



# OPTO CIRCUITS (INDIA) LIMITED.

15<sup>th</sup> December 2014

Bombay Stock Exchange Limited.,  
Listing Department,  
(Scrip Code: 532391),  
Listing Department,  
P J Towers, Dalal Street,  
MUMBAI – 400 001.

National Stock Exchange of India Limited.,  
(Symbol: OPTOCIRCU, Series EQ),  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
MUMBAI – 400 051.

Dear Sir,

**Sub: Result of Postal Ballot of the Company.**

Please find herewith the scrutinizer report for the Postal Ballot. The following Resolutions were declared by the Chairman of the company as passed as per the Companies Act, 2013 and also the votes cast by the shareholders in favor of the Resolutions are more than two times the no of votes cast by the shareholders against it.

**Item No. 1.** Special Resolution – under Section 61[1][a] of the Companies Act, 2013, for Increase in the Authorized Capital of the Company from Rs. 300,00,00,000 to Rs. 375,00,00,000.

**Item No. 2** Special Resolution – under Section 14 of the Companies Act, 2013, for Alteration in the Articles of Association of the Company.

**Item No. 3.** Special Resolution – under Section 81[1A] of the Companies Act, 1956 and Section 41, 62, 71 of the Companies Act, 2013 for Raising Funds for the Company and its Indian and Overseas subsidiaries/associate companies by issue of Securities in the International Markets for a sum not exceeding US\$250 Million.

**Item No. 4.** Special Resolution seeking approval for Increase in the limit of shareholding by Registered Foreign Institutional Investors [FIIs] from 49% to 60% of the Paid Up Equity Capital of the Company.

Thanking you,

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

**Authorised Signatory**

CIN NO: L85110KA1992PLC013223

**VIJAYAKRISHNA K T**

BBM, LLB, FCS, AICWA

Company Secretary

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{Strictly to the addressee only}

15<sup>th</sup> December, 2014

To  
Mr. Vinod Ramnani  
Managing Director,  
Opto Circuits (India) Limited,  
Plot No.83, Electronics City,  
Bangalore -560 100  
Karnataka

Dear Sir,

**Sub: Report on Postal Ballot under Section 110 of the Companies Act, 2013, of Opto Circuits (India) Limited vide Notice dated 23<sup>rd</sup> October, 2014 seeking consent of the Members for the below mentioned resolutions.**

On verification of the 229 postal ballots received and voting through e-Voting, up to 12<sup>th</sup> December, 2014 from the Shareholders of Opto Circuits (India) Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballots, as follows:

<b>Authorised Capital of the Company</b>	30,00,00,000 Equity Shares of Rs. 10/- each Rs. 3,00,00,00,000 /-
<b>Issued Capital of the Company</b>	24,23,19,407 Equity Shares of Rs. 10/- each Rs. 2,42,31,94,070/-
<b>Subscribed and fully paid up</b>	24,23,19,407 Equity Shares of Rs. 10/- each Rs. 2,42,31,94,070/-

**A. DETAILS OF E-VOTING:**

Resolution number	Resolution	Total number of valid Shares	Voted in favour	Voted against	Percentage (In favour)
<b>SPECIAL BUSINESS:</b>					
1.	Increase in the authorized share capital of the Company and alteration of Memorandum of Association	101466242	101413230	6627	99.95
2.	Alteration of Articles of Association	101466892	101409937	4693	99.94
3.	Raising of funds for the Company and its Indian/ overseas subsidiaries through issue of securities in the international markets	101466892	78095714	23321906	76.97
4.	To increase the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 49% to 60% of the paid up equity share capital of the Company	101466242	101416751	5526	99.95

**B. DETAILS OF INVALID POLLING PAPERS/E-VOTING:**

Sl. No.	Particulars	No. of Polling Papers	No. of Shares involved
a.	Mismatch of signature with specimen signature	10	4780
b.	Not affixed signature	1	130
c.	Vote not cast	5	1797
d.	Others (Copy of Board resolution not received) – including one electronic voting	2	1070

e.	Others (No. of shares wrongly mentioned etc)	4	18287
	<b>Total</b>	<b>22</b>	<b>26064</b>

Note: Poll papers exercising rights in respect of certain resolutions and not exercising for the rest, have not been considered as invalid.

**C. DETAILS OF VALID VOTING THROUGH POLLING PAPERS:**

Resolution number	Resolution	Total number of valid Shares	Voted in favour	Voted against	Percentage (In favour)
<b>SPECIAL BUSINESS:</b>					
1.	Increase in the authorized share capital of the Company & alteration of Memorandum of Association	202918	192599	5956	94.91
2.	Alteration of Articles of Association	201418	186594	6648	92.64
3.	Raising of funds for the Company and its Indian/ overseas subsidiaries through issue of securities in the international markets	201418	188997	4333	93.83
4.	To increase the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 49% to 60% of the paid up equity share capital of the Company	200567	190260	2985	94.86

**D. FINAL ANALYSIS COMBINING BOTH POLLING PAPERS AND E-VOTING IS AS FOLLOWS:**

Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)	Result
<b>SPECIAL BUSINESS:</b>						
1.	Increase in the authorized share capital of the Company & alteration of Memorandum of Association	101669160	101605829	12583	99.94	Passed
2.	Alteration of Articles of Association	101668310	101596531	11341	99.93	Passed
3.	Raising of funds for the Company and its Indian/ overseas subsidiaries through issue of securities in the international markets	101668310	78284711	23326239	77	Passed
4.	To increase the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 49% to 60% of the paid up equity share capital of the Company	101666809	101607011	8511	99.94	Passed

\*Pursuant to proviso to Section 188 of the Companies Act, 2013, the interested party cannot vote for the resolutions on contracts or arrangement which tantamount to 'Related Party Transaction'. However, there were no such resolutions.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the polling papers received as per details above. E-voting statement has already been furnished to you earlier.

Thanking you  
Yours faithfully



Vijayakrishna K T

Encl: As above.