

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 First Extra-Ordinary General Meeting of the Members for the financial year 2023 of GKB Vision Private Limited shall be held on Thursday, April 27, 2023, at 12.00 p.m. at a shorter notice through video conferencing (VC)/ other audiovisual means (OAVM), pursuant to the general circular no.20/2021 dated December 8, 2021 read with general circular no. 14/2020 dated April 8, 2020 issued by the ministry of corporate affairs to transact the following business.

SPECIAL BUSINESS:

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

Ratification of Related Party Transactions entered during the financial year 2021 and 2022:

A) Ratification for FY 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 be and hereby ratify the transactions with the related parties which exceeded the earlier approved limits for the Financial Year 2022 approved by the Shareholders at the Extra General Meeting held on April 13, 2022 to the extent of the limits detailed in the table forming part of the explanatory statement annexed to this notice.”

B) Ratification for FY 2021: -

“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), members be and hereby ratifies the following transactions which were not included in the list of RPTs for the Financial Year 2021 to the extent of the limits detailed in the table forming part of the explanatory statement annexed to this notice.”

2.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 2023

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 2023 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.

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

Alteration in the articles of association of the company

“Resolved that pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the approval of the members of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to modify/change the following clauses of the Article of Association of the Company.

Existing clause of AOA	New Clause of AOA
1) Clause 1:- The regulations contained in Table “F” of Schedule I the Companies Act, 2013 shall apply to this Company only to the extent they are applicable to public companies save and except so far as such regulations are not inconsistent with any of the provisions contained in these Articles.	Clause 1:- The regulations contained in Table “F” of Schedule I the Companies Act, 2013 shall apply to this Company only to the extent they are applicable to private companies save and except so far as such regulations are not inconsistent with any of the provisions contained in these Articles
2) Clause 2(xxviii) Secretary" means and includes any Person appointed in accordance with the provisions of the Companies (Secretary's Qualifications) Rules, 1975 or any other rules for the time being in force.	“company secretary” or “secretary” means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a company to perform the functions of a company secretary under this Act;
Article 65(ii):- On and from the Completion Date, the quorum for meeting of the Shareholders shall comprise of 5 (Five) Members, which shall include at least one representative of Essilor and any one of the KG Gupta Family, personally present	1) Article 65(ii):- On and from the Completion Date, the quorum for meeting of the Shareholders shall comprise of 2(Two) Members, which shall include at least one representative of Essilor and any one of the KG Gupta Family, personally present
Article 80: The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Article 80: The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. Notwithstanding anything contained hereinabove, for general meetings convened at a shorter notice, proxy form may be deposited with Company at any time prior to the time fixed for the general meeting.
Article 83:- Until otherwise determined in General Meeting, the number of Directors on the Board (excluding alternate Directors) shall not be less than 7 (seven). Out of them Essilor shall nominate 4(four) representatives and K.G. Gupta family shall nominate 3 (three), unless and until there is a significant change in the Shareholding pattern compared to that as on Completion Date.	Article 83:- Until otherwise determined in General Meeting, the number of Directors on the Board (excluding alternate Directors) shall not be less than 5 (five) however, always an odd number to be maintained. Out of them Essilor shall nominate 3(three) representatives and K.G. Gupta family shall nominate 2 (two), unless and until there is a significant change in the Shareholding

	pattern compared to that as on Completion Date.
Article 97:- Subject to the provisions of section 173 of the Act, the Board may meet for the conduct of business from time to time at least once in every three calendar months and at least four such meetings shall be held in every year. Meetings of the Board may be held at any place depending on the convenience of the Directors. The Directors may adjourn and otherwise regulate their meetings as they think fit.	Article 97:- Subject to the provisions of section 173 of the Act, the company shall hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board
106. Subject to the provisions of these Articles a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally and shall include the power to appoint Persons as Directors. Where in a Board Meeting, there is an equal voting i.e. same number of votes for and against a resolution and Directors are not able to resolve the issue in the same meeting, another meeting of Directors shall be convened within 15 (fifteen) days from the date of the first meeting. In such reconvened meeting, decision of Essilor shall prevail other than those matters referred to in Article 104.	106. Subject to the provisions of these Articles a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally and shall include the power to appoint Persons as Directors. Where in a Board Meeting, there is an equal voting i.e. same number of votes for and against a resolution and Directors are not able to resolve the issue in the same meeting, another meeting of Directors shall be convened within 15 (fifteen) days from the date of the first meeting. In such reconvened meeting, decision of Essilor shall prevail other than those matters referred to in Article 105.

Resolved Further that any directors or the company secretary of the Company be and is hereby authorized to do all such acts, deeds, and things to give effect to the aforesaid resolutions."

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

A) Regularisation of Mr. Alessio Smiderle (DIN: 09148827) as the Director of the Company

“RESOLVED THAT Mr. Alessio Smiderle (DIN: 09148827), who was appointed as an Additional Director with effect from July 1, 2022 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the next General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

B) Regularisation of Mr. Manoj Kumar (DIN: 07950419) as the Director of the Company

“RESOLVED THAT Mr. Manoj Kumar (DIN: 07950419), who was appointed as an Additional Director with effect from February 13, 2023 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the next General meeting, and in respect of whom a notice has been received from a member in writing under

Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

C) Regularisation of Mr. Ajay Bose (DIN No. 07428455) as the Director of the Company
“**RESOLVED THAT** Mr. Ajay Bose (DIN No. 07428455) , who was appointed as an Additional Director with effect from February 13, 2023 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the next general meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

For **GKB Vision Private Limited**

Sd/-

Date : April 27, 2023
Place : Goa

K.G.Gupta
Director

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 EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.
6. The voting on the items of business proposed in the EGM 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 EGM, 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
8. Any grievance related to joining for the EGM through VC/OAVM or during the EGM can be addressed to the Company Secretary by sending e-mail at cs@gkbvision.com

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM 1****A) Ratification for FY 2022:**

The Related Party Transactions (RPTs) approved by the Board and placed before the shareholder under these resolutions are generally in the ordinary course of business and are at arm's length. 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, the Board of Directors at their meeting held on April 13, 2022, had set the limits for RPTs to be entered into by the Company with its Related Parties during the FY 2022 which were subsequently approved by the shareholders too at their meeting held on April 13, 2022. However, a few of the transactions have exceeded the limits approved earlier by the board and the shareholders. A statement of the Related Party Transactions (RPT) enumerating the transactions that exceeded the limit in FY 2022 as approved by the Board earlier, are being placed before the shareholder for their review and approval

Particular	Nature of relationship	Actual as on December 31, 2022	Amount in Lacs	
			Approval of limits obtained for FY 2022	Exceeded Limit
Sales of Goods				
Essilor of America	Fellow Subsidiary	939.67	595.76	343.91
Essilor Lanka (Pvt)Ltd	Fellow Subsidiary	0.07	0	0.07
ISBIR Optik Sanayi A.S.	Fellow Subsidiary	6.78	2.66	4.12
Lensco The Lens Company	Enterprise Over Whic	137.39	-	137.39
Shamir Eyal Ltd.	Fellow Subsidiary	365.51	167.94	197.57
Rupp And Hubrach Optik Gmbh (Pru	Fellow Subsidiary	884.92	0	884.92
Polycore Optical (M) Sdn Bhd	Fellow Subsidiary	92.22	0	92.22
SOFI de CHIHUAHUA	Fellow Subsidiary	168.05	0	168.05
Purchases of materials and Spare				
Essilor Manufacturing India Private	Holding Company	3.11	-	3.11
GKB Ophthalmics Products FZE	Enterprise Over Whic	285.35	161.88	123.47
DAC Vision Inc	Fellow Subsidiary	4.33		4.33
Lensco The Lens Company	Enterprise Over Whic	5.50	-	5.50
Shamir Optical India Private Limited	Fellow Subsidiary	2.83		2.83
Purchase of Fixed Asset including Assets under Construction				
Essilor Manufacturing India Private	Holding Company	26.37	8.16	18.21
Essilor of America	Fellow Subsidiary	181.48	37.10	144.38

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.

B) Ratification for FY 2021:-

Lensco – The lens Company, is identified as the related party in the year 2023. therefore, the transactions with Lensco during the FY 2021 needs to be ratified by the board and Shareholders. The transaction during the FY 2022 are already tabled above.

				in lacs
Particular	Nature of relationship	Actual as on December 31, 2021	Approval of limits obtained for FY 2021	Exceeded Limit
Sales of Goods				
Lensco The Lens Company	Enterprise Over Which Key Management Personnel Exercise Significant Influence	729.57	0	729.57
Purchases of materials and Spare				
Lensco The Lens Company	Enterprise Over Which Key Management Personnel Exercise Significant Influence	209.6	0	209.6

ITEM 2:-

As a part of business operations, the Company is required to enter into certain transactions with its related parties for the financial year 2023.

The limits for Related Party Transactions (RPTs) for FY 2023 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-2023 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)
Name of Related Party	Relationship	188(1)(a)	188(1)(a)	188(1)(b)	Services 188(1)(d)			Total
		Sale of Goods	Purchase - Materials & Spares	Purchase of FA including Asset Reconstruction	Royalty	Sales Promotion & Other Exp	Processing Charges	
Essilor India Pvt. Ltd	Associate Company	0.81	77.31	68.45		36.05		182.62
Essilor Manufacturing India Private Limited	Associate Company		3.73	31.65				35.38
GKB Vision FZC	Subsidiary Company	364.92						364.92
GKB Ophthalmics Ltd	Enterprise over which KMP exercise significant influence	196.63	1,792.03			0.02	1.88	1,990.56
GKB Ophthalmics Products FZE	Related party	566.56	342.42					908.98
Vision Rx Lab Pvt Ltd	Fellow Subsidiary	175.52						175.52
VVBG Private Limited	Fellow Subsidiary	4.72		32.35			0.92	37.99
Essilor Australia Pty Ltd	Fellow Subsidiary	2.93						2.93
Essilor Bangladesh Pvt Ltd	Fellow Subsidiary	10.14						10.14
Essilor Hongkong Ltd.	Fellow Subsidiary	17.64						17.64
Essilor of America	Fellow Subsidiary	1,127.61	191.74	217.78				1,537.13
Essilor Lanka Pvt Ltd	Fellow Subsidiary	0.09						0.09
Essilor Singapore Pte Ltd.	Fellow Subsidiary	0.19						0.19
Essilor Vision Foundation	Enterprise over which KMP exercise significant influence							-
ISBIR Optik Sanayi A.S.	Fellow Subsidiary	8.13						8.13
LTL Spa	Fellow Subsidiary	13.26						13.26
Lensco - The Lens Company	Related party	875.48	251.53					1,127.01
Optical Supplies of Asia	Fellow Subsidiary	51.33						51.33
Precision Optical SA	Fellow Subsidiary	-						-
Shamir Eyal Ltd.	Fellow Subsidiary	438.61						438.61
Shamir Optical LDA	Fellow Subsidiary	252.82						252.82
Speciality Lens Corporation	Fellow Subsidiary	34.76						34.76
Rupp And Hubrach Optik Gmbh (Pru)	Fellow Subsidiary	1,061.90						1,061.90
Polycore Optical (M) Sdn Bhd	Fellow Subsidiary	110.67						110.67
SOFI de CHIHUAHUA	Fellow Subsidiary	201.66						201.66
Shamir Optical Industry Ltd.	Fellow Subsidiary		53.91		22.68			76.59
Shamir Optical India Private Limited	Fellow Subsidiary	100.25	3.40					103.65
Spherical Optics	Fellow Subsidiary	-						-
Barberini Gmbh	Fellow Subsidiary		827.77					827.77
DAC Vision Inc			5.20					5.20
Satisloh AG India Branch Office	Fellow Subsidiary		8.10	22.67		2.57		33.34
Satisloh AG	Fellow Subsidiary			67.61				67.61
Satisloh Italy S.R.L	Fellow Subsidiary			5.90				5.90
Satisloh GMBH	Fellow Subsidiary		417.90					417.90
Xcel Optical Company	Fellow Subsidiary						25.27	25.27
Total		5,616.63	3,975.04	446.41	22.68	38.64	28.07	10,127.47

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.

ITEM NO. 3: ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

At the last board meeting held on February 13, 2023, the EL group legal team had informed the Board that certain provisions of Articles need to be revisited to align it with the current business practices adopted by the Company. The management has reviewed the articles and suggested following alterations to the Articles of Association of the Company. The summary of the proposed changes is as follows:

Existing clause of AOA	New Clause of AOA	Rationale for the changes
<p>1) Clause 1:- The regulations contained in Table "F" of Schedule I the Companies Act, 2013 shall apply to this Company only to the extent they are applicable to public companies save and except so far as such regulations are not inconsistent with any of the provisions contained in these Articles.</p>	<p>Clause 1:- The regulations contained in Table "F" of Schedule I the Companies Act, 2013 shall apply to this Company only to the extent they are applicable to private companies save and except so far as such regulations are not inconsistent with any of the provisions contained in these Articles</p>	<p>The Company is a private company, therefore, the reference of public companies is incorrect and it leads to compliance with the provisions which are not applicable to the Company.</p>
<p>2) Clause 2(xxviii) "Secretary" means and includes any Person appointed in accordance with the provisions of the Companies (Secretary's Qualifications) Rules, 1975 or any other rules for the time being in force.</p>	<p>"company secretary" or "secretary" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a company to perform the functions of a company secretary under this Act;</p>	<p>The amendment is necessary to bring the AOA provisions in line with the definition provided under the Companies Act, 2013</p>
<p>Article 65(ii):- On and from the Completion Date, the quorum for meeting of the Shareholders shall comprise of 5 (Five) Members, which shall include at least one representative of Essilor and any one of the KG Gupta Family, personally present</p>	<p>1) Article 65(ii):- On and from the Completion Date, the quorum for meeting of the Shareholders shall comprise of 2 (Two) Members, which shall include at least one representative of Essilor and any one of the KG Gupta Family, personally present</p>	<p>Under section 103 of the Companies Act, 2013, the minimum quorum for the general meeting shall be 2. Therefore, the minimum requirement is proposed for the smooth functioning of the general meeting.</p>
<p>Article 80: The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.</p>	<p>Article 80: The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not</p>	<p>For meetings convened at a shorter notice, it is not possible to have the consent at a time gap of 48 hours / 24 hours. Therefore, it is proposed to delete the timelines for meetings convened at shorter notice.</p>

	<p>be treated as valid. Notwithstanding anything contained hereinabove, for general meetings convened at a shorter notice, proxy form may be deposited with Company at any time prior to the time fixed for the general meeting.</p>	
<p>Article 83:- Until otherwise determined in General Meeting, the number of Directors on the Board (excluding alternate Directors) shall not be less than 7 (seven). Out of them Essilor shall nominate 4(four) representatives and K.G. Gupta family shall nominate 3 (three), unless and until there is a significant change in the Shareholding pattern compared to that as on Completion Date.</p>	<p>Article 83:- Until otherwise determined in General Meeting, the number of Directors on the Board (excluding alternate Directors) shall not be less than 5 (five) however, always an odd number to be maintained. Out of them Essilor shall nominate 3(three) representatives and K.G. Gupta family shall nominate 2 (two), unless and until there is a significant change in the Shareholding pattern compared to that as on Completion Date.</p>	<p>This is to harmonize the board with the present composition.</p>
<p>Article 97:- Subject to the provisions of section 173 of the Act, the Board may meet for the conduct of business from time to time at least once in every three calendar months and at least four such meetings shall be held in every year. Meetings of the Board may be held at any place depending on the convenience of the Directors. The Directors may adjourn and otherwise regulate their meetings as they think fit.</p>	<p>Article 97:- Subject to the provisions of section 173 of the Act, the company shall hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board</p>	<p>The change is necessary to bring the regulation in line with the provisions of the new Companies Act. The minimum interval between two board meeting to be considered as 120 days instead of 90 days.</p>
<p>106. Subject to the provisions of these Articles a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally and shall include the power to appoint Persons as Directors. Where in a Board Meeting, there is an equal voting</p>	<p>106. Subject to the provisions of these Articles a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally and shall include the power to appoint</p>	<p>Typo mistake to be rectified instead of Article 104 to be modified by article 105.</p>

<p>i.e. same number of votes for and against a resolution and Directors are not able to resolve the issue in the same meeting, another meeting of Directors shall be convened within 15 (fifteen) days from the date of the first meeting.</p> <p>In such reconvened meeting, decision of Essilor shall prevail other than those matters referred to in Article 104.</p>	<p>Persons as Directors. Where in a Board Meeting, there is an equal voting i.e. same number of votes for and against a resolution and Directors are not able to resolve the issue in the same meeting, another meeting of Directors shall be convened within 15 (fifteen) days from the date of the first meeting.</p> <p>In such reconvened meeting, decision of Essilor shall prevail other than those matters referred to in Article 105.</p>	
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ITEM No. 4:

A) Regularisation of Mr. Alessio Smiderle (DIN: 09148827) as the Director of the Company

The Board of Directors of the Company in their Meeting held on June 28, 2022 had appointed Mr. Alessio Smiderle (DIN: 09148827) as the Additional Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder Mr. Alessio Smiderle can hold office only up to the date of the next general Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder proposing his candidature for appointment as a Director of the Company.

Mr. Alessio Smiderle is CFO – APAC for EssilorLuxottica group and has been associated with Luxottica Group S.p.A since September 2015

B) Regularisation of Mr. Manoj Kumar (DIN: 07950419) as the Director of the Company

The Board of Directors of the Company in their Meeting held on February 13, 2023 had appointed Mr. Manoj Kumar (DIN: 07950419) as the Additional Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder Mr. Manoj Kumar can hold office only up to the date of the next general Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder proposing his candidature for appointment as a Director of the Company.

Mr Manoj was associated with EssilorLuxottica group Since 2017, started as the Managing Director of Essilor Manufacturing private limited and currently designated as VP Operations EssilorLuxottica- India.

He is a Mechanical Engineer and Accredited Energy Auditor by Bureau of Energy Efficiency, by Government of India.

He has an industrial career spanning over 23yrs with diverse leadership roles in Supply chain, Manufacturing, Project management and manufacturing excellence in the field of Ophthalmic Healthcare, FMCG, Food and Packaging industry. An inspirational leader with proven track record of developing high performance teams to drive cultural transformation and worked in setting up green field and brown field industrial projects.

C) Regularisation of Mr. Ajay Bose (DIN No. 07428455) as the Director of the Company

The Board of Directors of the Company in their Meeting held on February 13, 2023 had appointed Mr. Ajay Bose (DIN No. 07428455) as the Additional Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder Mr. Manoj Kumar can hold office only up to the date of the next general Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder proposing his candidature for appointment as a Director of the Company.

Ajay Bose principally heads strategy, his current designation is head of the customer experience and digital transformation. He is from IIM- Bangalore

None of the Directors, Key Managerial Personnel or their relatives are interested in the proposed resolution set out at Item No. 4.

The Directors commend the Ordinary Resolution at Item No.4 of the Notice for the approval of the Members of the Company.