



GKB Ophthalmics Ltd.

16-A, Tivim Industrial Estate, Mapusa, Goa 403 526 (India)
CIN : L26109GA1981PLC000469 GSTIN : 30AAACG7070R1ZE

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

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time, and General Circular no. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, read with General Circular No. 09/2024 dated September 19, 2024 and General Circular no. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to other applicable laws and regulations, the Resolutions set forth below are proposed to be passed as Ordinary and Special Resolution, respectively, by the Members of GKB Ophthalmics Limited ("Company") through Postal Ballot, **by voting through electronic means ("remote e-voting")**.

A statement setting out the material facts in respect of each item of Special Business(es) to be transacted pursuant to Section 102 of the Companies Act, 2013, is annexed to this Notice for your consideration.

The Board of Directors of your Company proposes to obtain your consent by way of Postal Ballot through remote e-voting system for the appended Resolutions. In compliance with the MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail only to the members who have registered their email addresses with the Company or depository / depository participants. Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the members for this Postal Ballot. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system. Hence, those members who have not registered their e-mail-ids so far may follow the process of registration of their e-mail-ids stated in the notes to this notice and may request for Postal Ballot Notice post successful registration of their e-mail-ids. Member(s) are requested to read carefully the instructions given in the Notes forming part of the Notice.

SPECIAL BUSINESS

1. Prior approval of Related Party Transaction pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Company's policy on Related Party Transactions, and as per the approval of the Audit Committee and Board, the Members of the Company be and hereby approve the Material Related Party Transaction of the Company with respect to winding up and liquidation of its Material Subsidiary, GSV Ophthalmics Private Limited and subsequent receipt of proceeds upon liquidation during the financial year 2025-26 to the extent of the limits detailed in the table forming part of the explanatory statement annexed to this Notice and on such term(s) and conditions(s) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as it may be necessary in order to give effect to this resolution."





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2. Approval of the proposal of voluntary winding up of Material Subsidiary, GSV Ophthalmics Private Limited.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Section 59 of the Insolvency and Bankruptcy Code, 2016, and other applicable laws, the consent of the members be and is hereby accorded for the disposal of GSV Ophthalmics Private Limited., a material subsidiary in which the Company holds 79.54% of the paid-up share capital, by way of voluntary winding up as proposed by the Board of Directors of GSV Ophthalmics Private Limited.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, execute documents, and make regulatory filings as may be required 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 : September 22, 2025

Pooja Dessai née Bicholkar
Company Secretary
ACS 54716

NOTES:-

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, relating to Special Business to be passed by means of Postal Ballot, through remote e-voting, is annexed herewith.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date, i.e., Friday, September 26, 2025 and whose e-mail addresses are registered with the Company/ Depositories.

Those Members whose email IDs are not registered can get their email ID registered as follows:

- Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their email ID registered by contacting the Company's RTA, i.e., MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufig.com or by contacting the Company at investor.grievance@gkb.net

3. The Notice of Postal Ballot, is available on the website of the Company at www.gkb.net, on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically. The Company has appointed CDSL for facilitating e-voting to enable the members to cast their votes





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electronically. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, September 26, 2025 i.e. Cut-off Date, will be considered for the purpose of E-voting. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.

5. Voting rights shall be reckoned on the paid-up value of the shares, i.e., one vote per equity share, registered in the names of the Members as on Friday, September 26, 2025 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes electronically. Once the member casts the vote on the resolution, he or she will not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should accordingly treat this notice for information purposes only.
6. The Members may note that the Remote E-voting commences on Friday, October 03, 2025 from 9:00 a.m. (IST) and ends on Saturday, November 01, 2025 at 5:00 p.m. (IST). The Members are therefore requested to cast their vote not later than 5:00 p.m. IST on Saturday, November 01, 2025 to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.
7. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, by addressing the request to investor.grievance@gkb.net, mentioning their name, Folio No./DP ID and Client ID, until the last date for receipt of votes through Remote E-voting.
8. The Board of Directors has appointed Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. A10454) as the Scrutinizer to scrutinize the postal ballot process through remote e-voting in a fair and transparent manner.
9. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the voting by postal ballot through remote e-voting process will be announced by the Chairman and posted on the Company's website www.gkb.net, and shall also be communicated to the stock exchange, BSE Ltd, and posted on website of CDSL www.evotingindia.com on or before November 03, 2025.
The resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting, i.e. November 01, 2025 and as if they have been passed at a general meeting of the Members.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Friday, October 03, 2025, at 9:00 A.M. and ends on Saturday, November 01, 2025, 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 i.e. Friday, September 26, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSLwebsite www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.





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Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For or OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.





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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.





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- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <GKB OPHTHALMICS LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote E-Voting.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.grievance@gkb.net , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.





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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business, mentioned in the accompanying Notice:

Item No. 1

SEBI vide its notification dated November 09, 2021 through SEBI (Listing Obligations and Disclosure Requirements)(Sixth Amendments) Regulation, 2021, revised the definition of Related Party Transactions (RPTs) and further added 'prior' approval of the shareholders for all the material RPTs and the same is effective from April 01, 2022 onwards.

Pursuant to Regulation 2 (zc) and Regulation 23 of the Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

GSV Ophthalmics Private Limited (GSV) is a Related Party of the Company. Upon the winding up and liquidation of GSV and after the deduction of the nominal liquidation costs, the Company will be in receipt of proceeds, that is the amount invested by the Company towards the equity share capital of GSV which shall be repaid to the Company as per the applicable laws.

Accordingly, the said Material Related Party Transaction, as approved by Audit Committee and Board, is being placed before the shareholders for their approval as an Ordinary Resolution.





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The particulars of transaction to be entered between the Company and its Related party, GSV is detailed in the table below:

1.	Name of the Related Party	GSV Ophthalmics Private Limited
2.	Nature of Relationship	Material Subsidiary
3.	Nature, type and material terms and particulars of Transaction	Transaction with respect to winding up and liquidation of the Material Subsidiary and subsequent receipt of proceeds upon liquidation. Proceeds will include the investment made by the Company in the equity share capital of GSV Ophthalmics Private Limited amounting to Rs. 11,70,00,000/- and surplus , if any
4.	Value of proposed transaction	Rs. 15.00 crores
5.	Tenure of proposed transaction	F.Y. 2025-26
6.	Any advance paid or received	Advances received from time to time are duly recorded in the books of account
7.	% of listed entity's annual consolidated turnover for immediately preceding F.Y. that is represented by the value of the proposed transaction.	13.76%
8.	The manner of determining the pricing and other commercial terms	The transaction is related to the receipt of proceeds upon the liquidation of GSV Ophthalmics Private Limited in accordance with the applicable acts, rules and regulations. The transaction is ensured to be on arm's length basis and in the ordinary course of business. Further, the Company is also subjected to transfer pricing norms prevalent in the country.
9.	Justification as to why the RPT is in the interest of the listed entity	The Company will receive its idle equity investment from GSV Ophthalmics Private Limited which never commenced any business operations since its inception.
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	13.76%
11.	Name of the Director or KMP who is related	None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said Resolution except for their holdings in the shares of the Company, if any, and to the extent of their Memberships and/or Directorships in the Company, Subsidiaries, Associate Companies and Related Parties, if any.

In view of above, the Board of Directors recommend passing the resolution set out at Item No. 1, of the Notice, for approval of the Members as an Ordinary Resolution.





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Item No. 2

GSV Ophthalmics Private Limited (GSV) was incorporated in order to manufacture Hi-Index Lenses in agreement with a South Korean JV partner and accordingly GKB Ophthalmics Limited had invested an amount of Rs. 11,70,00,000/- towards the equity share capital of GSV which on account of delay in commencing the project, was put in Bank Fixed Deposits. The company could not commence any operations including commercial production due to the disruptions caused due to the COVID-19 pandemic. The delay resulted in cost escalation thereby rendering the project financially unviable. Thereafter, the Company tried to rework the business plan several times taking into consideration alternate expansion plans however, no revival plan worked out for the Company. Hence, the Board of Directors of GSV in its meeting held on September 22, 2025, proposed the closure of the Company by opting for “Voluntary Winding Up” as it was not carrying any business since its inception.

Pursuant to Regulation 24, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) GSV is a Material Subsidiary of the Company on account of its net worth exceeding 20% of the consolidated net worth of GKB Ophthalmics Limited, Holding Company which is presently holding 79.54% of the paid up share capital in GSV. As per the applicable rules and regulations, the accounts of GSV are also being consolidated with the accounts of GKB Ophthalmics Limited.

GSV, a solvent company, being inoperative since inception and earning a passive income through interest on fixed deposits and the loan advanced to GKB Ophthalmics Limited. The liquidation will not affect any business operations of the Company and the material impact on the consolidated financials of the Company will be through the “other income” i.e. the interest on fixed deposits. Further, apart from fixed deposits, its only significant asset is the unsecured loan of Rs. 5.00 crores advanced to GKB Ophthalmics Limited which the Company shall repay during GSV’s liquidation process, in accordance with applicable laws. Upon the approval of the shareholders of the Company, GSV will initiate the process of voluntary winding up subsequent to which the Company will receive its idle investment of Rs. 11,70,00,000/- lying in GSV and surplus, if any, which the Company plans to utilise for its general corporate purposes.

The Board has considered and approved the decision of winding up of GSV to be in the best interest of the Company pursuant to Regulation 24(5) of Listing Regulations that mandates prior shareholder approval via special resolution for disposal of a material subsidiary.

In view of above, the Board of Directors recommend passing the resolution set out at Item No. 2, of the Notice, for approval of the Members as a Special Resolution.

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

Place : Mapusa-Goa
Date : September 22, 2025

By order of the Board of Directors
For GKB Ophthalmics Limited

Pooja Dessai née Bicholkar
Company Secretary
ACS 54716

