



GKB Ophthalmics Ltd.

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

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

May 31, 2024

Mr. Ninad G. Kamat
UG-1, Building no.12,
Kamat Kinara,
Nomoxim, Caranzalem,
Panjim - Goa 403002

Dear Sir,

Subject: Letter of Appointment

We are pleased to inform you that upon approval of Board of Directors of the Company in its meeting held on May 30, 2024, you are being appointed as an Additional Director (Non Executive & Independent Director) on the Board of the Company with effect from June 01, 2024, for a period of five consecutive years subject to the approval by the Shareholders in their forthcoming Annual General Meeting.

As required under the Companies Act, 2013, your 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 of provisions of the:

- i. applicable laws, including the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations) and;
- ii. Articles of Association of the Company

You may also kindly note the following in respect of your appointment:-

1. Appointment:

Pursuant to the above, in accordance with the provisions of the Companies Act, 2013 and Listing Regulations and based on recommendation of the Nomination & Remuneration Committee and approval of Board of Directors and subject to the approval of the Shareholders in the forthcoming Annual General Meeting, your appointment as an Independent Director on the Board shall be till May 31, 2029.

Pursuant to the applicable laws, you may also be appointed as a Director in any of the Subsidiary companies of the Company.

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





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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 Regulations. 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.

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 Listing Regulations (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 Regulations 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.

