



GKB Ophthalmics Ltd.

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

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Website : www.gkb.net

GKB /STK-EXCH

May 30, 2023

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, 2023.

Pursuant to circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, issued by the Securities and Exchange Board of India, for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed please find the Annual Secretarial Compliance Report for the year ended March 31, 2023, 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.





CS GIRIJA G. NAGVEKAR

COMPANY SECRETARY
M.A. (ECONOMICS), LLB, FCS

Peer Review No.: 2001/2022

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**SECRETARIAL COMPLIANCE REPORT OF GKB OPHTHALMICS LIMITED FOR THE
FINANCIAL YEAR ENDED 31.03.2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GKB OPHTHALMICS LIMITED (CIN: L26109GA1981PLC000469)** (hereinafter referred as 'the listed entity'), having its Registered Office at **16A Tivim Industrial Estate Mapusa Goa 403526**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **31.03.2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Girija G. Nagvekar, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **GKB OPHTHALMICS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (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 report,

for the financial year ended 31st March,2023 ("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 Contracts (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 (Depositories and Participants) Regulations, 2018 ;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

I. (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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<ul style="list-style-type: none"> The Company has duly complied with the Compliance Requirement of the above regulations and circulars and guidelines issued thereunder and hence there is no deviations to be reported during the review period. 										

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<ul style="list-style-type: none"> The reporting of action by the listed entity to comply with the observations made in previous reports does not arise during the Review Period 										



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or NA	There is no resignation of the statutory auditor and hence it is not applicable .
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	---- NA	There is no resignation of the statutory auditor and hence it is not applicable .
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	---- NA	There is no resignation of the statutory auditor and hence it is not applicable
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	---- NA	There is no resignation of the statutory auditor and hence it is not applicable
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed	---- NA	There is no resignation of the statutory auditor and hence it is not applicable



	<p>entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>---- NA</p> <p>---- NA</p> <p>---- NA</p>	<p>There is no resignation of the statutory auditor and hence it is not applicable.</p> <p>There is no resignation of the statutory auditor and hence it is not applicable.</p> <p>There is no resignation of the statutory auditor and hence it is not applicable</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular</p> <p style="text-align: right;">CIR/</p>	<p>---- NA</p>	<p>There is no resignation of the statutory auditor and hence it is not applicable</p>



CFD/CMD1/114/2019 dated 18th October, 2019.		
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III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	-----
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	----- -----
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are 	YES YES YES	----- ----- -----



	accurate and specific which re-directs to the relevant document(s)/ section of the website		
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-----
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	YES YES	----- -----
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-----
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-----
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the	YES YES	----- -----



	Audit Committee, in case no prior approval has been obtained.		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-----
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-----
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	<i>Securities and Exchange Board of India (SEBI) has passed Adjudication Order No. Order/SM/AE/2022-23/18215-18216 dated July 29, 2022 for violation under Regulation 4(2)(f)(iii)(6) and Regulations 26(3) read with 17(5)(a) of LODR Regulations, 2015 read with paragraphs 3 and 8 of the listed entities' code of conduct for Directors and Senior Management under the penal provision of section 15HB of SEBI Act, 192 imposing penalty of Rs.500,000/- on Mr. Gaurav Gupta, the Promoter of the Company and the fine is paid by him within period of 45 days of the order.</i>	-----
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI	YES	-----



regulation/circular/guidance etc.	note		
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Note: **

1. **The Company has received Adjudication Order No. Order/SM/AE/2022-23/18215-18216 dated July 29, 2022 passed by Securities and Exchange Board of India (SEBI) under Section 15-I of the Securities and Exchange Board of India Act, 1992 read with Rule 5 of the Securities And Exchange Board of India (Procedure for holding Inquiry and Imposing Penalties) Rules, 1995 and Section 23 I of Securities Contracts (Regulation) Act, 1956 read with Rule 5 of the Securities Contracts (Regulation) (Procedure for holding Inquiry and Imposing Penalties) Rules, 2005 Imposing penalty.**

As per the order, the Penal provision attracted under Section 23E of SC(R) A, 1956 read with Clause 2(i) of the Listing Agreement dated February 12, 2016 entered into between the Company and BSE for violation under section clause 35 of the erstwhile Equity Listing Agreement (effective till November 30, 2015) and Regulations 31(1) of LODR Regulations, 2015 imposing a penalty amount of Rs. 10,00,000/- on the Company. However, as mentioned in the Order, the enforcement of the said Order on the Company shall be subject to the outcome of civil Appeal No. 4741 of 2021 titled SEBI vs Suzlon Energy Ltd & Anr pending before the Hon'ble Supreme Court.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Panaji Goa

Date : 30-05-2023



Name: GIRIJA G. NAGVEKAR
Practicing Company Secretary
FCS No:10358 / C P No:10335
PR No.: 2001/2022
UDIN No. F010358E000418579