



## GKB OPHTHALMICS LIMITED

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

CIN : L26109GA1981PLC000469

Tel No. : (0832) 2257253/6714444 Fax No. : (0832) 2257044

E-mail : gkbophthalmics@gkb.net Website : www.gkb.net

### NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company is seeking the consent of its members, by way of Special Resolutions, through postal ballot which includes voting by electronic means (e-voting).

#### SPECIAL BUSINESS:

**1. Giving loans or guarantees or providing any security and/or making investment under Section 186 of the Companies Act, 2013.**

To consider and, if thought fit, to give assent or dissent, to the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, if any, including any statutory amendments or reenactments thereafter for the time being in force read with Rule 11 Companies (Meetings of Board and its Powers) Rules, 2014 and subject to necessary approvals, consents, sanctions and permission of the appropriate authorities, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give loan and/or give any guarantee or provide security in connection with a loan including fund based or non-fund based to below mentioned Associate Companies and Subsidiary, by any Banks / Financial Institutions and / or any other lenders and/or to make investments by acquisition, subscription, purchase, sale, transfer or otherwise, the securities of the Associate Companies and Subsidiary, upto an aggregate amount not exceeding Rs. 65.00 crores (Rupees sixty five crores only) from time to time upto the limits mentioned against the said Companies, notwithstanding that the aggregate of all loans or guarantees or securities so far given or to be given and the investments so far made or to be made by the company exceed the limits prescribed under Section 186 of the Companies Act, 2013:

| Sr. No. | Name of the Company   | Amount in Rs. crores |
|---------|---|----------------------|
| 1       | GKB Vision Limited – Associate Company                          | 35.00                |
| 2       | Prime Lenses Private Limited – Associate Company                | 25.00                |
| 3       | GKB Ophthalmics Products FZE, Sharjah, UAE – Subsidiary Company | 5.00                 |
|         | Total   | 65.00                |

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to negotiate and finalise the terms and conditions for giving loans, guarantees or providing securities or for making investments and to sign and execute all deeds, applications, documents, papers and writings as may be required and generally do all such acts, deeds, matters and things that may be required for the purpose of giving effect to this resolution.”

**2. Transactions with Related Parties under Section 188 of the Companies Act, 2013.**

To consider and, if thought fit, to give assent or dissent, to the following resolution as a Special Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the members of the Company be and is hereby accorded to enter into a contract or arrangement with the related parties with effect from April 01, 2014 to March 31, 2017, with respect to and not exceeding the limits per annum, as prescribed herein below:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;

- (c) leasing of property of any kind;
- (d) availing or rendering of any services; and
- (e) such related party's appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company.

| Sr. No. | Name of the Related Party                 | Amount in Rs. crores |
|---------|---|----------------------|
| 1       | GKB Vision Limited                        | 25.00                |
| 2       | Prime Lenses Private Limited              | 14.00                |
| 3       | GKB Ophthalmics Products FZE, Sharjah-UAE | 5.00                 |
| 4       | The Lens Company, Inc., NJ, USA           | 4.00                 |
| 5       | GKB Optic Technologies Private Limited    | 1.00                 |
| 6       | GKB Rx Lens Private Limited               | 6.00                 |
|         | Total                                     | 55.00                |

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution. “

**3. Increase in payment of remuneration to Mr. K.G. Gupta, Managing Director of the Company.**

To consider and, if thought fit, to give assent or dissent, to the following resolution as a Special Resolution:  
**“ RESOLVED THAT** in partial modification of the Special Resolution passed at the Thirtieth Annual General Meeting of the Company held on August 13, 2012 and pursuant to Article 152 of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective meetings held on August 13, 2014, approval of the members is hereby accorded to increase the salary of Mr. K. G. Gupta, Managing Director from Rs. 1,25,000/- to Rs. 2,00,000/- (Rupees two lakhs) per month for a period of 7 months from September 01, 2014 to March 31, 2015 as per the Supplementary Agreement to be entered into between the Company and Mr. K. G. Gupta, Managing Director.

**RESOLVED FURTHER THAT** all other terms and conditions approved by the members at the Annual General Meeting held on August 13, 2012, shall remain unchanged and the remuneration payable to Mr. K. G. Gupta, Managing Director shall be subject to over all ceiling provided under provisions of Sections 196 and 197 read with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** during the currency of the present tenure of Mr. K. G. Gupta, Managing Director, the Company has no profits or its profits are inadequate, the remuneration set out above, may be paid as minimum remuneration, subject to such statutory approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to this resolution. “

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

By order of the Board of Directors  
**For GKB Ophthalmics Limited**

Place : Mapusa-Goa  
 Date : August 13, 2014

**Noel da Silva**  
 CFO & Company Secretary

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed herewith.
2. The Notice is being sent to all the members whose names appear, as on September 05, 2014, in the Register of Members/ List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. The Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary, failing him, Mrs. Shubhangi Baichwal, Practising Company Secretary, as a Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
4. The members are requested to carefully read the instructions printed in the Postal Ballot form, record their assent or dissent and return the form completed in all respects in the attached self-addressed, pre-paid postage, Business Reply Envelope so as to reach the Scrutinizer not later than 5.30 P.M. on or before October 21, 2014. The Postal Ballot Form received thereafter will not be valid. The members, who have not received postal ballot forms may apply to the Company and obtain a duplicate form from the Registered Office of the Company.
5. In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering the option of e-voting as an alternate mechanism.

### The instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on September 22, 2014 at 9.30 A.M. and ends on October 21, 2014 at 5.30 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) September 05, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|                       | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|-----------------------|--|
| 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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li></ul>  |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **GKB OPHTHALMICS LIMITED**
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off-date (record date) September 05, 2014.
7. A shareholder can opt for only one mode of voting i.e. either through e-voting or voting by Postal Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting by Postal Ballot shall be treated as invalid.

8. The results of postal ballot will be declared on October 27, 2014, at the Registered Office of the Company in presence of the Managing Director or any one Director and Company Secretary of the Company. The results along with Scrutinizer's report will be intimated to the Stock Exchanges on October 27, 2014 and hosted on Company's website [www.gkb.net](http://www.gkb.net) on October 28, 2014. The date of declaration of the results shall be date of passing of the resolution.
9. The members may contact Mr. Noel da Silva, CFO, Company Secretary and Compliance Officer, for any grievances connected with the voting by postal ballot including voting by electronic (e-voting) means, as under:-
- i) E-mail address : [noel.dasilva@gkb.net](mailto:noel.dasilva@gkb.net)
  - ii) Phone Number : (0832) 6653225 Fax No. : (0832) 2257044
10. All documents referred to in the accompanying Postal Ballot Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M., up to the date of declaration of results of Postal Ballot .

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

By order of the Board of Directors  
**For GKB Ophthalmics Limited**

Place : Mapusa-Goa  
Date : August 13 , 2014

**Noel da Silva**  
CFO & Company Secretary

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### **Explanatory Statement under Section 102 of the Companies Act, 2013.**

#### **Item No. 1**

As per the provisions of Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of a Company, can give loan, make investment, give guarantee or provide any security beyond the prescribed ceiling of (i) sixty percent of its paid up share capital, free reserves and securities premium account or (ii) one hundred percent of its free reserves and securities premium account whichever is more, if a Special Resolution is passed by the members through Postal Ballot, as per Section 110 of the Companies Act, 2013, which also includes voting by electronic means.

The Associate Companies and the Subsidiary are in similar line of business and there is synergy of operations. It will therefore be a prudent decision by the Company for making further investments, providing loans or giving guarantees or providing security in connection with loans to Associate Companies and the Subsidiary for an amount not exceeding Rs. 65.00 crores.

The investments are proposed to be made out of own surplus funds, internal accruals, from borrowing or any other sources.

The Board of Directors recommend the resolution set out in item No. 1 of the Notice for the approval of the members. Except to the extent of their shareholdings, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution.

#### **Item No. 2**

As per provision of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the Board of Directors and also prior approval of the Company by way of a Special Resolution is required for related party transactions. In case of related party transactions with Associate Companies, prior approvals were taken under Section 297(1) of the Companies Act, 1956, from Regional Director, Western Region, Mumbai for a period of 3 years w.e.f. May 26, 2012.

The paid up capital of the company is Rs. 4.15 crores, but inter Company related party transactions with Associate Companies and Subsidiary Company will exceed the prescribed ceilings under the Act and rules framed thereunder.

Also now the related party transactions with Subsidiary Companies attract the provisions of the Companies Act, 2013 and rules framed thereunder.

The Board of Directors in their meetings held on July 05, 2014 and August 13, 2014 have approved the related party transactions along with annual limits that the Company may enter with the related parties under the Companies Act, 2013, for a period of 3 years w.e.f. April 01, 2014 to March 31, 2017.

The information required to be given under Section 188, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under :

| Sr. No. | Name of the Related Party, Name of Director and Nature of Relationship.   | Transactions U/S 188 as specified in Resolution No. 2. Annual limits in Rs. crores |
|---------|---|--|
| 1       | GKB Vision Limited<br>The Company holds 36.47% of shareholding.<br>Mr. K. G. Gupta, Mr. Vikram Gupta and Mr. Gaurav Gupta are Directors.            | 25.00  |
| 2       | Prime Lenses Private Limited<br>The Company holds 37.51% of shareholding.<br>Mrs. Veena Gupta, Mr. Vikram Gupta and Mr. Gaurav Gupta are Directors. | 14.00  |
| 3       | GKB Ophthalmics Products FZE, Sharjah-UAE<br>Wholly Owned Subsidiary of the Company.  | 5.00   |
| 4       | The Lens Company, Inc., NJ, USA<br>Joint Venture<br>GKB Vision Limited holds 65% of shareholding.   | 4.00   |
| 5       | GKB Optic Technologies Private Limited<br>Mr. K. M. Gupta is a Director.  | 1.00   |
| 6       | GKB Rx Lens Private Limited<br>Mr. B. K. Gupta is a Director.   | 6.00   |
|         | Total   | 55.00  |

The Board of Directors recommends the resolution set out in item No. 2 of the Notice for approval of the members. Mr. K. G. Gupta, Mr. K. M. Gupta, Mr. Vikram Gupta and Mr. Gaurav Gupta, being related, are concerned and interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in this resolution.

### Item No. 3

Mr. K. G. Gupta, aged 73 years, was appointed as Managing Director, by way of a Special Resolution passed at the Annual General Meeting held on August 13, 2012, for a period of 3 years from April 01, 2012 to March 31, 2015. However, the remuneration payable to Mr. K. G. Gupta was subject to the overall ceiling prescribed under Sections 198, 269 and 309, read with Schedule XIII of the Companies Act, 1956.

After taking all the relevant factors into consideration, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 13, 2014, have recommended and approved the increase in remuneration in terms of Sections 196 and 197 read with Schedule V of the Companies Act, 2013, for a period of 7 months from September 01, 2014 to March 31, 2015.

The Board of Directors recommends passing of the Special Resolution for approval of the members, as set out in Item No. 3, here in above.

Mr. K. G. Gupta, Managing Director holds 7,77,240 equity shares in the Company.

Mr. K. G. Gupta is interested in this resolution. Mr. K.M. Gupta, Mr. Vikram Gupta and Mr. Gaurav Gupta, being related to Mr. K. G. Gupta are deemed to be concerned or interested in this resolution. No other Director, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution.

Statement 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 manufacture and export of Ophthalmic lenses. It has two manufacturing facilities at Tivim Industrial Estate, Mapusa - Goa. One for manufacture of glass lens and another for plastic lens.

(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 | 2011-12 | 2012-13  | 2013-14 |
| Sales                | 3233.65 | 3346.00  | 3218.89 |
| Net Profit           | 171.00  | (118.77) | 83.08   |
| Dividend %           | --      | --       | --      |

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

| Rs. in lakhs                     |         |         |         |
|----------------------------------|---------|---------|---------|
| Foreign Exchange earned and used | 2011-12 | 2012-13 | 2013-14 |
| Foreign exchanged earned         | 2257.10 | 2032.70 | 1653.48 |
| Foreign exchanged used           | 1296.73 | 1475.95 | 643.94  |
| Net earnings                     | 960.37  | 556.75  | 1009.54 |

(5) Foreign investments or collaborations, if any :

The details of foreign investments are:

- (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) Investment of Euros 25,564.59 in GKB Ophthalmics GmbH, Oyten, Germany, equivalent to Rs. 10,81,488/- at par.

## II. INFORMATION ABOUT THE APPOINTEE:

(1) 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 52 years in the field. He has been the Chairman of the Board of Directors and is Managing Director of the Company since inception.

(2) Past remuneration:

The last remuneration paid to Mr. K. G. Gupta was Rs. 19.21 lakhs for the year 2013-14. This was as per the terms approved by the shareholders in their meeting held on August 13, 2012, for a period of 3 years w.e.f. April 01, 2012 to March 31, 2015.

(3) Recognition or Awards:

- (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 the last term as Chairman and Managing Director, the Company has:
  - (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- 9001:2008, for the manufacture and supply of glass and plastic lenses and glass moulds.

(4) 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 over 50% of the turnover of the Company and is expected to contribute significantly to the profits of the Company in future. 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.

(5) Remuneration Proposed:

As mentioned in item No. 3, under Special Business.

(6) Comparative Remuneration:

Considering the size of the Company, the Industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration paid is in line with the remuneration paid to similar appointees in the Industry.

(7) Pecuniary Relationship:

Except for the proposed remuneration, 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. Mr. K. G. Gupta is related to Mr. K. M. Gupta, Mr. Vikram Gupta and Mr. Gaurav Gupta, all Non Executive Directors of the Company.

### III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company is in a transitory phase wherein the main focus is changing from producing glass lenses to manufacturing plastic lenses and we are converting more of our capacity from making glass lenses to making glass moulds which are used for manufacture of plastic lenses. Also, the general slowdown of economy all over the world, has affected the profitability.

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

We are in the process of increasing the capacity of plastic lenses from existing 11,000 pieces per day to 20,000 pieces per day during the current financial year, which is expected to contribute to the profitability of the Company.

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

A significant improvement in demand for plastic lenses is expected from overseas buyers, but it is not possible to quantify the increase in productivity and profitability in measurable terms, as the same depends to improvement of economy and other factors beyond the control of the Company.

### IV. DISCLOSURES:

(1) Necessary disclosures as required under Clause (iv) of Section II of Part II of Schedule V of Companies Act, 2013, shall be mentioned in the Board of Directors Report under the heading "Corporate Governance" in the Annual Report 2014-15.

(2) The disclosures regarding all elements of remuneration package and other required details have been made.

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

By order of the Board of Directors  
**For GKB Ophthalmics Limited**

Place: Mapusa-Goa  
Date : August 13, 2014

**Noel da Silva**  
CFO & Company Secretary





## GKB OPHTHALMICS LIMITED

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

CIN : L26109GA1981PLC000469

Tel No. : (0832) 2257253/6714444 Fax No. : (0832) 2257044

E-mail : gkbophthalmics@gkb.net Website : www.gkb.net

### POSTAL BALLOT FORM

*[Please read carefully the instructions printed overleaf before exercising the vote]*

**Sr. No.:**

1. Name & registered address of the :  
sole / first named Member  
(IN BLOCK LETTERS)
2. Name (s) of the Joint holder(s) if any :
3. Registered Folio No./DP ID No. & :  
Client ID No.
4. No. of Share(s) held :
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below:

| Item No. | Description   | No. of Shares | For<br>I/We assent to<br>the Resolution | Against<br>I/We dissent to<br>the Resolution |
|----------|---|---------------|---|--|
| 1        | Special Resolution under Section 186 of the Companies Act, 2013, for giving loans or for making investments or providing guarantee or security in connection with the loans or acquisition of securities. |               |   |  |
| 2        | Special Resolution under Section 188 of the Companies Act, 2013, for transactions with Related Parties.   |               |   |  |
| 3        | Special Resolution for increase of remuneration to Mr. K. G. Gupta, Managing Director .   |               |   |  |

PLACE :

DATE :

(Signature of the Member)

#### Note :

- i) Please return duly filled and signed postal ballot form in the envelope enclosed herewith.
- ii) Last date for receipt of Postal Ballot Form is October 21, 2014.

## INSTRUCTIONS

1. Please complete the Postal Ballot Form (Form) in all respects and send it to the Scrutinizer in the attached pre-paid self-addressed Business Reply Envelope. Postage will be paid by the Company, if posted in India.
2. The Form should be signed by the sole/first named Member. In the absence, of the first named Member, in case of joint holding, the Form should be signed by the next named Member. The signature of the Member should be as per specimen signature registered with the Company or with the Depositories, in respect of shares held in physical form or dematerialized form, respectively. In case of shares held by the Companies, Trusts, Societies, etc., the Form should be signed by the authorised signatory(ies) and must be accompanied by a certified true copy of the Board Resolution / Power of Attorney, failing which the same will be rejected.
3. Unsigned, incomplete and forms which are not in order will be rejected.
4. The votes should be cast either in favour or against the resolution by putting a tick mark (✓) in the column provided for assent or dissent. A Member need not use all the votes nor cast all the votes in the same manner.
5. The right of voting by postal ballot shall be exercised only by the Members.
6. There will be only one Postal Ballot for every Folio/Client-ID irrespective of the number of joint holders.
7. A Member may request for a duplicate Form, if so required.
8. The duly completed Forms should reach the Scrutinizer in the attached Business Reply Envelope not later than 5.30 P.M. on or before October 21, 2014. Any Form received thereafter will not be valid.
9. The Scrutinizer decision on the validity of a postal ballot shall be final.
10. The results of the voting will be declared at the Registered Office of the Company in the Conference Room on October 27, 2014 at 11.00 A.M. The results along with the Scrutinizer's Report will be intimated to the Stock Exchanges on October 27, 2014 and hosted on Company's website [www.gkb.net](http://www.gkb.net) on October 28, 2014.
11. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Noel da Silva, CFO & Company Secretary, GKB Ophthalmics Limited, 16-A, Tivim Industrial Estate, Mapusa-Goa, 403 526; Phone (0832) 6653225; Fax (0832) 2257044 and e-mail [noel.dasilva@gkb.net](mailto:noel.dasilva@gkb.net)

## BUSINESS REPLY ENVELOPE

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**To**  
CS Shivaram Bhat  
The Scrutinizer  
Unit : GKB Ophthalmics Ltd  
309, Gera Imperium I,  
Patto, Panaji  
Goa - 403 001