



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
March 30, 2017

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

Dear Sir,

Ref : Script Code No. : 533212

Sub: Certified True copy of the proceedings of the Postal Ballot

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Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith certified copy of the proceedings of the Postal Ballot of the Company, the results of which have been declared on March 29, 2017.

Attached also please find Scrutinizer's Report, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,
for GKB Ophthalmics Ltd.,

Noel da Silva
CFO & Company Secretary

CC: Calcutta Stock Exchange Ltd - Scrip Code: 017097





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Certified true copy of the Minutes of the Resolution passed by Postal Ballot/E-voting by GKB Ophthalmics Limited on Wednesday, March 29, 2017 at the Registered Office of the Company, at 16-A, Tivim Industrial Estate, Mapusa, Goa - 403 526

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Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had sought the consent of its members, by way of Ordinary Resolution, through Postal Ballot, which also includes voting by electronic means (e-voting).

For this purpose, the Board of Directors of the Company appointed Mr. Shivaram Bhat, Practising Company Secretary, as a Scrutinizer, to conduct the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Notice dated February 13, 2017, together with the draft resolution, Explanatory Statement under Section 102 of the Companies Act, 2013, was sent to all members whose names appeared in the List of Members as on February 17, 2017, being the record date.

Notices were dispatched by Courier/ Registered and Speed post together with Postal ballot forms, self-addressed, pre-paid postage, Business Reply Envelope or through electronic means and the dispatch process was completed on February 24, 2017.

The Notice was also given to the Directors, Auditors and the Secretarial Auditor of the Company.

The Notice was also placed on the website of the Company and on the website of our Registrar and Transfer Agent, Sharex Dynamic (India) Pvt. Ltd.

Advertisement of notice was published in English language in The Times of India, (Goa Edition), on February 25, 2017 and in Marathi language in Gomantak, on February 25, 2017, intimating about the completion of dispatch of Notice, and the time of commencement of voting / e-voting period.

The voting/e-voting commenced on February 25, 2017 at 9.30 A.M. and ended on March 27, 2017 at 5.30 P.M.

During this period the members had an option to exercise their vote either electronically by clicking on Yes/No or by way of Postal Ballot by putting a tick mark in the column provided for assent or dissent.





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The related parties abstained from voting on the resolution in terms of Regulation 23(4), of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015

After due scrutiny of all Postal Ballot forms/e-voting received up to 5.30 P.M on March 27, 2017, the Scrutinizer submitted his report on March 29, 2017 and the results of Postal Ballot were declared on the same day, at the Registered Office of the Company in presence of Mr. K. G. Gupta, Managing Director and Mr. Noel da Silva, CFO & Company Secretary. The results along with Scrutinizer's report were intimated to the Stock Exchanges and hosted on Company's website www.gkb.net on March 30, 2017.

The Ordinary Resolution was passed by the requisite majority and will be recorded in the Minutes Book maintained for recording the proceedings of General Meeting of the members.

Transactions with Related Parties under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")

To consider and, if thought fit, to give assent or dissent, to the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's policy on materiality of related party transactions and on dealing with related party transactions, the consent of the members be and is hereby accorded to enter into a contract or arrangement with GKB Vision Private Limited (Formerly known as GKB Vision Limited), Prime Lenses Private Limited and other related parties for a term of 3 years with effect from April 01, 2017 to March 31, 2020, with regards to transactions, as prescribed herein below:

- a) sale, purchase or supply of any goods, or materials;
- b) selling or otherwise disposing of, or buying, property or machinery of any kind;
- c) leasing of property of any kind ;
- d) availing or rendering of any services; and
- e) such other transactions in the normal course of business

on such terms and conditions as may be mutually agreed upon, between the Company and said related parties for an amount not exceeding Rs. 45.00 crores (Rupees forty five crores only) per annum, as long as the transactions so carried out are in its ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors and / or any Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things, to execute all such documents, instruments and writings as may be required in its absolute discretion, to give effect to this Resolution."

CERTIFIED BY



ISO 9001:2008





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SPECIAL BUSINESS:

Item No. 1 :

Ordinary Resolution under Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all material Related Party Transactions.

(i) Voted in favour of the resolution :

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
17	0	12,017	0	
TOTAL VOTES		12,017		99.09

(ii) Voted against the resolution :

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
1	1	100	10	
TOTAL VOTES		110		0.91

(ii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	62

The resolution was carried by requisite majority as per results above.

Place : Mapusa -Goa
Date : 30/03/2017


CHAIRMAN

CERTIFIED BY



ISO 9001:2008



SCRUTINIZER'S REPORT

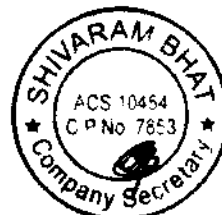
To
The Chairman/ Managing Director
GKB OPHTHALMICS LIMITED (the Company)
16-A, Tivim Industrial Estate,
Mapusa, Goa-403526

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 13th February, 2017 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 February, 2017.

2. I submit my report as under:
 - a. The Company has completed on February 24, 2017 the dispatch of 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 17th February, 2017, the record date fixed for the purpose.

 - b. The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company by tying up with the Central Depository Services (India) Limited ("CDSL") e-voting facility.



- c. The e-voting remained open for the period commencing from Saturday, 25th February, 2017, 09:30 A.M to Monday, 27th March, 2017, 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 and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 17th February, 2017.
- g. All postal ballot forms received upto 05:30 P.M. on 27th March, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny and were duly opened in my presence and scrutinized.
- h. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' and 'AGAINST' the resolution that was put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ("CDSL") i.e., 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:

Ordinary Resolution under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all material Related Party Transactions.

(i) Voted in favour the resolution:

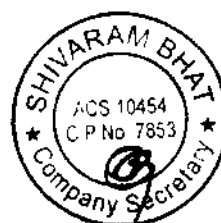
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
17	0	12,017	0	
TOTAL VOTES		12,017		99.09

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
1	1	100	10	
TOTAL VOTES		110		0.91

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	62



Shivaram Bhat
Company Secretary

3. 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.
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place: Panaji, Goa
Date: March 28, 2017



Yours faithfully,

A handwritten signature in black ink, appearing to read 'Shivaram Bhat', written over a horizontal line.

Shivaram Bhat
Practising Company Secretary
CP No. 7853