



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

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and as amended till date, that the Resolutions appended below for seeking approval pursuant to Section 186 of the Companies Act, 2013, and other matter(s) are proposed to be passed as Special Resolutions by the Members of GKB Ophthalmics Limited ("Company") through Postal Ballot only 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 propose 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 shareholders 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 shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system. However, those shareholders 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. To authorize the Board of Directors to make investments, extend guarantee, provide security, make inter corporate loans upto an amount not exceeding Rs. 50.00 Crores.**

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

"RESOLVED THAT in modification to the earlier resolution passed by shareholders of the Company dated October 27, 2014 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and the permissions of appropriate authorities, as may be necessary, consent of shareholders be and is hereby accorded to the Board of Directors to (a) give any loan (s); (b) give any guarantee or provide security in connection with a loan and (c) acquire by way of subscription, purchase or otherwise, securities of the Associate, Subsidiary and Group Companies from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company which is in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time for an amount, outstanding of which shall not exceed Rs 50.00 Crores (Rupees Fifty Crores)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

2. Leasing of part of the business premise to its Subsidiary Company, GSV Ophthalmics Private Limited.

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

“RESOLVED THAT pursuant to Section 110,180(1) (a) of the Companies Act, 2013, Rule 22 of the Companies (Management And Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of shareholders of the Company be and is hereby accorded to the Board of Directors to lease part of the unutilized building premise along with the other structural facilities at Plot No.16 A, C & D , Tivim Industrial Estate, Mapusa, Goa to its Subsidiary Company, GSV Ophthalmics Private Limited (including all licences, permits, approvals, consents, contracts whatsoever) on such terms and conditions as the Board of Directors of the Company may deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute and to delegate all such acts, deeds, matters and things as may be necessary or expedient without further referring to the Members of the Company, including finalizing/determining the effective date, terms and conditions of the lease deed, methods and modes in respect thereof, finalizing, amending and executing the necessary deeds, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory / statutory authorities etc.”

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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 : November 12, 2020

Pooja 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 is annexed herewith.
2. In compliance with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Company has appointed CDSL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).

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, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in or by contacting the Company at investor.grievance@gkb.net
3. The Notice is being sent to/published/displayed for 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 November 24, 2020 in accordance with the provisions of the Companies Act, 2013.
4. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on November 24, 2020 (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. A person who is not a Member as on the cut-off date should accordingly treat this notice for information purposes only.

5. 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.
6. 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.
7. The Board of Directors has appointed Mr. Shivaram Bhat, Practising Company Secretary (ACS- 10454), as the Scrutinizer to scrutinize the postal ballot process through e-voting in a fair and transparent manner.
8. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.gkb.net, and shall also be communicated to the stock exchange, BSE Ltd , on January 01, 2021.

The resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting, i.e. Wednesday, December 30, 2020.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on December 01, 2020 at 9:00 A.M. and ends on December 30, 2020 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.) Tuesday, November 24, 2020 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.
 OR
 Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 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.
- (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.

Alternatively Non Individual shareholders are required 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 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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058738 / 022-23058542/43.

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

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in Subsidiaries, Associates and Group Companies or granting loans, giving guarantee or providing security to Subsidiaries, Associates and Group Companies as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Postal Ballot for an amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the members.

The Board of Directors recommends the resolution set out in item No.1 of the Notice for the approval of the members. Except to the extent of their shareholdings, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution and also the directorship and membership in the Subsidiaries, Associates and Group Companies of the Company.

Item no. 2

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a company shall not, except with the consent of the Members by way of a Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

As the leasing out of the property exceeds the limits prescribed under Section 180 of the Act, the consent of the members of the Company is required.

The JV Project, GSV Ophthalmics Private Limited (GSV) , with SOMO Holdings & Technology Co., Ltd., South Korea, for the manufacture of Hi- Index lenses, is now progressing into the mobilization stage, which shall be located at Plot no. 16-A,C & D, Tivim Industrial Estate, Mapusa, Goa.

The Board in its meeting held on November 12, 2020, has approved to extend / renovate/ expand/ modify/ construct part of the unutilized building structure of the Company , to meet the manufacturing requirement of GSV by leasing out part of the said unutilized building structure at Plot 16- A, C & D, to GSV, subject to approval of members of the Company.

Lease rentals shall be charged as consideration in return as per the prevailing market rate and on such terms and conditions as the Board of Directors may deem fit.

The Directors therefore, recommend the Special Resolution for approval of the members.

The Board of Directors recommends the resolution set out in item No.2 of the Notice for the approval of the members. Except to the extent of their shareholdings, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution and Mr. K.G. Gupta being the Director of GSV Ophthalmics Private Limited.

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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 : November 12, 2020

Pooja Bicholkar
Company Secretary
ACS 54716