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

GKB/ST-EXCH
September 22, 2026

Department of Corporate Services
BSE Limited
Phiroze Jeejubhoy Towers
Dalal Street
Mumbai - 400 001

Ref: Scrip Code No. : 533212

Dear Sir/ Madam,

Subject: Submission of Minutes of 44th Annual General Meeting of the Company held on 25th August, 2026.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith a copy of the Minutes of the proceedings of the 44th Annual General Meeting of the Company, held on 25th August, 2026, at the Registered Office of the Company at 16-A, Tivim Industrial Estate, Mapusa- Goa, 403526.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For GKB Ophthalmics Ltd.

Pooja Dessai
Company Secretary

GKB OPHTHALMICS LIMITED
MAPUSA GOA

GKB OPHTHALMICS LIMITED

Minutes of the Forty-Fourth Annual General Meeting of the Members of GKB Ophthalmics Limited, held on Tuesday, August 25, 2026, at 11.00 A.M., IST, at Registered Office at 16-A, Tivim Industrial Estate, Mapusa – Goa, 403 526.

DIRECTORS PRESENT :

Mr. K.G. Gupta	- Chairman and Managing Director,
Mr. Purushottam Mantri	- Independent Director, Chairman of the Audit Committee and Nomination and Remuneration Committee and member of Stakeholders' Relationship Committee
Mrs. Sandhya Ajit Kamat	- Independent Director, Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee
Mr. Ninad Kamat	- Independent Director, Chairman of Stakeholders' Relationship Committee, Member of Audit Committee and Nomination and Remuneration Committee.
Mr. Cedric Lobo	- Executive Director and Member of Audit Committee and Stakeholders' Relationship Committee.

IN ATTENDANCE:

Mr. Gurudas Sawant	- CFO
Ms. Pooja Dessai	- Company Secretary

BY INVITATION:

Mr. Siddhesh Naik	- Representative of MSKA & Associates, Statutory Auditors
Mr. Shivaram Bhat	- Scrutinizer
Ms. Girija Nagvekar	- Secretarial Auditor
Mr. Rohit Kalbhairav	- Partner, RRK & Co, Chartered Accountants, Internal Auditors

Mr. K.G. Gupta, Chairman & Managing Director of the Company, took the Chair, in accordance with the Articles of Association of the Company.

At 11.00 A.M., after ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

In aggregate, 32 Members were present in person at the Meeting.

The Chairman extended a warm welcome to the 44th Annual General Meeting of the Company and introduced the Directors, Auditors and Key Management personnel. The Chairman confirmed the attendance of Mr. Shivaram Bhat, Scrutinizer for the meeting.

He further informed that the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were open for inspection by the members.

The Chairman informed that there were no qualifications, observations or any comments or matters in the Auditors' Report which have any adverse effect on the functioning of the Company. With the permission of the members, the same was taken as read. The Secretarial Auditor's Report was self explanatory and it was taken as read with general consent.

CHAIRMAN'S INITIALS

HELD AT______________________________ ON ______________ TIME ______________

The Chairman informed that as there were operating losses, no dividend was declared for the financial year 2025-26.

Thereafter, the Chairman addressed the Members giving an overview on the Company's performance for the Financial year 2025-26 which was marked by significant global economic uncertainty resulting from geopolitical tensions, changing trade policies, volatile raw material prices, and disruptions in global supply chains influencing manufacturing industries.

The Chairman concluded his speech by emphasizing on the need to stay focused on improving operational performance, strengthening the Company's market position, and creating lasting value for all stakeholders. He acknowledged the continued trust and unwavering support of clients, suppliers, regulatory authorities, Banks, employees and all the shareholders.

The Chairman informed the members that the Company had provided the members with the facility to cast their votes electronically through the e-voting services provided by CDSL on the resolutions set forth in the Notice, in compliance with the Companies Act 2013, and SEBI Listing Regulations read with MCA and SEBI circulars. The facility for casting votes by remote e-voting was provided to members from 09:00 am (IST) on Saturday, August 22, 2026 till 5:00 pm (IST) on Monday, August 24, 2026. He further stated that the Members would be provided with the facility to cast their vote through poll at the meeting , in case they had not cast their votes by remote e-voting.

The following resolutions as listed in the AGM Notice were placed before the meeting. The explanatory statement to the Special Business is enclosed as Annexure "B". As per Secretarial Standard 7.1, the proposing and seconding of a Resolution at a Meeting was not applicable if a Resolution was put to vote through Remote e-Voting or on which a poll has been demanded. Consequently there was no proposing or seconding of resolutions.

ORDINARY BUSINESS:

Item No. 1:
Adoption of Standalone Financial Statements – Ordinary Resolution.

" **RESOLVED THAT** the Audited Standalone Financial Statements for the financial year ended March 31, 2026, together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted."

Item No. 2:
Adoption of Consolidated Financial Statements – Ordinary Resolution.

"**RESOLVED THAT** the Audited Consolidated Financial Statements for the financial year ended March 31, 2026, together with the Report of the Auditors thereon be and are hereby considered, approved and adopted."

Item No. 3:
Re- appointment of Mr. Vikram Gupta, (DIN:00052019), who retires by rotation and being eligible, offers himself for re-appointment – Ordinary Resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013, Mr. Vikram Gupta, (DIN:00052019), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

CHAIRMAN'S INITIALS

SPECIAL BUSINESS:

Item No. 4:
Re-appointment of Mr. Cedric Lobo (DIN: 09124746) as Executive, Non Independent, Whole Time Director of the Company – Special Resolution.

"RESOLVED THAT in accordance with the provisions of Section 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and rules made thereunder, (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in terms of the recommendation of the Nomination and Remuneration Committee, and approval of the Board members, the consent of the shareholders be and is hereby accorded , for the re-appointment of Mr. Cedric Lobo, holding DIN:09124746, as Whole Time Director of the company designated as " Executive Director" for a period of 2 (Two) years with effect from June 01, 2026 to May 31, 2028, on the following terms and conditions:

Particulars	**Terms of Appointment**
Remuneration (Salary, Perquisites and Retiral benefits as given below)	Rs. 9.50 lakhs - Rs. 15.00 lakhs p.a.
Perquisites	a) House Rent allowance as per rules of the Company b) Medical Allowance c) Car Allowance d) Conveyance allowance as per the policy of the company e) Leave Travel Concession as per the rules of the Company f)Children's Education Allowance
Retiral Benefits	a) Contribution to Provident Fund b) Contribution to Superannuation Fund in accordance with the rules of the Company. c) Gratuity payable as per the policy of the Company. d) Encashment of leave at the end of the tenure.
Variable Pay	Depending on own performance and the business performance of the Company.
Notice Period	Three months
Severance Fee	Not applicable

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Cedric Lobo, as Whole Time Director, the Company has no profits or its profits are inadequate, the remuneration set out above, be paid as minimum remuneration, in compliance with the provisions of Section II of Part II of Schedule V to Companies Act, 2013 .

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified above.

HELD AT________________ ON ____________ TIME ____________

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as it may consider necessary and desirable to give effect to this resolution."

Item No. 5:
Re-appointment of Mr. K.G. Gupta as Chairman and Managing Director of the Company – Special Resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force),SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and in terms of recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors in their respective meetings held on May 27, 2026, consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. K.G. Gupta (DIN: 00051863) as Chairman and Managing Director of the Company, designated as the Key Managerial Person, for a period of three years effective from April 01, 2027 to March 31, 2030, on the terms and conditions including remuneration as stated below:

Particulars	**Terms of Appointment**
Basic Salary	Rs. 3,60,000 Per month
Commission	Not exceeding 1% (one percent) of the net profit of the Company computed in the manner laid down under the Act as may be determined by the Board.
Housing	Unfurnished leased accommodation, expenditure on which, will be subject to a ceiling of 50% of the salary over and above 10% payable by him. If no accommodation is provided by the Company, he will be entitled for a suitable House Rent Allowance. Expenditure on gas, electricity, water and furnishing will be borne by the Company and shall be valued as per the Income Tax Rules, 1962.
Perquisites	a) Reimbursement of domiciliary medical expenses and Mediclaim Policy for hospitalization for self and spouse. b) Leave and Leave Travel Concession as per the rules of the Company. c) Personal Accident Insurance Policy. d) Expenses actually and properly incurred by him in the course of business. e) Free use of car with driver on Company's business and telephone at residence.
Retiral Benefits	a) Contribution to Provident Fund, Superannuation and Annuity Fund in accordance with the rules of the Company. b) Gratuity at the rate of half month's salary for every completed year of service. c) Encashment of leave at the end of the tenure.
Notice Period	Three months
Severance Fee	Not applicable

TAX PRINT • MUMBAI-1 PH. 4347 0909

CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. K.G. Gupta, as Managing Director, the Company has no profits or its profits are inadequate, the remuneration set out above, be paid as minimum remuneration, in compliance with the provisions of Section II of Part II of Schedule V to Companies Act, 2013 .

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as it may consider necessary and desirable to give effect to this resolution."

Item No. 6:
To approve the limits of Related Party Transactions for the Financial Year 2026-27 – Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, as amended from time to time, and the Company's policy on Related Party Transactions, and as per the approval of the Audit Committee and Board , the shareholders of the Company hereby approve the Material Related Party Transactions to be entered by the Company with GKB Vision Private Limited, Related party and Lensco- The Lens Company, a Step Down Subsidiary for the financial year 2026-27 to the extent of the limits detailed in the table forming part of the Explanatory Statement annexed to this Notice on such term(s) and conditions(s) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as it may be necessary in order to give effect to this resolution."

Item No. 7:
Approval for holding office or place of profit in subsidiary company by a related party – Ordinary Resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act , 2013 read with Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014 and as per the approval of the Audit Committee and Board , the consent of the shareholders be and is hereby accorded for the payment of remuneration to Mr. Gaurav Gupta, Chief Executive Officer in the Subsidiary Company i.e. Lensco- The Lens Company, who is relative of Mr. K.G. Gupta, Chairman & Managing Director and Mr. Vikram Gupta, Non Executive Director of the Company (that is to hold an office or place of profit under the company), on a monthly remuneration of USD 7400 (all inclusive), to be paid by the said subsidiary Company for the period starting from September 01, 2026 till August 31, 2027, to the extent of the limits detailed in the table forming part of the Explanatory Statement annexed to this Notice on such term(s) and conditions(s) as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as it may be necessary in order to give effect to this resolution."

Thereafter, the Chairman invited the members to ask for clarifications and offer comments.

HELD AT____________ ON ____________ TIME ____________

Mr. Cedric Lobo, Executive Director, acknowledged Mr. K.G. Gupta, Chairman & Managing Director, for his contribution towards cost reduction and financial stabilization by voluntarily agreeing to forego his basic salary of Rs. 3,60,000/- per month , effective January 1, 2026, until he revokes the same in writing. The company would continue to provide the applicable perquisites for the remainder of his tenure.

The Chairman then stated that the Board had appointed Mr. Shivaram Bhat, Practicing Company Secretary to act as the Scrutinizer to scrutinize the Poll at the AGM and remote e-voting process in a fair and transparent manner.

The members who had not voted on the resolutions through the remote e-voting facility prior to the AGM were allowed to cast their votes through Poll.

Thereafter, the Chairman requested Mr. Shivaram Bhat, Scrutinizer to conduct the poll process by circulating the Ballot Papers and requested the shareholders present to exercise their vote and to drop the Ballot papers in the box.

Mr. Shivaram Bhat, Scrutinizer opened and displayed the empty ballot box and then proceeded to lock it. Thereafter, the members exercised their vote.

The Chairman informed the members that the results of the voting on resolutions would be declared within 48 hours from the conclusion of the AGM and the same shall be intimated to the Stock Exchange and shall be placed on the Website of the Company and website of CDSL.

The Chairman extended his heartfelt gratitude to the shareholders, board members, employees, customers, suppliers, regulatory authorities and Banks for their continued support and trust. He further thanked the collective dedication and hard work of the employees and workmen and wished everyone good health, prosperity, and continued success.

With the permission of the members the meeting was concluded at 11.25 A.M., on the same day.

The result of the e-voting was declared on August 26, 2026, based on the report of the Scrutinizer and the addendum of the e-voting results is annexed herewith as Annexure "A".

K. G. Gupta

Date: 22/09/26
Place: Mangalore

CHAIRMAN

CHAIRMAN'S INITIALS

TAX PRINT • MUMBAI-1 PH 4347 0909

HELD AT________________ ON ____________ TIME ____________

Annexure "A"

Addendum to the Minutes of the Forty Fourth Annual General Meeting of the members of GKB Ophthalmics Limited, held on August 25, 2026, at 11.00 A.M., at Registered Office at 16-A, Tivim Industrial Estate, Mapusa – Goa, 403 526.

The Scrutinizer, Mr. Shivaram Bhat, Practicing Company Secretary submitted the report containing the combined results of remote e-voting and the Poll, to the Company on August 26, 2026. A summary of the said report is as under:

Resolution		Title of the Resolution	Number of Votes				
No.	Type		In Favour	%	Against	%	Invalid Votes
1.	Ordinary	Adoption of Standalone Financial Statements.	2202809	100	0	0	0
2.	Ordinary	Adoption of Consolidated Financial Statements.	2202809	100	0	0	0
3.	Ordinary	Re- appointment of Mr. Vikram Gupta, (DIN:00052019), who retires by rotation and being eligible, offers himself for re-appointment.	2202809	100	0	0	0
4.	Special	Re-appointment of Mr. Cedric Lobo (DIN:09124746) as Executive, Non Independent, Whole Time Director of the Company.	2202409	100	0	0	0
5.	Special	Re-appointment of Mr. K.G. Gupta as Chairman and Managing Director of the Company.	698175	100	0	0	0
6.	Ordinary	To approve the limits of Related Party Transactions for the Financial Year 2026-27	44680	100	0	0	0
7.	Ordinary	Approval for holding office or place of profit in subsidiary company by a related party.	287144	100	0	0	0

Accordingly, all the above resolutions were passed by the members with the requisite majority.

Date: 22/09/26
Place: Mapusa

K. G. Gupta
CHAIRMAN

CHAIRMAN'S INITIALS

HELD AT______________________ ON ____________ TIME ____________

Annexure- B

EXEXPLANATORY 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 Notice:

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee (NRC) of the Company and thereafter, upon approval of the Board of Directors and shareholders , Mr. Cedric Lobo was appointed as an Executive – Whole Time Director w.e.f. June 01, 2024, for a two-year term ending on May 31, 2026. This appointment was made pursuant to the provisions of Sections 161, 196, and 197 of the Companies Act, 2013, read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on May 27, 2026 has, subject to the approval of members, re-appointed Mr. Cedric Lobo as Whole Time Director of the Company for a period of 2 (two) years with effect from June 01, 2026 to May 31, 2028 in accordance with the provisions of Sections 196, 197 and Schedule V of the Companies Act 2013. Accordingly, it is proposed to seek the approval of members for the re-appointment of Mr. Cedric Lobo as Whole Time Director, designated as Executive Director of the Company, for a period of 2 (two) years.

Mr. Cedric Lobo manages the Human Resource function, including talent acquisition, succession planning, and work culture development. He also oversees legal compliance regarding employment, labor, and environmental regulations. Furthermore, having served as the "Factory Manager" and subsequently as the "Occupier" under the Factories Act of 1948, he has successfully managed factory operations for several years.

Mr. Cedric Lobo satisfies the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of Section 196 of the Companies Act 2013. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Company believes that the association of Mr. Cedric Lobo as a Whole Time Director is in the best interest of the Company. Details of Mr. Cedric Lobo are provided in the Annexure to the notice pursuant to the Listing Regulations and Secretarial Standard -2, on General Meetings.

Except for Mr. Cedric Lobo, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Resolution. The Board of Directors of the Company recommends passing of the resolution as set out in Item no. 4 by way of Special Resolution.

Item No. 5:

Mr. K.G. Gupta was re-appointed as Chairman and Managing Director in the 41st Annual General Meeting of the Company for a period of three (3) years effective from April 01, 2024 to March 31, 2027. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 27, 2026 subject to the approval of members, has re-appointed Mr. K.G. Gupta as the Chairman, Managing Director and the Key Managerial Person of the Company for a period of three years effective from April 01, 2027 to March 31, 2030 and approved the terms of his remuneration.

CHAIRMAN'S INITIALS

Mr. K.G. Gupta, is a Promoter Director of the Company since its incorporation. With over 63 years of experience in the ophthalmic industry, he remains actively involved in daily operations, having ensured the sustainability of Company's operations during challenging times. Considering his extensive knowledge relating to the Company's affairs and varied experience in the ophthalmic lens industry and for smooth and efficient running of the business, the Board of Directors is of the opinion to avail the continuity of his expertise by re-appointing Mr. K.G. Gupta as Chairman and Managing Director , for a further period of three years w.e.f. April 01, 2027 to March 31, 2030, at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder.

The resolution be also treated as specific approval of shareholders pursuant to sub-section 3 of Section 196 of the Act as Mr. K.G.Gupta exceeded the age of 70 years.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regards to duties of director. The Managing Director shall adhere to the Company's Code of Conduct.

Mr. K. G. Gupta is also a Director in GKB Vision Pvt. Ltd and GSV Ophthalmics Pvt. Ltd (GSV). Whereas GSV has presently filed an application for dissolution with National Company Law Tribunal.

Mr. K. G. Gupta , Managing Director holds 9,02,812 equity shares and Krishna Gopal Gupta &Sons (HUF) holds 3,00,053 equity shares in the Company as on March 31, 2026.

Details of Mr. K.G. Gupta are provided in the Annexure to the notice pursuant to the Listing Regulations and Secretarial Standard -2, on General Meetings.

Except for Mr. K.G. Gupta and his relatives, to the extent of their shareholding, and the directorship held by Mr. Vikram Gupta , none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the resolution as set out in item no. 5 of the Notice.

The Board of Directors recommend the passing of resolution as a Special Resolution set out at Item No. 5, for the approval of the members.

Item No. 6

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, " Listing Regulations" the Company initially in its Audit and Board Meeting held on May 30, 2025 and subsequently in the Annual General Meeting held on August 21, 2025 had approved the limits for the Material Related Party Transactions to be undertaken by the Company with its Related Parties for F.Y. 2026-27.

Pursuant to Regulation 15 (2) of the Listing Regulations, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply to the Company from FY 2026-27, as the paid up equity share capital of the Company is below rupees ten crores and net worth has reduced and remained below rupees twenty five crores, for a period of three consecutive financial years i.e., F.Y. 2023-24, F.Y. 2024-25 and F.Y. 2025-26.

Further, as Regulation 23 of the Listing Regulations is no longer applicable for FY 2026-27, as a matter of good corporate governance it is proposed that the company obtain approval for Related Party Transaction limits under Section 188 of the Companies Act, 2013. These transactions will be undertaken at arm's length and in the ordinary course of business.

In accordance with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, any transaction, whether individual or cumulative with previous transactions within a financial year, exceeding 10% of the annual standalone turnover for sales, purchase of goods, or availing/rendering services, or 10% of the net worth for selling or buying property of the Company, as per the audited financial statements of the preceding financial year, necessitates prior approval of the company. The annual standalone turnover and net worth of the Company, as per the last audited financial statements for FY 2025-26, was Rs. 25.64 crores and Rs 12.89 crores respectively. Hence, the transaction limits with GKB Vision Private Limited and Lensco- The Lens Company of Rs. 27.00 crores and Rs. 15.00 Crores respectively, for FY 2026-27 would require the approval of shareholders additionally. Hence, as approved by Audit Committee and Board, the transactions as detailed in the tabled below is being placed before the shareholders for their approval by way of Ordinary Resolution:

1	Name of the related party	GKB Vision Private Limited	Lensco- The Lens Company
2	Nature of Relationship	Common Directorship of Mr. K.G. & Mr. Vikram Gupta	Step Down Subsidiary
2	Name of the Director or KMP who is related	Mr. K. G. Gupta and Mr. Vikram Gupta	
4	Nature, material terms, and particulars of the contract or arrangement	Transactions include buying and selling of ophthalmic lenses in all forms both glass as well as plastic and glass moulds , consumables used in the manufacture of plastic lenses, buying and selling of spectacles and contact lenses and availing or rendering of any service and such other transaction in the normal course of business.	
5	Value of proposed transaction	Rs. 27.00 Crores	Rs. 15.00 Crores
6	Tenure of transaction	F.Y. 2026-27	F.Y. 2026-27
7	Any advance paid or received for the contract or arrangement, if any	Advances received from time to time are duly recorded in the books of accounts	
8	The manner of determining the pricing and other commercial terms	The proposed transactions are carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business. Further, the Company is also subjected to transfer pricing norms prevalent in the country.	
9	Any other information relevant for the members to take a decision	These transactions are in furtherance of business and significantly contribute to revenue growth of the Company. Mr. K. G. Gupta and Mr. Vikram Gupta, Directors of the Company being interested, were not present at the Board Meeting during discussions on related party transactions. The related parties will abstain from voting on this resolution at the ensuing Annual General Meeting.	

In view of above, the Board of Directors recommend passing the resolution set out at Item No.6, of the Notice, for approval of the Shareholders as an Ordinary Resolution.

Item no. 7

The shareholders of the Company in its Meeting held on August 21, 2025, had approved a remuneration of USD 7400 per month to be paid by the Subsidiary, Lensco- The Lens Company (Lensco) to its CEO, Mr. Gaurav Gupta , son of Mr. K.G. Gupta, Managing Director of the Company, taking into consideration his increased involvement in the day to day business operations of the Company. The Business of Lensco has been considerable growing.

HELD AT ______________________ ON ____________ TIME ____________

Further, this approval for the remuneration of USD 7400 p.m., taken in the previous AGM would expire on August 31, 2026. The Audit Committee and Board members in their respective Meetings held on May 27, 2026, have approved the monthly remuneration of USD 7400 (all inclusive) to be paid by Lensco for the expenses incurred by Mr. Gaurav Gupta in the due discharge of his duties as Chief Executive Officer in the Company for the period starting from September 01, 2026 till August 31, 2027, subject to the approval of the shareholders.

Accordingly, fresh approval of remuneration for the period starting from September 01, 2026 to August 31, 2027 is being sought from the shareholders. As per Section 188, Mr. Gaurav Gupta, is a related party holding an office or place of profit in Lensco, the subsidiary company. As per Section 188 of the Companies Act, 2013, except with the prior approval of the company i.e., the shareholders, by way of a resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into for appointment to any office or place of profit in the company, its subsidiary company or associate company with a monthly remuneration exceeds two and a half lakh rupees as mentioned in clause (f) of sub-section (1) of section 188. The remuneration of USD 7400 exceeds this limit requiring the approval of the shareholders. Hence, as approved by Audit Committee and Board, the remuneration as detailed in the tabled below is being placed before the shareholders for their approval by way of an Ordinary Resolution:

1	Name of the related party	Mr. Gaurav Gupta
2	Nature of Relationship	Relative of Managing Director and Non Executive Director
3	Name of the Director or KMP who is related	Mr. K. G. Gupta and Mr. Vikram Gupta
4	Nature, material terms and particulars of the contract or arrangement	Remuneration to be paid to the Chief Executive Officer of Lensco – The Lens Company
5	Value of proposed transaction	USD 7400 p.m.
6	Tenure	September 01, 2026 till August 31, 2027
7	Any advance paid or received for the contract or arrangement, if any	Advances received from time to time are duly recorded in the books of accounts
8	The manner of determining the pricing and other commercial terms	The proposed transactions would be carried out as part of the business requirement of the Company and are ensured to be on arm's length basis and in the ordinary course of business. Further, the Company is also subjected to transfer pricing norms prevalent in the country.
9	Any other information relevant or important for the Board members to take a decision on the proposed resolution	Mr. K. G. Gupta and Mr. Vikram Gupta, Directors of the Company being interested, were not present in the meeting during discussions on related party transactions. The related parties will abstain from voting on this resolution at the ensuing Annual General Meeting.

In view of above, the Board of Directors recommend passing the resolution set out at Item No.7, of the Notice, for approval of the Shareholders as an Ordinary Resolution.

Date: 27/09/25
Place: Nagpur.

K. G. Gupta
CHAIRMAN

CHAIRMAN'S INITIALS