



GKB Ophthalmics Ltd.

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

Tel. : (91 832) 2257253 / 6714444
Fax : (91 832) 2257044
E-mail : gkbophthalmics@gkb.net
Website : www.gkb.net

Directors' Letter of Appointment

September 28, 2020

Mr. Anil Palekar
H. No. 955,
Ambirna, Socorro
Porvorim - Goa

Dear Sir,

We are pleased to inform you that based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors (the "Board") of the Company, the Shareholders at the 38th Annual General Meeting held on September 26, 2020 have passed a Special Resolution re-appointing you as an Independent Director of the Company for a second term with effect from May 23, 2020 up to May 22, 2024.

As required under the Companies Act, 2013, your re-appointment is being formalized through this letter. This letter sets out the terms of your appointment as an Independent Director which are subject to the extent provisions of the:

- i. applicable laws, including the Companies Act and Clause 49 of the Standard Listing Agreement, as amended from time to time (Listing Agreement) and;
- ii. Articles of Association of the Company

1. Re-appointment:

Pursuant to the above, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination & Remuneration Committee and approval of Board of Director and Shareholders and based on the outcome of the performance evaluation process, your re-appointment as an Independent Director on the Board shall be till May 22, 2024.

As an Independent Director you will not be liable to retire by rotation.

2. Board Committee

You may be inducted in one or more existing Board Committees or any such Committee that may be set up in the future. At present the Board has three Committees, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Role, Duties and Responsibilities

Your role and duties will be required of a Non-Executive Independent Director under the Act and the Listing Agreement. There are certain duties prescribed for all Directors, both Executive and Non- Executive, which are fiduciary in nature and the same are specified under Section 166 of the Act.





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In addition to the above requirements, you are also required to perform the responsibility and obligation as stated under Chapter II of Clause 4(2)(f) and Regulation 25 and 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). You are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act, as in force and as may be amended from time to time. While performing such duties, roles and functions, you will be required to abide by the 'Guidelines of Professional Conduct' as stated under the said Schedule.

4. Additional Applicable Statutory Requirements

As a Non-Executive Director on the Board, you will be subject to all relevant provisions of the Act and the Listing Agreement and the amendments thereon.

5. Directors & Officers (D&O) Insurance

Presently, the Company has no D&O liability insurance policy. However, if the Company takes such a policy then a copy of the same will be supplied to you on request.

6. Code of Conduct:

During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorised bodies as set up by the Government on its behalf, including the Code for Independent Directors, Code of Conduct and Ethics for Directors and Senior Executive and Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

7. Remuneration

Fees/Commission:

You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board.

The sitting fees presently paid to eligible Directors is Rs. 10,000/- per meeting of the Board or a Committee thereof.

Reimbursement of Expenses.

In addition to the remuneration described, herein above, the Company will, for the period of your appointment, reimburse you for travel and other incidental expenses incurred by you in the performance of your role and duties.





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8. Confidentiality

All information acquired during your appointment is confidential to GKB Ophthalmics Limited and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchanges or regulatory body.

9. Evaluation

The company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors. Evaluation of each Director shall be done by all the other Directors.

10. Disclosure of Interest

During the Term, you agree to promptly notify the Company of any change in your Directorships and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Company.

During your Term, you agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect your status as an Independent Director and shall comply with Rule 6 Companies (Appointment and Qualification of Directors) Rules, 2014.

11. Prohibition on Insider Trading:

You will follow Code of Conduct for Prevention of Insider Trading of the Company and the requirements under the Companies Act, 2013 and SEBI Listing Regulations.

12. Termination:

- a. Resignation from the Directorship by giving a notice in writing to the Company stating the reason for resignation.
- b. Your Directorship on the Board of the Company shall terminate or cease in accordance with law.
- c. the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in Section 149(6) or on the occurrence of any event as defined in Section 167 of the Act or under any other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.





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13. Acceptance of re-appointment:

We are confident that the Board and the Company will benefit from your experience and we look forward to your continued efforts in the growth of the Company. Please confirm your agreement to the terms of appointment/re-appointment relating to your re-appointment as a non-executive Independent Director of GKB Ophthalmics Limited by signing and returning to us the enclosed copy of this letter.

For GKB Ophthalmics Limited

K. G. Gupta
Managing Director



AGREE AND ACCEPT

I have read and understood the terms of my re-appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name : Mr. Anil Palekar
DIN: 01987078

Date: September 28, 2020
Place: Mapusa - Goa

