



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
January 01, 2021

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

Dear Sir,

Ref : Script Code No. : 533212

Sub: Result of Postal Ballot by remote e-voting process and Certified True copy of the proceedings of the Postal Ballot.

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This is with reference to our letter dated November 30, 2020, wherein the Company had sought the consent of its members through Postal Ballot, vide Postal Ballot Notice dated November 12, 2020.

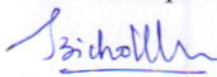
Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Scrutinizer's Report.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith certified copy of the proceedings of the Postal Ballot of the Company, the results of which have been declared on January 01, 2021.

Kindly take the information on record.

Thanking you,

Yours faithfully,
For GKB Ophthalmics Ltd.,


Pooja Bicholkar
Company Secretary



Resolution 1

To authorize the Board of Directors to make investments, extend guarantee, provide security, make inter corporate loans up to an amount not exceeding Rs 50.00 crores

Resolution required: (Ordinary/ Special)	special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	E-voting	24,72,261	24,46,344	98.95168835	24,46,344	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total	24,72,261	24,46,344	99	24,46,344	-	100	-
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-voting	25,68,319	1,53,027	5.96	1,49,982	3,045	98	1.99
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total	25,68,319	1,53,027	5.96	1,49,982	3,045	98	1.99
Total		50,40,580	25,99,371	51.57	25,96,326	3,045	100	0.12



Resolution No. 2**Leasing of part of the business premises to its subsidiary company , GSV Ophthalmics Private Limited**

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoter and Promoter Group	E-voting	24,72,261	-	0	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total		24,72,261	-	0	-	-	-
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		Not Applicable					
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	25,68,319	1,53,027	5.96	1,49,982	3,045	98	1.99
	Poll		-	0.00	-	-	0	-
	Postal Ballot		Not Applicable					
	Total		25,68,319	1,53,027	5.96	1,49,982	3,045	98
Total		50,40,580	1,53,027	3.04	1,49,982	3,045.00	98	1.99



SCRUTINIZER'S REPORT

To

The Chairman
GKB Ophthalmics Limited (the Company)
16-A, Tivim Industrial Estate,
Mapusa, Goa-403526

Dear Sir,

1. The Board of Directors of the Company at its meeting held on November 12, 2020 has appointed me as Scrutinizer for the postal ballot voting process (which includes e-voting also) on the resolutions contained in the Notice dated November 12, 2020 issued pursuant to the Companies Act, 2013 and Rules made thereunder read with MCA Circulars dated April 8, 2020, April 13, 2020 and June 15, 2020.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to Postal Ballot including e-voting.
3. My responsibility as scrutinizer for the Postal Ballot including e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution(s).
4. I submit my report as under:
 - a. The Company has informed me that it has completed on November 30, 2020 the dispatch of postal ballot notices by electronic mail to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on November 24, 2020, the record date fixed for the purpose.
 - b. The Company has extended the facility of e-voting to the shareholders by tying up with the CDSL e-voting facility.
 - c. The e-voting remained open for the period commencing from Tuesday, 1st December, 2020 at 09.00 A.M to Wednesday, 30th December, 2020 at 5.00 P.M. (e-voting period).
 - d. After the completion of e-voting period, using the scrutinizer's login on the CDSL e-voting portal, the votes cast through remote e-voting were unblocked.



Shivaram Bhat
Company Secretary

- e. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting portal.
- f. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' and 'AGAINST' the resolution that was put to vote, were generated from the e-voting portal of CDSL and based on such reports generated the consolidated result of the voting is as under:

Item 1:

Special Resolution – To authorize the Board of Directors to make investments, extend guarantee, provide security, make inter corporate loans up to an amount not exceeding Rs 50.00 Crores:

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	E-voting	
24	25,96,326	
TOTAL VOTES	25,96,326	99.88

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	E-voting	
2	3045	
TOTAL VOTES	3,045	0.12

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item 2:

Special Resolution –Leasing of part of the business premises to its Subsidiary Company, GSV Ophthalmics Private Limited:

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	E-voting	
18	1,49,982	
TOTAL VOTES	1,49,982	98.01

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	E-voting	
2	3045	
TOTAL VOTES	3,045	1.99

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	24,46,344



Shivaram Bhat
Company Secretary

5. The postal ballot related papers and records are under my safe custody and I shall be handing over the same to the Company Secretary of the Company for safe keeping.
6. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place: Panaji, Goa
Date: January 01, 2021



Yours faithfully,

A handwritten signature in black ink, appearing to be "Shivaram Bhat", written over a horizontal line.

Shivaram Bhat
Practicing Company Secretary
CP No. 7853

UDIN: A010454B001816764



A handwritten signature in black ink, appearing to be "K. C. ...", written over a horizontal line.
Chairman/ Director/ Company Secretary

Received
January 01, 2021



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Minutes of the Resolution passed by Postal Ballot through remote e- voting by GKB Ophthalmics Limited on Wednesday, December 30, 2020, at the Registered Office of the Company, at 16-A, Tivim Industrial Estate, Mapusa , Goa – 403 526

Pursuant to Section 110 of the Companies Act, 2013 (“Act”) , Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and as amended till date, the Company had sought the consent of its members, by way of Special Resolutions, through Postal Ballot, only by voting through electronic means (“remote e-voting”).

For this purpose, the Board of Directors of the Company appointed Mr. Shivaram Bhat, Practising Company Secretary, (Membership No. ACS 10454, CP No. 7853) as a Scrutinizer, to conduct the Postal Ballot process in a fair and transparent manner.

In compliance with the MCA Circulars, the Postal Ballot Notice dated November 12, 2020, together with the resolutions and Explanatory Statement under Section 102 of the Companies Act, 2013, was sent electronically to all those members who have registered their email addresses with the Company or depository / depository participants and whose names appeared in the List of Members as on November 24, 2020, being the cut off date . The dispatch process was completed on November 30, 2020.

The Notice was also given to the Directors, Auditors and the Secretarial Auditor of the Company. The Notice was also placed on the website of the Company.

Advertisements of Notice were published in English language in The Times of India, (Goa Edition) and in Marathi language in Pudhari, on December 01, 2020, intimating about the completion of dispatch of Notice, and the time of commencement of e-voting period.

The e-voting commenced on December 01, 2020 at 9.00 A.M. and ended on December 30, 2020 at 5.00 P.M.

Further, the communication of assent / dissent of the members has taken place through the remote e-voting system.

After due scrutiny of all e-votes received up to 5.00 P.M on December 30, 2020, the Scrutinizer submitted his report on January 01, 2021 and the results of Postal Ballot were declared on the same day, at the Registered Office of the Company in presence of Mr. K. G. Gupta, Managing Director and Ms. Poja Bicholkar, Company Secretary. The results along with Scrutinizer's report were intimated to the Stock Exchanges, and hosted on Company's website www.gkb.net on January 01, 2021.

The Notice containing the following resolutions were sent to the members for seeking their consent by Postal Ballot through e-voting :-





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SPECIAL BUSINESS

1. To authorize the Board of Directors to make investments, extend guarantee, provide security, make inter corporate loans upto an amount not exceeding Rs. 50.00 Crores.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in modification to the earlier resolution passed by shareholders of the Company dated October 27, 2014 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and the permissions of appropriate authorities, as may be necessary, consent of shareholders be and is hereby accorded to the Board of Directors to (a) give any loan (s); (b) give any guarantee or provide security in connection with a loan and (c) acquire by way of subscription, purchase or otherwise, securities of the Associate, Subsidiary and Group Companies from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company which is in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time for an amount, outstanding of which shall not exceed Rs 50.00 Crores (Rupees Fifty Crores).”

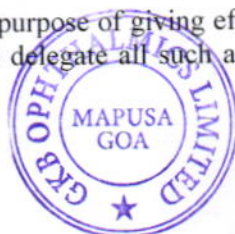
“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

2. Leasing of part of the business premise to its Subsidiary Company, GSV Ophthalmics Private Limited.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 110,180(1) (a) of the Companies Act, 2013, Rule 22 of the Companies (Management And Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of shareholders of the Company be and is hereby accorded to the Board of Directors to lease part of the unutilized building premise along with the other structural facilities at Plot No.16 A, C & D, Tivim Industrial Estate, Mapusa, Goa to its Subsidiary Company, GSV Ophthalmics Private Limited (including all licences, permits, approvals, consents, contracts whatsoever) on such terms and conditions as the Board of Directors of the Company may deem fit”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute and to delegate all such acts, deeds, matters and things as may be





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necessary or expedient without further referring to the Members of the Company, including finalizing/determining the effective date, terms and conditions of the lease deed, methods and modes in respect thereof, finalizing , amending and executing the necessary deeds, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory / statutory authorities etc.”

The results of the Postal Ballot through e-voting as per the Scrutinizer's Report are as under :

SPECIAL BUSINESS:

Item No. 1 :

Special Resolution - To authorize the Board of Directors to make investments, extend guarantee, provide security, make inter corporate loans upto an amount not exceeding Rs. 50.00 Crores

(i) Voted in favour of the resolution :

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	E-Voting	
24	25,96,326	99.88
Total Votes	25,96,326	

(ii) Voted against the resolution :

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	E-Voting	
2	3,045	0.12
Total Votes	3,045	

(ii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The resolution was carried by requisite majority as per results above.





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Item No. 2 :

Special Resolution - Leasing of part of the business premise to its Subsidiary Company, GSV Ophthalmics Private Limited.

(i) Voted in favour of the resolution :

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	E-Voting	
18	1,49,982	
Total Votes	1,49,982	98.01

(ii) Voted against the resolution :

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	E-Voting	
2	3,045	
Total Votes	3,045	1.99

(ii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	24,46,344

The resolution was carried by requisite majority as per results above.

Accordingly, both the aforesaid Resolutions stand approved by the members with requisite majority. The last date of remote e-voting i.e. December 30, 2020, shall be the date of passing of the resolutions.

Place : Mapusa -Goa
Date : January 01, 2021


CHAIRMAN

