

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 11th 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 15th 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.



- c. The e-voting remained open for the period commencing from Friday, 29th December, 2017, 09:30 A.M to Saturday, 27th 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 15th December, 2017.
- g. All postal ballot forms received upto 05:00 P.M. on 27th 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 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:

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

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	
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

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,

A handwritten signature in blue ink, appearing to read "Shivaram", written over a horizontal line.

Shivaram Bhat
Practising Company Secretary
CP No. 7853

Received

For GKB OPHTHALMICS LTD

A handwritten signature in blue ink, appearing to read "K. G. Gupta", written over a horizontal line.
K. G. GUPTA
MANAGING DIRECTOR

29.01.2018