



OPTO CIRCUITS (INDIA) LIMITED

Details of Voting Results

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting and by Poll at the 23rd Annual General

| | | | | | | | | | | |
|------------------------------------------------------------------------------------|-------------------------------|--|--|--|--|--|--|--|--|--|
| Name | OPTO CIRCUITS (INDIA) LIMITED | | | | | | | | | |
| Date of the AGM/EGM | 31-12-2015 | | | | | | | | | |
| Total number of shareholders on record date | 95207 | | | | | | | | | |
| No. of shareholders present in the meeting either in Promoters and Promoter Group: | 2 | | | | | | | | | |
| Public: | 36 | | | | | | | | | |
| No. of Shareholders attended the meeting through Video | 0 | | | | | | | | | |
| Promoters and Promoter Group: | 0 | | | | | | | | | |
| Public: | 0 | | | | | | | | | |

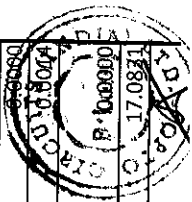
Resolution required:

(Ordinary/ Special)

ORDINARY - RES1

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended and the Report of the Directors' and the Auditors thereon.

| Whether promoter/promoter group are interested in the agenda/resolution? | No | 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 |
|--------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Category | | | | | | | | |
| Promoter and Promoter Group | | | | | | | | |
| | E-Voting | 68473590 | 59277522 | 0.0000 | 59277522 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 13.9984 | 9585176 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 32216164 | 17458713 | 0.0000 | 00 | 17451538 | 0.0000 | 0.0000 |
| | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 141629653 | 14482627 | 0.0000 | 14485602 | 4200 | 0.0000 | 0.0000 |
| | Poll | 141629653 | 1377401 | 0.9725 | 1377381 | 20 | 99.9985 | 0.0000 |
| Public- Non Institutions | Postal Ballot (if applicable) | 141629653 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 242319407 | 102181439 | 42.1681 | 84725681 | 17455758 | 82.9169 | 17.0831 |



| 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 |
|------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | | | | | | | | |
| ORDINARY - RES2 | | | | | | | | |
| <i>To appoint Mr. Joyesh Chandrakant Patel who retires by rotation and being eligible, offers himself for reappointment.</i> | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| 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 | 68473590 | 59277522 | 0.0000 | 59277522 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 13.9984 | 9585176 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 32216164 | 17458713 | 0.0000 | 16497121 | 954417 | 0.0000 | 0.0000 |
| Public- Non Institutions | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 141629653 | 14482627 | 0.0000 | 14483827 | 5975 | 0.0000 | 0.0000 |
| | Poll | 141629653 | 1377401 | 0.9725 | 1377381 | 20 | 99.9985 | 0.0014 |
| Total | Postal Ballot (if applicable) | 141629653 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | | 242319407 | 102181439 | 42.1681 | 101221027 | 960412 | 99.0601 | 0.9399 |



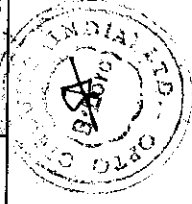
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|----------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: | | | | | | | | |
| (Ordinary/ Special) | | | | | | | | |
| ORDINARY - RES3 | | | | | | | | |
| Appointment of M/s. Anand Amarnath and Associates, Chartered Accountants, as the Statutory Auditors of the Company. | | | | | | | | |
| No | | | | | | | | |
| 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 | 68473590 | 59277522 | 0.0000 | 59277522 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 13.9984 | 9585176 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 32216164 | 17458713 | 0.0000 | 16501328 | 950210 | 0.0000 | 0.0000 |
| Public- Non Institutions | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 141629653 | 14482627 | 0.0000 | 9727826 | 4761976 | 0.0000 | 0.0000 |
| | Poll | 141629653 | 1377401 | 0.9725 | 1377381 | 20 | 99.9985 | 0.0014 |
| Public- Non Institutions | Postal Ballot (if applicable) | 141629653 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 242319407 | 102181439 | 42.1681 | 96469233 | 5712206 | 94.4097 | 5.5903 |



| 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 |
|----------------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: | | | | | | | | |
| (Ordinary/ Special) | | | | | | | | |
| ORDINARY - RES4 | | | | | | | | |
| <i>Appointment of Mr. Vinod Ramnani as Managing Director of the Company.</i> | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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 | 68473590 | 59277522 | 0.0000 | 59277522 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 13.9984 | 9585176 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 32216164 | 17458713 | 0.0000 | 16501328 | 950210 | 0.0000 | 0.0000 |
| Public- Non Institutions | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 141629653 | 14482627 | 0.0000 | 14481642 | 8160 | 0.0000 | 0.0000 |
| | Poll | 141629653 | 1377401 | 0.9725 | 1377381 | 20 | 99.9985 | 0.0014 |
| Public- Non Institutions | Postal Ballot (if applicable) | 141629653 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 242319407 | 102181439 | 42.1681 | 101223049 | 958390 | 99.0621 | 0.9379 |



| 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 |
|-----------------------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | | | | | | | | |
| ORDINARY - RESS | | | | | | | | |
| Appointment of Dr. Suleman Adam Merchant, as Independent Director of the Company | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | | | |
| 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 | 68473590 | 59277522 | 0.0000 | 59277522 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 13.9984 | 9585176 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 32216164 | 17458713 | 0.0000 | 16497121 | 954417 | 0.0000 | 0.0000 |
| | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 141629653 | 14482627 | 0.0000 | 14488387 | 1415 | 0.0000 | 0.0000 |
| Public- Non Institutions | Poll | 141629653 | 1377401 | 0.9725 | 1377381 | 20 | 99.9985 | 0.0014 |
| | Postal Ballot (if applicable) | 141629653 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 242319407 | 102181439 | 42.1681 | 101225587 | 955852 | 99.0646 | 0.9354 |



| 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 |
|--------------------------------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: | | | | | | | | |
| (Ordinary/ Special) | | | | | | | | |
| ORDINARY - RES6 | | | | | | | | |
| Appointment of Ms. Suchitra Misra as Non-Executive Director, liable to retire by rotation | | | | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | | | | |
| No | | | | | | | | |
| 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 | 68473590 | 59277522 | 0.0000 | 59277522 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 13.9984 | 9585176 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 32216164 | 17458713 | 0.0000 | 16497121 | 954417 | 0.0000 | 0.0000 |
| Public- Non Institutions | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 141629653 | 14482627 | 0.0000 | 1448302 | 1500 | 0.0000 | 0.0000 |
| | Poll | 141629653 | 1377401 | 0.9725 | 1377381 | 20 | 99.9985 | 0.0014 |
| Total | | 242319407 | 102181439 | 42.1681 | 101225502 | 955937 | 99.0645 | 0.9355 |



| 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 |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special) | ORDINARY - RES7 | | | | | | | |
| <i>To ratify the related party transaction:</i> | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | 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 | 68473590 | 25062789 | 0.0000 | 25062789 | 0 | 0.0000 | 0.0000 |
| | Poll | 68473590 | 9585176 | 0.0000 | 9585176 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 68473590 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | E-Voting | 32216164 | 17458713 | 0.0000 | 950210 | 16501328 | 0.0000 | 0.0000 |
| Public- Non Institutions | Poll | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 32216164 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | E-Voting | 141629653 | 14482627 | 0.0000 | 14481227 | 8575 | 0.0000 | 0.0000 |
| | Poll | 141629653 | 1377401 | 0.9725 | 1376839 | 562 | 99.9591 | 0.0408 |
| Total | | 141629653 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Total | | 242319407 | 67966706 | 28.0484 | 51456241 | 16510465 | 75.7080 | 24.2920 |

Based on the Consolidated Report of Scrutinizer, all the above mentioned resolutions as set out in the Notice of 23rd AGM have been duly approved by the Shareholders with requisite majority.



VIJAYAKRISHNA K T

BBM, LLB, FCS, AICWA

Company Secretary

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Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

To
Mr. Vinod Ramnani
Chairman of the
Twenty Third Annual General Meeting
Opto Circuits (India) Limited
Plot No.83, Electronic City, Bangalore South
Bangalore – 560 100

Dear Sir,

I, Vijaykrishna KT, 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 at the 23rd Annual General Meeting pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Twenty Third Annual General Meeting of the Members of the Company held on 31st December, 2015. My responsibility as 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 23rd Annual General Meeting of the Company, based on the report provided by Central Depository Services (India) Limited (CDSL) the agency engaged by the Company to provide remote 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 remote e-voting was kept open for three (3) days from 28th December, 2015 (9.00 A.M. IST) till 30th December, 2015 (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. 23rd December, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 23rd 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 papers which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent namely Karvy Computershare Private Limited (Karvy). The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 30th December, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 31st December, 2015, in the presence of Ms. Nutan Soudagar and Mr. Parameshwar G Bhat, 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 (India) Limited (CDSL) i.e. www.evotingindia.com and based on such reports,

- a. 63 members have cast their votes through remote e-voting.
- b. 16 members have cast their votes through Ballot Form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

Note: One Shareholder has voted for some, against some others and abstained from certain other resolutions with varying votes.

ORDINARY BUSINESS:

Item No.1: Adoption of Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year ended together with the Report of the Directors' and Auditors thereon:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|--------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote E-voting | | Ballot Form | | 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 | 56 | 73763124 | 15 | 10962557 | 71 | 84725681 | 82.92 |
| Dissent | 7 | 17455738 | 1 | 20 | 8 | 17455758 | 17.08 |
| Total | 63 | 91218862 | 16 | 10962577 | 79 | 102181439 | 100.00 |
| Abstained/ Invalid | NA | 7175 | Nil | NA | NA | 7175 | NA |

Item No.2: Re-appointment of Mr. Jayesh C Patel, retiring by rotation:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote E-voting | | Ballot Form | | 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 | 54 | 90258470 | 15 | 10962557 | 69 | 101221027 | 99.06 |
| Dissent | 9 | 960392 | 1 | 20 | 10 | 960412 | 00.94 |
| Total | 63 | 91218862 | 16 | 10962577 | 79 | 102181439 | 100.00 |
| Abstained/ Invalid | NA | 7175 | Nil | NA | NA | 7175 | NA |

Item No.3: Ratifying the Appointment of Messrs Anand Amarnath and Associates, Chartered Accountants as Statutory Auditors of the Company:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-----------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote E-voting | | Ballot Form | | 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 | 57 | 85506676 | 15 | 10962557 | 72 | 96469233 | 94.41 |
| Dissent | 6 | 5712186 | 1 | 20 | 7 | 5712206 | 5.59 |
| Total | 63 | 91218862 | 16 | 10962577 | 79 | 102181439 | 100.00 |
| Abstained/ Invalid | NA | 7175 | Nil | NA | NA | 7175 | NA |

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. Vinod Ramnani as Managing Director for a period 5 years effective from 1st June 2015:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|--------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote E-voting | | Ballot Form | | 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 | 57 | 90260492 | 15 | 10962557 | 72 | 101223049 | 99.06 |
| Dissent | 6 | 958370 | 1 | 20 | 7 | 958390 | 00.94 |
| Total | 63 | 91218862 | 16 | 10962577 | 79 | 102181439 | 100.00 |
| Abstained/ Invalid | NA | 7175 | Nil | NA | NA | 7175 | NA |

Item No.5: Appointment of Dr. Suleman Adam Merchant as an Independent Director:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote E-voting | | Ballot Form | | 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 | 58 | 90263030 | 15 | 10962557 | 73 | 101225587 | 99.06 |

| | | | | | | | |
|-----------------------|----|--------------|-----|----------|----|-----------|--------|
| Dissent | 5 | 955832 | 1 | 20 | 6 | 955852 | 00.94 |
| Total | 63 | 9121886 2 | 16 | 10962577 | 79 | 102181439 | 100.00 |
| Abstained/ Invalid | NA | 7175 | Nil | NA | NA | 7175 | NA |

Item No.6: Appointment of Ms. Suchitra Misra as Non-executive Director:

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-----------------------|---------------------------|----------------------------|----------------------|----------------------------|----------------------|----------------------------|---------------------------|
| | Remote E-voting | | Ballot Form | | 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 | 58 | 9026294 5 | 15 | 10962557 | 73 | 101225502 | 99.06 |
| Dissent | 5 | 955917 | 1 | 20 | 6 | 955937 | 00.94 |
| Total | 63 | 9121886 2 | 16 | 10962577 | 79 | 102181439 | 100.00 |
| Abstained/ Invalid | NA | 7175 | Nil | NA | NA | 7175 | NA |

Item No.7: Ratifying the Related Party Transaction:*

Ordinary Resolution:

| Particulars | No. of votes contained in | | | | | | Percentage on valid votes |
|-------------|---------------------------|--------|-------------|--------|--------|--------|---------------------------|
| | Remote E-voting | | Ballot Form | | Total | | |
| | No. of | No. of | No. of | No. of | No. of | No. of | |
| | | | | | | | |

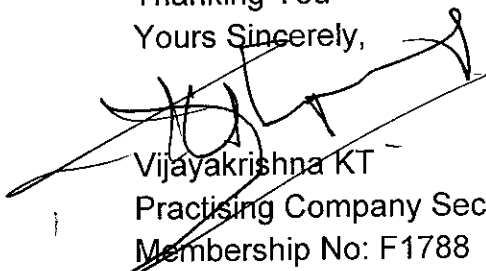
| | members voted | Votes cast (shares) | members voted | Votes cast (shares) | members voted | Votes cast (shares) | |
|-----------------------|------------------|------------------------|------------------|------------------------|------------------|------------------------|--------|
| Assent | 54 | 40494226 | 15 | 10962015 | 69 | 51456241 | 75.71 |
| Dissent | 7 | 16509903 | 1 | 562 | 8 | 16510465 | 24.29 |
| Total | 61 | 57700412 9 | 16 | 10962577 | 77 | 67966706 | 100.00 |
| Abstained/ Invalid | 2 | 34221908 | Nil | NA | 2 | 34221908 | NA |

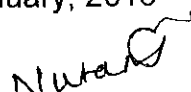
*Pursuant to clause 49 (VII) (E) of the Listing Agreement, Related Parties shall abstain from voting on resolutions in relation to the Related Party Transactions. Accordingly, in respect of the Resolutions bearing No. 7, the votes cast by Mr. Vinod Ramnani, being a 'Related Party' have been ignored.

Based on the foregoing, the resolutions numbered from 1 to 7 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely,


Vijayakrishna KT
Practising Company Secretary
Membership No: F1788
C.P. No: 980
Date: 1st January, 2016

Witnesses: 
Ms. Nutan Soudagar


2. Mr. Parameshwar G Bhat