



# 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 29, 2021

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 39<sup>th</sup> Annual General Meeting of the Company was held on September 28, 2021, 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.

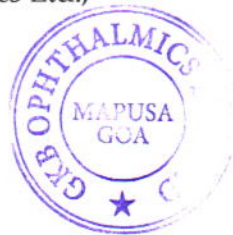
All the resolutions were passed with requisite majority.

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 AGM	September 28, 2021
Total number of shareholders on record date / cut-off date	1469
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	24
Promoters and Promoter Group	7
Public	17





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## Resolution 1 To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the Reports of the Directors' and Auditor's 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			
		1	2	$3=\frac{2}{1} \times 100$	4	5	$6=\frac{4}{2} \times 100$	$7=\frac{5}{2} \times 100$			
Promoter and Promoter Group	E-voting Poll Postal Ballot	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-			
	Total	2,999,718	1,678,837	56	1,678,837	-	100	-			
Public-Institutions	E-voting Poll Postal Ballot	100,000	-	-	-	-	-	-			
	Total	100,000	-	-	-	-	-	-			
Public-Non Institutions	E-voting Poll Postal Ballot	1,940,862	11,485	0.59	11,485	-	100	-			
	Total	1,940,862	11,485	0.59	11,485	-	100	-			
<b>Total</b>		<b>5,040,580</b>	<b>1,690,322</b>	<b>33.53</b>	<b>1,690,322</b>	<b>-</b>	<b>100</b>	<b>-</b>			

### 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 for the financial year ended March 31, 2021, together with the Report of the Auditor's 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			
		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 Poll Postal Ballot	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-			
	Total	2,999,718	1,678,837	56	1,678,837	-	100	-			
Public-Institutions	E-voting Poll Postal Ballot	100,000	-	-	-	-	-	-			
	Total	100,000	-	-	-	-	-	-			
Public-Non Institutions	E-voting Poll Postal Ballot	1,940,862	11,485	0.59	11,485	-	100	-			
	Total	1,940,862	11,485	0.59	11,485	-	100	-			
<b>Total</b>		<b>5,040,580</b>	<b>1,690,322</b>	<b>33.53</b>	<b>1,690,322</b>	<b>-</b>	<b>100</b>	<b>-</b>			

### 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 re-appoint Mr. K.G. Gupta (DIN: 00051863) 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?		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	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-			
Public-Institutions	E-voting	100,000	-	0	-	-	-	-			
	Poll		-	0	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	100,000	-	-	-	-	-	-			
Public-Non Institutions	E-voting	1,940,862	11,485	0.59	11,485	-	100	-			
	Poll		-	0.00	-	-	0	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	1,940,862	11,485	0.59	11,485	-	100	-			
<b>Total</b>		<b>5,040,580</b>	<b>1,690,322</b>	<b>33.53</b>	<b>1,690,322</b>	<b>-</b>	<b>100</b>	<b>-</b>			

Invalid Votes

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





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## Resolution No. 4 Re-appointment of Mr. K. G. Gupta (DIN: 00051863) as Chairman and Managing Director of the Company.

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
Promoter and Promoter Group	E-voting	1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
	Poll	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-
Public-Institutions	E-voting	100,000	-	-	-	-	-	-
	Poll		0	0	0	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	100,000	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,940,862	11,485	0.59	11,485	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,940,862	11,485	0.59	11,485	-	100.00	-
<b>Total</b>		<b>5,040,580</b>	<b>1,690,322</b>	<b>33.53</b>	<b>1,690,322</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

### Invalid Votes

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





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## Resolution No. 5 Revision of remuneration to Mr. Subhash Redkar, Executive Director (DIN: 08515642) of the Company.

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	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,999,718	1,678,837	55.96649418	1,678,837	-	100	-
Public-Institutions	E-voting	100,000	-	0	-	-	-	-
	Poll		-	0	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	100,000	-	-	-	-	-	-
Public-Non Institutions	E-voting	1,940,862	11,485	0.59	11,485	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,940,862	11,485	0.59	11,485	-	100.00	-
<b>Total</b>		<b>5,040,580</b>	<b>1,690,322</b>	<b>33.53</b>	<b>1,690,322</b>	<b>0</b>	<b>100</b>	<b>-</b>

### Invalid Votes

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





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## Resolution No. 6 To approve the annual limits for related party transactions under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution required: (Ordinary/ Special)		Ordinary									
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			
Promoter and Promoter Group	E-voting	1	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$			
	Poll	2,999,718	-	0	-	-	-	-			
	Postal Ballot				Not Applicable						
	Total	2,999,718	-	-	-	-	-	-			
Public-Institutions	E-voting	100,000	-	-	-	-	-	-			
	Poll				Not Applicable						
	Postal Ballot				Not Applicable						
	Total	100,000	-	-	-	-	-	-			
Public-Non Institutions	E-voting	1,940,862	11,485	0.59	11,485	-	100	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot				Not Applicable						
	Total	1,940,862	11,485	0.59	11,485	-	100	-			
<b>Total</b>		<b>5,040,580</b>	<b>11,485</b>	<b>0.23</b>	<b>11,485</b>	<b>0</b>	<b>100</b>	<b>-</b>			



### Invalid Votes

	No. of ballots	No. of votes
Promoter	5	1,678,837
Institutions	0	0
Public	0	0





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**Resolution No. 7**  
**To approve the reclassification of members from "Promoter and Promoter Group" category to "Public shareholders" under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Resolution required: (Ordinary/ Special)		Ordinary									
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			
Promoter and Promoter Group	E-voting	1	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$			
	Poll	2,999,718	-	0	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	2,999,718	-	-	Not Applicable	-	-	-	-		
Public-Institutions	E-voting		-	-	-	-	-	-			
	Poll	100,000	-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	100,000	-	-	Not Applicable	-	-	-	-		
Public-Non Institutions	E-voting		11,485	0.59	11,485	-	100	-			
	Poll	1,940,862	-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	1,940,862	11,485	0.59	11,485	-	100	100	-		
<b>Total</b>		<b>5,040,580</b>	<b>11,485</b>	<b>0.23</b>	<b>11,485</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>-</b>



**Invalid Votes**

	No. of ballots	No. of votes
Promoter	5	1,678,837
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,  
The Chairman,  
Annual General Meeting of the Equity Shareholders  
of GKB Ophthalmics Limited  
(Regd. Office: 16-A, Tivim Industrial Estate, Mapusa, Goa - 403526)

Held on Tuesday, 28th day of September, 2021 at 11:00 a.m. IST,  
through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Shivaram Bhat, Practicing 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 39th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, 28th day of September, 2021 at 11:00 a.m. IST through VC / OAVM.

I have also been appointed to scrutinize the e-voting process held at the said AGM.



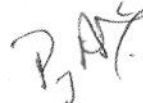
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1. I submit my report as under:

- a) The Company has informed me that on 4th September, 2021 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 16th August, 2021, the record date/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 Saturday, 25th September, 2021, 9:00 a.m. to Monday, 27th September, 2021, 05:00 p.m.
- d) The Remote e-voting was also made available to the members at/during the AGM pursuant to MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021.
- 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



Pooja Alornekar

- f) I have scrutinized and reviewed the remote e-voting and e-voting at the meeting based on the data downloaded from the CDSL e-voting system and matching with the Register of Members of the Company/list of beneficiaries as on 21st September, 2021, provided by the Registrar and Share Transfer Agents of the Company namely Link Intime 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 scrutiner for the remote e-voting and the e-voting at the AGM is restricted to scrutinize votes cast and 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 resolutions considered.

**Item No. 1**

To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the Reports of the Directors' and Auditor's 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
21	16,90,322	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
0	0	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 for the financial year ended March 31, 2021, together with the Report of the Auditor's 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
21	16,90,322	100

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
0	0	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 re-appoint Mr. K.G. Gupta (DIN: 00051863) 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
21	16,90,322	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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



Item No. 4

Re-appointment of Mr. K.G. Gupta (DIN: 00051863) as Chairman and Managing Director of the Company - 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
21	16,90,322	100

(ii) Voted against the resolution:

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

Revision of remuneration to Mr. Subhash Redkar, Executive Director (DIN: 08515642) of the Company - 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
21	16,90,322	100

(ii) Voted against the resolution:

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

To approve the annual limits for related party transactions under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - 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
16	11,485	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	16,78,837



**Item No. 7**

To approve the reclassification of members from “Promoter and Promoter Group” category to “Public shareholders” under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - 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
16	11,485	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	16,78,837



**Shivaram Bhat**  
Company Secretary

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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.

Date : September 28, 2021



A handwritten signature in black ink, appearing to be "Shivaram Bhat", with a horizontal line underneath it.

---

Shivaram Bhat  
Practicing Company Secretary  
C P No. 7853

UDIN: A010454C001025721

A handwritten signature in black ink, appearing to be "K. E. Deyte", with a horizontal line underneath it.

Chairman/ Director/ Company Secretary

