



# GKB Ophthalmics Ltd.

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

Tel. : (91 832) 2257253 / 6714444  
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E-mail : gkbophthalmics@gkb.net  
Website : www.gkb.net

## FORM MGT-9

### EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :			
i.	CIN	:	L26109GA1981PLC000469
ii.	Registration Date	:	10-12-1981
iii.	Name of the Company	:	GKB OPHTHALMICS LIMITED
iv.	Category/Sub-category of the Company	:	Company having share capital
v.	Address of the Registered office & contact details	:	16-A, Tivim Industrial Estate Mapusa - Goa, 403 526 Tel No. : (0832) 2257253/6714444 Fax No. : (0832) 2257044 Email : <a href="mailto:gkbophthalmics@gkb.net">gkbophthalmics@gkb.net</a> Website : <a href="http://www.gkb.net">www.gkb.net</a>
vi.	Whether listed company	:	Yes (Listed in Bombay Stock Exchange Ltd. and Calcutta Stock Exchange Ltd.)
vii.	Name, Address & Contact details of Registrar & Transfer Agent, if any	:	SHAREX DYNAMIC (INDIA) PVT. LTD. C 101, 247 Park , L BS Marg, Vikhroli West, Mumbai - 400 083.  Phone: + 91 22 2851 5606/ 2851 5644. Fax : +91 22 2851 2885 Email : <a href="mailto:support@sharexindia.com">support@sharexindia.com</a> Web : <a href="http://www.sharexindia.com">www.sharexindia.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

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



ISO 9001:2008



### III. PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES :

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	GKB Ophthalmics Products FZE 250, M2 Warehouse A3-083 SAIF ZONE, P.O. Box.9089, Sharjah - U.A.E.	UIN: PJWAZ20040413	Subsidiary Company	100.00%	Section 2 (87)
2	GKB Ophthalmics GmbH 28876 Oyten Germany	UIN: PJWRA19970169	Subsidiary Company	100.00%	Section 2 (87)
3	GSV Ophthalmics Private Limited 16-A, Tivim Industrial Estate, Mapusa - Goa.	CIN: 36990GA2018PTC013725	Subsidiary Company	100.00%	Section 2 (87)

### IV. SHARE HOLDING PATTERN (Equity Shares Capital Breakup as percentage of Total Equity)

#### (i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	22,46,344	--	22,46,344	54.082	22,46,344	--	22,46,344	48.407	-5.675
b) Central Govt/ State Govt(s)	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL : (A )(1)</b>	<b>22,46,344</b>	<b>--</b>	<b>22,46,344</b>	<b>54.082</b>	<b>22,46,344</b>	<b>--</b>	<b>22,46,344</b>	<b>48.407</b>	<b>-5.675</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL : (A )(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1) + (A)(2)</b>	<b>22,46,344</b>	<b>--</b>	<b>22,46,344</b>	<b>54.082</b>	<b>22,46,344</b>	<b>--</b>	<b>22,46,344</b>	<b>48.407</b>	<b>-5.675</b>





Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	19,600	--	19,600	0.472	19,600	--	19,600	0.422	-0.050
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	100000	0	100000	2.155	2.155
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL : (B)(1)</b>	<b>19,600</b>	<b>--</b>	<b>19,600</b>	<b>0.472</b>	<b>1,19,600</b>	<b>--</b>	<b>1,19,600</b>	<b>2.577</b>	<b>2.105</b>
<b>(2) Non-institutions</b>									
a) Bodies Corporates	3,12,909		3,12,909	7.533	3,86,325	0	3,86,325	8.325	0.792
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1.00 lakh	3,17,700	70,575	3,88,275	9.348	4,07,056	60425	4,67,481	10.074	0.726
ii) Individual shareholders holding nominal share capital in excess of Rs. 1.00 lakh	10,31,431	0	10,31,431	24.832	12,90,646	0	12,90,646	27.812	2.980
c) Any other Non Resident Indians Clearing Members	4,826 1,50,195	0 0	4,826 1,50,195	0.116 3.616	73,482 56,702	0 0	73,482 56,702	1.583 1.222	1.467 -2.394
<b>SUB TOTAL : (B)(2)</b>	<b>18,17,061</b>	<b>70,575</b>	<b>18,87,636</b>	<b>45.445</b>	<b>22,14,211</b>	<b>0</b>	<b>22,74,636</b>	<b>49.016</b>	<b>3.571</b>
<b>Total Public shareholding (B)=(B)(1) + (B)(2)</b>	<b>18,36,661</b>	<b>70,575</b>	<b>19,07,236</b>	<b>45.917</b>	<b>23,33,811</b>	<b>60425</b>	<b>23,94,236</b>	<b>51.593</b>	<b>5.676</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>40,83,005</b>	<b>70,575</b>	<b>41,53,580</b>	<b>100.00</b>	<b>45,80,155</b>	<b>60425</b>	<b>46,40,580</b>	<b>100</b>	<b>0</b>



(ii) **Share holding of Promoters:**

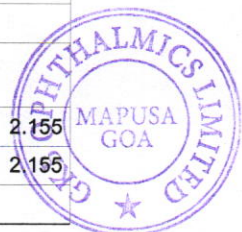
Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1	Mr. Krishna Gopal Gupta	8,00,024	19.261	0	8,00,024	17.240	0	-2.021
2	Mr. Vikram Gupta	3,73,105	8.983	0	3,73,105	8.040	0	-0.943
3	Mr. Gaurav Gupta	3,57,966	8.618	0	3,57,966	7.714	0	-0.904
4	Mrs. Veena Gupta	3,00,753	7.241	0	3,00,753	6.481	0	-0.760
5	Mrs. Shefali Chawla	2,42,464	5.837	0	2,42,464	5.225	0	-0.612
6	Krishna Gopal Gupta (HUF)	1,72,032	4.142	0	1,72,032	3.707	0	-0.435
	<b>TOTAL</b>	<b>22,46,344</b>	<b>54.082</b>	<b>0</b>	<b>22,46,344</b>	<b>48.41</b>	<b>0</b>	<b>-5.672</b>

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

During the year under review, there was no change in Promoter's Shareholding.

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Cumulative Shareholding during the year			% of total shares of the Company
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
1	Mr. Krishna Murari Gupta							
	At the beginning of the year	3,28,207	7.902	01.04.2018				
	At the end of the year			31.03.2019	--	No Change	3,28,207	7.073
2	Mr. Brijendra Kumar Gupta							
	At the beginning of the year	1,59,000	3.828	01.04.2018				
				23.11.2018	79850	Buy	2,38,850	5.750
				04.01.2019	23900	Sold	2,14,950	4.632
				18.01.2019	30000	Buy	2,44,950	5.278
	At the end of the year						2,44,950	5.278
3	Mrs. Usha Gupta							
	At the beginning of the year	1,14,507	2.757	01.04.2018				
				08.06.2018	200	Buy	1,14,707	2.762
	At the end of the year			31.03.2019			1,14,707	2.472
4	Polus Global Fund							
	At the beginning of the year	0	0	01.04.2018				
				28.07.2018	1,00,000			2.155
	At the end of the year			31.03.2019			1,00,000	2.155





5	Dhwaja Commodity Services Private Ltd							
	At the beginning of the year	72,306	1.741	01.04.2018				
				15.03.2019	72,000	Sold	306	0.007
				29.03.2019	72,000	Buy	72,306	1.558
	At the end of the year			31.03.2018			72,306	1.558
6	Mr. Sanjiv Kumar Gupta							
	At the beginning of the year	70,500	1.697	01.04.2018				
	At the end of the year			31.03.2019	--	No change	70,500	1.519
7	Mr. Lalit Gupta							
	At the beginning of the year	45,800	1.103	01.04.2018				
				14.12.2018	800	Buy	46,600	1.004
				04.01.2019	23900	Buy	70,500	1.519
	At the end of the year			31.03.2018	--	No change	61,999	1.519
8	JM Financial Services Limited							
	At the beginning of the year	1139	0.027	01.04.2018				
				04.05.2018	4595	Buy	5734	0.138
				11.05.2018	2353	Sold	3381	0.081
				18.05.2018	2214	Sold	1167	0.028
				25.05.2018	558	Sold	609	0.015
				08.06.2018	1000	Buy	1609	0.039
				15.06.2018	1000	Sold	609	0.015
				22.06.2018	1	Sold	608	0.015
				29.06.2018	150	Buy	758	0.018
				06.07.2018	150	Sold	608	0.015
				13.07.2018	37613	Buy	38221	0.920
				27.07.2018	800	Buy	39021	0.939
				03.08.2018	1800	Sold	37221	0.896
				10.08.2018	32664	Buy	69885	1.683
				31.08.2018	507	Sold	69378	1.670
				07.09.2018	27199	Sold	42179	1.015
				28.09.2018	2000	Buy	44179	1.064
				05.10.2018	2000	Sold	42179	1.015
				23.11.2018	9195	Sold	32984	0.794
				04.01.2019	9195	Buy	42179	0.909
				08.02.2019	27999	Buy	70178	1.512
				15.02.2019	400	Buy	70578	1.521
				22.02.2019	300	Sold	70278	1.514
	At the end of the year			31.03.2019			70278	1.514
9	Mr. Rajiv Junjhunwala							
	At the beginning of the year			01.04.2018	--	--	--	--



			28.07.2018	66,668	Buy	66,668	1.437
	At the end of the year		31.03.2019			66,668	1.437
10	Jyotivardhan Jaipuria		01.04.2018				
			28.07.2018	66,667	Buy	66,667	1.437
	At the end of the year		31.03.2019			66,667	1.437

v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year			Cumulative Shareholding during the year			
		No. of Shares at the beginning of the year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	% of total shares of the Company
1	Mr. Krishna Gopal Gupta							
	At the beginning of the year	8,00,024	19.261	01.04.2018	--	--	--	--
	At the end of the year	--	--	31.03.2019	--	--	8,00,024	17.240
2	Mr. Vikram Gupta							
	At the beginning of the year	3,73,105	8.983	01.04.2018	--	--	--	--
	At the end of the year	--	--	31.03.2019			3,73,105	8.040
3	Mr. Gaurav Gupta *							
	At the beginning of the year	3,57,966	8.618	01.04.2018	--	--	--	--
	At the end of the year	--	--	31.03.2019			3,57,966	7.714
4	Mr. Anil Palekar	--	--	--	--	--	--	--
5	Mr. Sadashiv Shet	--	--	--	--	--	--	--
6	Mr. Joseph A.A. D'Costa	--	--	--	--	--	--	--
7	Mr. Christopher Hickman **	--	--	--	--	--	--	--
8	Mrs. Shashi K. Katreddi	--	--	--	--	--	--	--
9	Mr. Prakash V. Joshi	--	--	--	--	--	--	--
	At the beginning of the year	--	--	--	--	--	--	--
	At the end of the year	--	--	31.03.2019	--	--	1,200	0.026
10	Mr. Noel da Silva, CFO & Company Secretary ***	--	--	--	--	--	--	--
11	Mr. Gurudas Sawant CFO ****	--	--	--	--	--	--	--
12	Ms. Pooja Bicholkar Company Secretary *****	--	--	--	--	--	--	--

\* Resigned w.e.f April 20, 2019

\*\* Resigned w.e.f. September 05, 2019

\*\*\* Ceased as CFO & Company Secretary of the Company w.e.f. March 31, 2019

\*\*\*\* Appointed as CFO w.e.f. April 01, 2019

\*\*\*\*\* Appointed as Company Secretary w.e.f. April 01, 2019





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

Rs. in lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the year				
i) Principal Amount	982.62	--	--	982.62
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>982.62</b>			<b>982.62</b>
Change in Indebtedness during the financial year				
* Addition	20.99	--	--	20.99
* Reduction	--	--	--	--
<b>Net Change</b>	<b>20.99</b>	--	--	<b>20.99</b>
Indebtedness at the end of the year				
i) Principal Amount	1000.00	--	--	1000.00
ii) Interest due but not paid	3.61	--	--	3.61
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>1003.61</b>	--	--	<b>1003.61</b>

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

Rs. in lakhs

Sl. No.	Particulars of Remuneration	Name of MD/WTM/Manager		Total Amount
		Mr. K. G. Gupta, Managing Director	Mr. Prakash Joshi, Director	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income- Tax Act, 1961	30.00	5.00	35.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	11.78	2.50	14.28
	(c) Profits in lieu of salary under Section 17 (3) Income -tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit - others, specify	--	--	--
5	Others, please specify	--	--	--
	<b>Total (A)</b>	<b>41.78</b>	<b>7.50</b>	<b>49.28</b>
	Ceiling as per the Act	5% of the net profits of the Company		



**B. Remuneration to other Directors :**

Rs. in lakhs

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Anil Palekar	Mr. Sadashiv Shet	Mr. Joseph A.A. D'Costa	Mr. Christopher Hickman*	Mrs. Shashi K. Katreddi	
1	Independent Directors						
	* Fee for attending board/ committee meetings	1.50	1.50	1.50	0.40	1.10	6.00
	* Commission	--	--	--	--	--	--
	* Others, please specify	--	--	--	--	--	--
	<b>Total (1)</b>	<b>1.50</b>	<b>1.50</b>	<b>1.50</b>	<b>0.40</b>	<b>0.90</b>	<b>6.00</b>
Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Vikram Gupta	Mr. Gaurav Gupta **	Mr. Prakash V. Joshi ***			
2	Other Non - Executive Directors						
	* Fee for attending board /committee meetings	0.20	1.10	0.20			1.50
	* Commission	--	--	--			--
	* Others, please specify	--	--	--			--
	<b>Total (2)</b>	<b>0.20</b>	<b>1.10</b>	<b>0.20</b>			<b>1.50</b>
	<b>Total (B)= (1+2)</b>						<b>7.50</b>
	<b>Total Managerial Remuneration (A+B)</b>						<b>56.78</b>
	Over all Ceiling as per the Act			11% of the net profits of the Company			

\*Resigned w.e.f. September 05, 2019

\*\*Resigned w.e.f. April 20, 2019

\*\*\* Relinquished the position of Executive Director and is a Non Executive Director w.e.f. February 01, 2019

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

Rs. in lakhs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO & Company Secretary	Total
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income- Tax Act, 1961	11.20	11.20
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.13	3.13
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission		
	- as % of profit	--	--
	- others, specify	--	--
5	Others, please specify	--	--
	<b>Total</b>	<b>14.33</b>	<b>14.33</b>





**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :**

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

