



GKB OPHTHALMICS LIMITED

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

CIN : L26109GA1981PLC000469

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

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

NOTICE OF POSTAL BALLOT

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

SPECIAL BUSINESS:-

1. **Reclassification of members from Promoter and Promoter Group category to Public shareholders under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")**

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

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to the necessary approvals from the Securities and Exchange Board of India, Stock Exchanges and other appropriate authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to reclassify the following members forming part of the Promoter and Promoter Group to Public Shareholders:

Sr. No.	Name of the Promoter and Promoter Group	No. of shares held	% of shareholding
1	Mr. Krishna Murari Gupta	3,53,207	8.504
2	Mrs. Usha Gupta	2,09,000	5.032
3	Mr. Aditya Gupta	75,830	1.826
4	Mr. Vivek Gupta	75,375	1.815
	Total	7,13,412	17.177

RESOLVED FURTHER THAT reclassification of the Promoter and Promoter Group as Public Shareholders shall be subject to the following conditions:

- a) Such persons shall not, directly or indirectly, exercise control over the affairs of the Company;
- b) Such persons shall not have any special rights through formal or informal agreements.
- c) Such persons may act as Key Managerial Personnel in the Company, only subject to shareholders' approval and for a period not exceeding three years from the date of shareholders' approval.
- d) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of these Regulations.
- e) The event of reclassification shall be disclosed to the Stock Exchanges as a material event in accordance with the provisions of these Regulations.

RESOLVED FURTHER THAT on approval of Stock Exchanges, the Company shall effect such reclassification in the shareholding pattern to be filed with Stock Exchanges.

RESOLVED FURTHER THAT the Managing Director and CFO & Company Secretary of the Company, be and are hereby jointly and severally authorized to submit the application for reclassification to the Stock Exchanges or any other regulatory body as may be required and to take such steps that may be necessary to give effect to this resolution ".

2. **Determination of fee for service of documents to the members of the Company under Section 20 of Companies Act, 2013.**

To consider and, if thought fit, to give assent or dissent, to the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, and subject to the approval of the members, upon receipt of request from a member for delivery of documents through a particular mode, viz. registered post or speed post or by courier service or such other mode, an amount of Rs. 250/- per such document over and above, the reimbursement of actual expenses incurred by the Company, shall be levied by way of fees for sending the documents to members in the desired mode.

RESOLVED FURTHER THAT the estimated fees for the delivery of documents shall be paid by the member in advance to the Company, before dispatch of such documents.

RESOLVED FURTHER THAT the Managing Director and CFO & Company Secretary of the Company be and is

hereby authorized to do all such acts, deeds, matters and things, as may be required in its absolute discretion, 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 : December 11, 2017

Noel da Silva
CFO & Company Secretary
FCS 3083

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed herewith.
2. The Notice is being sent to all the members whose name appears, as on December 15, 2017, in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. The Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary, failing him, Mrs. Shubhangi Baichwal, Practising Company Secretary, as a Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
4. The members are requested to carefully read the instructions printed in the Postal Ballot form, record their assent or dissent and return the form completed in all respects in the attached self-addressed, pre-paid postage, Business Reply Envelope so as to reach the Scrutinizer not later than 5.00 P.M. on or before January 27, 2018. The Postal Ballot Form received thereafter will not be valid. The members, who have not received postal ballot forms may apply to the Company and obtain a duplicate form, from the Registered Office of the Company.
5. In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI's Listing Regulations, 2015, the Company is offering the option of e-voting, as an alternate mechanism.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on December 29, 2017, at 9.30 A.M. and ends on January 27, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) December 15, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *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. In case of 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 fields.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/ mm/ yyyy format) as recorded in your demat account or in the company records in order to login. *If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant GKB OPHTHALMICS LIMITED on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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.
 - (xx) 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 under help section or write an email to helpdesk.evoting@cdslindia.com
 - (xxi) For grievances connected with facility of e-voting by Electronic means, the members may contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, Office: A Wing, 25th floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai- 400013. Phone Number : 1800 225533
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off-date (record date), December 15, 2017.
 7. The members may contact Mr. Noel da Silva, CFO & Company Secretary and Compliance Officer, for any grievances connected with the voting by postal ballot as under:-
 - i) E-mail address : noel.dasilva@gkb.net
 - ii) Phone Number :- (0832) 6653225 Fax No. : (0832) 2257044
 8. The results of postal ballot will be declared on January 29, 2018, at the Registered Office of the Company in presence of the Managing Director or any one Director and Company Secretary of the Company. The results along with Scrutinizer's report will be intimated to the Stock Exchanges on January 30, 2018 and hosted on Company's website www.gkb.net on January 30, 2018. The date of declaration of the results shall be date of passing of the resolution.
 9. All documents referred to in the accompanying Postal Ballot Notice and the Explanatory Statement are open for

inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 5.00 P.M. up to the date of declaration of results of Postal Ballot.

ANNEXURE TO NOTICE :

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

Item No. 1

The Company has received applications from Mr. Krishna Murari Gupta a Promoter, Mrs. Usha Gupta, Mr. Aditya Gupta and Mr. Vivek Gupta, members of the Promoter Group, for reclassification from Promoter and Promoter Group to Public shareholders.

Mr. Krishna Murari Gupta was a Non-Executive Director in the Company. Due to his advanced age and difficulty in attending Board Meetings, he has tendered his resignation vide letter dated July 19, 2017, w.e.f. August 09, 2017. The same has been accepted by the Board of Directors at their Meeting held on August 10, 2017.

For over the last few years, Mr. Krishna Murari Gupta, Mrs. Usha Gupta, Mr. Aditya Gupta and Mr. Vivek Gupta, have not been actively involved in business of GKB Ophthalmics Limited. Mr. K. M. Gupta and his family members have their own independent business. Further, they do not have any control over the affairs or in the decision making process of the Company.

In view of above, and the conditions stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors in their Meeting held on August 10, 2017, have approved their applications for reclassification from Promoter and Promoter Group to Public shareholders, subject to the approval of the members.

The Stock Exchanges require that the Company obtain the consent of the shareholders of the Company, for the reclassification, before granting their approval. Hence, the proposed resolution.

None of the Directors or the Key Managerial Personnel and their respective relatives are in any way concerned or interested in the above resolution.

The Board of Directors recommend the Special Resolution set out in Item No.1 of the Notice for approval of the members.

Item No. 2

As per the provisions of Section 20(2) of the Companies Act, 2013, a member may request the delivery of Company documents through a particular mode viz registered post or speed post or by courier service or any such other mode of delivery of documents by paying such fees as may be determined by the members.

The Company has been receiving requests from members to serve the documents on them through a particular mode which entails additional administrative work. Hence the proposed resolution.

None of the Directors or the Key Managerial Personnel and their respective relatives are in any way concerned or interested in the above resolution.

The Board of Directors recommend the Ordinary Resolution set out in Item No. 2 of the Notice for approval of the members.

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Mapusa - Goa, 403 526

Place : Mapusa-Goa
Date : December 11, 2017

By order of the Board of Directors
For GKB Ophthalmics Limited

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CFO & Company Secretary
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