



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, 2015

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 33rd Annual General Meeting of the Company was held on September 26, 2015, at the Registered office of the Company.

We give below the required details:-

Date of AGM.	26/09/2015
Total number of shareholders on record date, September 19, 2015.	1169
No. of shareholders present in the meeting either in person or through proxy .	Promoters and Promoters Group : 6 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 :-

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. Delhi Stock Exchange Ltd - Scrip Code : 9179
2. Calcutta Stock Exchange Ltd - Scrip Code: 017097

CERTIFIED BY



ISO 9001:2008



ANNEXURE

RESOLUTION NO. 1(a)

Adoption of Financial Statements of the Company for the financial year ended March 31, 2015.

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003

RESOLUTION NO. 1(b)

Adoption of consolidated Financial Statements of the Company for the financial year ended March 31, 2015.

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003



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)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003

RESOLUTION NO. 3

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003



RESOLUTION NO. 4

Re-appointment of Mr. K. G. Gupta, (DIN: 00051863) as Managing Director.

Resolution required : SPECIAL RESOLUTION - SPECIAL BUSINESS

Mode of Polling : (Poll / E-voting)

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2854706	1274170	44.63	1274170	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	1284770	30.93	1284705	65	99.995	0.005

RESOLUTION NO. 5

Re-appointment of Mrs. Shashi K. Katreddi, (DIN:07139250) as an Independent Director

Resolution required : ORDINARY RESOLUTION - ORDINARY BUSINESS

Mode of Polling : (Poll / E-voting)

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003



RESOLUTION NO. 6

Re-appointment of Mr. Anil Palekar, (DIN : 01987078) as an Independent Director

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003

RESOLUTION NO. 7

Re-appointment of Mr. Sadashiv Shet, (DIN : 02227102) as an Independent Director

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003



RESOLUTION NO. 8

Re-appointment of Mr. Joseph A. A. D'Costa, (DIN : 03489392) as an Independent Director

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003

RESOLUTION NO. 9

Re-appointment of Mr. Christopher Hickman, (DIN : 06574204) as an Independent Director

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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10535	65	99.387	0.613
Total	4153580	2151894	51.81	2151829	65	99.997	0.003



RESOLUTION NO. 10

Amendment of Articles of Association as per 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	2854706	2141294	75.01	2141294	0	100.000	0
Public Institutional holders	19600	0	0	0	0	0	0
Public - Others	1279274	10600	0.83	10515	85	99.198	0.802
Total	4153580	2151894	51.81	2151809	85	99.996	0.004

For GKB OPHTHALMICS LTD.


 Noel Da Silva
 CFO & Company Secretary



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]*

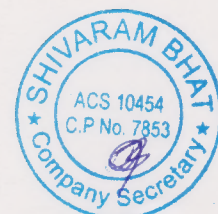
To,

Chairman, Annual General Meeting of the Equity Shareholders
of GKB Ophthalmics Limited

Held on Saturday, September 26, 2015 at 11.00 A.M.
at 16-A, Tivim Industrial Estate, Mapusa, Goa.

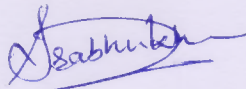
Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken (which includes e-voting) on the below mentioned resolution(s), at the 33rd Annual General Meeting of the Equity Shareholders of GKB OPHTHALMICS LIMITED, held on Saturday, September 26, 2015 at 11.00 A.M., at the Registered Office of the Company at 16-A, Tivim Industrial Estate, Mapusa Goa, submit my report as under:

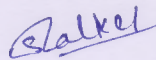


Shivaram Bhat
Company Secretary

1. 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.
2. The e-voting remained open for the period commencing from Wednesday, 23th September, 2015, 10:00 a.m. to Friday, 25th September, 2015, 5.00 p.m.
3. At the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, one ballot box that was kept for polling was locked in my presence with due identification marks placed by me.
4. 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.
5. Thereafter, using the scrutinizer's login on the CDSL e-voting website, the votes cast through remote e-voting was unblocked in the presence of following two witnesses who are not in the employment of the company:

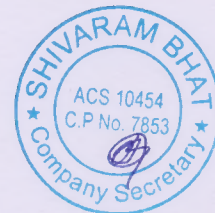


Shraddha Prabhukhanolkar



Siddhi Salkar

6. The votes cast by the shareholders through the e-voting facility were scrutinized.
7. I did not find any poll papers invalid.



Shivaram Bhat
Company Secretary

8. The result of the voting is as under:

Resolution:

Consideration and adoption of Audited Financial Statements of the company for the Financial year ended 31st March, 2015, together with the reports of Directoras and Auditors thereon.

(i) Voted in **favour** of the resolution:

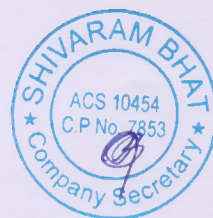
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Consideration and adoption of the Audited Consolidated Financial Statements of the company for the Financial year ended 31st March, 2015, together with the Reports of Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

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

(i) Voted in **favour** of the resolution:

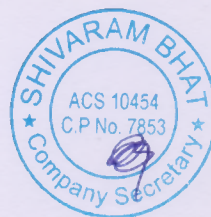
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

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

(i) Voted in favour of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Re-appointment of Mr. K. G. Gupta (DIN: 00051863) as Managing Director.

(i) Voted in **favour** of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
17	1	1,284,685	20	99.995

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.005

(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

Resolution:

Appointment of Mrs. Shashi K. Katreddi (DIN: 07139250) as an Independent Director.

(i) Voted in **favour** of the resolution:

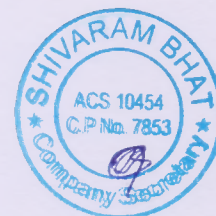
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Re-appointment of Mr. Anil Palekar (DIN: 01987078) as an Independent Director.

(i) Voted in **favour** of the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Re-appointment of Mr. Sadashiv Shet (DIN: 02227102) as an Independent Director .

(i) Voted in favour of the resolution:

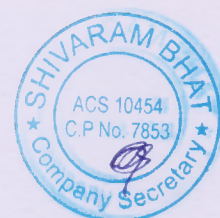
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Re-appointment of Mr. Joseph A. A. D'Costa (DIN: 03489392) as a Independent Director.

(i) Voted in **favour** of the resolution:

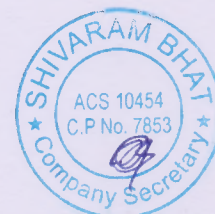
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Re-appointment of Mr. Christopher Hickman (DIN: 06574204) as an Independent Director.

(i) Voted in **favour** of the resolution:

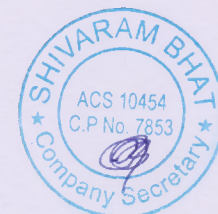
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	1	2,151,809	20	99.997

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	1	0	65	0.003

(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

Resolution:

Amendment to Articles of Association as per Companies Act, 2013.

(i) Voted in favour of the resolution:

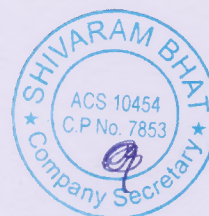
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
19	0	2,151,809	0	99.996

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM	Through E-voting	Those present in person or by proxy at AGM	Through E-voting	
0	2	0	85	0.004

(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

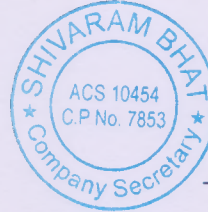
9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,

Place: Panaji, Goa.

Dated: September 28, 2015.



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

Shivaram Bhat
Practising Company Secretary
CP No. 7853