



# 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  
January 29, 2018

Department of Corporate Services  
BSE 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 January 29, 2018.

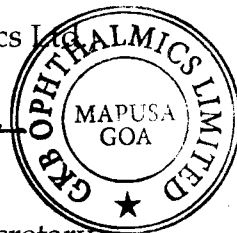
Attached also please find Scrutinizer's Report, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

for GKB Ophthalmics Ltd

Noel da Silva



Noel da Silva

CFO & Company Secretary

CC: Calcutta Stock Exchange Ltd - Scrip Code: 017097





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## Minutes of the Resolution passed by Postal Ballot/Electronic voting by GKB Ophthalmics Limited on Monday, January 29, 2018, 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 Special and Ordinary Resolutions, 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, (Membership No. 10454, CP No. 7853) as a Scrutinizer, to conduct the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Notice dated December 11, 2017, together with the resolutions and Explanatory Statement under Section 102 of the Companies Act, 2013, was sent to all the members whose names appeared in the List of Members as on December 15, 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 December 28, 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.

Advertisements of Notice were published in English language in The Times of India, (Goa Edition) and in Marathi language in Gomantak, on December 29, 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 December 29, 2017 at 9.30 A.M. and ended on January 27, 2018 at 5.00 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.

After due scrutiny of all Postal Ballot forms/e-votes received up to 5.00 P.M on January 27, 2018, the Scrutinizer submitted his report on January 29, 2018 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 Exchanges, and hosted on Company's website [www.gkb.net](http://www.gkb.net) on January 30, 2018.





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The Notice containing the following resolutions were sent to the members for seeking their consent by Postal Ballot/evoting as under:-

**1. Reclassification of members from Promoter and Promoter Group category to Public shareholders under Regulation 31A 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 a Special Resolution: -

**"RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations") and subject to the necessary approvals from the Securities and Exchange Board of India, Stock Exchanges and other appropriate authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to reclassify the following members forming part of the Promoter and Promoter Group to Public Shareholders:

Sr. No.	Name of the Promoter and Promoter Group	No. of shares held	% of shareholding
1	Mr. Krishna Murari Gupta	3,53,207	8.504
2	Mrs. Usha Gupta	2,09,000	5.032
3	Mr. Aditya Gupta	75,830	1.826
4	Mr. Vivek Gupta	75,375	1.815
	<b>Total</b>	<b>7,13,412</b>	<b>17.177</b>

**RESOLVED FURTHER THAT** reclassification of the Promoter and Promoter Group as Public Shareholders shall be subject to the following conditions:

- Such persons shall not, directly or indirectly, exercise control over the affairs of the Company;
- Such persons shall not have any special rights through formal or informal agreements.
- Such persons may act as Key Managerial Personnel in the Company, only subject to shareholders' approval and for a period not exceeding three years from the date of shareholders' approval.
- Increase in the level of public shareholding pursuant to reclassification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of these Regulations.
- The event of reclassification shall be disclosed to the Stock Exchanges as a material event in accordance with the provisions of these Regulations.





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**RESOLVED FURTHER THAT** on approval of Stock Exchanges, the Company shall effect such reclassification in the shareholding pattern to be filed with Stock Exchanges.

**RESOLVED FURTHER THAT** the Managing Director and CFO & Company Secretary of the Company, be and are hereby jointly and severally authorised to submit the application for reclassification to the Stock Exchanges or any other regulatory body as may be required and to take such steps that may be necessary to give effect to this resolution “.

**2. Determination of fee for service of documents to the members of the Company under Section 20 of Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, and subject to the approval of the members, upon receipt of request from a member for delivery of documents through a particular mode, viz. registered post or speed post or by courier service or such other mode, an amount of Rs. 250/- per such document over and above, the reimbursement of actual expenses incurred by the Company, shall be levied by way of fees for sending the documents to members in the desired mode.

**RESOLVED FURTHER THAT** the estimated fees for the delivery of documents shall be paid by the member in advance to the Company, before dispatch of such documents.

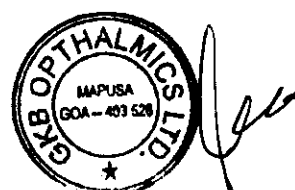
**RESOLVED FURTHER THAT** the Managing Director and CFO & Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be required in its absolute discretion, to give effect to this Resolution.”

The results of the Postal Ballot/e-voting as per the Scrutinizer's Report are as under :

**SPECIAL BUSINESS:**

**Item No. 1 :**

Special Resolution under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“Listing Regulations”) for Reclassification of members from Promoter and Promoter Group category to Public shareholders.





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**(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	
31	1	2,252,860	20	
<b>TOTAL VOTES</b>		<b>2,252,880</b>		<b>100</b>

**(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	
0	0	0	0	
<b>TOTAL VOTES</b>		<b>0</b>		<b>0</b>

**(ii) Invalid votes :**

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

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

**Item No. 2 :**

Ordinary Resolution under Section 20 of Companies Act, 2013 for Determination of fee for service of documents to the members 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
Postal Ballot	E-voting	Postal Ballot	E-voting	
31	1	2,252,860	20	
<b>TOTAL VOTES</b>		<b>2,252,880</b>		<b>100</b>

**(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	
0	0	0	0	
<b>TOTAL VOTES</b>		<b>0</b>		<b>0</b>





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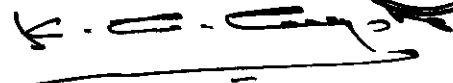
(ii) Invalid votes :


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

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

Accordingly, both the aforesaid Resolutions stand approved by the members with requisite majority. The date of declaration of the results, shall be the date of passing of the resolutions.

Place : Mapusa -Goa  
Date : January 29, 2018

  
CHAIRMAN



**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 December 11, 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 11<sup>th</sup> December, 2017.
  
2. I submit my report as under:
  - a. The Company has completed on December 28, 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 15<sup>th</sup> December, 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.



**Shivaram Bhat**  
**Company Secretary**

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- c. The e-voting remained open for the period commencing from Friday, 29<sup>th</sup> December, 2017, 09:30 A.M to Saturday, 27<sup>th</sup> January, 2018, 05:00 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 15<sup>th</sup> December, 2017.
- g. All postal ballot forms received upto 05:00 P.M. on 27<sup>th</sup> January, 2018, 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. I did not find any ballot papers invalid.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' or '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](http://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**

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**Item No. 1:**

Special Resolution under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reclassification from Promoter and Promoter Group category to Public shareholders.

**(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	
31	1	2,252,860	20	
TOTAL VOTES		2,252,880		100

**(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	
0	0	0	0	
TOTAL VOTES		0		0

**(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**

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**Item No. 2:**

Ordinary Resolution under Section 20 of Companies Act, 2013, Determination of fee for service of documents to the members of the company.

(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	
31	1	2,252,860	20	
<b>TOTAL VOTES</b>		<b>2,252,880</b>		<b>100</b>

(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	
0	0	0	0	
<b>TOTAL VOTES</b>		<b>0</b>		<b>0</b>

(iii) **Invalid votes :**

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

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**Shivaram Bhat**  
**Company Secretary**

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3. Electronic record containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. 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.
5. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place: Panaji, Goa  
Date: January 29, 2018

Yours faithfully,



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**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**

Received

For GKB OPHTHALMICS LTD

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**K. G. GUPTA**  
**MANAGING DIRECTOR**

29.01.2018