneous expenses	
Provision for doubtful debts (net)	
Membership and Subscription	
Total Other Expenses	

For the Year ended March 31, 2023	For the Year ended March 31, 2022
205.03	175.04
187.15	152.99
7.13	6.94
23.63	10.56
48.87	34.84
65.61	125.78
38.72	30.05
16.50	-
24.80	21.45
146.91	139.05
242.00	187.89
11.54	6.15
29.30	19.04
17.61	16.46
42.91	51.57
18.11	15.30
26.79	13.20
3.30	4.90
-	4.22
98.22	108.32
60.28	50.34
7.80	-
0.77	0.51
1,322.98	1,174.60

Foot note 1 : The Group has taken a residential apartment on operating lease. The holding Company also pays lease rent on the factory premises and warehouse shed. Being short-term and low value leases, the holding Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Accordingly, lease rent amounting to Rs. 5.72 lakhs (March 31, 2022: Rs.5.66 lakhs) has been charged to the Statement of Profit and Loss.

Auditor's Remuneration

As auditor:

Statutory audit	
In other capacity:	
For taxation matters	
For other services	
Reimbursement of expenses	

Total

For the Year ended March 31, 2023	For the Year ended March 31, 2022
10.16	8.58
2.35	1.95
5.40	4.50
0.20	0.27
18.11	15.30

36 Income tax

(A) Deferred tax relates to the following:

Deferred tax assets

On provision for employee benefits	
Business losses	
Unabsorbed depreciation	
On Provision for doubtful receivables	
On others	

Deferred tax liabilities

On property, plant and equipment

Net deferred tax liability

For the Year ended March 31, 2023	For the Year ended March 31, 2022
68.01	66.52
31.37	31.37
93.15	90.77
11.68	10.90
1.31	1.67
205.52	200.73
205.52	216.61
205.52	216.61
-	15.88



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(B) Recognition of deferred tax asset to the extent of deferred tax liability

Balance sheet

Deferred tax asset
Deferred tax liabilities

Deferred tax liabilities

For the Year ended March 31, 2023	For the Year ended March 31, 2022
205.52 (205.52)	200.73 (216.61)
-	(15.88)

(C) Reconciliation of deferred tax (assets) / liabilities (net):

Opening balance
Tax asset recognized in Statement of Profit and Loss
Tax liability recognized in OCI
Closing balance

For the Year ended March 31, 2023	For the Year ended March 31, 2022
(15.88) 15.67 0.21	(17.63) (0.24) 1.99
-	(15.88)

(D) Deferred tax (assets) / liabilities to be recognized in Statement of Profit and Loss

Tax asset
Tax Liabilities

For the Year ended March 31, 2023	For the Year ended March 31, 2022
15.67 -	- (0.24)
15.67	(0.24)

(E) Income tax expense

- Deferred tax charge / (income)
Income tax expense reported in the statement of profit or loss

For the Year ended March 31, 2023	For the Year ended March 31, 2022
(15.67)	0.24
(15.67)	0.24

(F) Income tax expense charged to OCI

Net loss/(gain) on remeasurements of defined benefit plans
Income tax charged to OCI

For the Year ended March 31, 2023	For the Year ended March 31, 2022
0.21	1.99
0.21	1.99

(G) Reconciliation of tax charge

Profit/(loss) before tax
Income tax expense at tax rates applicable
Tax effects of:
- Item not deductible for tax
- Others
Income tax expense

For the Year ended March 31, 2023	For the Year ended March 31, 2022
13.94	194.38
-	-
-	-
-	-
-	-



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

37 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (CFS) :

The Consolidated Financial Statements (CFS) are prepared in accordance with the requirements of Indian Accounting Standard (Ind AS) 21, 'Consolidated Financial Statements', (Ind AS) 110, 'Accounting for Investments in Associates in Consolidated Financial Statements' and (Ind AS) 28 as notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The CFS comprises the financial statements of GKB Ophthalmics Limited and its subsidiaries. References in these notes to GKB, Company, Companies, Holding Company or Group shall mean to include GKB Ophthalmics Limited or any of its subsidiaries, unless otherwise stated.

The notes and significant accounting policies to the CFS are intended to serve as a guide for better understanding of the GKB Group's position. In this respect, the holding Company has disclosed such notes and policies which represent the required disclosure.

The list of subsidiaries and associates included in the consolidated financial statements are as under:

Name of the Company	Relationship	Country of Incorporation	Proportion of ownership interest
1. GSV Ophthalmics Private Limited	Subsidiary	India	79.60%
2. GKB Ophthalmics Products [FZE], Sharjah (Limited Liability Establishment) (including its following subsidiary and associate)	Subsidiary	United Arab Emirates	100%
a. Lensco - the lens company (Subsidiary - 59.5%)			
b. Prescription Optical Products LLC (Subsidiary-80%)			
c. GKB Vision FZC (Associate - 49%)			

38 EARNINGS/ LOSS PER SHARE

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Loss attributable to equity holders
 Weighted average number of equity shares for basic EPS*
 Weighted average number of equity shares adjusted for the effect of dilution

Basic loss per share (INR)
 Diluted loss per share (INR)

For the year ended March 31, 2023	For the year ended March 31, 2022
(16.74)	127.43
504.06	504.06
504.06	504.06
(0.33)	2.53
(0.33)	2.53

39 EMPLOYEE BENEFITS

(A) Defined Contribution Plans

During the year, the Company has recognized the amounts in the Statement of Profit and Loss as follows –

Employers' Contribution to Provident Fund and Employee State Insurance
 Employer contribution to Employee State Insurance and employee social securities fund / scheme
 Employers' Contribution to Superannuation Fund
 Employers' Contribution to Labour Welfare Fund

For the year ended March 31, 2023	For the year ended March 31, 2022
45.58	44.80
10.78	10.82
2.50	3.08
0.71	0.69
59.57	59.39



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(B) Defined benefit plans

A) Gratuity payable to employees (Refer note 22)

i) Actuarial assumptions

	As at March 31, 2023 Gratuity (funded)	As at March 31, 2022 Gratuity (funded)	As at March 31, 2023 Gratuity (unfunded)	As at March 31, 2022 Gratuity (unfunded)
Discount rate (per annum)	7.48%	7.25%	7.48%	7.25%
Rate of increase in Salary	5.00%	5.00%		
Attrition rate	2.00%	2.00%		
Mortality rate	IALM (2012-14) Urban	IALM (2012-14) Urban		

ii) Changes in the present value of defined benefit obligation and plan assets

	As at March 31, 2023 Gratuity (funded)	As at March 31, 2022 Gratuity (funded)	As at March 31, 2023 Gratuity (unfunded)	As at March 31, 2022 Gratuity (unfunded)
Present value of obligation at the beginning of the year	185.11	162.55	111.79	101.45
Interest cost	17.31	15.09	-	-
Current service cost	6.85	6.99	10.38	8.52
Benefits paid	(9.73)	(6.47)	-	-
Actuarial (gain)/ loss on obligations	0.19	6.95	-	-
Foreign Currency Translation adjustment	-	-	(0.67)	1.82
Present value of obligation at the end of the year*	199.73	185.11	121.50	111.79

Plan assets at the beginning of the year

Expected return of plan assets - Interest income	66.45	67.01	-	-
Expected return of plan assets - excluding interest income	4.45	4.60	-	-
Contributions	(0.64)	(0.69)	-	-
Benefits paid	2.00	2.00	-	-
	(9.73)	(6.47)	-	-
Plan assets at the end of the year	62.53	66.45	-	-

iii) Expense recognized in the Statement of Profit and Loss

	For the year ended March 31, 2023 Gratuity (funded)	For the year ended March 31, 2022 Gratuity (funded)	For the year ended March 31, 2023 Gratuity (unfunded)	For the year ended March 31, 2022 Gratuity (unfunded)
Current service cost	6.85	6.99	10.38	8.52
Interest cost	17.31	15.09	-	-
Expected return on plan assets	(4.45)	(4.60)	-	-
Total expenses recognized in the Statement Profit and Loss*	19.71	17.48	10.38	8.52

*Included in Employee benefits expense (Refer Note 30). Actuarial (gain)/loss of Rs. 0.83 lakhs (March 31,2022: Rs. 7.65 lakhs) is included in other comprehensive income.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

iv) Assets and liabilities recognized in the Balance Sheet:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Gratuity (funded)	Gratuity (funded)	Gratuity (unfunded)	Gratuity (unfunded)
Present value of obligation as at the end of the year	(199.73)	(185.11)	(121.50)	(111.79)
Plan assets at the end of the year	62.53	66.45	-	-
Net asset / (liability) recognized in Balance Sheet*	(137.20)	(118.66)	(121.50)	(111.79)

*Included in provision for employee benefits (Refer note 22)

v) Expected contribution to the fund in the next year

As at March 31, 2023	As at March 31, 2022
Gratuity (funded)	Gratuity (funded)
28.02	23.97

vi) Expected Gratuity cost to be recognised in the Statement of Profit and Loss for the next year

As at March 31, 2023	As at March 31, 2022
Gratuity (funded)	Gratuity (funded)
24.51	21.16

vii) A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

Impact on defined benefit obligation
Discount rate
1% increase
1% decrease

Rate of increase in salary
1% increase
1% decrease

As at March 31, 2023	As at March 31, 2022
Gratuity (funded)	Gratuity (funded)
(14.97)	(13.77)
17.13	15.92
17.38	16.12
(15.43)	(14.17)

viii) Maturity profile of defined benefit obligation

Year 1
Year 2
Year 3
Year 4
Year 5
Years 6 to 10
Above 10 years

As at March 31, 2023	As at March 31, 2022
Gratuity (funded)	Gratuity (funded)
86.14	95.89
7.55	7.23
8.81	6.45
17.36	7.46
9.94	14.48
92.31	55.72
256.77	258.11

40 Leases where company is a lessee

Amounts recognised in statement of Profit and Loss account

Particulars

Low-value leases expensed.
Total

As at March 31, 2023	As at March 31, 2022
187.15	152.99
187.15	152.99



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

40 CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)

Sales Tax liability that may arise in respect of matters in appeal
Entry Tax liability that may arise in respect of matters in appeal
Excise duty / service tax liability that may arise in respect of matters in appeal
Income Tax liability that may arise in respect of matters in appeal
Letters of credit outstanding
Bank guarantees
Liability for violation of Clause 31(I) of SEBI LODR 2015

	As at March 31, 2023	As at March 31, 2022
	131.57	131.57
	28.62	28.62
	1,190.48	1,190.48
	80.62	80.62
	146.19	253.36
	51.20	47.34
	10.00	-

41 RELATED PARTY DISCLOSURES

(A) Names of related parties and description of relationship as identified and certified by the Company:

Associate / Entities under common control

GKB Vision Pvt Ltd
GKB Vision FZC

Key Management Personnel (KMP)

Mr. K G Gupta	Chairman and Managing Director
Mr. Subhash Redkar	Executive Director
Mr. Vikram Gupta	Non-Executive Director
Mr. Anil Palekar	Non-Executive/ Independent Director
Mr. Sadashiv Shet*	Non-Executive/ Independent Director
Mr. Joseph A.A. D'Costa (Till May 27, 2022)	Non-Executive/ Independent Director
Mrs. Shashi Katreddi	Non-Executive/ Independent Director
Ms. Pooja Bicholkar	Company Secretary
Mr. Gurudas Sawant	Chief Financial Officer

*Ceased to be Independent Director w.e.f. May 22, 2023

Relatives of the Key Management Personnel

Mrs. Veena Gupta

(B) **Details of transactions with related party in the ordinary course of business for the year ended:**

(i) **Purchase of goods and services**

Associate / Entities under common control

GKB Vision FZC
GKB Vision Pvt Limited

Total

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	20.33	781.79
	90.32	1,100.82
Total	110.65	1,882.61

(ii) **Purchases of fixed assets**

Associate / Entities under common control

GKB Vision Private Limited

Total

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	-	155.40
Total	-	155.40

(iii) **Sales of goods and services**

Associate / Entities under common control

GKB Vision Private Limited
GKB Vision FZC

Total

	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	1,596.90	1,590.95
	-	277.32
Total	1,596.90	1,868.27



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(iv) Sale of Property, plant & equipment

Associate / Entities under common control

GKB Vision Private Limited

Total

For the Year ended March 31, 2023	For the Year ended March 31, 2022
-	5.56
-	5.56

(v) Re-imburement of expenses

Associate / Entities under common control

GKB Vision Private Limited

GKB Vision FZC

Total

For the Year ended March 31, 2023	For the Year ended March 31, 2022
9.82	6.82
-	16.68
9.82	23.50

(vi) Remuneration of key management personnel #

Short term employee benefits

Mr. K G Gupta

Mr. Subhash Redkar

Ms. Pooja Bicholkar

Mr. Gurudas Sawant

Post employee benefits

Mr. K G Gupta

Mr. Subhash Redkar

Ms. Pooja Bicholkar

Mr. Gurudas Sawant

For the Year ended March 31, 2023	For the Year ended March 31, 2022
42.39	42.28
13.63	10.63
7.11	6.27
12.21	11.17
75.34	70.35
4.32	4.32
0.91	1.03
0.53	0.27
0.89	1.07
6.65	6.69

(vii) Director's sitting fees

Mr. Vikram Gupta

Mr. Anil Palekar

Mr. Sadashiv Shet

Mr. Joseph A.A. D'Costa

Mrs. Shashi Katreddi

Total

For the Year ended March 31, 2023	For the Year ended March 31, 2022
0.20	0.30
1.10	1.30
1.10	1.30
-	1.30
0.90	0.70
3.30	4.90

(viii) Rent paid

Relatives of the Key Management Personnel

Veena Gupta

Total

For the Year ended March 31, 2023	For the Year ended March 31, 2022
4.80	4.80
4.80	4.80

(ix) Purchase of Import Duty Scripts

GKB Vision Private Limited

For the Year ended March 31, 2023	For the Year ended March 31, 2022
1.47	-
1.47	-

(C) Amount due to/from related party as on:

(i) Accounts Receivable and Other Receivables

Associate / Entities under common control

GKB Vision FZC

GKB Vision Pvt Limited

Total

As at March 31, 2023	As at March 31, 2022
-	153.83
320.05	343.12
320.05	496.95



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(ii) Accounts payable and other payables

Associate / Entities under common control

GKB Vision FZC
GKB Vision Private Limited

Relatives of the Key Management Personnel

Veena Gupta

Total

	As at March 31, 2023	As at March 31, 2022
	-	473.34
	101.13	543.09
	5.04	2.16
	106.17	1,018.59

42 DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (IND AS) 108, OPERATING SEGMENTS

a) Operating segment

The Group's operations predominantly relate to manufacturing and trading in unfinished ophthalmic lenses made up of Plastic. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

b) Geographical Segment

Revenue

India
Outside India

	As at March 31, 2023		As at March 31, 2022	
	Amount (INR)	%	Amount (INR)	%
	2,455.39	33%	2,370.93	33%
	5,092.06	67%	4,722.83	67%
	7,547.45	100%	7,093.76	100%

Non-current asset

India
Outside India

	As at March 31, 2023		As at March 31, 2022	
	Amount (INR)	%	Amount (INR)	%
	2,509.72	87%	3,115.43	90%
	363.72	13%	346.89	10%
	2,873.44	100%	3,462.32	100%

43 FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

B. Measurement of fair value

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. The fair value of other current financial assets, cash and cash equivalents, bank balances other than cash and cash equivalents, loans and advances, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts largely due to short-term maturities of these instruments.
2. The fair value of non-current financial assets comprising of security deposits and non-current term deposits at amortised cost using Effective Interest Rate (EIR) are not significantly different from the carrying amount.

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

Fair value measurement hierarchy of assets

	Fair value hierarchy	As at March 31, 2023	As at 31 March 2022
(a) <u>Financial Assets measured at fair value</u>			
Investments in mutual funds at FVTPL	Level 2	0.07	0.07
<u>Financial assets measured at amortized cost</u>			
Trade receivables	Level 3	2,773.93	1,950.68
Cash and cash equivalents	Level 3	236.41	589.37
Bank balances other than cash and cash equivalent	Level 3	1,209.02	1,050.36
Other financial assets	Level 3	172.71	103.27
<u>Financial liabilities measured at amortized cost</u>			
Borrowings	Level 3	1,121.56	1,175.46
Trade payables	Level 3	2,379.38	2,556.55
Other financial liabilities	Level 3	170.24	141.38

There have been no transfers between Level 1 and Level 2 during the period

44 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The group's exposure to the risk of changes in foreign exchange rates relates primarily to the group's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency). The risk is measured through monitoring the net exposure to various foreign currencies and the same is minimized to the extent possible.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currency rate, with all other variables held constant, of the group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

Foreign currency exposure (in INR) as at 31 March 2023			
Particulars	AED	USD	Euro
Trade receivables	196.47	2,812.87	191.91
Trade payables	(30.65)	(2,316.07)	(439.31)
	165.82	496.80	(247.40)
Foreign currency exposure (in INR) as at 31 March 2022			
Particulars	AED	USD	Euro
Trade receivables	233.51	1,142.94	90.55
Trade payables	(36.18)	(1,994.85)	(406.99)
	197.33	(851.91)	(316.44)



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Foreign currency sensitivity Particulars	As at March 31, 2023		As at March 31, 2022	
	1 % Increase	1 % decrease	1 % Increase	1 % decrease
USD	(4.97)	4.97	(8.52)	8.52
Euro	(2.47)	2.47	(3.16)	3.16
AED	1.66	(1.66)	1.97	(1.97)
Increase \ (Decrease) in profit or loss	(5.78)	5.78	9.71	(9.71)

(B) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of credit losses in respect of trade and other receivables.

However, the credit risk arising on cash and cash equivalents is limited as the Company invest in deposits with banks and financial institution with credit ratings and strong repayment capacity. Investment in securities primarily include investment in liquid mutual funds units and equity shares.

Trade receivables

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the group's exposure to credit risk by age of the outstanding from various customers is as follows:

	As at March 31, 2023	As at Mar 31, 2022
Not due	1,820.09	1,246.11
Past due 1-180 days	618.77	437.23
Past due for more than 180 days	335.07	267.34

Expected credit loss assessment

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available press information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

Movement of provision for doubtful debts:

Balance at the beginning of the year
Amount provided during the year (net of reversal)
Amounts written off

	As at March 31, 2023	As at Mar 31, 2022
	61.72	77.12
	6.75	(15.40)
	-	-
Balance at the end of the year	68.47	61.72

Balance at the end of the year

Cash and cash equivalent

As at the year end, the Company held cash and cash equivalents Rs. 236.41 lakhs [March 31, 2022 - Rs. 589.37 lakhs]. The cash and cash equivalents are held with banks with good credit rating.

Other bank balances

Other bank balances are held with banks with good credit rating.

Other financial assets

Other financial assets are neither past due nor impaired.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
As at 31 March 2023						
Term loan from banks	-	10.00	30.00	117.00	-	157.00
Short term borrowings	964.56	-	-	-	-	964.56
Trade payables	-	1,317.17	1,062.21	-	-	2,379.38
Other financial liabilities	0.79	141.77	27.68	-	-	170.24
	965.35	1,468.94	1,119.89	117.00	-	3,671.18
As at 31 March 2022						
Term loan from banks	-	19.43	32.42	161.65	-	213.50
Short term borrowings	961.96	-	-	-	-	961.96
Trade payables	397.07	1,382.25	777.23	-	-	2,556.55
Other financial liabilities	-	98.80	42.58	-	-	141.38
	1,359.03	1,500.48	852.23	161.65	-	3,873.39

45 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of current borrowing. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		As at March 31, 2023	As at March 31, 2022
Total equity	(i)	6,729.69	6,741.56
Borrowings		1,044.56	1,065.67
Less: cash and cash equivalents		(236.42)	(589.36)
Adjusted net debt	(ii)	808.15	476.30
Adjusted Net Debt to Equity ratio (ii)/ (i)		12.01%	7.07%

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

47 The products manufactured and sold by the group do not have a warranty period, hence provision for warranty as specified in Indian Accounting Standard (Ind AS) 37 on "Provisions, Contingent Liabilities and Contingent Assets" is not required to be made.

48 During the year the Group has not capitalised any borrowing costs as per Ind AS 23 - "Borrowing costs".

49 Details of Benami Property held

The holding Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

50 Undisclosed income

The holding Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

51 The holding Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**Notes forming part of the Consolidated Financial Statements**

(Amount in INR Lakhs, unless otherwise stated)

52 REVENUE FROM OPERATIONS**(a) Revenue recognised from Contracts****Particulars**Revenue recognised from Customer contracts
Less:-Impairment losses recognised

Other Contracts

Less:-Impairment losses recognised -

Total Revenue

As at March 31, 2023	As at Mar 31, 2022
7,547.45	7,093.76
-	-
7,547.45	7,093.76
-	-
7,547.45	7,093.76

53 Wilful Defaulter

The company has not been declared a wilful defaulter by any bank or financial Institution or other lender.

54 Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

55 Registration of charges or satisfaction with Registrar of Companies

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

56 Compliance with number of layers of companies

The company and its subsidiaries along with step-down subsidiaries has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

57 Utilisation of Borrowed funds and share premium:

- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, rounded off to nearest thousands)

Quarter	Name of Bank	Particulars of Securities	Amount as per books of account (Rs. in lakhs)	Amount as reported in the quarterly return/ statement (Rs. in lakhs)	Amount of difference (Rs. in lakhs)	Reason for difference
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	860.74	1,075.43	(214.69)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	327.27	330.00	(2.73)	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	602.66	336.97	265.69	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
June 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivables	622.56	512.48	110.08	The difference is due to the provision made against the doubtful debtors.
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	831.27	879.12	(47.85)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	280.16	277.72	2.44	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Quarter	Name of Bank	Particulars of Securities	Amount as per books of account (Rs. in lakhs)	Amount as reported in the quarterly return/ statement (Rs. in lakhs)	Amount of difference (Rs. in lakhs)	Reason for difference
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	559.09	279.55	279.54	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
September 30, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivable	596.50	527.97	68.53	The difference is due to the provision made against the doubtful debtors.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	860.75	889.19	(28.44)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	270.23	283.87	(13.64)	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	601.66	377.40	224.26	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
December 31, 2022	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivables	467.82	499.97	(32.15)	The difference is due to the provision made against the doubtful debtors.
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Moulds (Disclosed in Property, Plant and Equipment at WDV)	791.35	886.66	(95.31)	Moulds were considered as inventory in returns submitted to the bank which are carried at cost minus breakages as per the understanding with the bank, however in the books, moulds were considered as PPE which are carried at cost minus depreciation.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

Quarter	Name of Bank	Particulars of Securities	Amount as per books of account (Rs. in lakhs)	Amount as reported in the quarterly return/ statement (Rs. in lakhs)	Amount of difference (Rs. in lakhs)	Reason for difference
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Finished Goods (including overheads loading & after writedown)	250.76	261.83	(11.07)	The difference is due to the finished goods inventory which is written off based on lower of net realisable value or cost, are not considered in report to the bank.
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Payables	521.46	273.42	248.04	Difference is due to the trade payables other than for purchase of raw material, packing material and consumables not considered in report to the bank.
March 31, 2023	State Bank of India / Saraswat Co-operative Bank Ltd.	Trade Receivables	424.12	448.63	(24.51)	The difference is due to the provision made against the doubtful debtors.

59 Capital management

For the purpose of the holding Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the holding Company's capital management is to maximize the shareholder value and to ensure the holding Company's ability to continue as a going concern.

The holding Company has not distributed any dividend to its shareholders. The holding Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of current borrowing. The holding Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		As at March 31, 2023	As at March 31, 2022
Total equity	(i)	6,729.68	6,741.56
Borrowings other than convertible preference shares		1,121.56	1,175.46
Less: cash and cash equivalents		(236.41)	(589.37)
Adjusted net debt	(ii)	885.15	586.09
Gearing ratio	(ii)/ (i)	13.15%	8.69%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

60 Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

	As at March 31, 2023	As at March 31, 2022
Primary Security on following assets		
Inventories	606.03	534.14
Trade receivables	487.71	600.05
Moulds (forming part of property, plant and equipment at WDV)	791.35	860.75
Total Current assets pledged as security	1,885.09	1,994.94
Non-Current assets		
Freehold Land	4.30	4.30
Leasehold Land	6.99	7.08
Buildings	309.22	543.25
Plant & Equipment	587.26	670.67
Other Assets	28.97	40.45
Total Non-Current assets pledged as security	936.74	1,265.75
Total Assets pledged as security	2,821.83	3,260.69

61 Commitments

Particulars

	As at March 31, 2023	As at March 31, 2022
Estimated Amount of contracts remaining to be executed on capital account [Net of Advances of Rs. Nil (previous year Rs. 28.56 lakhs)]	298.23	269.67
	298.23	269.67

Other commitments:

The holding Company has taken license of 100% EoU from Development Commissioner SEEPZ SEZ for unit II. As per the Letter of Permission dated 27th April 2021, the holding Company is required to achieve Net Foreign Exchange Earnings (NFE) obligation of Rs. 1,048 Lakhs during the period April 1, 2020 to March 31, 2025. The benefit is import without BCD which is approximately 12.5% and Rs. 20 Lakhs per month. The holding Company has achieved Net Foreign Exchange Earnings (NFE) of Rs. 415.22 Lakhs for the period April 01, 2020 to March 31, 2023. The holding Company has committed to achieve balance Net Foreign Exchange Earnings (NFE) of Rs. 632.78 Lkhs during the period April 01, 2023 to March 31, 2025.



Notes forming part of the Consolidated Financial Statements

(Amount in INR Lakhs, unless otherwise stated)

62 DISCLOSURE REQUIRED UNDER SCHEDULE III OF COMPANIES ACT, 2013

Name of the Entity	Year ending	Net Asset, i.e. total asset minus total liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
GKB Ophthalmics Limited (Consolidated)	March 31, 2023	100.00	6,729.68	100.00	11.63	100.00	(0.61)	100.00	11.02
	March 31, 2022	100.00	6,741.57	100.00	194.37	100.00	(5.66)	100.00	188.73
Parent									
GKB Ophthalmics Limited	March 31, 2023	40.89	2,751.64	(2,477.47)	(288.13)	100.00	(0.61)	(2,620.05)	(288.73)
	March 31, 2022	45.10	3,040.39	(118.86)	(231.03)	100.00	(5.66)	(125.41)	(236.69)
Subsidiaries									
GKB Ophthalmics Products FZE	March 31, 2023	41.17	2,770.65	3,153.06	3.66.70	-	-	3,327.61	366.70
	March 31, 2022	37.08	2,499.70	196.23	381.39	-	-	202.08	381.39
GSV Ophthalmics Pvt. Ltd.	March 31, 2023	22.17	1,491.95	350.65	40.78	-	-	370.06	40.78
	March 31, 2022	21.71	1,463.35	13.38	26.01	-	-	13.78	26.01
Step down Subsidiary									
Lensco The Lens Company	March 31, 2023	12.38	833.03	624.96	72.68	-	-	659.55	72.68
	March 31, 2022	12.07	813.85	78.35	152.30	-	-	80.69	152.30
Prescription Optical Products LLC	March 31, 2023	(0.35)	(23.56)	(244.63)	(28.45)	-	-	(258.18)	(28.45)
	March 31, 2022	-	-	-	-	-	-	-	-
Elimination and Adjustment due to Consolidation									
	March 31, 2023	(16.26)	(1,094.02)	(1,306.57)	(151.95)	-	-	(1,378.99)	(151.96)
	March 31, 2022	(15.96)	(1,075.72)	(69.10)	(134.30)	-	-	(71.15)	(134.28)
Total									
	March 31, 2023	100.00	6,729.68	100.00	11.63	100.00	(0.61)	100.00	11.02
	March 31, 2022	100.00	6,741.57	100.00	194.37	100.00	(5.66)	100.00	188.73

63 Previous year figures have been regrouped/ reclassified to conform to the presentation as per Ind AS as required by Schedule III of the Act.

For and on behalf of the Board of Directors of
GKB Ophthalmics Limited
 CIN : L26109GA1981PLC000469

K. G. Gupta
 Managing Director
 DIN : 00051863

Subhash Redkar
 Executive Director
 DIN : 08515642

Gurudas Sawant
 Chief Financial Officer

Pooja Bicholkar
 Company Secretary
 ICSI Membership No: 54716

Place : Mapusa, Goa
 Date : May 30, 2023



Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statements of subsidiaries / Associate Companies/Joint Ventures.

Part "A" : Subsidiaries

In Rupees

1	Name of the Subsidiary	GKB Ophthalmics Products,FZE (UAE)	GSV Ophthalmics Private Limited, India
2	Reporting period of the subsidiary concerned, if different from the holding company reporting		
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	AED 1=INR 22.36	
4	Share Capital	33,53,825	147,100,000
5	Reserve & Surplus	27,37,10,971	20,94,990
6	Total Assets	43,46,58,056	15,10,60,690
7	Total Liabilities	15,75,93,260	18,65,700
8	Investments	85,50,162	--
9	Turnover	35,12,75,673	--
10	Profit / (loss) before taxation	36,670,250	58,76,224
11	Provision for taxation	--	17,98,200
12	Profit / (loss) after taxation	36,670,250	40,78,024
13	Proposed Dividend	16,478,458	–
14	% of shareholding	100.00%	79.54%

Notes : 1. Names of subsidiaries which are yet to commence operation – GSV Ophthalmics Private Limited

2. Names of subsidiaries which have been liquidated or sold during the year – Nil

Part " B " : Association and Joint Ventures - Not Applicable

For and on behalf of the Board of Directors

Place : Mapusa, Goa
Date : May 30, 2023

K. G. Gupta
Managing Director
DIN : 00051863

Subhash Redkar
Executive Director
DIN : 08515642

Gurudas Sawant
Chief Financial Officer

Pooja Bicholkar
Company Secretary

