

**NOTICE**

**GKB Vision Private Limited**

**Reg. Off.:** Plot No 27 & 28 Pilerne Industrial Estate, P. O. Saligao Bardez, Goa, 403 511  
(CIN: U33201GA2000PTC002864)

**NOTICE** is hereby given that the Annual General Meeting of the Members of the Company shall be held on Tuesday, 28th day of June, 2021 at 5.00 p.m. at a shorter notice through video conferencing (VC)/ other audiovisual means (OAVM), pursuant to the general circular no.2/2022 dated May 5, 2022 read with general circular no. 14/2020 dated April 8, 2020 issued by the ministry of corporate affairs to transact the following business:

**ORDINARY BUSINESS:**

**1.To receive, consider and adopt the audited Financial Statement of the Company as on December 31, 2021 together with the reports of the Directors and Auditors thereon**

**2. An interim Dividend of 210.30% on the paid- up equity share capital of the Company approved by the Board of Directors in their Meeting held on December 17, 2021 duly paid to the shareholders be considered as the final dividend.**

**SPECIAL BUSINESS:**

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

**To Approve the Limits of Related Party Transactions for The Financial Year 2022**

**RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act 2013 read with Rule 15 of the Companies (Meetings of Board and its power) Rules, 2014 and other applicable provisions of the Act (including the statutory amendment/ modification/ enactment thereof for the time being in force), the members of the Company be and hereby approve the limits for the Related party transactions of the Financial year 2022 with the identified Related Parties to the extent of the limits detailed in the table forming part of the explanatory statement annexed to this notice on such terms and conditions as the board of directors may deem fit in compliance with the applicable provision of the Act.

**For GKB Vision Private Limited**

\_\_\_\_\_ Sd/- \_\_\_\_\_  
**Mr. K. G. Gupta**  
**Director (DIN: 00051863)**  
**Date: June 28, 2022**  
**Place: Saligao, Goa**

## NOTES:

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses set out in the Notice is annexed and forms part of this Notice.
2. Due to Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), has vide its General Circular No. 20/2021 Dated December 8, 2021 Read With circular dated 8 April, 2020 (collectively referred to as "MCA Circulars"), permits the Companies to conduct the General Meetings through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the Extra Ordinary General Meeting (EGM) of the Company is being held through VC / OAVM via Zoom.
3. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
4. Attendance of the Members through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.
6. The voting on the items of business proposed in the AGM Notice for the approval of shareholders shall be by show of hands. In case a Poll is demanded by a shareholder, then the procedure mentioned in point. No. 7 below shall be followed.
7. In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id [cs@gkbvision.com](mailto:cs@gkbvision.com)
8. Any grievance related to joining for the AGM through VC/OAVM or during the AGM can be addressed to the Company Secretary by sending e-mail at [cs@gkbvision.com](mailto:cs@gkbvision.com)

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

### **Item No. 3**

As a part of business operations, the Company is required to enter into certain transactions with its related parties for the financial year 2022.

The limits for Related Party Transactions (RPTs) for FY 2022 as approved by the Board are placed before the shareholder under this resolution.

Though some of the transactions may exceed the threshold limits as prescribed under Rule 15 of the Companies (Meetings of Board and its power) Rules, 2014, all the transactions are at arm's length and in the ordinary course of business. However, as an additional review mechanism, to ensure that adequate approvals are in place if the transactions are determined otherwise and as a good corporate governance practice, said RPTs are to be entered into by the Company with its Related Parties during the FY-2022 which are now being placed before the shareholders for their review and approval to the extent of the values stated against such Related Parties provided herein below:

			(in Lakhs)
<b>Name of Related Party</b>	<b>Relationship</b>	<b>Nature of Transaction</b>	<b>Total</b>
Essilor India Pvt. Ltd	Associate Company	Sale of Goods, Purchase - Materials & Spares, Purchase of FA including Asset Reconstruction, Sales Promotion & Other Exp	182.62
Essilor Manufacturing India Private Limited	Associate Company	Purchase of FA including Asset Reconstruction	8.16
GKB Vision FZC	Subsidiary Company	Sale of Goods	1,107.22
GKB Ophthalmics Ltd	Enterprise over which KMP exercise significant influence	Sale of Goods, Purchase - Materials & Spares, Sales Promotion & Other Exp, Processing Charges	1,859.86
GKB Ophthalmics Products FZE	Related party	Sale of Goods, Purchase - Materials & Spares	728.44
Vision Rx Lab Pvt Ltd	Fellow Subsidiary	Sale of Goods	251.76
VVBG Private Limited	Fellow Subsidiary	Sale of Goods, Purchase of FA including Asset Reconstruction, Processing Charges	42.22
Essilor Australia Pty Ltd	Fellow Subsidiary	Sale of Goods	2.93
Essilor Bangladesh Pvt Ltd	Fellow Subsidiary	Sale of Goods	11.00
Essilor Hongkong Ltd.	Fellow Subsidiary	Sale of Goods	17.64
Essilor of America	Fellow Subsidiary	Sale of Goods, Purchase - Materials & Spares, Purchase of FA including Asset Reconstruction	824.60
Essilor Singapore Pte Ltd.	Fellow Subsidiary	Sale of Goods	22.76
Essilor Vision Foundation	Enterprise over which KMP exercise significant influence	CSR Activites	8.46
ISBIR Optik Sanayi A.S.	Fellow Subsidiary	Sale of Goods	2.66
LTL Spa	Fellow Subsidiary	Sale of Goods	22.61
Optical Supplies of Asia	Fellow Subsidiary	Sale of Goods	44.83
Precision Optical SA	Fellow Subsidiary	Sale of Goods	15.56
Shamir Eyal Ltd.	Fellow Subsidiary	Sale of Goods	167.94
Shamir Optical LDA	Fellow Subsidiary	Sale of Goods	252.82
Speciality Lens Corporation	Fellow Subsidiary	Sale of Goods	34.76
Shamir Optical Industry Ltd.	Fellow Subsidiary	Purchase - Materials & Spares, Royalty	76.01
Shamir Optical India	Fellow Subsidiary	Sale of Goods	100.25
Spherical Optics	Fellow Subsidiary	Sale of Goods	57.61
Barberini Gmbh	Fellow Subsidiary	Purchase - Materials & Spares	784.27
Satisloh AG India Branch Office	Fellow Subsidiary	Purchase - Materials & Spares, Purchase of FA including Asset Reconstruction, Sales Promotion & Other Exp	41.90
Satisloh AG	Fellow Subsidiary	Purchase of FA including Asset Reconstruction	67.61
Satisloh Italy S.R.L	Fellow Subsidiary	Purchase of FA including Asset Reconstruction	5.90
Satisloh GMBH	Fellow Subsidiary	Purchase - Materials & Spares	417.90
Xcel Optical Company	Fellow Subsidiary	Purchase - Materials & Spares, Processing Charges	43.56
Gaurav Gupta	Relative of Director	Remuneration	120.00
<b>Total</b>			<b>7,323.86</b>

Directors and/or their relatives are interested or concerned in the said resolution to the extent of their Memberships and/or Directorships in the Company, Subsidiaries, firms, and Associate companies if any.

The Directors commend the Ordinary Resolution at Item No. 3 of the Notice for the approval of the Members of the Company.