



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

8th September 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,

Sub: Details of Voting Results of the 24th Annual General Meeting of the Company held on 7th September 2016.

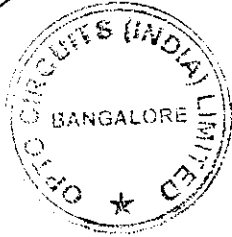
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed herewith the details of voting results, in the prescribed format for the Business transacted at the 24th Annual General Meeting of the Company held on 7th September 2016 at the registered office of the Company.

Please take the same on record.

Thanking you,

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

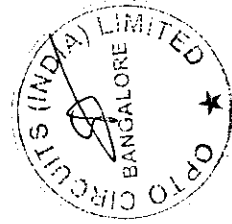

Supriya Kulkarni
Company Secretary.

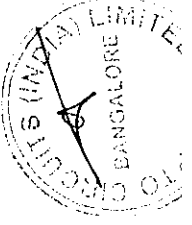


Encl: a/a.

CIN: L85110KA1992PLC013223

OPTO CIRCUITS (INDIA) LIMITED									
Date of the AGM/EGM									
07-09-2016									
Total number of shareholders on record date									
100536									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:									
2									
Public:									
54									
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:									
Not Applicable									
Public:									
Not Applicable									
Resolution No.									
1									
ORDINARY - To receive, consider and adopt the Audited Financial Statement of the Company (including Consolidated Financial Statements) for the financial year ended March 31, 2016 together with the Board's Report including Secretarial Audit Report and Auditors Report									
Resolution required: (Ordinary/ Special)									
Whether promoter/shareholder group(s) interested in the agenda/resolution?									
No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group									
E-Voting	34402309	34402309	50.2968	34402309	0	100.0000	0.0000		
Poll	33996281	33996281	49.7032	33996281	0	100.0000	0.0000		
Postal Ballot (if applicable)	68398390	0	0.0000	00	0	0.0000	0.0000		
Total	68398390	68398390	100	68398390	0	100	0		
Promoter and Promoter Group									
E-Voting	954833	954833	15.1637	00	954833	0.0000	100.0000		
Poll	6296837	0	0.0000	00	0	0.0000	0.0000		
Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Total	954833	954833	15.1637	00	954833	0.0000	100		
Public- Institutions									
E-Voting	16003709	16003709	9.5474	16003709	0	100.0000	0.0000		
Poll	320489	320489	0.1912	320489	0	100.0000	0.0000		
Postal Ballot (if applicable)	157623980	0	0.0000	00	0	0.0000	0.0000		
Total	16324198	16324198	9.7386	16324198	0	100	0		
Public- Non Institutions									
Total	242319407	85677621	35.3573	84722788	954833	98.8856	1.1144		





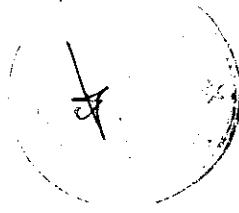
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider appointment of a Director in place of Mr. Thomas Dietiker (holding DIN : 01424625) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.									
Whether promoter/promoter group or interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	68398590	34402309	50.2968	34402309	0	100.0000	0.0000			
		33996281	49.7032	33996281	0	100.0000	0.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total	68398590	68398590	100	68398590	0	100.0000	0.0000			
Public- Institutions	6296837	954833	15.1637	00	954833	0.0000	100.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total	6296837	954833	15.1637	00	954833	0.0000	100.0000			
Public- Non Institutions	167623980	16003709	9.5474	15998550	5159	99.9677	0.0322			
		325627	0.1943	325627	0	100.0000	0.0000			
Total	167623980	16329336	9.7417	16224177	5159	99.9684	0.0316			
Total	242319407	85682759	35.3594	84722767	959992	98.8796	1.1204			

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and approve appointment of Messrs. S.V.Swami & Co, Chartered Accountants, Bangalore as Statutory Auditors.									
Whether promoter/promoter group or interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	68398590	34402309	50.2968	34402309	0	100.0000	0.0000			
		33996281	49.7032	33996281	0	100.0000	0.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total	68398590	68398590	100	68398590	0	100.0000	0.0000			
Public- Institutions	6296837	954833	15.1637	00	954833	0.0000	100.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total	6296837	954833	15.1637	00	954833	0.0000	100.0000			
Public- Non Institutions	167623980	16003709	9.5474	16003699	10	99.9999	0.0000			
		325627	0.1943	325627	0	100.0000	0.0000			
Total	167623980	16329336	9.7417	16224177	10	99.9999	0.0001			
Total	242319407	85682759	35.3594	85682749	10	100.0000	0.0000			

Resolution No.	Resolution required: (Ordinary/Special)	Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
4	ORDINARY - Appointment of Mr. Somadas G C as an Independent Director of the Company.	Promoter and Promoter Group	E-Voting 68398590	34402309	50.2968	34402309	0	100.0000	0.0000
			Postal Ballot (if applicable)	33996281	49.7032	33996281	0	100.0000	0.0000
			Total	68398590	100	68398590	0	100	0.0000
		Public- Institutions	E-Voting 6296837	954833	15.1637	954833	0	100.0000	0.0000
			Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
			Total	954833	15.1637	954833	0	100	0.0000
		Public- Non Institutions	E-Voting 167623980	16002010	9.5474	16002010	1669	99.9895	0.0104
			Postal Ballot (if applicable)	320489	0.1912	320489	0	100.0000	0.0000
			Total	16324168	9.7386	16324999	1669	99.9898	0.0102
			Total	85677591	35.3573	85675922	1669	99.9931	0.0019

Resolution No.	Resolution required: (Ordinary/Special)	Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
5	ORDINARY - Issue of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited	Promoter and Promoter Group	E-Voting 68398590	34402309	50.2968	34402309	0	100.0000	0.0000
			Postal Ballot (if applicable)	33996281	49.7032	33996281	0	100.0000	0.0000
			Total	68398590	100	68398590	0	100	0.0000
		Public- Institutions	E-Voting 6296837	954833	15.1637	954833	0	100.0000	0.0000
			Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
			Total	954833	15.1637	954833	0	100	0.0000
		Public- Non Institutions	E-Voting 167623980	16002010	9.5474	15998040	5669	99.9645	0.0354
			Postal Ballot (if applicable)	320489	0.1912	320489	0	100.0000	0.0000
			Total	16324198	9.7386	16318529	5669	99.9633	0.0347
			Total	85677621	35.3573	85671952	5669	99.9934	0.0066

Resolution No.	6	ORDINARY - Issue of further shares on preferential basis to Promoters and Associates.									
Resolution required: (Ordinary/ Special)	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		34402309	50.2968	34402309	0	100.0000	0.0000			
	Poll		33996281	49.7032	33996281	0	100.0000	0.0000			
	Postal Ballot (if applicable)	68398590	0	0.0000	00	0	0.0000	0.0000			
	Total		68398590	100.0000	68398590	0	100.0000	0.0000			
Public- Institutions	E-Voting		954833	15.1637	954833	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	6296837	0	0.0000	00	0	0.0000	0.0000			
	Total		6296837	15.1637	954833	0	100.0000	0.0000			
Public- Non Institutions	E-Voting		16003709	9.5474	15996513	7196	99.9550	0.0449			
	Poll		325627	0.1943	325537	90	99.9723	0.0276			
	Postal Ballot (if applicable)	167623980	0	0.0000	00	0	0.0000	0.0000			
	Total		167623980	9.7417	16322050	7286	99.9554	0.0446			
Total		242319407	85682759	35.3594	85675473	7286	99.9915	0.0085			



VIJAYAKRISHNA K T

EBM, J.L.B. FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To

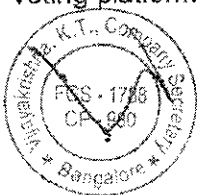
Mr. Vinod Ramnani
Chairman of the 24th Annual General Meeting
Opto Circuits (India) Limited
Plot No.83, Electronic City
Hosur Road
Bangalore- 560 100

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Opto Circuits (India) Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Paper at the 24th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Paper at the Annual General Meeting venue for the resolutions proposed in the notice of 24th Annual General Meeting of the Members of the Company held on 7th September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 24th Annual General Meeting of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 4th September, 2016 (9.00 A.M. IST) till 6th September, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.



The Members holding Equity Shares as on the "cut-off date" i.e. 31st August, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 24th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot Papers which were wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 6th September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 7th September, 2016, in presence of Mr. Sharan Kumar and Mr. Ganesh Hegde, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing inter *alia*, the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the Ballot Papers as received and the report generated from the e-voting website of Central Depository Services Limited (CDSL), i.e. www.evotingindia.com and based on such reports,

- a. 82 members have cast their votes through remote e-voting.
- b. 43 members have cast their votes through Ballot Paper at the Annual General Meeting.

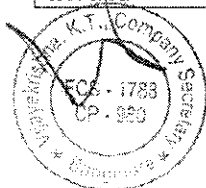
The brief analysis of the results of the remote e-voting and Ballot Paper are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2016:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Paper		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	79	50406018	31	34316770	110	84722788	98.886
Dissent	3	954833	0	0	3	954833	1.114
Total	82	51360851	31	34316770	113	85677621	100
Abstained/ Invalid	NA	NA	12	10384	12	10384	NA



Item No.2: Appointment of a Director in place of Mr. Thomas Dietiker (Holding DIN: 01424625) who retires by rotation:

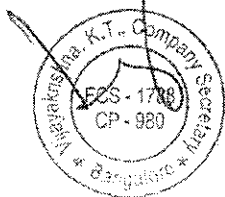
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	76	50400859	32	34321908	108	84722767	98.880
Dissent	6	959992	0	0	6	959992	1.120
Total	82	51360851	32	34321908	114	85682759	100
Abstained/ Invalid	NA	NA	11	5246	11	5246	NA

Item No.3: Appointment of Messrs B.V Swami and Co, Chartered Accountants, Bangalore as Statutory Auditors of the Company.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	81	51360841	32	34321908	113	85682749	99.999
Dissent	1	10	0	0	1	10	0.001
Total	82	51360851	32	34321908	114	85682759	100
Abstained/ Invalid	NA	NA	11	5246	11	5246	NA



SPECIAL BUSINESS:

Item No.4: Appointment of Mr. Somadas GC as Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	78	51359152	31	34316770	109	85675922	99.998
Dissent	3	1669	0	0	3	1669	0.002
Total	81	51360821	31	34316770	112	85677591	100
Abstained/ Invalid	1	30	12	10384	13	10414	NA

Item No.5: Issue of further shares on Stock Swap basis to the Shareholders of Opto Eurocor Helathcare Limited:

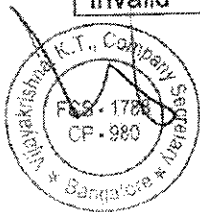
Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	77	51355182	31	34316770	108	85671952	99.993
Dissent	5	5669	0	0	5	5669	0.007
Total	82	51360851	31	34316770	113	85677621	100
Abstained/ Invalid	NA	NA	12	10384	12	10384	NA

Item No.6: Issue of further shares on preferential basis to Promoters and Associates:

Special Resolution:

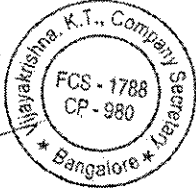
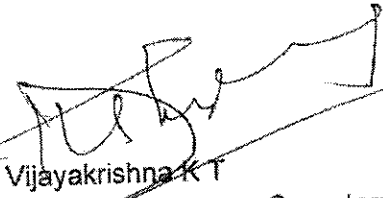
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	77	51353655	31	34321818	108	85675473	99.991
Dissent	5	7196	1	90	6	7286	0.009
Total	82	51360851	32	34321908	114	85682759	100
Abstained/ Invalid	NA	NA	11	5246	11	5246	NA



Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Ballot Papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely,



Vijayakrishna K T
Practising Company Secretary
Membership No: FCS 1788
C.P. No: 980

Date: 08.09.2016

Witness:



1. Sharan Kumar



2. Ganesh Hegde