



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									

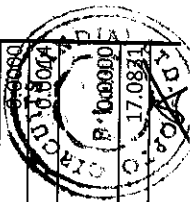
Resolution required:

(Ordinary/ Special)

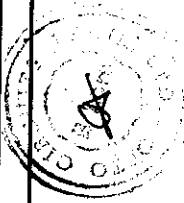
ORDINARY - RES1

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
	Postal Ballot (if applicable)	141629653	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	242319407	102181439	42.1681	84725681	17455758	82.9169	17.0831
	Total							



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		242319407	102181439	42.1681	101221027	960412	99.0601	0.9399



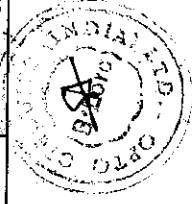
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required:								
(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
Total	E-Voting	141629653	14482627	0.0000	9727826	4761976	0.0000	0.0000
	Poll	141629653	1377401	0.9725	1377381	20	99.9985	0.0014
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
	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		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,
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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	

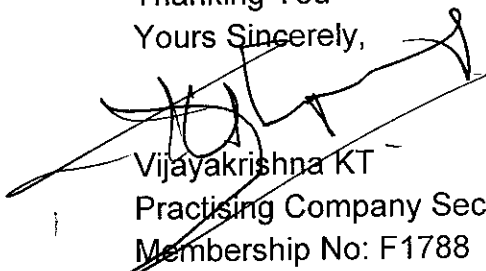
	members voted	Votes cast (shares)	members voted	Votes cast (shares)	members voted	Votes cast (shares)	
Assent	54	40494226	15	10962015	69	51456241	75.71
Dissent	7	16509903	1	562	8	16510465	24.29
Total	61	57700412 9	16	10962577	77	67966706	100.00
Abstained/ Invalid	2	34221908	Nil	NA	2	34221908	NA

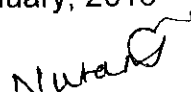
*Pursuant to clause 49 (VII) (E) of the Listing Agreement, Related Parties shall abstain from voting on resolutions in relation to the Related Party Transactions. Accordingly, in respect of the Resolutions bearing No. 7, the votes cast by Mr. Vinod Ramnani, being a 'Related Party' have been ignored.

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