

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, 30th day of September, 2019 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 Seventh Annual General Meeting of the Equity Shareholders of GKB Ophthalmics Limited, held on Monday, 30th day of September, 2019 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:



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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, 27th September, 2019, 09:00 a.m. to Sunday, 29th September, 2019, 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:



Vivek Desai



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

To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, 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 | |
| 25 | 1 | 26,98,998 | 1 | 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 (No of Ballots) | Through E-voting (No of Ballots) | 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 (No of Ballots) | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



Item No. 2

To consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019, 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 | |
| 25 | 1 | 26,98,998 | 1 | 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 (No of Ballots) | Through E-voting (No of Ballots) | 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 (No of Ballots) | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



Item No. 3

To consider re-appointment of Mr. Prakash V. Joshi (DIN: 00051906) 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 | |
| 25 | 1 | 26,98,998 | 1 | 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 (No of Ballots) | Through E-voting (No of Ballots) | 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 (No of Ballots) | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



Item No. 4

Special Resolution for approving variation in remuneration of Mr. K. G. Gupta,
Managing Director 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 | |
| 23 | 1 | 17,26,942 | 1 | 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 (No of Ballots) | Through E-voting (No of Ballots) | 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 (No of Ballots) | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



Item No. 5

Special resolution for appointment of Mr. Subhash Redkar as an Executive Director 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 | |
| 25 | 1 | 26,98,998 | 1 | 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 (No of Ballots) | Through E-voting (No of Ballots) | 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 (No of Ballots) | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



Item No. 6

Special Resolution to approve the Annual Limits for Related Party Transactions under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the period April 01, 2020 to March 31, 2023.

(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 | |
| 17 | 1 | 9,740 | 1 | 99.80 |

(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 | 1 | 0 | 20 | 0.20 |

(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" and "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 for safe keeping.
11. You may accordingly declare the result of the voting.

Thanking you,

Yours faithfully,

Place: Mapusa, Goa.

Dated: September 30, 2019



Shivaram Bhat
Practising Company Secretary
CP No. 7853

For **GKB Ophthalmics Limited**



Director