



GKB Ophthalmics Ltd.

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CIN.: L26109GA1981PLC000469

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GKB/ST-EXCH
April 13, 2016

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

Ref : Scrip Code No. : 533212

Sub: Compliance Report on Corporate Governance for the Quarter ended March 31, 2016

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Regulations) Regulation, 2015, please find enclosed Compliance Report on Corporate Governance for the quarter ended March 31, 2016.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For GKB Ophthalmics Ltd.


Noel da Silva
CFO & Company Secretary

Encl: as above

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

CERTIFIED BY



ISO 9001:2008



1. Name of Listed Entity : **GKB OPHTHALMICS LIMITED**
 2. Quarter ended : **March 31, 2016**

1. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category / (Chairperson/ Executive/Non-Executive/ Independent /Nominee)	Date of Appointment in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Mr.	K. G. Gupta	ACHPG1044K00051863	Chairperson - Executive	01/04/2015	3 years	1	--	--
Mr.	K. M. Gupta	AAPPG0971K00512135	Non - Executive	23/05/2015	--	1	1	1
Mr.	Vikram Gupta	ABEPV2140D00052019	Non -Executive	06/09/2014	--	1	1	--
Mr.	Gaurav Gupta	AECPK7502D00051974	Non -Executive	06/09/2014	--	1	1	--
Mr.	Anil Palekar	ADNPP5894R01987078	Independent - Non-Executive	23/05/2015	5 years	1	1	--
Mr.	Sadashiv Shet	ARBPS2994R02227102	Independent - Non-Executive	23/05/2015	5 years	3	--	3
Mr.	Joseph A.A. D'costa	ABMPD0757C03489392	Independent - Non-Executive	30/05/2015	5 years	1	1	--
Mr.	Christopher Hickman	AAPPH6376M06574204	Independent - Non-Executive	30/05/2015	5 years	1	1	--
Mrs.	Shashi K. Katreddi	AKXPK7947D07139250	Independent - Non-Executive	31/03/2015	5 years	1	--	--

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)s
1. Audit Committee	1. Mr. Sadashiv Shet 2. Mr. Anil Palekar 3. Mr. Christopher Hickman 4. Mr. Gaurav Gupta 5. Mr. Joseph A. A. D'Costa	Chairman - Independent - Non - Executive Independent - Non - Executive Independent - Non - Executive Non - Executive Independent - Non - Executive
2. Nomination & Remuneration Committee	1. Mr. Anil Palekar 2. Mr. Joseph A.A. D'Costa 3. Mr. Sadashiv Shet	Chairman - Independent - Non - Executive Independent - Non - Executive Independent - Non - Executive
3. Stakeholders' Relationship Committee.	1. Mr. K. M. Gupta 2. Mr. Vikram Gupta	Chairman - Non - Executive Non - Executive

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
07.11.2015	08..02.2016 30.03.2016	91 days



IV. Meeting of Committees - Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
08.02.2016	Yes - All 5 members were present.	07.11.2015	91 days
30.03.2016	Yes - All 5 members were present	08.02.2016	50 days
Stakeholders Investors Grievances Committee			
08.02.2016	Yes - out of 2 members, 1 were present.	--	--
Nomination & Remuneration Committee			
30.03.2016	Yes - All 3 members were present	--	--

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - Audit Committee : Yes
 - Nomination & Remuneration Committee : Yes
 - Stakeholders relationship Committee : Yes
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. : Yes
Any comments/observations/advice of Board of Directors may be mentioned here: NO COMMENTS

The Corporate Governance Report for the quarter ended December 31, 2016 was placed in the Board Meeting held on March 30, 2016.
The Corporate Governance Report for the quarter/year ended March 31, 2016 shall be placed in the next Board Meeting.

Name & Designation :

Noel da Silva
Mr. Noel da Silva
CFO & Company Secretary



ANNEXURE – II

Compliance Report on Corporate Governance at the end of the Financial year March 31, 2016

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of Independent directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower policy	Yes
Criteria of making payments to non-executive Directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or eligibility	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes



Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2) (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction.	23(1), (5) (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2)(3) (4), (5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management.	26(2) & 26(5)	Yes

III. Affirmation

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : N.A.

Name & Designation :

Mr. Noel da Silva
CFO & Company Secretary

