



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/ST-EXCH
May 24, 2019

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

Ref : Scrip Code No. : 533212

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

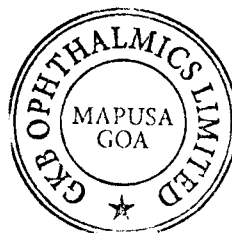
Pursuant to circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, issued by the Securities and Exchange Board of India, enclosed please find the Annual Secretarial Compliance Report for the year ended March 31, 2019, issued by Ms. Girija Nagvekar, Practicing Company Secretary and Secretarial Auditor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

Mobile: 9960285296/7276055296

E-mail: cs.girija19@gmail.com

Secretarial Compliance Report of GKB Ophthalmics Limited

for the year ended 31st March 2019

(Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated 8th February, 2019)

I, CS Girija G. Nagvekar, Practicing Company Secretary, (ACS No. 28111, Certificate of Practice No. 10335) have examined:

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

for the year ended 31st March, 2019 (Review Period") in respect of compliance with the provisions of:

- a. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- b. 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: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)



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- 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
None			

- (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:

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
None				



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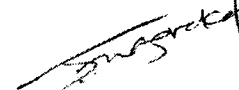
(d) The listed entity has taken the following action to comply with the observations made in previous reports:

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
Not Applicable *				

- This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous report do not arise.*

Date: 16/05/2019

Place: Panaji, Goa


Name: CS Girija G Nagvekar
Practicing Company Secretary
ACS No:28111
C P No:10335

