

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 second Extra Ordinary General Meeting of the Members for the financial year 2024 of the Company will be held on Tuesday, November 19, 2024 at 11.30 a.m. at the Registered office situated at Plot No 27 & 28 Pilerne Industrial Estate, P. O. Saligao Bardez, Goa, to transact the following business:

SPECIAL BUSINESS:

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

TO APPROVE THE REMUNERATION PAYABLE TO MR. GAURAV GUPTA UNDER RPT

RESOLVED THAT pursuant to the provision of Section 188(1)(f) 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), shareholder be and hereby accords its consent to the Company to pay remuneration to Mr. Gaurav Gupta a related party from April 1, 2024, to March 31, 2025, as per details specified herein below:

Name of Related party	Nature of Relationship	Office or place of Profit - Remuneration Section 188(1)(f)	
		Break up of Annual remuneration: -	(In lakhs)
Mr. Gaurav Gupta	Relative of Director - Mr. K.G.Gupta and Mr. Vikram Gupta	Annual Fixed	92.88
		Annual Variable	23.22
		Total Annual Limit	116.10

RESOLVED FURTHER THAT all the directors be and are hereby severally authorized to do all such acts, deeds, things as may be required to give effect to this resolution.”

For GKB Vision Private Limited

_____Sd/-_____
Mr. K. G. Gupta
Director (DIN: 00051863)
Date: October 25, 2024
Place: Saligao, Goa

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. Such proxy need not be the member of the company. Proxies in order to be effective, must reach the corporate office of the company at least 48 hours before the meeting.
2. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter/power of attorney, as applicable, issued by the member of organization.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
4. A blank form of Proxy is enclosed.
5. The voting on the items of business proposed in the EOGM 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. 6 below shall be followed.
6. In case a Poll on any item is demanded by the Members at the EOGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id kritika.satardekar@gkbvision.com
7. Members holding shares in physical form are requested to notify immediately any changes in their addresses to the Company and to their respective Depository Participants, in case shares are held in electronic mode
8. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the Meeting.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting in annexed Herewith.
10. The Notice of the EOGM can be downloaded from the Company's website: www.gkbvision.com.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 1

Mr. Gaurav Gupta, as the CEO, leads and administers the operations in Goa at GKB Vision. The remuneration payable to Mr. Gaurav Gupta is a related party transaction since he is relative of Mr. K. G. Gupta and Mr. Vikram Gupta, Directors of the Company. The Board, in their meeting held on October 18, 2024, approved the remuneration paid to Mr. Gaurav Gupta, which was supported by an email confirmation from the Essilor, Head of Group HR dated October 5, 2024. As per the review carried out by the management, the proposed remuneration is commensurate with market standards. Further, the remuneration payable to Mr. Gaurav Gupta is more than the limit specified under Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, however, the transaction is at arm's length and in the ordinary course of business. Therefore, 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 Party which is placed before the shareholders for their review and approval to the extent of the values stated against Related Party provided herein below from April 1, 2024, to March 31, 2025:

Name of Related party	Nature of Relationship	Office or place of Profit - Remuneration Section 188(1)(f)	
		Break up of Annual remuneration: -	(In lakhs)
Mr. Gaurav Gupta	Relative of Director - Mr. K.G.Gupta and Mr. Vikram Gupta	Annual Fixed	92.88
		Annual Variable	23.22
		Total Annual Limit	116.10

Mr. K G Gupta and Mr. Vikram Gupta, Directors are interested or concerned in the said resolution.