



GKB Ophthalmics Ltd.

16-A, Tivim Industrial Estate, Mapusa, Goa 403 526 (INDIA)
CIN.: L26109GA1981PLC000469

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Fax : (91 832) 2257044

E-mail : gkbophthalmics@gkb.net

Website : www.gkb.net

GKB /STK-EXCH
June 09, 2021

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, 2021.

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, 2021, 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

Mobile: 9960285296/7276055296
E-mail: cs.girija19@gmail.com

**SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021**

[Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated 8th February, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

of

**GKB OPHTHALMICS LIMITED
(CIN L26109GA1981PLC000469)**

I, CS Girija G. Nagvekar, Practicing Company Secretary, (FCS No. 10358, Certificate of Practice No. 10335) have examined:

- a. All the documents and records made available to us and explanations provided by M/s **GKB OPHTHALMICS LIMITED** (“the listed entity”) having **CIN L26109GA1981PLC000469**,
- 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, 2021 (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; (Not applicable to the Company during the audit period)
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- g. Securities and Exchange Board of India (issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the audit period)
- 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;

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
				<ul style="list-style-type: none">There was no action initiated 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. However, there was clarification sought by Bombay Stock Exchange (BSE) through emails in general course of action for which clarification note is given below.

Clarification Note:

The Listed entity had received email on 02.12.2020 from Bombay Stock Exchange Limited (BSE) in general course of action seeking clarification on basis of complaint received from a shareholder in the Company on whether the company is in compliance with the provisions of Reg.31(4) of SEBI (LODR) 2015 on disclosure of promoter and promoter group separately in the shareholder pattern and with the provisions of Regulation 31(A) of SEBI (LODR) 2015 regarding reclassification of Shares . In subsequent email dated 15.12.2020, BSE instructed the Company based on reply filed by the Company to resubmit the shareholding pattern from quarter ended March 2018 till date and to comply with Regulation 31(A) of SEBI (LODR) 2015 and seek reclassification of shares where the promoters are not interested to be associated with the Company

The listed entity replied to the BSE via email on 16.0.3.2021 wherein major points are listed as follows:

- (i) The Company shall be filing the revised shareholding pattern from the quarter ended 31st March, 2021 and will include Shri Krishna Murari Gupta (K.M. Gupta), Ms. Usha Gupta, Shri Aditya Gupta and Shri Vivek Gupta in the Promoter and Promoter Group Category.*
- (ii) at the request of the company, Mr. K.M Gupta & Family has agreed to be re-classified as the Promoters, and therefore, in consultation with the Board members, the Company will initiate the process of including K.M Gupta & Family back into the Promoter Group in the Shareholding Pattern for the quarter ended March 31, 2021.*



(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>

Date: 08.06.2021

Place: Panaji, Goa


Name: CS Girija G Nagvekar
Practicing Company Secretary
FCS No:10358
C P No:10335
UDIN NO. F010358C000431229

