



# GKB Ophthalmics Ltd.

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

Tel. : (91 832) 2257253 / 6714444  
Fax : (91 832) 2257044  
E-mail : gkbophthalmics@gkb.net  
Website : www.gkb.net

GKB / STK-EXCH  
June 29, 2020

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

Dear Sir,

**Ref : Scrip Code No. : 533212**

**Sub : Annual Secretarial Compliance Report for the year ended March 31, 2020.**

Pursuant to circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, issued by the Securities and Exchange Board of India, enclosed please find the Annual Secretarial Compliance Report for the year ended March 31, 2020, issued by Ms. Girija Nagvekar, Practicing Company Secretary and Secretarial Auditor of the Company.

Kindly take the above information on record.

Thanking you,

Yours faithfully,  
For GKB Ophthalmics Ltd.,

Pooja Bicholkar  
Company Secretary.



CERTIFIED BY



ISO 9001:2008



C/o 501-B Wing, 5th Floor,  
Sunteck Kanaka Corporate Park,  
Patto Plaza, Panaji Goa 403 001

CS GIRIJA G. NAGVEKAR  
COMPANY SECRETARY  
M.A. (ECONOMICS), LLB. ACS FCS  
Mobile: 9960285296/7276055296  
E-mail: cs.girija19@gmail.com

**SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020**

**[Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated 8<sup>th</sup> February, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

of

**GKB OPHTHALMICS LIMITED  
(CIN L26109GA1981PLC000469)**

I, CS Girija G. Nagvekar, Practicing Company Secretary, (FCS No. 10358, Certificate of Practice No. 10335) have examined:

- All the documents and records made available to us and explanations provided by M/s **GKB OPHTHALMICS LIMITED** ("the listed entity") having CIN **L26109GA1981PLC000469**,
- The filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity: **www.gkb.net**
- Any other document/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2020 (Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





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- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- g. Securities and Exchange Board of India (issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the audit period)
- h. Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and Circulars/guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<ul style="list-style-type: none"><li>• The Company has duly complied with the Compliance Requirement of the above regulation and circulars and guidelines issued thereunder and hence there is no deviations to be reported during the review period.</li></ul>		

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/ guidelines issued thereunder:



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Sr. No	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Comments of the Practicing Company Secretary on the action taken by the listed entity
				<ul style="list-style-type: none"><li>There was no action initiated against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/ guidelines issued thereunder. However, there was inquiry letter issued by Bombay Stock Exchange (BSE) in general course of action for which clarification note is given below.</li></ul>

**Clarification Note:**

*The Listed entity had received inquiry letter no. DIS/20200200086 dated 25.02.2020 from Bombay Stock Exchange Limited (BSE) in general course of action for complaint received from one of the investors for diversion of funds pertaining to Preferential Issue and Non-adherence of Corporate Governance norms and violation of Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.*

*The listed entity replied to the complainant and to the BSE:*

- (i) that as required by Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Audit Committee has been reviewing the utilization of funds on quarterly basis and same is timely intimated to BSE Limited;*
- (ii) that there has been no diversion of funds of preferential issue;*
- (iii) that the Company has not violated any provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Prohibition of Insider Trading Regulations, 2015 pertaining to Preferential Issue;*

*BSE submitted final ATR along with the letter dated March 06,2020 sent by the listed entity to the complainant. Based on the letter of the listed entity to the complainant and BSE's recommendation about closure of the complaint, Securities and Exchange Board of India (SEBI) closed the complaint.*



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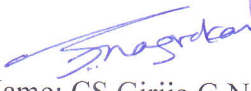
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(d) The listed entity has taken the following action to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous Reports	Observation made in the Secretarial Compliance report for the year ended	Action taken by listed entity, if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
				<ul style="list-style-type: none"><li><i>The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review period.</i></li></ul>

Date: 25.06.2020

Place: Panaji, Goa

  
Name: CS Girija G Nagvekar  
Practicing Company Secretary  
FCS No:10358  
C P No:10335  
UDIN NO. F010358B000382158

