

# 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

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## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of GKB Ophthalmics Limited will be held on Monday, June 04, 2018 at 11.00 A.M., at the Registered Office of the Company, 16-A, Tivim Industrial Estate, Mapusa-Goa to transact the following business :

### SPECIAL BUSINESS :

#### 1. Issue of Equity Shares on Preferential Basis to the Non- Promoters/Non Promoter Groups:

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations, 2009”) as in force, and subject to the Regulations/Guidelines, if any, issued by the Government of India, Securities and Exchange Board of India, the stock exchange where the shares of the company are listed and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies (“Concerned Authorities”) in this regard and the Company hereby approves issue and allot upto 6,50,000 (Rupees Six lakh fifty thousand only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs 145/- (Rupee One hundred forty five Only) per share of the Company to to the Non- Promoters/Non Promoter Groups of the Company, on Preferential Basis at an Issue Price of Rs 155/- (Rupees One hundred fifty five Only) per equity share, aggregating to Rs. 10,07,50,000/- (Rupees Ten crores seven lakhs fifty thousand only) in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit to the following investors as mentioned below:

Sl. No.	Name	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Quantity	Allottee is : QIB / MF / FI / Trust / Banks / Others
<b>Non-Promoter Group :</b>				
1	POLUS GLOBUS FUND	NA	100,000	FI
2	JYOTIVARDHAN JAIPURIA	NA	66,667	Others
3	RAJ KUMAR AGARWAL	NA	66,667	Others
4	RAJIV JHUNJHUNWALA	NA	66,668	Others
5	AMBIKA RAIKA	NA	65,000	Others
6	CHETAN C CHOLERA	NA	49,000	Others
7	PRABHA MOHTA	NA	50,000	Others
8	RAHUL CHOUDHARY	NA	25,000	Others
9	ASHWANI DEEDWANIA	NA	33,334	Others
10	GAURISHANKAR JHALANI	NA	35,000	Others
11	RITESH AGARWAL	NA	25,000	Others
12	VINEET BAJORIA HUF	NA	14,664	Others
13	SUNIL AGARWAL HUF	NA	25,000	Others
14	RIDHI SIDHI ENTERPRISES PRIVATE LIMITED	ANANTRAM DHURIYA	28,000	Others
<b>Total Equity Shares</b>			<b>650,000</b>	

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the company to the Investors in dematerialized form by the Company to the above-mentioned Investor, inter alia, subject to the following::

- The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari- passu with the existing equity shares of the Company in all respects with the existing fully paid-up Equity Shares of the Face Value of Rs. 10 /- each, subject to the relevant provision contained in the MOA and AOA. ”.

**“RESOLVED FURTHER THAT** the “Relevant Date”, as per the SEBI (ICDR) Regulation for the determination of the Equity Shares to be allotted pursuant to the Preferential Allotment is fixed as 04 MAY 2018, 30 days prior to the date of the Extraordinary General Meeting held on 04 JUNE 2018.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and resolve any doubts, difficulties or questions that may arise in regard to offer, issue and allotment of Equity Shares and to effect any modification to the foregoing (including any modification of terms of the said issue) and to execute all such writings, documents and instruments as the Board may at its absolute discretion deem fit, necessary, expedient or desirable.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the GOI/SEBI or any other regulatory authority may stipulate in that behalf.”

**“RESOLVED FURTHER THAT** the Board Directors of the Company be and are hereby severally authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolutions.”

## **2. Issue of Equity Convertible Warrants to Promoters/ Promoter Groups and Non- Promoters/Non Promoter Groups**

To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for the time being in force (“Act”) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI Regulations and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “The Board”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 750,000 (Seven Lac Fifty Thousand ) Convertible Equity Warrants (“Warrants”) on preferential basis to Promoter and Non-promoter mentioned below (“Warrant Holder”) at a price of Rs 155 (Rupees One hundred fifty five Only) each aggregating to Rs 11,62,50,000 (Rupees Eleven Crore Sixty Two Lacs Fifty Thousand Only) as may be arrived at in accordance with the ICDR Regulations, 2009, on preferential allotment basis to the Promoter and Non-promoter in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

### **Details of Allottees:**

**Promoter Group:** Issue of 200,000 ( Two Lakh) Warrants of at a price of Rs 155 (Rupees One Hundred Fifty five Only) convertible into Equity Shares of Rs. 10 /- each, aggregating to Rs. 310,00,000 (Rupees Three Crores ten lakhs only Only) to list of promoters as under , Promoter of the Company, forming part of Promoter Group.

Sl. No.	Name	No of warrants proposed to be allotted	Amount in Rupees
1	Mr K G Gupta	100,000	1,55,00,000
2	Mr. Vikram Gupta	50,000	77,50,000
3	Mr. Gaurav Gupta	50,000	77,50,000
		200,000	3,10,00,000

**Non-promoter Investor -**

Issue of 550,000 (Five Lac fifty Thousand) Warrants at a price of Rs. 155 (Rupees One hundred fifty five Only) convertible into Equity Shares of Rs. 10 /- each aggregating to Rs. 8,52,50,000 (Rupees Eight crores fifty two lakh fifty thousand only Only ) to NonPromoter Investors.

Sl. No.	Name	No of warrants proposed to be allotted	Amount in Rupees	Allottee is : QIB / MF / FI / Trust / Banks/ Others
1	SOMO Vision Co., Ltd	200,000	3,10,00,000	Foreign Co
2	JYOTIVARDHAN JAIPURIA	33333	51,66,615	Others
3	RAJ KUMAR AGARWAL	33333	51,66,615	Others
4	RAJIV JHUNJHUNWALA	33332	51,66,460	Others
5	AMBIKA RAIKA	52000	80,60,000	Others
6	CHETAN C CHOLERA	21000	32,55,000	Others
7	PRABHA MOHTA	50000	77,50,000	Others
8	VISHNU AGARWAL	16500	25,57,500	Others
9	JAY SHANKER GUPTA	16500	25,57,500	Others
10	ASHWANI DEEDWANIA	16666	25,83,230	Others
11	GAURISHANKAR JHALANI	15000	23,25,000	Others
12	RANJANA GANERIWALA	30000	46,50,000	Others
13	VINEET BAJORIA HUF	18336	28,42,080	Others
14	RIDHI SIDHI ENTERPRISES PRIVATE LIMITED	14000	21,70,000	Others
		550,000	8,52,50,000	

**RESOLVED FURTHER THAT** the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari-passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII and Regulation 71 of ICDR Regulations, the Relevant Date for the purpose of calculating the price for the issue of warrants is 04 May 2018.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- V) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“ **RESOLVED THAT** pursuant to the Articles of Association of the Company and Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, of the Companies Act, 2013, if any, read with Rules 3 to 8, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) 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 February 08, 2018, approval of members be and is hereby accorded for re-appointment of Mr. K. G. Gupta, (DIN: 00051863) as Managing Director of the Company, at a remuneration and on the terms set out below, for a period of three years with effect from April 01, 2018 to March 31, 2021.

**I. Salary :** Rs. 2,50,000/- ( Rupees two lakh fifty thousand only ) per month.

**II. 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.

**III. Housing :** Unfurnished leased accommodation, expenditure on which, will be subject to the ceiling of 40% 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.

#### **IV. Perquisites/Benefits :**

- 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.

#### **V. Other Benefits:**

- a) Contribution to Provident Fund, Superannuation Fund or 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.

VI. The appointment will be subject to termination by three months notice in writing on either side.

The above remuneration payable to Mr. K. G. Gupta shall be subject to the overall ceiling prescribed under Section 196 and 197 read with the provisions of Part I and Section II of Part II of Schedule V of the Companies Act, 2013.

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

#### **4. Appointment of Mr. Prakash Vaman Joshi as Executive Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“ **RESOLVED THAT** pursuant to the Articles of Association of the Company and Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, read with Rules 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 director at their respective meeting held on September 23rd 2017, consent of the members be and is hereby accorded, for the appointment of Mr. Prakash Vaman Joshi as Executive Director of the Company at a remuneration and on the terms set out below for a period of three years with effect from September 23, 2017 to September 22, 2020.

- I. Salary : Rs. 50,000/- ( Rupees fifty thousand only ) per month .
- II. Variable pay shall depend on his own performance and the business performance of the Company.
- III. Perquisites/benefits Rs. 25,000/- ( Rupees twenty five thousand only) per month.
- IV. The appointment will be subject to termination by three months notice in writing on either side.

The above remuneration payable to Mr. Prakash Vaman Joshi shall be subject to the overall ceiling prescribed under Section 197 and 198 read with the provisions of Part I and Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mr. Prakash Vaman Joshi, as Executive Director, the Company has no profits or its profits are inadequate, the remuneration set out above, be paid as minimum remuneration, subject to such statutory approvals as may be applicable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps for filing of e-forms with ROC, Goa, to do such acts, deeds and things 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 : May 10, 2018

Noel da Silva  
CFO & Company Secretary  
FCS 3083

#### **Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
2. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item No. 1 to 4 as set out above are annexed hereto.
3. The documents referred to in this notice and explanatory statements are open for inspection at the registered office of the Company during office hours on all working days except Saturday and holidays between 10.30 am to 12.30 p.m, up to the date of the Extra Ordinary General Meeting
4. Members / Proxies should bring the attendance slips duly filled in for attending the meeting.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the meeting to the Company.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

## 7. VOTING THROUGH ELECTRONIC MEANS

- I. 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 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the Extra-ordinary General Meeting (“EGM”). The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorised Agency to provide e-voting facilities.
- II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

### III. The process and manner for remote e-voting are as under:

- i) The remote e-voting period commences on 01 June 2018 at 9:00 a.m. and ends on 03 June 2018 at 5:00 p.m. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28 May 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iv) Click on “Shareholders” tab.
- v) 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, excluding the special characters.
  - d) Next enter the Image Verification as displayed and Click on Login.
  - e) 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.
  - f) 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 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (v).

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) 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.
- viii) For Members 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 Company Name i.e. GKB OPHTHALMICS LIMITED on which you choose to vote 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) 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.
- xvi) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 which 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.
- xvii) 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)
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 01 June 2018, 9.00 a.m, to 03 June 2018 , 5.00 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e- mail at [noel.dasilva@gkb.net](mailto:noel.dasilva@gkb.net) with a copy marked to [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) or before 03 June 2018 upto 5:00 pm without which the vote shall not be treated as valid.

8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28 May 2018. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
9. The shareholders shall have one vote per equity share held by them as on the cut-off date of 28 May 2018 . The facility of e-voting would be provided once for every folio /client id, irrespective of the number of joint holders.
10. Notice of the EGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
11. Investors, who became members of the Company subsequent to the dispatch of the Notice/Email and hold the shares as on the cut-off date i.e. 28 May 2018, are requested to send the written/email communication to the Company at noel.dasilva@gkb.net by mentioning their Folio No. /DP ID and Client ID to obtain the Login-ID and Password for e-voting.
12. Mr. Shivaram Bhat , Practicing Company Secretary, (C.P No. 7853) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and shall make, not later than 48 hours of the conclusion of EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot paper and through remote evoting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
14. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
15. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM, but have not cast their votes by availing the remote e-voting facility.
16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gkb.net. and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed.

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 : May 10, 2018

Noel da Silva  
CFO & Company Secretary  
FCS 3083



**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. Krishna Gopal Gupta Promoter, Managing Director	Prakash Vaman Joshi Executive Director
DIN	00051863	00051906
Date of Birth	31.12.1940	28.10.1956
Date of first Appointment	10.12.1981	23.09.2017
Brief Resume	<p>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 56 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 and is a Non Executive Director of Prime Lenses 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.</p>	<p>Mr. Prakash V. Joshi, is a Post Graduate in Science and is an Executive Director of the Company. He worked as Technical Officer in Goa Electronics Limited, Mapusa Goa. He held the position of General Manager in GKB Ophthalmics Limited and has experience of over 33 years in ophthalmic field. He has expertise in various fields including order processing and execution, export marketing, administration and Customs related matters. He is a member of Government of India, Export Promotion Council of India since 2013. He is a member of the World Trade Centre, Goa, since 2017</p>
Expertise	Production, administration and export sales	Export sales, administration and Commercial taxes
Qualifications	B.Sc.	M.Sc.
Directorship held in other listed Companies	Nil	Nil
Membership/Chairmanships of Committees in GKB Ophthalmics Ltd	Nil	Nil
No. of Board Meetings attended during the year 2017-18	4 (Four )	2 (Two)
No. of shares held in the Company	8,00,024	1,200
Relationship between Directors inter-se	Father of Mr. Vikram Gupta and Mr. Gaurav Gupta	None

## ANNEXURE TO NOTICE :

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

#### Item No. 1

The Company proposes to increase its capital base by way of infusion of equity. The Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), has received a binding offer from the above mentioned strategic non-promoter investors (the "Investor") to subscribe to 650,000 equity shares of the Company of Rs. 10 /- each at a premium of Rs. 144 /- per share for an aggregate issue size of Rs. 10,07,50,000 /- (each an "Equity Share" and collectively the "Issue Shares"). The Board has accepted this offer at its meeting held on 10 May 2018. The Issue Shares allotted to the investors shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

It may be noted that in terms of Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose the details of investors and certain other terms to the shareholders while seeking their approval for issuing the equity shares on preferential basis. Hence, the requisite approval of the shareholders is being sought and terms of the provisions of the Companies Act, 2013, and the SEBI ICDR Regulations, the relevant disclosures/details of which are given below:

**The necessary information and disclosures pertaining to the proposed Preferential Allotment in terms of the regulation 73(1) of SEBI (ICDR) Regulations, 2009 are set out as below:**

#### Object of the Preferential Issue:

Funds raised through the present issue are proposed to be utilized:

- (i) to scale up the operations in the present business;
- (ii) to fund the future growth plans of the Company both organically or inorganically;
- (iii) also to meet long term capital requirements of the Company and other general corporate purpose.

#### a) Total Number of equity shares to be issued

650,000 Equity Shares

#### b) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

#### c) Price of the Issue:

The preferential allotment of 650,000 equity shares of the face value of Rs. 10 /- each shall be issued at a premium of Re. 145 /- per share at an issue price of Rs. 155 /- (Rupees One hundred Fifty Five Only) per equity share, in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009.

#### d) Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 04 May 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 04 June 2018, to approve the proposed preferential issue).

#### e) Intention of the Promoters/Directors/Key Management Persons to subscribe to this Offer:

Promoters of the company are not intending to subscribe to the present offer.

#### Shareholding Pattern before and after the Offer: (as on 04 May 2018)

Class of Shareholders	Pre Preferential Issue		Post Preferential Issue (Assuming full allotment of 650,000 Equity Shares)	
	No of Shares	% of share capital	No of Shares	% of share capital
A. Promoters & Promoter Group				
a. Indian Promoters	22,46,344	54.082	22,46,344	46.764
b. Foreign Promoter				
Total for Promoter Group				

B. Public Shareholdings				
i Institutional	19,600	0.472	1,19,600	2.49
ii Non Institutional				
- Bodies Corporate	312,909	7.533	340,909	7.097
- Individuals			522,000	10.867
a. Individual shareholders holding nominal share capital up to Rs.1 Lakh	14,19,706	34.18	14,19,706	29.555
b. Individual shareholders holding nominal share capital excess of Rs.1 lakh				
- NRIs/ OCBs	4,826	.116	4,826	0.100
- Clearing Members	1,50,195	3.616	1,50,195	3.127
Total Public Shareholdings				
GRAND TOTAL (A) + (B)	41,53,580	100.000	48,03,580	100.000

**h) Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

**i) Proposed time within which allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event of allotment of equity shares would require any approval(s) from any regulatory authority including the Stock Exchange where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**j) The identity of the proposed allottees and the Percentage of Post Preferential Issue capital may be held by them:**

Sl. No.	Name of the Proposed Allottee	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
<b>Non-Promoter Group :</b>				
1	POLUS GLOBUS FUND	NIL	1,00,000	2.082
2	JYOTIVARDHAN JAIPURIA	NIL	66,667	1.388
3	RAJ KUMAR AGARWAL	NIL	66,667	1.388
4	RAJIV JHUNJHUNWALA	NIL	66,668	1.388
5	AMBIKA RAIKA	NIL	65,000	1.353
6	CHETAN C CHOLERA	NIL	49,000	1.020
7	PRABHA MOHTA	NIL	50,000	1.041
8	RAHUL CHOUDHARY	NIL	25,000	0.520
9	ASHWANI DEEDWANIA	NIL	33,334	0.694
10	GAURISHANKAR JHALANI	NIL	35,000	0.729
11	RITESH AGARWAL	NIL	25,000	0.520
12	VINEET BAJORIA HUF	NIL	14,664	0.305
13	SUNIL AGARWAL HUF	NIL	25,000	0.520
14	RIDHI SIDHI ENTERPRISES PRIVATE LIMITED	NIL	28,000	0.583
	TOTAL		6,50,000	13.532%

There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.

**g) Lock-in:**

The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

**h) Change in the control or composition of the Board:**

Subsequent to the proposed issue of Equity Shares on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

**j) Undertakings:**

- (i) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009; the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**k) Auditor`s certificate:**

A copy of the certificate from a Practicing Chartered Account, Dinesh Heda, certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be placed for inspection at the Registered Office of the Company during 9.30 A.M. to 11.00 A.M. before the shareholders at the meeting.

The consent of the Shareholders is being sought pursuant of Section 42, 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchange in India where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed preferential issue as set out in the resolution.

The Board of Directors at its meeting held on 10 May 2018, has approved the issue and allotment of equity shares on preferential basis in the manner stated above subject to approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or the Promoter/Promoter group entities of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.1.

**Item No. 2**

As required under Rule 13(2) (d) of the (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 73(1) & (2) of Chapter VII of the ICDR Regulations and as per Companies Act, 2013.

**i) Objects of the preferential issue**

Your Company plans to issue Warrants to Promoter and Non-promoter Investor Funds raised through the present issue are proposed to be utilized:

- (i) to scale up the operations in the present business;
- (ii) to fund the future growth plans of the Company both organically or inorganically;
- (iii) also to meet long term capital requirements of the Company and other general corporate purpose.

In view of this, it is proposed to raise Rs. 11,62,50,000 (Rupees Eleven Crore Sixty Two Lacs Fifty Thousand Only), through issue of Warrants on preferential basis to the Promoter and Non-promoter Investor. With the above mentioned object, the Board of Directors in its meeting held on 10 May 2018 has approved the proposal of making preferential allotment of 750,000 (Seven Lac Fifty Thousand ) Warrants to Promoter and Non-promoter at a price of Rs 155 (Rupees One Hundred Fifty Only) per warrant. The above said price is arrived at in accordance with the ICDR Regulations("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Share of the Company of Rs. 10 /- (Rupees Ten ) each.

**ii) Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:**

No promoter group entity, Director or key managerial personnel of the Company proposes to subscribe to the offer except to the extent of their applications for Warrants allotted to them.

**iii) Relevant date :** The Relevant date as per the ICDR Regulations, 2009 for the determination of the price per Equity Share pursuant to the preferential allotment is 04 May 2018 , (“Relevant Date”) (i.e. 30 days prior to the date of proposed Extra-ordinary General Meeting which is 04 June 2018 , to approve the proposed preferential issue.

**iv) Price of the Issue:**

The preferential allotment of 750,000 convertible equity warrants at an issue price of Rs. 155 - (Rupees One Hundred fifty Only) per warrant , in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009.

**v) Equity Warrant Pattern before and after the Preferential Issue:**

Class of Shareholders	Pre Preferential Issue		Post issue of preferential allotment before conversion		Post Preferential Issue after conversion	
	No of Warrants	% of share capital			No of Shares	% of share capital
A. Promoters & Promoter Group						
a. Indian Promoters	Nil		200,000	26.667	24,46,344	44.050
b. Foreign Promoter	Nil					
Total for Promoter Group	Nil		200,000	26.667	24,46,344	44.050
B. Public Shareholdings	Nil					
i Institutional	Nil				119,600	2.154
ii Non Institutional	Nil					
- Bodies Corporate	Nil				340,909	6.139
- Individuals	Nil		350,000	46.666	872,000	15.072
a. Individual shareholders holding nominal share capital up to Rs.1 Lakh	Nil				14,19,706	25.563
b. Individual shareholders holding nominal share capital excess of Rs.1 lakh	Nil					
- NRIs/ OCBs	Nil				4,826	0.087
- Others (Foreign Companies)			200,000	26.667	200,000	3.601
- Clearing Members	Nil				150,195	2.704
Total Public Shareholdings	Nil					
GRAND TOTAL (A) + (B)	NIL		750,000	100.000	55,53,580	100.000

**vi) Proposed time within which allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event of allotment of equity warrants would require any approval(s) from any regulatory authority including the Stock Exchange where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

vi) **The identity of the proposed allottees and the Percentage of Post Preferential Issue capital may be held by them:**

Sl. No.	Name of the Proposed Allottee	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
<b>Promoter Group :</b>				
1	Mr K G Gupta	NIL	1,00,000	13.333
2	Mr. Vikram Gupta	NIL	50,000	6.667
3	Mr. Gaurav Gupta	NIL	50,000	6.667
<b>Non-Promoter Group :</b>				
1	SOMO Vision Co., Ltd	NIL	200,000	26.667
2	JYOTIVARDHAN JAIPURIA	NIL	33,333	4.444
3	RAJ KUMAR AGARWAL	NIL	33,333	4.444
4	RAJIV JHUNJHUNWALA	NIL	33,332	4.444
5	AMBIKA RAIKA	NIL	52,000	6.933
6	CHETAN C CHOLERA	NIL	21,000	2.800
7	PRABHA MOHTA	NIL	50,000	6.667
8	VISHNU AGARWAL	NIL	16,500	2.200
9	JAY SHANKER GUPTA	NIL	16,500	2.200
10	ASHWANI DEEDWANIA	NIL	16,666	2.222
11	GAURISHANKAR JHALANI	NIL	15,000	2.000
12	RANJANA GANERIWALA	NIL	30,000	4.000
13	VINEET BAJORIA HUF	NIL	18,336	2.445
14	RIDHI SIDHI ENTERPRISES PRIVATE LIMITED	NIL	14,000	1.867
	TOTAL		750,000	100.000

viii) **Lock-in:**

The aforesaid allotment of Equity warrants arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

ix) **Change in the control or composition of the Board:**

Subsequent to the proposed issue of Equity Shares on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

j) **Undertakings:**

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009; the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

k) **Auditor's Certificate:**

A copy of the certificate from a Practicing Chartered Account, Dinesh Heda, certifying that the issue of the Equity warrants is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be placed for inspection at the Registered Office of the Company during 9.30 A.M. to 11.00 A.M. before the shareholders at the meeting.

The consent of the Shareholders is being sought pursuant of Section 42, 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchange in India where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed preferential issue as set out in the resolution.

**1) SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

The Board of Directors at its meeting held on 10 May 2018, has approved the issue and allotment of Warrants on preferential basis in the manner stated above subject to approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.2 except to the Promoter / Promoter group entities.

The Board recommends the Resolution set out at Item No. 2 for your approval.

**Item No. 3**

Mr. K. G. Gupta, aged 77 years, was re-appointed as Managing Director at the Board Meeting held on March 31, 2015, for a period of 3 years from 01 April, 2015, which was approved by the members at their meeting held on September 26, 2015. The tenure of Mr. K. G. Gupta, ended on March 31, 2018.

After taking all the relevant factors into consideration and in terms of recommendation of Nomination and Remuneration Committee, the Board of Directors after considering the contribution made by Mr. K. G. Gupta, thought it fit in the interest of the Company to retain and avail the continuity of his expertise by re-appointing Mr. K. G. Gupta as a Managing Director, for a further period of three years w.e.f. April 01, 2018 to March 31, 2021.

The Managing Director will perform his duties with regard to all work of the Company and carry out the orders and directions given by the Board from time to time. He shall be entrusted with substantial powers of the management of the affairs of the Company.

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 regard to duties of directors. 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; Prime Lenses Pvt. Ltd., and Crysta Lenses Pvt. Ltd.

Mr. K. G. Gupta, Managing Director holds 8,00,024 equity shares and Krishna Gopal Gupta & Sons (HUF) holds 1,72,032 equity shares in the Company.

Mr. K. G. Gupta is interested in this resolution. Mr. Vikram Gupta and Mr. Gaurav Gupta being related to Mr. K. G. Gupta are deemed to be concerned or interested in this resolution.

None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution.

The Board of Directors recommend the passing of resolution as a Special Resolution set out at Item No. 3, for the approval of the members.

**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 Plastic lenses. It has two 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	2014-15	2015-16	2016-17
Sales	3,105.56	3,347.93	3,978.18
Net Profit	(226.06)	1,366.09	63.23
Dividend %	--	--	--

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

Rs. in lakhs

Foreign Exchange Earned and used	2014-15	2015-16	2016-17
Foreign exchanged earned	2,027.76	2,076.51	1,107.44
Foreign exchanged used	895.00	1,376.23	1,744.67
Net earnings	1,132.76	700.28	(637.23)

(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 56 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. 40.84 lakhs for the year 2016-17. This was as per the terms approved by the members at the 33rd Annual General Meeting of the Company held on September 26, 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 his tenure 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, TUV Nord, for the manufacture and supply of 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 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.

(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.

**III. OTHER INFORMATION :**

(1) Reasons of loss or inadequate profits :

During the year, the Company stopped the production of glass lens, resulting in write off of inventory of raw material and finished goods. Besides, the write off of old machinery.

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 15,000 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, Part II of Schedule V of Companies Act, 2013, are mentioned in the Board of Directors Report under the heading "Corporate Governance" in the Annual Report 2016-17.

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

Mr. K. G. Gupta, Managing Director holds 8,00,024 equity shares in the Company .

Mr. K. G. Gupta is interested in this resolution. 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.

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.

**Item No. 4**

Mr. Prakash V. Joshi aged 62 years has vast experience and has been appointed as Additional Director of the Company pursuant to the provisions contained in Section 161 of the Companies Act, 2013 read with Articles 66 of the Articles of Association of the Company, in the casual vacancy caused due to the resignation of Mr. K. M. Gupta, in the terms of Section 162(4) of the Companies Act, 2013.

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 Plastic lenses. It has two 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	2014-15	2015-16	2016-17
Sales	3,105.56	3,347.93	3,978.18
Net Profit	(226.06)	1,366.09	63.23
Dividend %	--	--	--

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

Rs. in lakhs

Foreign Exchange Earned and used	2014-15	2015-16	2016-17
Foreign exchanged earned	2,027.76	2,076.51	1,107.44
Foreign exchanged used	895.00	1,376.23	1,744.67
Net earnings	1,132.76	700.28	(637.23)

(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. Prakash V. Joshi, is a Post Graduate in Science and is an Executive Director of the Company. He worked as Technical Officer in Goa Electronics Limited, Mapusa Goa.

(2) Past remuneration:

Not applicable

(3) Recognition or Awards:

- (i) He is a member of Government of India, Export Promotion Council of India since 2013 and a member of the World Trade Centre, Goa, since 2017

(4) Job profile and his suitability :

He held the position of General Manager in GKB Ophthalmics Limited and has experience of over 33 years in ophthalmic field. He has expertise in various fields including order processing and execution, export marketing, administration and Customs related matters. He has been appointed as the "Occupier" of the Factory

(5) Remuneration Proposed :

As mentioned in Item No. 4, 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. Prakash V. Joshi does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company.

**III. OTHER INFORMATION :**

(1) Reasons of loss or inadequate profits :

During the year, the Company stopped the production of glass lens, resulting in write off of inventory of raw material and finished goods. Besides, the write off of old machinery.

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 15,000 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, Part II of Schedule V of Companies Act, 2013, are mentioned in the Board of Directors Report under the heading "Corporate Governance" in the Annual Report 2016-17.
- (2) The disclosures regarding all elements of remuneration package and other required details have been made.

Mr. Prakash V. Joshi holds 1,200 equity shares in the Company .

Mr. Prakash V. Joshi is 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.

The Board of Directors recommends passing of the Special Resolution for approval of the members, as set out in Item No. 4 here in above.

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 : May 10, 2018

Noel da Silva  
CFO & Company Secretary  
FCS 3083

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**GKB OPHTHALMICS LIMITED**

CIN : L26109GA1981PLC000469

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

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

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

**ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday , the 4th day of June, 2018 at 11:00 a.m. at the Registered Office of the Company, 16- A, Tivim Industrial Estate, Mapusa, Goa, 403526.

Please (√) in the box

MEMBER  PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy

## GKB OPHTHALMICS LIMITED

CIN : L26109GA1981PLC000469

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

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

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

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### BALLOT PAPER

Sr. No.

Sl. No.	Particulars	Details
1	Name of the First Named Shareholders	
2	Postal Address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Special resolutions enumerated below by recording my assent or dissent to the said Resolutions in the following manner:

Sl. No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	Issue of Equity Shares on Preferential Basis to the Non- Promoters/Non Promoter Groups:			
2	Issue of Equity Convertible Warrants to Promoters/ Promoter Groups and Non-Promoters/Non Promoter Groups			
3	Re-appointment of Mr. K.G. Gupta as Chairman and Managing Director of the Company			
4	Appointment of Mr. Prakash Vaman Joshi as Executive Director			

Place:

Date:

(Signature of the shareholder)

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

**CIN:** L26109GA1981PLC000469

**Name of the Company:** GKB Ophthalmics Limited

**Registered Office:** 16- A, Tivim Industrial Estate, Mapusa, Goa, 403526

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No. / Client Id:	
DP ID:	

I/ We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 4<sup>th</sup> day of June, 2018 at 11:00 a.m. at the Registered Office of the Company, 16- A, Tivim Industrial Estate, Mapusa, Goa, 403526, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of Resolutions:	For	Against
<b>Special Business and Special Resolutions:</b>			
1.	Issue of Equity Shares on Preferential Basis to the Non- Promoters/Non Promoter Group		
2.	Issue of Equity Convertible Warrants to Promoters/ Promoter Groups and Non- Promoters/Non Promoter Groups		
3.	Re-appointment of Mr. K.G. Gupta as Chairman and Managing Director of the Company		
4.	Appointment of Mr. Prakash Vaman Joshi as Executive Director		

Signed this ..... day of ..... 2018

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp
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**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Any alteration or correction made to this Proxy form must be initialled by the signatory /signatories.