



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
May 30, 2022

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, 2022.

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, 2022, 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.



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, FCS

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
GKB OPHTHALMICS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022**

**(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 and circular dated 8th
February, 2019 issued by SEBI)**

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

- a. All the documents and records made available to us and explanations provided by **GKB OPHTHALMICS LIMITED** (CIN L26109GA1981PLC000469) ("the listed entity") having its registered office at 16A Tivim Industrial Estate Mapusa Goa 403526,
- 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, 2022 (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;



- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- 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;

* aforesaid regulations listed in point (d),(e),(f) and (g) are not applicable to the Company during the review period .

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">• 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.		

- (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
(1)	(2)	(3)	(4)	(5)
01	Securities and Exchange Board of India ("SEBI")	<p>Alleged violations on:</p> <p>i) the listed entity: Clause 35 of the erstwhile Equity Listing Agreement effective till November 30,2015)and Regulation 31(1) of LODR Regulations,2015 (w.e.f December 01,2015), Regulations 31(1), 4(1)(c) and 4(1)(h) of LODR Regulations,2015</p> <p>ii) who was one of the Director of the listed entity: Regulations 4(2)(f)(iii)(6) and 26(3) of LODR Regulations, 2015 read with Regulation 17(5)(a) of LODR Regulations, 2015 read with para 3 and para 8 of the Company's Code of Conduct for Directors and Senior Management.</p>	<p>SEBI issued Show cause notice dated August 12, 2021, under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and Rule 4(1) of SC(R)A (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 2005.</p>	<p>The listed entity in reply letter dated September 13, 2021 to SEBI's show cause notice (SCN) as detailed in column (4) denied all the allegations and adverse observations against the listed entity and submitted complete background of the matter with all recent developments and thereby demonstrated that SEBI's allegations were not sustainable.</p> <p>The listed entity further requested SEBI for personal hearing to explain the matter in perspective and demonstrate their bonafides, if the learned officer decides to conduct an inquiry into the matter.</p>

Explanation from the Listed entity with reference to aforesaid Show Cause Notice:

The Listed entity informed that they received a notice of Personal Hearing from SEBI with reference to the said Show Cause Notice (SCN) as mentioned in aforesaid column (4) of point (c) which took place on May 18, 2022. The hearing was attended and represented by Corporate Lawyers, Parinam Law Associates, Mumbai on behalf of the Company.


During the personal hearing, detailed submissions were made. The Corporate Lawyers dealt with each of the allegations in the SCN and explained how the allegations are not sustainable. The records were also placed, to show how there has been compliances at every stage and brought on record background facts for each allegation. Further, it was informed to the Officer that the factors mentioned in Section 15J of the SEBI Act must be considered if at all there is a decision taken to levy penalty, as there is no loss caused to any investor nor there is any repetitive default.



(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"><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>

Name: Girija G Nagvekar
Practicing Company Secretary


FCS No:10358
CP No:10335
PR No.: 2001/2022
UDIN No. F010358D000417061



Date:28-05-2022
Place: Panaji Goa