



GKB Ophthalmics Ltd.

16-A, Tivim Industrial Estate, Mapusa, Goa 403 526 (INDIA)

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Website : www.gkb.net

GKB /STK-EXCH

October 27, 2014

CIN: L26109GA1981PLC000469

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejubhoy Towers, Dalal Street
Mumbai - 400 001

Dear Sir,

Ref : Script Code No. : 533212

**Sub: Compliance with Clause 35A of the Listing Agreement and Scrutinizer's Report :-
Voting results of the Postal Ballot .**

The Postal Ballot results were declared at the Registered office of the Company.

We give below the required details:-

| | |
|--|-----------------|
| Date of declaration of the Postal Ballot results. | 27.10.2014 |
| Total number of shareholders on record date, September 05, 2014. | 1242 |
| No. of shareholders present in the meeting either in person or through proxy . | Not Applicable |
| No. of shareholders attended the meeting through Video Conferencing. | Not Applicable |
| Details of the Agenda (Voting item wise). | As per Annexure |

Attached also please find the Scrutinizer's Report (Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on record.

Thanking you,

Yours faithfully,
for GKB Ophthalmics Ltd.,


Noel da Silva
CFO & Company Secretary

- CC: 1. Madras Stock Exchange Ltd - Scrip Code : GKB
2. Delhi Stock Exchange Ltd - Scrip Code : 9179
3. Calcutta Stock Exchange Ltd - Scrip Code: 017097



RESOLUTION NO. 1

Giving loans or guarantees or providing any security and/or making investment under Section 186 of the Companies Act, 2013.

Resolution required : SPECIAL RESOLUTION - SPECIAL BUSINESS

Mode of Polling : (Postal Ballot/ E-voting)

| Promoter / Public | 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 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 | 2811136 | 2097724 | 74.62 | 2097724 | 0 | 100 | 0 |
| Public Institutional holders | 21512 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 1320932 | 115096 | 8.71 | 114376 | 720 | 99.37 | 0.63 |
| Total | 4153580 | 2212820 | 53.28 | 2212100 | 720 | 99.97 | 0.03 |

RESOLUTION NO. 2

Transactions with Related Parties under Section 188 of the Companies Act, 2013.

Resolution required : SPECIAL RESOLUTION - SPECIAL BUSINESS

Mode of Polling : (Postal Ballot / E-voting)

| Promoter / Public | 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 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 | 2811136 | 2097724 | 74.62 | 2097724 | 0 | 100 | 0 |
| Public Institutional holders | 21512 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 1320932 | 115096 | 8.71 | 114175 | 921 | 99.20 | 0.80 |
| Total | 4153580 | 2212820 | 53.28 | 2211899 | 921 | 99.96 | 0.04 |



RESOLUTION NO. 3

Increase in payment of remuneration to Mr. K. G. Gupta, Managing Director of the Company.

Resolution required : SPECIAL RESOLUTION - SPECIAL BUSINESS

Mode of Polling : (Postal Ballot/ E-voting)

| Promoter / Public | 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 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 | 2811136 | 2097724 | 74.62 | 2097724 | 0 | 100 | 0 |
| Public Institutional holders | 21512 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Others | 1320932 | 115096 | 8.71 | 114175 | 921 | 99.20 | 0.80 |
| Total | 4153580 | 2212820 | 53.28 | 2211899 | 921 | 99.96 | 0.04 |

For GKB OPHTHALMICS LTD.

Noel Da Silva
Noel Da Silva

CFO & Company Secretary



October 24, 2014

SCRUTINIZER'S REPORT

To
The Chairman of
GKB Ophthalmics Limited (the Company)

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 5th July, 2014 has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) on the resolutions contained in the Notice dated 13th August, 2014.
2. I submit my report as under:
 - a. The Company has dispatched postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 5th September, 2014.
 - 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.

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Shivaram Bhat
Company Secretary

- c. The e-voting remained open for the period commencing from Monday, 22nd September, 2014, 09:30 A.M to Tuesday, 21th October, 2014, 05:30 P.M.
- d. 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 website.
- e. The postal ballot forms received in sealed envelope were kept in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of Members of the Company/list of beneficiaries as on 5th September, 2014.
- g. All postal ballot forms received up to the 21st October, 2014, 05.30 P.M., the last date and time fixed by the Company for receipt of the ballot forms were considered for my scrutiny.
- h. I did not find any defaced or mutilated ballot paper.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'for', 'against' each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ('CDSL') i.e., <https://www.evotingindia.com> and based on such reports generated AND upon the counting of the postal ballots received, the result of the voting is as under:



Shivaram Bhat
Company Secretary

Item No. 1

Special Resolution under section 186 of Companies Act, 2013, for giving loans and making investments or providing guarantee or security in connection with the loans and acquisition of securities.

(i) Voted in favour the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 3 | 39 | 801 | 22,11,299 | |
| TOTAL VOTES | | 22,12,100 | | 99.97 |

(ii) Voted against the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 1 | 3 | 20 | 700 | |
| TOTAL VOTES | | 720 | | 0.03 |

(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 No. 2

Special Resolution under Section 188 of Companies Act 2013, for transactions with Related Parties.

(i) Voted in favour the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 2 | 38 | 800 | 22,11,099 | |
| TOTAL VOTES | | 22,11,899 | | 99.96 |

(ii) Voted against the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 2 | 4 | 21 | 900 | |
| TOTAL VOTES | | 921 | | 0.04 |

(iii) Invalid votes :

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

Item No. 3

Special Resolution for increase of remuneration of Mr. K. G. Gupta, Managing Director.

(i) Voted in favour the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 2 | 38 | 800 | 22,11,099 | |
| TOTAL VOTES | | 22,11,899 | | 99.96 |



Shivaram Bhat
Company Secretary

(ii) Voted against the resolution:

| Number of members voting | | Number of votes cast by them | | % of total number of valid votes cast |
|--------------------------|--------|------------------------------|---------------|---------------------------------------|
| E-voting | Ballot | E-voting | Postal Ballot | |
| 2 | 4 | 21 | 900 | |
| TOTAL VOTES | | 921 | | 0.04 |

(iii) Invalid votes :

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

- I have handed over the postal ballot forms and other related papers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.
- You may accordingly declare the result of the voting by postal ballot and e-voting.

Thanking you,

Yours faithfully,



Shivaram Bhat
Practising Company Secretary
CP No. 7853