



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
September 28, 2020

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

Dear Sir,

Ref : Script Code No. : 533212

Sub: Compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report :- Voting results of the AGM

The 38th Annual General Meeting of the Company was held on September 26, 2020, at 11:00 A.M., through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following :-

1. Consolidated Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure I.
2. Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013, as Annexure II.

All the resolutions were passed with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For GKB Ophthalmics Ltd.,

Pooja Bicholkar
Company Secretary





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Annexure - I

Date of the AGM/EGM	September 26, 2020
Total number of shareholders on record date / cut-off date	1,221
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	NA
Public	NA
No. of Shareholders attended the meeting through Video Conferencing	20
Promoters and Promoter Group:	6
Public	14





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Resolution 1 To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)		Ordinary									
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			
Promoter and Promoter Group	E-voting	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$			
	Poll	2,471,715	2,446,344	98.9735	2,446,344	-	100	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	2,471,715	2,446,344	98.9735	2,446,344	-	100	-			
Public-Institutions	E-voting	119,600	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	119,600	-	-	-	-	-	-			
Public-Non Institutions	E-voting	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099			
Total		5,040,580	2,456,420	48.7329	2,456,419	1	100	0.0099			

Invalid Votes

	No. of ballots	No. of votes
Promoter	0	0
Institutions	0	0
Public	0	0





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Resolution 2 To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of Auditors thereon.

Resolution required: (Ordinary/ Special)		Ordinary						
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
Promoter and Promoter Group	E-voting	1	2	$3 = \frac{2}{1} \times 100$	4	5	$6 = \frac{4}{2} \times 100$	$7 = \frac{5}{2} \times 100$
	Poll	2,471,715	2,446,344	98.9735	2,446,344	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,471,715	2,446,344	98.9735	2,446,344	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll	119,600	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Total	119,600	-	-	-	-	-	-	-
Public-Non Institutions	E-voting		10,076	0.4114	10,075	1	99.9901	0.0099
	Poll	2,449,265	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Total	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099	
Total		5,040,580	2,456,420	48.7329	2,456,419	1	100	0.0099

Invalid Votes

	No. of ballots	No. of votes
Promoter	0	0
Institutions	0	0
Public	0	0





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Resolution No. 3
To appoint a Director in place of Mr. Vikram Gupta, (DIN: 00052019), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary / Special)		Ordinary						
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
Promoter and Promoter Group	E-voting	1	2	$3 = \frac{2}{1} * 100$	4	5	$6 = \frac{4}{2} * 100$	$7 = \frac{5}{2} * 100$
	Poll	2,471,715	2,023,239	81.8557	2,023,239	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,471,715	2,023,239	81.8557	2,023,239	-	100	-
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll	119,600	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	119,600	-	-	-	-	-	-
Public-Non Institutions	E-voting		10,076	0.4114	10,075	1	99.9901	0.0099
	Poll	2,449,265	-	-	-	-	0	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099
Total		5,040,580	2,033,315	40.3389	2,033,314	1	100	0.0099

Invalid Votes

	No. of ballots	No. of votes
Promoter	1	423,105
Institutions	0	0
Public	0	0





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Resolution No. 4
Re- appointment of Mr. Anil Palekar (DIN: 01987078) as Independent Director.

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	$3 = \frac{2}{1} * 100$	4	5	$6 = \frac{4}{2} * 100$	$7 = \frac{5}{2} * 100$
Promoter and Promoter Group	E-voting		2,446,344	98.9735	2,446,344	-	100	-
	Poll	2,471,715	-	-	-	-	-	-
	Postal Ballot		-	-	Not Applicable	-	-	-
Public-Institutions	Total	2,471,715	2,446,344	98.9735	2,446,344	-	100	-
	E-voting		-	-	-	-	-	-
	Poll	119,600	0	0	Not Applicable	-	-	-
Public-Non Institutions	Postal Ballot		-	-	Not Applicable	-	-	-
	Total	119,600	-	-	-	-	-	-
	E-voting		10,076	0.4114	10,075	1	99.9901	0.0099
Total	Poll	2,449,265	-	-	-	-	-	-
	Postal Ballot		10,076	0.4114	Not Applicable	-	-	-
	Total	2,449,265	2,456,420	48.73	10,075	1	99.9901	0.0099
		5,040,580	2,456,420	48.73	2,456,419	1	100.00	0.00

Invalid Votes

	No. of ballots	No. of votes
Promoter	0	0
Institutions	0	0
Public	0	0





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Resolution No. 5 Re-appointment of Mr. Sadashiv Shet (DIN: 02227102) as Independent Director.

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
Promoter and Promoter Group	E-voting	1	2	$3= 2 1 *100$	4	5	$6= 4 2 *100$	$7= 5 2 *100$
	Poll	2,471,715	2,446,344	98.9735	2,446,344	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,471,715	2,446,344	98.9735	2,446,344	-	100	-
Public-Institutions	E-voting	119,600	-	0	-	-	-	-
	Poll		-	0	-	-	-	-
	Postal Ballot		-	0	-	-	-	-
	Total	119,600	-	-	-	-	-	-
Public-Non Institutions	E-voting	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099
Total		5,040,580	2,456,420	48.73	2,456,419	1	100	0.0099

Invalid Votes

	No. of ballots	No. of votes
Promoter	0	0
Institutions	0	0
Public	0	0





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Resolution No. 6 Re-appointment of Mr. Joseph A. A. D'Costa (DIN: 03489392) as Independent Director.

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
Promoter and Promoter Group	E-voting	1	2	$3 = \frac{2}{1} * 100$	4	5	$6 = \frac{4}{2} * 100$	$7 = \frac{5}{2} * 100$
	Poll	2,471,715	2,446,344	98.9735	2,446,344	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,471,715	2,446,344	98.9735	2,446,344	-	100.00	-
Public-Institutions	E-voting	119,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	119,600	-	-	-	-	-	-
Public-Non Institutions	E-voting	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099
Total		5,040,580	2,456,420	48.7329	2,456,419	1	100	0.00

Invalid Votes

	No. of ballots	No. of votes
Promoter	0	0
Institutions	0	0
Public	0	0





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Resolution No. 7 Re-appointment of Mrs. Shashi K. Katreddi (DIN: 07139250) as Independent Director.

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
Promoter and Promoter Group		1	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$
	E-voting	2,471,715	2,446,344	98.9735	2,446,344	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public-Institutions	Total	2,471,715	2,446,344	98.9735	2,446,344	-	100.00	-
	E-voting	119,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public-Non Institutions	Total	119,600	-	-	-	-	-	-
	E-voting	2,449,265	10,076	0.4114	10,075	1	99.9901	0.0099
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Total	Total	5,040,580	2,456,420	48.7329	2,456,419	1	99.9901	0.0099

Invalid Votes

	No. of ballots	No. of votes
Promoter	0	0
Institutions	0	0
Public	0	0



CS Shivaram Bhat
Company Secretary

309, Gera Imperium 1, Patto, Panaji, Goa 403001

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

**Chairman, Annual General Meeting of the Equity Shareholders
of GKB Ophthalmics Limited**
(Regd Office: Tivim, Mapusa, Goa)

Held on Saturday, 26th day of September, 2020 at 11:00 a.m. IST through
Video Conferencing (VC) / Other Audio Visual Means(OAVM).

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of GKB Ophthalmics Limited (CIN: L26109GA1981PLC000469), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the remote e-voting process in respect of the below mentioned resolutions proposed at the 38th Annual General Meeting (AGM) of the Equity Shareholders held on Saturday, 26th day of September, 2020 at 11:00 a.m. IST through VC / OAVM.

I have also been appointed to scrutinize the remote e-voting exercised at the said AGM.



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1. I submit my report as under:

- a) The Company has informed me that it has completed the dispatch of notice through email to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on the cut-off date fixed for the purpose.
- b) The Company has extended the facility of e-voting to the shareholders by tying up with the Central Depository Services (India) Limited (CDSL) e-voting facility.
- c) The remote e-voting remained open for the period commencing from Wednesday, 23rd September 2020, 9:00 a.m. to Friday, 25th September, 2020, 05:00 p.m.
- d) The Remote e-voting was also made available to the members at the AGM pursuant to MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020.
- e) After the conclusion of the AGM, using the scrutinizer's login on the CDSL e-voting portal, the votes cast through remote e-voting as above were unblocked in the presence of following two witnesses who are not in the employment of the company:



Vivek Naik Desai



Pratik Joshi

- f) I have scrutinized and reviewed the remote e-voting and e-voting at the meeting based on the data downloaded from the NSDL e-voting system and matching with the Register of Members of the Company/list of beneficiaries as on 19th September 2020, provided by the Registrar and Share Transfer Agents of the Company namely Sharex Dynamic (India) Private Limited.
- g) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.



h) My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit consolidated result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.

Item No. 1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon – Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
23	24,56,419	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) Invalid votes:

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



Item No. 2

To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of Auditors thereon – Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
23	24,56,419	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) Invalid votes:

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



Item No. 3

To appoint a Director in place of Mr. Vikram Gupta, (DIN: 00052019), who retires by rotation and being eligible, offers himself for re-appointment – Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
22	20,33,314	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,23,105



Item No. 4

Re- appointment of Mr. Anil Palekar (DIN: 01987078) as Independent Director – Special Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
23	24,56,419	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) Invalid votes:

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



Item No. 5

Re-appointment of Mr. Sadashiv Shet (DIN: 02227102) as Independent Director – Special Resolution.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
23	24,56,419	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) Invalid votes:

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



Item No. 6

Re-appointment of Mr. Joseph A. A. D'Costa (DIN: 03489392) as Independent Director –
Special Resolution.

(iv) Voted in favour of the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
23	24,56,419	100

(v) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(vi) Invalid votes:

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



Item No. 7

Re-appointment of Mrs. Shashi K. Katreddi (DIN: 07139250) as Independent Director –
Special Resolution.

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
23	24,56,419	100

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(ix) **Invalid** votes:

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



The data and all other relevant records relating to e-voting were handed over to the Director authorized by the Board for safe keeping.

You may accordingly declare the result of the voting.

Thanking you, yours faithfully,

Place: Panaji, Goa.

Dated: 28/09/2020



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

Shivaram Bhat
Practising Company Secretary
CP No. 7853

UDIN: A010454B000789353

FOR GKB OPHTHALMICS LTD.

A handwritten signature in blue ink, appearing to be "Pooja Bicholkar", written over a horizontal line.

Pooja Bicholkar
Company Secretary

Chairman/ Director/ Company Secretary