



# 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 15, 2023

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 41<sup>st</sup> Annual General Meeting of the Company was held on September 14, 2023, 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.,

  
Gurudas Sawant  
CFO





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## Annexure - I

Date of AGM/EGM	September 14, 2023
Total Number of shareholders on record date:	2073
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group	Not Applicable
Public:	Not Applicable
No. Shareholders attended the meeting through Video Conferencing:	31
Promoters and Promoter Group:	6
Public:	25



Agenda –wise disclosure –

Annexure

Resolution No. 1

Adoption of Standalone Financial Statements.

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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	16,78,837	65.4896	16,78,837	0	100	0
	Poll		Not Applicable					
	Postal Ballot(if applicable)		Not Applicable					
	<b>Total</b>		<b>16,78,837</b>	<b>65.4896</b>	<b>16,78,837</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Not Applicable					
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Not Applicable					
	<b>Total</b>		<b>4,347</b>	<b>0.1821</b>	<b>4,226</b>	<b>121</b>	<b>97.2165</b>	<b>2.7835</b>
<b>Total</b>		<b>50,40,580</b>	<b>16,83,184</b>	<b>33.3927</b>	<b>16,83,063</b>	<b>121</b>	<b>99.9928</b>	<b>0.0072</b>



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**Resolution No. 2**

**Adoption of Consolidated Financial Statements.**

Resolution required : (Ordinary /Special)	Ordinary
Whether Promoter/ <del>Promoter</del> 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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	16,78,837	65.4896	16,78,837	0	100	0
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total		<b>25,63,517</b>	<b>16,78,837</b>	<b>65.4896</b>	<b>16,78,837</b>	<b>0</b>	<b>100</b>
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total		<b>90,000</b>	-	-	-	-	-
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total		<b>23,87,063</b>	<b>4,347</b>	<b>0.1821</b>	<b>4,226</b>	<b>121</b>	<b>97.2165</b>
<b>Total</b>		<b>50,40,580</b>	<b>16,83,184</b>	<b>33.3927</b>	<b>16,83,063</b>	<b>121</b>	<b>99.9928</b>	<b>0.0072</b>



**Resolution No. 3.****Re-appointment 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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	16,78,837	65.4896	16,78,837	0	100	0
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total							
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
<b>Total</b>		<b>50,40,580</b>	<b>16,83,184</b>	<b>33.3927</b>	<b>16,83,063</b>	<b>121</b>	<b>99.9928</b>	<b>0.0072</b>



**Resolution No. 4.****Re-appointment of the Statutory Auditors.**

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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	16,78,837	65.4896	16,78,837	0	100	0
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total							
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
<b>Total</b>		<b>50,40,580</b>	<b>16,83,184</b>	<b>33.3927</b>	<b>16,83,063</b>	<b>121</b>	<b>99.9928</b>	<b>0.0072</b>





**Resolution No. 5.**

**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	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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	16,78,837	65.4896	16,78,837	0	100	0
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total							
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
<b>Total</b>		<b>50,40,580</b>	<b>16,83,184</b>	<b>33.3927</b>	<b>16,83,063</b>	<b>121</b>	<b>99.9928</b>	<b>0.0072</b>





**Resolution No. 6.**

**Appointment of Mr. Purushottam S. Mantri (DIN: 06785989) as a Director and as an 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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	16,78,837	65.4896	16,78,837	0	100	0
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total							
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
<b>Total</b>		<b>50,40,580</b>	<b>16,83,184</b>	<b>33.3927</b>	<b>16,83,063</b>	<b>121</b>	<b>99.9928</b>	<b>0.0072</b>







**Resolution No. 7.**

**Approval of Material Related Party Transaction of the Company with its Related Parties for F.Y. 2024-25.**

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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total							
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
<b>Total</b>		<b>50,40,580</b>	<b>4,347</b>	<b>0.0862</b>	<b>4,226</b>	<b>121</b>	<b>97.2165</b>	<b>2.7835</b>





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**Resolution No. 8.**

**Approval of Material Related Party Transaction of the Company's Subsidiaries with their related parties for F.Y. 2024-25.**

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
		<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoters and Promoter Group	E- voting	25,63,517	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot(if applicable)							
	Total							
Public - Institutions	E- voting	90,000	-	-	-	-	-	-
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
Public – Non Institutions	E- voting	23,87,063	4,347	0.1821	4,226	121	97.2165	2.7835
	Poll		<b>Not Applicable</b>					
	Postal Ballot (if applicable)							
	Total							
<b>Total</b>		<b>50,40,580</b>	<b>4,347</b>	<b>0.0862</b>	<b>4,226</b>	<b>121</b>	<b>97.2165</b>	<b>2.7835</b>



**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 Thursday, 14th day of September, 2023 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 41<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Thursday, 14th day of September, 2023 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.



1. I submit my report as under:
- a) The Company has informed me that on August 22, 2023 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 August 18, 2023, the cut-off date fixed for the purpose.
  - b) The Company has provided 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 Monday, September 11, 2023, 9:00 a.m. to Wednesday, September 13, 2023, 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 as amended from time to time.
  - 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

  
Namrata Sagvekar

- f) I have scrutinized and reviewed voting at the meeting and the remote e-voting 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 September 7, 2023, 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 scrutinizer 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**

**Adoption of Standalone Financial Statements for Financial year 2022-23  
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
18	16,83,063	99.99

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	0.01

(iii) **Invalid** votes:

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



Item No. 2

**Adoption of Consolidated Financial Statements for Financial year 2022-23  
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
18	16,83,063	99.99

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	0.01

(iii) **Invalid** votes:

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



Item No. 3

**Re-appointment of Mr. Vikram Gupta (DIN: 00052019) who retires by rotation - 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
18	16,83,063	99.99

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	0.01

(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 the Statutory Auditors - 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
18	16,83,063	99.99

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	0.01

(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. 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
18	16,83,063	99.99

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	0.01

(iii) Invalid votes:

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



Item No. 6

Appointment of Mr. Purushottam S. Mantri (DIN: 06785989) as an Independent 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
18	16,83,063	99.99

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	0.01

(iii) Invalid votes:

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



Item No. 7

**Approval of Material Related Party Transactions of the Company with its Related Parties for F.Y. 2024-25 - 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
13	4,226	97.22

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	2.78

(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. 8

Approval of Material Related Party Transactions of the Company's Subsidiaries with their related parties for F.Y. 2024-25 - 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
13	4,226	97.22

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
1	121	2.78

(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.



Place: Panaji, Goa.

Date : 15/09/2023

Thanking you,  
Yours faithfully,

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

---

**Shivaram Bhat**  
**Practicing Company Secretary**  
**ACS10454 CP 7853**

UDIN: A010454E001015612

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

Chairman/ Director