



OPTO CIRCUITS (INDIA) LIMITED. (UNIT II)
100% EOU

7th January 2016

The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd
PJ Towers, Dalal Street
Fort, MUMBAI – 400 001

The Manager
National Stock Exchange of India
Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E), MUMBAI – 400 051

Dear Sir,

We are enclosing herewith the Corporate Governance report as on 31st December 2015. We request you to take the same on record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Opto Circuits (India) Limited.,


Company Secretary

Encl: a/a.

CIN NO: L85110KA1992PLC013223

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

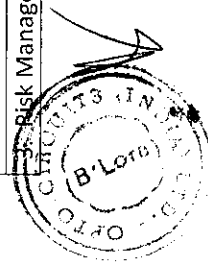
1. Name of Listed Entity	Opto Circuits (India) Limited
2. Quarter Ending	31 st December 2015

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in Listed entities including this Listed entity	No of memberships in Audit/Stakeholder Committee(s)including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Vinod Ramnani	AANPR1062Q 01580173	Chairman & Managing Director	01.06.2015	-	Nil	04	Nil
Mr.	Jayesh Patel	AABPP8199G 01338843	Non-Executive	04.04.2000	-	Nil	Nil	Nil
Mr.	Thomas Dietiker	ALMPD5485F 01424625	Non-Executive	03.04.2000	-	Nil	Nil	Nil
Dr.	Suleman Merchant	AAEPM1569L 00475410	Independent	31.12.2015	w.e.f 31.12.2015	02	01	02
Dr.	Anvay Mulay	AETPM8980L 01479415	Independent	30.09.2014	1.3 Years	02	03	01
Mr.	Rajkumar Raisinghani	ADOPR6015M 01411084	Independent	30.09.2014	1.3 Years	02	02	05
Ms.	Suchitra Misra	ADWPM6579P 02254365	Non-Executive	31.03.2015	-	02	03	Nil

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-executive/Independent/Nominee) &
1. Audit and Risk Management Committee	Mr. Rajkumar Raisinghani Dr. Anvay Mulay Ms. Suchitra Misra	Chairman Member Member
2. Nomination & Remuneration	Mr. Rajkumar Raisinghani Dr. Suleman Adam Merchant Ms. Suchitra Misra	Chairman Member Member
3. Risk Management Committee (if applicable)	Refer Point No.1	Refer Point No.1



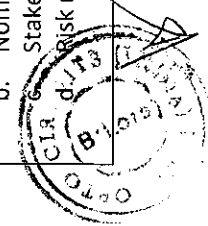
4. Stakeholders Relationship Committee	Dr. Suleman Adam Merchant Mr. Rajkumar Raisinghani Mr. Vinod Ramnani	Chairman Member Member
--	--	------------------------------

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14.08.2015 12.09.2015	14.11.2015 03.12.2015 31.12.2015	29 Days

IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14.11.2015	Yes	14.08.2015	92
Audit and Risk Management Committee			
Nil	NA	14.08.2015	NA
Nomination and Remuneration Committee			
Nil	NA	14.08.2015	NA

V. Related Party Transactions		Compliance status (Yes/No/NA) ^{refer note below}
Subject		
Whether prior approval of audit committee obtained	NA	
Whether shareholders approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

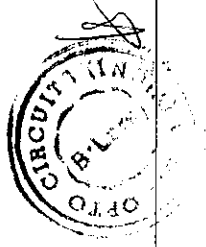
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.*	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
a. Audit Committee	
b. Nomination & remuneration committee	
Stakeholders relationship committee	
Risk management committee (applicable to the top 100 listed entities)	



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations 2015.
 4. The meetings of the Board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations 2015.
 5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.
- * However, we are just short of 1 Independent Director in the Board. We are in the process of complying with the same in shortly.

For Opto Circuits (India) Limited

Authorized Signatory.



Note:

Information at Table I and II above need to be necessary given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.