

Report of Scrutinizer

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

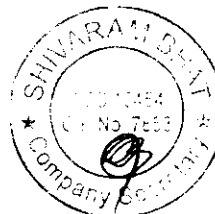
To,

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

Held on Monday, 27th day of August, 2018 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 Sixth Annual General Meeting of the Equity Shareholders of GKB Ophthalmics Limited, held on Monday, 27th day of August, 2018 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:



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 Limited ('CDSL') e-voting facility.
2. The e-voting remained open for the period commencing from Friday, 24th August, 2018, 09:00 a.m. to Sunday, 26th August, 2018, 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:

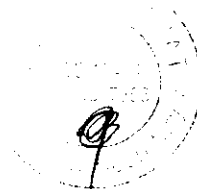


Shradha Prabhukhanolkar



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:

Item No. 1a

To Consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

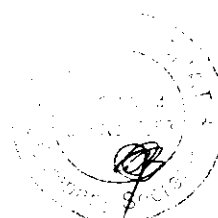
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Those present in person or by proxy at AGM (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
21	1	20,17,595	19,600	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 1b

To Consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018, together with the Auditors Report 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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
21	1	20,17,595	19,600	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 2

Re-appointment of Mr. Vikram Gupta (DIN : 00052019) 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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
20	1	16,44,490	19,600	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
1	3,73,105



Shivaram Bhat
Company Secretary

Item No. 3

Appointment of M/s. MSKA and Associates (formerly known as M/s. MZSK and Associates), Chartered Accountant (FRN 105047W), 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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
21	1	20,17,595	19,600	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

Item No. 4

Special Resolution for Ratification of corrected Shareholding Pattern in the EGM Notice dated May 10, 2018.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
16	1	14,015	19,600	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
5	20,03,880



Shivaram Bhat
Company Secretary

Item No. 5

Special Resolution for Ratification of Compliance Certificate issued by Statutory Auditors.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
21	1	20,17,595	19,600	100

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0

Shivaram Bhat
Company Secretary

Item No. 6

Special Resolution for Ratification of the correction in the name of Polus Global Fund.

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
21	1	20,17,595	19,600	0

(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 (No of Ballots)	Through E-voting (No of Ballots)	Those present in person or by proxy at AGM	Through E-voting	
0	0	0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid (No of Ballots)	Total number of votes cast by them
0	0



Shivaram Bhat
Company Secretary

9. A list of equity shareholders (in electronic format) 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 CFO & Company Secretary authorized by the Board for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,



Yours faithfully,

Place: Mapusa, Goa.

Dated: August 27, 2018

Shivaram Bhat
Practising Company Secretary
CP No. 7853

Received
August 28, 2018

For GKB Ophthalmics Limited

Director