



GKB Ophthalmics Ltd.

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

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Website : www.gkb.net

CIN: L26109GA1981PLC000469

GKB /STK-EXCH
September 08, 2014

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 AGM**

The 32nd Annual General Meeting of the Company was held on September 06, 2014, at the Registered office of the Company.

We give below the required details:-

Date of the AGM	September 06, 2014
Total number of shareholders on record date, August 01, 2014	1234
No. of shareholders present in the meeting either in person or through proxy	Promoters and Promoters Group: 06 Public : 13
No. of shareholders attended the meeting through Video Conferencing	Not arranged for.
Details of the Agenda (Voting item wise)	As per Annexure

Attached also please find the following:-

- (1) 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.
- (2) Report of Scrutinizer in Form No. MGT-13 (Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) 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(a)

Adoption of Financial Statements of the Company for the financial year ended March 31, 2014.

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS

Mode of Polling : (Poll / E-voting)

Promoter / Public	No. of shares held	No. of votes polled	% of votes 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	281136	2097724	74.62	2097724	0	100	0
Public Institutional holders	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110858		100	0
Total	4153580	2208582	53.17	2208582	0	100	0

RESOLUTION NO. 1(b)

Adoption of Financial Statements of the Company for the financial year ended March 31, 2014.

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS

Mode of Polling : (Poll / E-voting)

Promoter / Public	No. of shares held	No. of votes polled	% of votes 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	281136	2097724	74.62	2097724	0	100	0
Public Institutional holders	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110858		100	0
Total	4153580	2208582	53.17	2208582	0	100	0



RESOLUTION NO. 2

Re-appointment of Mr. K. M. Gupta, (DIN 00512135) who retires by rotation.

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS
Mode of Polling : (Poll / 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)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*	
Promoter and Promoter Group	2811136	2097724	74.62	2097724	0	100	0
Public Institutional holders	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110857	1	99.99	0.01
Total	4153580	2208582	53.17	2208581	1	99.99	0.01

RESOLUTION NO. 3

Re-appointment of Mr. Vikram Gupta, (DIN 0052019) who retires by rotation.

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS
Mode of Polling : (Poll / 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)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*	
Promoter and Promoter Group	2811136	2097724	74.62	2097724	0	100	0
Public Institutional holders	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110858	0	100	0
Total	4153580	2208582	53.17	2208582	0	100	0



RESOLUTION NO. 4

Re-appointment of Mr. Gaurav. Gupta, (DIN 0051974) who retires by rotation.

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS

Mode of Polling : (Poll / 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	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110857	1	99.99	0.01
Total	4153580	2208582	53.17	2208581	1	99.99	0.01

RESOLUTION NO. 5

Re-appointment of M/s. Sharp & Tannan , Chartered Accountants as Statutory Auditors of the Company.

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS

Mode of Polling : (Poll / 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	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110857	1	99.99	0.01
Total	4153580	2208582	53.17	2208581	1	99.99	0.01



RESOLUTION NO. 6

Approval for borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

Resolution required : SPECIAL RESOLUTION - SPECIAL BUSINESS

Mode of Polling : (Poll / 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	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110858	0	100	0
Total	4153580	2208582	53.17	2208582	0	100	0

RESOLUTION NO. 7

Approval for mortgaging properties of the Companies under section 180 (1) (a) of the Companies Act, 2013.

Resolution required : SPECIAL RESOLUTION - SPECIAL BUSINESS

Mode of Polling : (Poll / 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	25412	0	0	0	0	0	0
Public - Others	1317032	110858	8.42	110858	0	100	0
Total	4153580	2208582	53.17	2208582	0	100	0



For GKB OPHTHALMICS LTD
Noel da Silva
 Noel Da Silva
 CFO & Company Secretary

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)

To
The Chairman of 32nd Annual General Meeting of the members of
GKB Ophthalmics Limited (the Company)
to be held on the 6th day of September, 2014 at 11.00 A.M.
at the Registered office of the company at 16-A,
Tivim Industrial Estate, Mapusa - Goa

Dear Sir,

1. I, Shivaram Bhat, Practising Company Secretary, have been appointed by the Board of Directors of **GKB Ophthalmics Limited** (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 32nd Annual General Meeting (AGM) of the members of the Company, to be held on the 6th day of September, 2014 at 11.00 A.M. at the Registered office of the company at 16-A, Tivim Industrial Estate, Mapusa - Goa

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 32nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Shivaram Bhat
Company Secretary

3. Further to the above, I submit my report as under:-

- i. The e-voting remained open for the period commencing from Monday, 1st September, 2014, 10:00 A.M to Tuesday, 2nd September, 2014, 05:30 P.M.
- ii. The members of the Company as on the "cut-off" date i.e. 1st August, 2014 were entitled to vote on the resolutions (Items nos. 1 to 7 as set out in the Notice of the 32nd AGM of the Company).
- iii. The votes cast were ascertained on September 3rd, 2014, in the presence of 2 witnesses, Ms. Shubhangi Baichwal and Mr. Naveen Bhat, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Name: Shubhangi Baichwal



Name: Naveen Bhat

4. Thereafter, 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, the result of the e-voting is as under:

Item No. 1 of the Notice:

- a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the Reports of the Directors and Auditors thereon.
- b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
2	2	100

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes:

Number of Ballots received	No. of votes cast
0	0

Item No. 2 of the Notice:

To appoint a Director in place of Mr. K. M. Gupta, (DIN 00512135) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	1	50

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	1	50

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

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Shivaram Bhat
Company Secretary

Item No. 3 of the Notice:

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

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
2	2	100

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

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 4 of the Notice:

To appoint a Director in place of Mr. Gaurav Gupta, (DIN 00051974) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	1	50

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

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	1	50

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

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Item No. 5 of the Notice:

To appoint the Auditors to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	1	50

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

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
1	1	50

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 6 of the Notice:

To authorise Board of Directors of the Company to borrow from time to time.

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
2	2	100

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

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

Shivaram Bhat
Company Secretary

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Item No. 7 of the Notice:

To authorise Board of Directors of the Company to create mortgages or charges on all or any part of immovable or movable properties of the Company.

(i) Voted in favour of the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
2	2	100

(ii) Voted against the resolution:

Number of Ballots received	No. of votes cast	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid votes :

Number of Ballots received	No. of votes cast
0	0

Thanking you,

Yours faithfully,



Place: Panaji, Goa

Dated: 6th September, 2014

CS Shivaram Bhat
Practising Company Secretary

FORM No. MGT-13
Report of Scrutinizer(s)

[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 of 32nd Annual General Meeting of the members of **GKB Ophthalmics Limited** (the Company) held on the 6th day of September, 2014 at 11.00 A.M. at the Registered office of the Company at 16-A, Tivim Industrial Estate, Mapusa - Goa.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Thirty second Annual General Meeting of the Equity Shareholders of GKB Ophthalmics Limited, held on Saturday, 6th day of September, 2014 at 11.00 a.m. at '16-A, Tivim Industrial Estate, Mapusa - Goa, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Shivaram Bhat
Company Secretary

Item No. 1 of the Notice:

- a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the Reports of the Directors and Auditors thereon.

- (i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them

- b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2014.

- (iv) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

- (v) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Shivaram Bhat
Company Secretary

(vi) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2 of the Notice:

To appoint a Director in place of Mr. K. M. Gupta, (DIN 00512135) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3 of the Notice:

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

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

Shivaram Bhat
Company Secretary

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4 of the Notice:

To appoint a Director in place of Mr. Gaurav Gupta, (DIN 00051974) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Shivaram Bhat
Company Secretary

Item No. 5 of the Notice:

To appoint the Auditors to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 6 of the Notice:

To authorise Board of Directors of the Company to borrow from time to time.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Shivaram Bhat
Company Secretary

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7 of the Notice:

To authorise Board of Directors of the Company to create mortgages or charges on all or any part of immovable or movable properties of the Company.

(i) Voted in favour the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	22,08,580	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,

Place: Mapusa, Goa.
Dated: September 6, 2014.

Yours faithfully,



Shivaram Bhat
Practising Company Secretary
CP No. 7853