

SCRUTINIZER'S REPORT

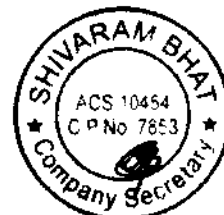
To
The Chairman/ Managing Director
GKB OPHTHALMICS LIMITED (the Company)
16-A, Tivim Industrial Estate,
Mapusa, Goa-403526

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 13th February, 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 13th February, 2017.

2. I submit my report as under:
 - a. The Company has completed on February 24, 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 17th February, 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 Saturday, 25th February, 2017, 09:30 A.M to Monday, 27th March, 2017, 05:30 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 17th February, 2017.
- g. All postal ballot forms received upto 05:30 P.M. on 27th March, 2017, 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'FOR' and '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:

Ordinary Resolution under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all material Related Party Transactions.

(i) Voted in favour the resolution:

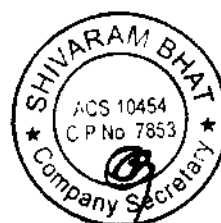
Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Postal Ballot	E-voting	Postal Ballot	E-voting	
17	0	12,017	0	
TOTAL VOTES		12,017		99.09

(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	
1	1	100	10	
TOTAL VOTES		110		0.91

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	62

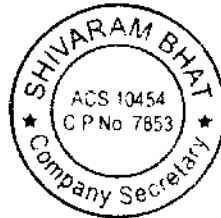


Shivaram Bhat
Company Secretary

3. 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.
4. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place: Panaji, Goa
Date: March 28, 2017



Yours faithfully,

A handwritten signature in black ink, appearing to read 'Shivaram Bhat', written over a horizontal line.

Shivaram Bhat
Practising Company Secretary
CP No. 7853