

Report of Scrutinizer

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman, Annual General Meeting of the Equity Shareholders
of GKB OPHTHALMICS LIMITED

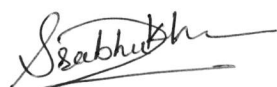
Held on Saturday, 24th day of September, 2016 at 11.00 a.m.
at 16-A, Tivim Industrial Estate, Mapusa, Goa-403526.

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 Thirty fourth Annual General Meeting of the Equity Shareholders of GKB Ophthalmics Limited, held on Saturday, 24th day of September, 2016 at 11.00 a.m. at the registered office of the company at 16-A, Tivim Industrial Estate, Mapusa, Goa-403526, submit my report as under:



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, 21st September, 2016, 10:00 A.M to Friday, 23rd September, 2016, 05:00 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



Pooja Alornekar

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



8. The result of the voting is as under:

Item No. 1 (a)

To consider and adopted the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Directors 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	
21	2	20,27,618	5,020	99.999

(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	20	0.001

(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

Item No. 1 (b)

To consider and adopted the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report 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	
21	2	20,27,618	5,020	99.999

(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	20	0.001

(iii) **Invalid** votes :

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



Item No. 2

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 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	
18	2	16,54,513	5,020	99.999

(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	20	0.001

(iii) **Invalid** votes:

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



Item No. 3

Appointment of M/s. Sharp & Tannan (Firm Registration No. 109982W), Chartered Accountants, as 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	
21	2	20,27,618	5,020	99.999

(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	20	0.001

(iii) **Invalid** votes:

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



Item No. 4

Adoption of new set of Articles of Association in Form Table F.

(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	
21	2	20,27,618	5,020	99.999

(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	20	0.001

(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 'pen-drive' containing a list of equity shareholders who voted **"FOR, AGAINST"** 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/ Chairman for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,



Place: Panaji, Goa.

Date: September 26, 2016

Shivaram Bhat
Practising Company Secretary
CP No. 7853

