

AGM NOTICE

OPTO CIRCUITS (INDIA) LIMITED

CIN:L85110KA1992PLC013223

Registered Office: Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

Website: www.optoindia.com, Email Id: ir@optoindia.com, Email: investorservices@optoindia.com

Tel: 080 – 28521040-41-42, Fax: 080 – 28521094.

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Opto Circuits (India) Limited, will be held on Tuesday, September 05, 2017 at 11.00 AM at the Registered Office of the Company situated at Plot No. 83, Electronic city, Hosur Road, Bangalore – 560 100, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the financial year ended as on that date together with the Reports of the Board of Directors and the Auditors thereon;
2. To consider appointment of a Director in place of Dr. Suchitra Misra, (DIN:02254365) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment;
3. To consider appointment of a Director in place of Mr.Vinod Ramnani, (DIN:01580173) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment
4. To consider and approve appointment of Statutory Auditors;
To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to appoint Messrs B.V. Swami & Co., Chartered Accountants, Bangalore (Registration Number 009151S) as Statutory Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, subject to ratification of their appointment by Members at every Annual General Meeting for audit of the financial statements, at a remuneration to be decided by the Audit and Risk Management Committee of the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

5. **Appointment of Mr.Somadas G C (DIN:00678824) as Managing Director of the Company.**
To consider and if thought fit, to pass, the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, the Company hereby approves the appointment of Mr. Somadas G C (DIN 00678824) as Managing Director of the Company for a period of three years with effect from April 16, 2017 on a remuneration of Rs. 78 Lakhs (Rupees Seventy Eight Lakhs only) per annum.
RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from the Government departments, if any, required in this regard.
RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Somadas G C as Managing Director, including remuneration and annual incremental thereof, but such remuneration shall not exceed the limits specified in the Companies Act, 2013.”
6. **Appointment of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as Director of the Company;**
To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616), who was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on April 16, 2017 in terms of Section 161(1) of the Companies Act, 2013 and whose term

of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement of Directors by rotation.”

7. Appointment of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as an Independent Director of the Company;

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to the conclusion of the 30th Annual General Meeting of the Company, not liable to retire by rotation.”

8. Re-appointment of Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084) as an Independent Director;

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084), Independent Director of the Company whose period of office is liable to expire on conclusion of ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years, to hold office up to the conclusion of the 30th Annual General Meeting of the Company and the term shall not be subject to retirement by rotation.”

9. Issue of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited;

To consider and if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, and any other applicable provisions of the Companies Act, 2013 read with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), any other applicable laws, Regulations, policies or guidelines, the provisions of the Memorandum of Association and Articles of Association of the Company, the Foreign Exchange Management Act, 2000 ('FEMA') and the relevant Rules there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), and amendments thereto the regulations/guidelines, if any, prescribed by the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the Government of India (“GoI”) and all other relevant Statutory, Governmental Authorities or Departments, Institutions or Bodies in this regard (collectively, the “Appropriate Authorities” and individually, the “Appropriate Authority”) and pursuant to SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such approvals, consents, sanctions and permissions as may be necessary or which may be agreed to, by the Board of Directors of the Company (the “Board”) which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create, offer, issue and allot, from time to time, in one or more tranches, through a private placement and / or any other nature of offerings as may be permitted under applicable laws, 3,68,04,768 (Three Crore Sixty Eight Lakhs Four Thousand Seven Hundred Sixty Eight only) Equity Shares of Rs. 10/- each of the Company at a price of Rs.15/- Per Share, in exchange for 14,15,568 (Fourteen Lakhs Fifteen Thousand Five Hundred Sixty Eight Only) number of fully paid up Equity Shares of Rs.10/- each in Opto Eurocor Healthcare Limited, a subsidiary of the Company, based on the valuation of the said Shares with the details of the proposed allottees as detailed under the Explanatory Statement, Item No.9.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71 of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is 4th August, 2017.

RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the aforesaid preferential allotment shall rank pari-passu

in all respects including as to dividend, with the existing fully Paid up Equity Shares of face value of Rs. 10/- each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the proposed allottee in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, as may deem expedient.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admitting the new Equity Shares allotted on preferential basis as and when required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity Shares to be allotted on preferential allotment basis with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the Equity Shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any Governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

10. Issue of further shares on preferential basis to Associate.

To consider and if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, and any other applicable provisions of the Companies Act, 2013 read with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), any other applicable laws, Regulations, policies or guidelines, the provisions of the Memorandum of Association and Articles of Association of the Company, the Foreign Exchange Management Act, 2000 (‘FEMA’) and the relevant Rules there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), and amendments thereto, the regulations/guidelines, if any, prescribed by the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the Government of India (“GoI”) and all other relevant statutory, Governmental Authorities or Departments, Institutions or Bodies in this regard (collectively, the “Appropriate Authorities” and individually, the “Appropriate Authority”) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such approvals, consents, sanctions and permissions as may be necessary or which may be agreed to, by the Board of Directors of the Company (the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create, offer, issue and allot, from time to time, in one or more tranches, through a private placement and / or any other nature of offerings as may be permitted under applicable laws; 85,74,681 (Eighty Five Lakhs Seventy Four Thousand Six Hundred Eighty One) Equity Shares of face value of Rs. 10/- each (“Equity Shares”) fully paid up, upon conversion of loan, at

such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis, so that the total value of the number of Equity Shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations aggregates to not more than Rs. 12,86,20,215/- (Twelve Crores Eighty Six Lakhs Twenty Thousand Two Hundred Fifteen only) to Associate as detailed under the Explanatory Statement, Item No. 10 on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71 of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is 4th August, 2017.

RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the aforesaid preferential allotment shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the proposed allottee in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, as may deem expedient.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admitting the new Equity Shares allotted on preferential basis as and when required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity Shares to be allotted on preferential allotment basis with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the Equity Shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

11. Fees for delivery of any document through a particular mode of delivery to a Member;

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed there under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 10/- (Rupees Ten Only) per sheet, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the documents to be paid in advance.”

By order of the Board
For OPTO CIRCUITS (INDIA) LIMITED

Supriya Kulkarni
Company Secretary
Membership No A22794

Place: Bengaluru
Date : August 01, 2017

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A proxy in order to be valid should be duly completed and stamped and deposited with the Company at the Registered Office at least 48 hours before the commencement of the meeting. Proxy submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable. Blank proxy form and attendance slips are enclosed with this Notice.
3. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights. A member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Members/Proxies are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with their copy of Annual Report to attend the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect of business under item nos. 5 to 11 as set out in the Notice is annexed hereto.
7. Pursuant to provisions of Section 91 of Companies Act, 2013, The Register of Members and the Share Transfer Books will remain closed from August 31, 2017 to September 05, 2017 (both days inclusive).
8. Members desiring information as regard to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
9. Members whose shareholding is in the electronic mode are requested to inform the change of address and update the Bank account details to their respective Depository Participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends in future.
10. Members are requested to address all correspondence to the Register and Share Transfer Agent of the Company, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. E mail: mailmanager@karvy.com.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company or the Registrar and Share Transfer Agents of the Company, Karvy Computershare Private Limited. Members are requested to note that dividends not encashed or not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, as per Section 124 of the Companies Act, 2013, transferred to the Investors Education and Protection Fund.
12. In respect of Shares held by companies, trusts, societies etc., the authorized representatives are requested to bring a duly certified copy of the Board Resolution / Appropriate authorization with their specimen signature(s) duly attested for attending the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number. (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the Company.
14. Members are requested to note that, entry to the meeting hall/premises is strictly restricted to the members/beneficial owners holding duly filled in attendance slip and proxies holding valid proxy forms.
15. With a view to using natural resources responsibly, we request Members to register their e-mail id with Depository Participants for receiving all communications from the Company including Notice of the Annual General Meeting and Annual Reports through electronic mode.
16. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on normal working days up to the date of AGM.

17. Members may also note that the notice of the 25th Annual General Meeting and the Annual Report 2016-17 will be available on the Company's web site, www.optoindia.com.
18. Only bona fide members of the Company whose names appear in the Register of Members/Proxy Holders in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non members from attending the meeting.
19. Mr. Vijayakrishna KT, Practising Company Secretary, Bangalore (Membership No.1788) has been appointed as Scrutinizer to scrutinize the e-voting process and poll to be taken at the Meeting in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days (48 hours) of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results of the Annual General Meeting shall be declared forty eight hours from the conclusion of the Annual General Meeting. The e-voting results along with the Scrutinizer's Report shall be placed on the Company's website www.optoindia.com and on the website of Karvy. The results will also be communicated to the Stock Exchange(s) where the Shares of the Company are listed.
22. Further, members may note the following:
 - a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.
23. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing facility for e-voting to all the members. A Separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such e-voting facility is in addition to the voting through Ballot papers that may take place at the meeting venue on Tuesday September 05, 2017. The members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
24. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment / re-appointment at the AGM is as follows:

Name of the Director	Dr.Suchitra Misra	Mr. Somadas GC	Mr. Vinod Ramnani	Mr.Nanjappaiah Madgondapalli Ramu	Mr.Rajkumar Rais- inghani
Date of Birth	04.02.1960	08/09/1952	16/06/1956	23/01/1941	10.06.1952
Date of appointment	31.03.2015	26/04/2016	08/06/1992	16/04/2017	31.12.2005
Relationship with other Director	NA	NA	NA	NA	NA
Expertise in Specific Functional area	Dr. Suchitra Kaul Misra is a Doctor of Philosophy from Mysore University. The focus of her research has been therapeutic humor and its application as a powerful energy. She did her Bachelor of Arts with English Honors from Nowrosjee Wadia College. She topped her Masters of Arts with gold medals in English Literature from Lucknow University.	Mr.GC. Somadas has a vast experience, as a practicing Chartered Accountant for over four decades and has a wide exposures in areas of Statutory Audits, Internal Audit, Stock Audit, Revenue Audits and C&AG audits, Tax Audit and various representation before IT Appellate Authorities, Company Law Board, Stock Exchange / SEBI adjudication or arbitration proceeding, RBI & related statutory authorities. Qualification Electronic	Mr.Vinod Ramnani has been known for his strategic acumen that has been one of the key factors for the outstanding ascend of Opto Circuits over the past decade. Based out of Opto's headquarters in Bengaluru, India, his direction has been successful in effectively integrating acquired companies and product lines across the globe. His complete involvement with business on a daily basis has ensured that processes and operations are in tandem with the Group's ambitious plans and goals.	Mr. Nanjappaiah Madgondapalli Ramu, currently associated as Director on Board of Mysore Stoneware Pipes and Potteries Limited, brings in a vast experience, over five decades, and wide exposures in areas of Stock and Debt market. He as served as Member of Bangalore Stock Exchange from 1964 to 1994 and also acted as official broker of RBI and various Banks to deal in debt market and handled advisory role over forty Companies related to PF Investment.	Mr. Rajkumar Raisinghani owns an Electrical Goods manufacturing unit. He has over 25 years of work experience. He was working in a large manufacturing unit in Mumbai, prior to venturing out on his own.

Qualification	Bachelor of Arts with English Honors & Master of Arts in English, Doctorate in Philosophy from Mysore University.	BSc., FCA,	B.E. Mechanical Engineering	-	Diploma in Electrical Engineering
Directorship in other companies	1. Devon Innovations Pvt Ltd 2. Purvankara Ltd	1. Advanced Micronic Devices Ltd 2. Opto Eurocor Healthcare Ltd 3. Opto Cardiac Care Ltd 4. Ormed Medical Technology Ltd	1. Opto Infrastructure Ltd	1. Mysore Stoneware Pipes and Potteries Limited,	1. Advanced Micronic Devices Ltd 2. Opto Infrastructure Ltd
Membership of the Committees of the Board Committees in all Companies	Membership: 03 (Three) Audit & Risk Management Committee: Opto Circuits (India) Ltd Puravankara Limited Stakeholders Relationship Committee: Opto Circuits (India) Ltd	Chairmanship 4 (Four) Audit & Risk Management Committee: Opto Eurocor Healthcare Ltd Opto Cardiac Care Ltd Stakeholders Relationship Committee: Opto Eurocor Healthcare Ltd Opto Cardiac Care Ltd Membership: 2 (two) Audit & Risk Management Committee: Advanced Micronic Devices Ltd Stakeholders Relationship Committee: Advanced Micronic Devices Ltd	Membership: 2(Two) Audit & Risk Management Committee: Opto Infrastructure Ltd Stakeholders Relationship Committee: Opto Circuits (India) Ltd,	Chairmanship: 1 (One) Audit & Risk Management Committee: Opto Circuits (India) Ltd	Chairmanship 4 (four) Audit & Risk Management Committee: Advanced Micronic Devices Ltd Opto Infrastructure Ltd Stakeholders Relationship Committee: Opto Circuits (India) Ltd Advanced Micronic Devices Ltd Membership Audit & Risk Management Committee: Opto Infrastructure Ltd
Shareholding in the Company*	81	NIL	3,40,43,581	NIL	93,700

*As on 31st March 2017.

Considering the working knowledge, qualifications and experience of the above Directors, it would be in the interest of the Company to appoint/re-appoint them as Directors of the Company.

By order of the Board
For OPTO CIRCUITS (INDIA) LIMITED

Supriya Kulkarni
Company Secretary
Membership No A22794

Place: Bengaluru

Date : August 01, 2017

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice:

Item No.5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 16, 2017, approved the appointment of Mr. Somadas G.C (DIN: 00678824) as Managing Director, with remuneration subject to the approval of the Members.

The principal terms and conditions and Remuneration payable are as follows:

1. Tenure: For a period of 3 years effective from April 16, 2017.
2. Remuneration: As the Company has no profits, proposed remuneration of Rs. 78 Lakhs (Rupees Seventy Eight Lakhs only) per annum, is as per Section II of Part II (B) of Schedule V of the Companies Act, 2013.
3. Appointment is subject to approval by the Shareholders by way of a Special Resolution.

Members are further informed that on 12th September, 2016, the Central Government notified amendments to Section II of Part II of Schedule V of the 2013 Act. The notification is effective from the date of its publication in the Gazette i.e. 12th September, 2016. This issue of First Notes aims to provide an overview of the key amendments in Schedule V relating to remuneration payable by companies having no profit or inadequate profit without Central Government approval.

As per Section II of Part II (B) of Schedule V of the Companies Act, 2013, in case of a managerial person who is functioning in a professional capacity, no approval of Central Government is required, if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates.

The terms of appointment of Mr. Somadas G C as Managing Director as stated in the Notice may be treated as abstract under Section 190 of the Companies Act, 2013. The copies of the relevant resolution of the Board in respect of the above appointment are available for inspection by the members at the Registered Office of the Company during working hours on any working day till the date of this Annual General Meeting.

For utilizing the vast experience and knowledge of Mr. Somadas G C (DIN: 00678824), a Fellow member of The Institute of Chartered Accountants of India, who has previously served the Board as Independent Director, it would be in the interest of the Company to appoint Mr. Somadas G C, as Managing Director of the Company w.e.f April 16, 2017 on above mentioned terms and conditions with a remuneration of Rs. 78 Lakhs p.a.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution as set out in item No. 5 for the shareholders approval by way of Special Resolution.

Except Mr. Somadas G C or his relatives none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item no 5.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry - manufacture of medical equipment & devices.
2. Date or expected date of commencement of commercial production: December 1992
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Particulars for the year ended March 31st	2017	2016
Revenue from operations		
Sales/Income from Operations	5,038.01	7,667.15
Other income (net)	-	-
Total income	5,038.01	7,667.15
Expenses		
Operating Expenditure	2,802.82	4,433.90
Depreciation and amortization expenses	879.45	949.60
Other expenses	735.09	887.61
Total expenses	4,417.36	6,271.11
Profit from Operations before other income, Finance Cost and Exceptional Items	620.65	1,396.04
Other income	16.99	0.36
Finance Cost	(785.21)	(3,151.68)
Exceptional Items	(36,256.56)	-
Profit before tax	(36,404.14)	(1,755.28)
Tax Expenses	-	(46.58)

Net Profit /(Loss) after tax	(36,404.14)	(1,801.86)
Other comprehensive income		
Minority interest	-	-
Total Comprehensive income for the period and comprising Profit or loss and other comprehensive income.	(36,404.14)	(1,801.86)

- Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaboration during the last year.

II. Information about the Appointee:

- Background Details: Mr. G C Somadas, a Fellow member of the Institute of Chartered Accountants of India, has vast experience as a practicing Chartered Accountant for over four decades and wide exposures in areas of Statutory Audits, Internal Audit, Stock Audit, Revenue Audits and C&AG audits, Tax Audit. Mr. G C Somadas, has successfully handled various representations before IT Appellate Authorities, Company Law Board, Stock Exchange / SEBI adjudication or arbitration proceeding, RBI and related statutory authorities.
- Past remuneration: - Mr. G C Somadas was serving the Board as Independent Director without Remuneration.
- Recognition and Awards: NIL
- Job profile suitability: Mr. G C Somadas brings with him over four decades of proven experience as a practising Chartered Accountant and wide exposures in areas of Statutory Audits, Internal Audit, Stock Audit, Revenue Audits and C&AG audits, Tax Audit. Mr. G C Somadas, has successfully handled various representations before IT Appellate Authorities, Company Law Board, Stock Exchange / SEBI adjudication or arbitration proceeding, RBI & related statutory authorities.
- Remuneration proposed: As detailed above under 'the principal terms and conditions and Remuneration'.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. G C Somadas (DIN: 00678824) the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. G C Somadas (DIN: 00678824) he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

- Reasons of loss or inadequate profits: Reduction in the level of business due to discontinuation of certain products.
- Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: Company is working on introduction of new generation of products in overseas market.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading 'Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2017'.

Item Nos. 6 and 7

The Board of Directors vide its resolution dated April 16, 2017 appointed Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as an Additional Director of the Company, in the capacity of Independent Director. Mr. Nanjappaiah Madgondapalli Ramu holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing his candidature for appointment as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Mr. Nanjappaiah Madgondapalli Ramu has given declarations to the Board of Directors of the Company, meeting the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Nanjappaiah Madgondapalli Ramu fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Independent Director of the Company and is independent of the Management. The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail the service as Independent Director.

Except Mr. Nanjappaiah Madgondapalli Ramu, being appointee or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at item Nos. 6 and 7.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the resolution at Item Nos. 6 and 7 for approval of the Members by way of Ordinary Resolutions.

Item No. 8

At the 22nd Annual General Meeting held on September 30, 2014, Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084), was appointed as an Independent Director of the Company to hold office till the conclusion of Annual General Meeting to be held in year 2017. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have approved, subject to Members' approval, re-appointment of Mr. Rajkumar Tulsidas Raisinghani as the Independent Director for a second term of five years to hold office up to the conclusion of the 30th Annual General Meeting of the Company, based on his experience, knowledge and outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the board of a company, and shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in board's report.

In the opinion of the Board of Directors, Mr. Rajkumar Tulsidas Raisinghani fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, for his reappointment as an Independent Director of the Company and is independent of the Management. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Mr. Rajkumar Tulsidas Raisinghani, to be reappointed as Independent Director as per the provisions of the Companies Act, 2013.

Except Mr. Rajkumar Tulsidas Raisinghani being the appointee, or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 8.

The Board of Directors recommends the resolution at Item No. 8 for approval of the Members by way of a Special Resolution.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 9

The Members at their 24th Annual General Meeting held on September 07, 2016 had approved the issue of further shares on stock swap basis to the shareholders of Opto Eurocor Healthcare Limited and further issue of Shares to promoters and Associates on preferential basis. Special Resolution, for the above items were passed with requisite majority. Subsequently, the Company made applications with BSE Ltd and National Stock Exchange of India Ltd (NSE) seeking in principle approval for the above mentioned preferential issue. However, the Company was advised to make point wise disclosures as per the SEBI (ICDR) Regulations and once again approach Shareholders.

Hence, approval of the Shareholders of the Company is once again sought, at the ensuing Annual General Meeting.

Your Company holds 6,40,00,000 Equity Shares of Rs. 10/- each in Opto Eurocor Healthcare Limited (OEHL), constituting 94.92 % of its Share Capital and hence, OEHL is a subsidiary of the Company. OEHL's business has been growing and has huge potential to scale up. Your Directors have thought it fit to acquire the said Equity Shares in OEHL held by some of the Shareholders there in who had invested long back in OEHL and those who are known to the Promoters. This will enable your Company to have complete control over OEHL with full flexibility to align the business and to enable any kind of integration or such other organizational restructuring opportunities.

Accordingly, the Board of OEHL recommended this proposal based upon the approval from its Shareholders to your Company and very careful evaluation process was undertaken. An independent firm of reputed Chartered Accountants was engaged by OEHL and your Company to undertake this process and prevailing guidelines and formula of the SEBI were followed to arrive at the price. However, the Board of your Company has proposed, which was agreed to by the Shareholders of OEHL and OEHL itself, to issue Shares at Rs. 15/- per Equity Share i.e. above the base price arrived at as per the said formula, keeping the interests of the Company and of the current Shareholders.

The Valuation Reports of Opto Eurocor Healthcare Limited obtained from Messrs Ishwar & Gopal, Chartered Accountants, Bangalore are kept open for inspection by the Members.

Your Board at its Meeting held on February 14, 2017 and August 01, 2017 subject to the approval of Shareholders, approved the proposal of issue of 3,68,04,768 (Three Crore Sixty Eight Lakhs Four Thousand Seven Hundred Sixty Eight only) Equity Shares of Rs. 10/- each of the Company at a price of Rs.15/- Per Share, in exchange for 14,15,568 (Fourteen Lakhs Fifteen Thousand Five Hundred Sixty Eight Only) number of fully paid up Equity Shares of Rs.10/- each in Opto Eurocor Healthcare Limited, a Subsidiary of the Company, based on the valuation of the said Shares.

The Equity Shares allotted would be listed on BSE Limited and National Stock Exchange Limited. The Preferential Allotment is subject to the approval of the members of the Company and other statutory approvals, if any. Since the Company is listed, the proposed issue

is in terms of the provisions of the Companies Act, 2013 ("Act"), SEBI (ICDR) Regulations, 2009 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions. Details of the Preferential Allotment and other particulars in terms of Regulation 73 of the SEBI (ICDR) Regulations in relation to the aforementioned Special Resolution are given as under:

1. Object of the issue:

To have complete control over OEHL with full flexibility to align the business and to enable any kind of integration or such other organizational restructuring opportunities.

2. Intention of promoters / directors / key management persons to subscribe:

Mr. Rajkumar Raisinghani, (Director), Dr. Suleman A Merchant, (Director) of the Company, (being proposed allottees) intending to subscribe. Apart from these none of the other Promoters /Directors/Key managerial personnel will subscribe to Equity Shares.

3. Pre-issue & Post-issue Shareholding Pattern of the Company is given below:

Post allotment of Equity Shares under Preferential Allotment, there will be a consequential change in the shareholding of the Company:

Sr. No.	Category	PRE ISSUE CAPITAL		POST ISSUE CAPITAL	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A.	Promoters holding				
1	Promoters				
	- Indian Promoters	5,57,26,312	23.00	5,57,26,312	19.96
	- Foreign Promoters	10151150	4.19	10151150	3.64
2	Persons acting in concert	0	0	0	0
	Sub – Total	6,58,77,462	27.19	6,58,77,462	23.60
B.	Non-Promoters Holding				
3	Institutional Investors				
a.	Foreign Portfolio Investors	2,09,003	0.09	2,09,003	0.07
b.	Banks, Financial Institutions, Insurance Companies (Central/State Gov. Institutions/ Non-Government Institutions)	45,01,790	1.86	45,01,790	1.61
c.	Any other (Please specify)	0	0.00	0.00	0.00
d.	Foreign National	39	0.00	39	0.00
	Sub – Total	47,10,832	1.94	47,10,832	1.69
4	Others				
a.	Private Corporate Bodies	1,77,86,751	7.34	1,79,49,251	6.43
b.	Indian Public	13,49,70,317	55.70	171612585	61.48
c.	NRI - Non Rept	13,42,122	0.55	13,42,122	0.48
d.	Any other (Please specify)NBFC registered with RBI	1,47,540	0.06	1,47,540	0.05
e.	Clearing Members	7,71,048	0.32	7,71,048	0.28
f.	Trust	4,058	0.00	4,058	0.00
g.	NRI	1,66,97,990	6.89	1,66,97,990	5.98
h.	Fractional Shares	11,287	0.00	11,287	0.00
	Sub – Total	17,17,31,113	70.87	208535881	74.71
	GRAND – TOTAL	24,23,19,407	100.00	279124175	100.00

4. Proposed time of Allotment:

The Equity Shares shall be allotted within a period of 15 days from the date of receipt of shareholders' approval, or in the event of the allotment of Equity Shares requiring approvals or permissions from any regulatory authority or the Central Government, within 15 days from the date of such approvals or permission, as the case may be.

5. The identity of the natural persons who are the ultimate beneficial owners and change of control, if any:

The name of the proposed allottees for 3,68,04,768 Equity Shares and the percentage of expanded capital to be held by them after the proposed allotment of the said Equity Shares as per the said resolution are as under.

Sl. No	Name of the Proposed Allottee	Category	Pre Holding	% of Pre issued Capital	Proposed allotment	Post issue Shareholding	% of Post issue Capital
1	Rajkumar Raisinghani	Non-Promoter	93700	0.04	26000	119700	0.04
2	Gautam V	Non-Promoter	68118	0.03	6500000	6568118	2.35
3	Gobind Rupchand Gumnani	Non-Promoter	872513	0.36	2600000	3472513	1.24
4	Haider Mohamedally Sithawala	Non-Promoter	854938	0.35	180700	1035638	0.37
5	Shabbir Hakimuddin Hassanbahi	Non-Promoter	290953	0.12	180544	471497	0.17
6	T. Thomas	Non-Promoter	0	0.00	2600000	2600000	0.93
7	Shabri Investments Pvt Ltd	Non-Promoter	3300	0.00	162500	165800	0.06
8	Arty Patel	Non-Promoter	0	0.00	26000	26000	0.01
9	Patel Kamalakshi Jagadish	Non-Promoter	0	0.00	52000	52000	0.02
10	Usha Chandrakant Patel	Non-Promoter	0	0.00	1300000	1300000	0.47
11	Rajesh B Gupte	Non-Promoter	0	0.00	39000	39000	0.01
12	Kavita Doulat Bhojwani	Non-Promoter	0	0.00	321100	321100	0.12
13	Suryakant D Patel	Non-Promoter	0	0.00	26000	26000	0.01
14	Brijesh S Patel	Non-Promoter	0	0.00	27950	27950	0.01
15	Amal R Patel	Non-Promoter	0	0.00	26000	26000	0.01
16	Nishita Patel	Non-Promoter	0	0.00	143000	143000	0.05
17	Pratik Arvindhbahi Desai	Non-Promoter	546	0.00	390000	390546	0.14
18	Jawahar H Hemrajani	Non-Promoter	0	0.00	65000	65000	0.02
19	Vinne Jawahar Hemarajani	Non-Promoter	0	0.00	65000	65000	0.02
20	Sharmila Dinesh Khare	Non-Promoter	4000	0.00	32500	36500	0.01
21	Dakshayni Suresh	Non-Promoter	0	0.00	13000	13000	0.00
22	M.R Parvathamma	Non-Promoter	0	0.00	13000	13000	0.00
23	Usha Jayachandra	Non-Promoter	0	0.00	13000	13000	0.00
24	P. Jayachandra	Non-Promoter	0	0.00	6500	6500	0.00
25	Bharathi. N	Non-Promoter	0	0.00	6500	6500	0.00
26	Aspi Eruch Patrawalla	Non-Promoter	994	0.00	19500	20494	0.01
27	Indira Balakrishna	Non-Promoter	2652	0.00	19500	22152	0.01
28	Siddharth Guruprakash Ballupet	Non-Promoter	0	0.00	6500	6500	0.00
29	Sharada Bai Patil	Non-Promoter	2652	0.00	6500	9152	0.00
30	Bhavani Kailash	Non-Promoter	2652	0.00	6500	9152	0.00
31	Manohar M.K	Non-Promoter	2015	0.00	6500	8515	0.00
32	Swathi Shetty	Non-Promoter	637	0.00	9100	9737	0.00
33	A Suresh	Non-Promoter	0	0.00	6500	6500	0.00
34	Kalpana Jayaram	Non-Promoter	0	0.00	13000	13000	0.00
35	S.B. Ravi Shankar Gowda	Non-Promoter	663	0.00	3250	3913	0.00
36	Seema Rao Sirivara	Non-Promoter	0	0.00	487500	487500	0.17

37	B.K. Raghuveer	Non-Promoter	0	0.00	162500	162500	0.06
38	Vaidyanathapura Thammaiah Anand	Non-Promoter	1000	0.00	48750	49750	0.02
39	Tirath Mamtani	Non-Promoter	0	0.00	32500	32500	0.01
40	Natwar Gokaldas Thakrar	Non-Promoter	0	0.00	32500	32500	0.01
41	Jayesh B Gandhi	Non-Promoter	25000	0.01	32500	57500	0.02
42	Sejal B Kamani	Non-Promoter	0	0.00	13000	13000	0.00
43	Hetal H shah	Non-Promoter	0	0.00	13000	13000	0.00
44	Hemant Kumar Hasmukhlal Shroff	Non-Promoter	0	0.00	13000	13000	0.00
45	Janesh Kumar Premnath Gulati	Non-Promoter	0	0.00	26000	26000	0.01
46	Nilesh Suresh Dhanani	Non-Promoter	0	0.00	65000	65000	0.02
47	Namrata Mehta	Non-Promoter	864	0.00	32500	33364	0.01
48	Samir Saraiya	Non-Promoter	593	0.00	32500	33093	0.01
49	Vasantlal M Shah	Non-Promoter	0	0.00	13000	13000	0.00
50	Rajinder Singh Khurana	Non-Promoter	0	0.00	195000	195000	0.07
51	Dilip R Raghani	Non-Promoter	0	0.00	195000	195000	0.07
52	Supriya Sumesh Khanna	Non-Promoter	0	0.00	65000	65000	0.02
53	Nayaab Dhanik Chheda	Non-Promoter	0	0.00	65000	65000	0.02
54	Aaksha Sumesh Khanna	Non-Promoter	0	0.00	65000	65000	0.02
55	Lata Bhajan Lulla	Non-Promoter	2178	0.00	39000	41178	0.01
56	Chandra Balachand Lulla	Non-Promoter	0	0.00	26000	26000	0.01
57	Girdhari Sirumal Pinjani	Non-Promoter	195	0.00	32500	32695	0.01
58	Asha Pahilajrai Vachhani	Non-Promoter	0	0.00	130000	130000	0.05
59	Jairam G Chanchlani	Non-Promoter	0	0.00	650000	650000	0.23
60	Jagdish Dayaram Nankani	Non-Promoter	9945	0.00	130000	139945	0.05
61	Puja V Taksali	Non-Promoter	0	0.00	32500	32500	0.01
62	Gope V Keswani	Non-Promoter	0	0.00	32500	32500	0.01
63	Gobind Rupchand Gumnani	Non-Promoter	872513	0.36	1950000	2822513	1.01
64	Suleman Adam Merchant	Non-Promoter	280160	0.12	325000	605160	0.22
65	Pankaj Dilip Patel	Non-Promoter	0	0.00	7800	7800	0.00
66	Harshul Dilip Patel	Non-Promoter	6115	0.00	65000	71115	0.03
67	Sharda chunilal Patel	Non-Promoter	0	0.00	6500	6500	0.00
68	Kavitha Ramnani	Non-Promoter	0	0.00	6500	6500	0.00
69	Meera Ramnani	Non-Promoter	0	0.00	9750	9750	0.00
70	Anand Ramnani	Non-Promoter	0	0.00	13000	13000	0.00
71	Mahesh Chandrakant Patel	Non-Promoter	0	0.00	32500	32500	0.01
72	Abbas Rajabally Bharmal	Non-Promoter	0	0.00	13000	13000	0.00
73	Kiran S Vachhani	Non-Promoter	0	0.00	162500	162500	0.06
74	Avina Gobind Gumnani	Non-Promoter	80,689	0.03	5644730	5725419	2.05
75	Kabir Gobind Gumnani	Non-Promoter	530,484	0.22	2736838	3267322	1.17
76	Anna Thomas Chacko	Non-Promoter	2,158,551	0.89	6097676	8256227	2.96
77	Renuka Prasad B M	Non-Promoter	-	0.00	102622	102622	0.04

78	Ramasawamy Narayan Prasad	Non-Promoter	63,096	0.03	457522	520618	0.19
79	Dr. Nishit A Choksi	Non-Promoter	0	0.00	827840	827840	0.30
80	Valiveti Rajagopala Sastry	Non-Promoter	-	0.00	41028	41028	0.01
81	Uma.S Keshwani	Non-Promoter	0	0.00	325000	325000	0.12
82	Prerna Bhupendra Badhe	Non-Promoter	9981	0.00	19500	29481	0.01
83	Deepak V Keshwani HUF	Non-Promoter	0	0.00	325000	325000	0.12
84	Ravikumar M S	Non-Promoter	-	0.00	61568	61568	0.02

Sr. No	Name of proposed Allottee	Natural person who are Ultimate Beneficial Owner		
1	Shabri Investments Pvt Ltd	List of Shareholders		
		Name of Shareholders	No. of Shares	% of holding
		1. Dr. Suchitra Misra	199698	99.85
		2. Mr. Jagmohan Misra	300	0.15
		3. Mr. Madan Misra	1	0.00
		4. Mr. Rajiv Kaul	1	0.00
		List of Directors		
		1. Dr.Suchitra Misra 2. Mr. Jagmohan Mishr		
2	Deepak V Keshwani HUF	Deepak Keshwani		

6. Undertakings of the Company:

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of the SEBI (ICDR) Regulations, 2009, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

7. Issue Price and Relevant Date:

The price at which Equity Shares will be allotted under the Preferential Allotment shall be in accordance with Chapter VII of the SEBI ICDR Regulations and the Companies Act, 2013. As per Chapter VII of the said SEBI (ICDR) Regulations, issue of Equity Shares, on a preferential basis, can be made at a price not less than the higher of the following:

- The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the recognized Stock Exchange during the twenty six weeks preceding the Relevant Date; or
- The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on a Stock Exchange during the two weeks preceding the Relevant Date. For this purpose, "Relevant Date" means the date, thirty days prior to the date of passing of the proposed Resolution.

Accordingly, the Relevant Date for the preferential allotment is 4th August 2017, in terms of Regulation 71 of the SEBI (ICDR) Regulations.

8. Instrument and Numbers:

The Company is proposing to issue up to 3,68,04,768 Equity Shares to Non-promoter.

9. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of Equity Shares.

10. Lock-in:

The Equity Shares proposed to be offered and allotted in the Preferential Allotment shall be locked-in in accordance with Regulation 78 of Chapter VII of SEBI (ICDR) Regulations.

11. Auditor's Certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations will be made available for inspection at the Registered Office of the Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100 between 10 a.m. and 1 p.m. on all working days (excluding Sunday) up to the date of Annual General Meeting.

12. If the issuer or any of its promoters or directors is a wilful defaulter, it shall make the following disclosures:

(a) Name of the bank declaring the entity as a wilful defaulter: HDFC Bank Ltd and Bank of Nova Scotia Ltd

(b) The year in which the entity is declared as a wilful defaulter:

Bank of Nova Scotia Ltd – 19th March, 2014[FY 2013-14]

HDFC BANK LTD- 06th January, 2015 [FY 2014-15]

(c) Outstanding amount when the entity is declared as a wilful defaulter:

Bank of Nova Scotia Ltd –INR 119 Crores.

HDFC Bank Ltd –Rs. 7.50 Crores [Term Loan] & Working Capital Rs. 50 Crores.

(d) Name of the party declared as a wilful defaulter: OPTO CIRCUITS [INDIA] LTD IN BOTH BANKS

(e) Steps taken, if any, for the removal from the list of wilful defaulters:

The Company has taken up with the Bank of Nova Scotia Ltd and also with HDF C Bank for the removal of the Company's name as 'Wilful defaulters' by offering One Time Settlement proposal to both the banks

(f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions:

The Company's Management has been pursuing with the managements of these two banks for an amicable settlement plan by offer of ONE TIME SETTLEMENT IN A PHASED MANNER and await response from the banks

(g) Any other disclosure as specified by the Board: NA

The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and Chapter VII of the Regulations.

The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the Special Resolution set out at item no. 9 for your approval.

Mr. Rajkumar Raisinghani and Dr. Suleman A Merchant (being proposed allottees) & Dr. Suchitra Misra (Director of Shabri Investments Pvt Ltd, Body corporate to whom shares are being allotted) Directors of the Company, and their relatives, deemed to be interested in the Resolution No.9 and none of the other Directors and Key Managerial Persons or their relatives, in any way, is concerned or interested in the said Resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant Stock Exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 10

The Members at their 24th Annual General Meeting held on September 07, 2016 had approved the further issue of shares on preferential basis to the Promoters and Associates. Special Resolution, for the above items were passed with requisite majority. Subsequently, Company made applications with BSE Ltd & National Stock Exchange of India Ltd (NSE) for seeking in principle approval for the above mentioned preferential issue. However, the Company was advised to make point wise disclosures as per SEBI (ICDR) Regulations and once again approach Shareholders.

Hence, approval of the shareholders of the Company is once again sought, at the ensuing Annual General Meeting.

Your Board at its Meeting held on February 14, 2017 & August 01, 2017 subject to the approval of Shareholders, approved the proposal of

issue of 85,74,681 (Eighty Five Lakhs Seventy Four Thousand Six Hundred Eighty One) Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 15/- (Rupees Fifteen only) per share, to Mr. Valiveti Bhaskar, Associate. against the money outstanding in the books of accounts.

The Equity Shares allotted would be listed on BSE Limited and National Stock Exchange Limited. The Preferential Allotment is subject to the approval of the members of the Company and other statutory approvals, if any. Since the Company is listed, the proposed issue is in terms of the provisions of the Companies Act, 2013 ("Act"), SEBI (ICDR) Regulations, 2009 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions. Details of the Preferential Allotment and other particulars in terms of Regulation 73 of SEBI (ICDR) Regulations in relation to the aforementioned Special Resolution are given as under:

1. Object of the issue;

To repay unsecured loans

2. Intention of promoters / directors / key management persons to subscribe:

None of the Promoters, Directors, Key Management persons are subscribers to this issue.

3. Proposed time of Allotment:

The Equity Shares shall be allotted within a period of 15 days from the date of receipt of shareholders' approval, or in the event of the allotment of Equity Shares requiring approvals or permissions from any regulatory authority or the Central Government, within 15 days from the date of such approvals or permission, as the case may be.

4. Pre-issue & Post-issue Shareholding Pattern of the Company is given below:

Post allotment of Equity Shares under Preferential Allotment, there will be a consequential change in the shareholding of the Company:

			Before Preferential Allotment of Eq. shares		After Allotment of 3,68,04,768 Eq. shares on Swap basis		After Allotment of 85,74,681 Eq. shares including Shares to be allotted on SWAP basis		After Allotment of 85,74,681 Eq. shares excluding Shares to be allotted on SWAP basis	
Sr. No.		Category	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A.	Promoters holding									
	1	Promoters								
		- Indian Promoters	5,57,26,312	23.00	5,57,26,312	19.96	5,57,26,312	19.37	5,57,26,312	22.21
		- Foreign Promoters	10151150	4.19	10151150	3.64	10151150	3.53	10151150	4.05
	2	Persons acting in concert	0	0	0	0.00	0	0	0	0
		Sub – Total	6,58,77,462	27.19	6,58,77,462	23.60	6,58,77,462	22.90	6,58,77,462	26.26
B.	Non-Promoters Holding									
	3	Institutional Investors								
	a.	Foreign Portfolio Investors	2,09,003	0.09	209003	0.07	2,09,003	0.07	2,09,003	0.08
	b.	Banks, Financial Institutions, Insurance Companies (Central/State Gov. Institutions/ Non-Government Institutions)	45,01,790	1.86	4501790	1.61	45,01,790	1.56	45,01,790	1.79

c.	Any other (Please specify)	0	0.00	0.00	0.00	-	0.00	0	0.00
d.	Foreign National	39	0.00	39	0.00	39	0.00	39	0.00
Sub – Total		47,10,832	1.94	47,10,832	1.69	47,10,832	1.64	47,10,832	1.88
4	Others								
a.	Private Corporate Bodies	1,77,86,751	7.34	17949251	6.43	1,79,49,251	6.24	1,77,86,751	7.09
b.	Indian Public	13,49,70,317	55.70	171612585	61.48	180187266	62.63	143544998	57.21
c.	NRI - Non Rept	13,42,122	0.55	1342122	0.48	13,42,122	0.47	13,42,122	0.53
d.	Any other (Please specify)NBFC registered with RBI	1,47,540	0.06	147540	0.05	1,47,540	0.05	1,47,540	0.06
f.	Clearing Members	7,71,048	0.32	771048	0.28	7,71,048	0.27	7,71,048	0.31
g	Trust	4,058	0.00	4058	0.00	4,058	0.00	4,058	0.00
	NRI	1,66,97,990	6.89	16697990	5.98	1,66,97,990	5.80	1,66,97,990	6.66
h	Fractional Shares	11,287	0.00	11287	0.00	11,287	0.00	11,287	0.00
Sub – Total		17,17,31,113	70.87	208535881	74.71	217110562	75.46	180305794	71.87
GRAND – TOTAL		24,23,19,407	100.00	279124175	100.00	287698856	100.00	250894088	100.00

5. The identity of the natural persons who are the ultimate beneficial owners and change of control, if any:

The name of the proposed allottees for 85,74,681 Equity Shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under.

Sr. No.	Name of the Proposed Allottee	Category	Pre-preferential shareholding	% of pre issued capital	After allotment of 3,68,04,768 Eq. share on swap basis	% of post issued capital	Proposed Preferential Allotment	After Allotment of Eq. shares excluding Shares to be allotted on SWAP basis	% of post issue capital	After Allotment of 85,74,681 Eq. shares including Shares to be allotted on SWAP basis	% of post issue capital
1	VALIVETI BHASKAR	Non - Promoter	2363407	0.98	2363407	0.85	85,74,681	1,09,38,088	4.36	1,09,38,088	3.80

6. Undertakings of the Company:

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations, 2009, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

7. Issue Price and Relevant Date:

The price at which Equity Shares will be allotted under the Preferential Allotment shall be in accordance with Chapter VII of the SEBI ICDR Regulations and the Companies Act, 2013. As per Chapter VII of the said SEBI (ICDR) Regulations, issue of Equity Shares, on a preferential basis, can be made at a price not less than the higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the recognized Stock Exchange during the twenty six weeks preceding the Relevant Date; or
- (b) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on a Stock Exchange during the two weeks preceding the Relevant Date. For this purpose, “Relevant Date” means the date thirty days prior to the date of passing of the proposed Resolution.

Accordingly, the Relevant Date for the preferential allotment is 4th August 2017, in terms of Regulation 71 of the SEBI (ICDR) Regulations.

8. Instrument and Numbers:

The Company is proposing to issue up to 85,74,681 Equity Shares to Mr.Valiveti Bhaskar, Associate.

9. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

10. Lock-in:

The Equity Shares proposed to be offered and allotted in the Preferential Allotment shall be locked-in in accordance with Regulation 78 of Chapter VII of SEBI (ICDR) Regulations.

11. Auditor's Certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations will be made available for inspection at the Registered Office at PlotNo.83,ElectronicCity,HosurRoad,Bangalore - 560100 between 10 a.m. and 1 p.m. on all working days (excluding Sunday) up to the date of Annual General Meeting .

12. If the issuer or any of its promoters or directors is a wilful defaulter, it shall make the following disclosures:

- (a) Name of the bank declaring the entity as a wilful defaulter : HDFC Bank Ltd and Bank of Nova Scotia Ltd
- (b) The year in which the entity is declared as a wilful defaulter:
Bank of Nova Scotia Ltd - 19th March, 2014[FY 2013-14]
HDFC BANK LTD- 06th January, 2015 [FY 2014-15]
- (c) Outstanding amount when the entity is declared as a wilful defaulter:
Bank of Nova Scotia Ltd -INR 119 Crores
HDFC Bank Ltd -Rs. 7.50 Crores[Term Loan] & Working Capital Rs. 50 Crores
- (d) Name of the party declared as a wilful defaulter: OPTO CIRCUITS [INDIA] LTD IN BOTH BANKS
- (e) Steps taken, if any, for the removal from the list of wilful defaulters:
The Company has taken up with the Bank of Nova Scotia Ltd and also with HDF C Bank for the removal of the company's name as 'Willful defaulters' by offering One Time Settlement proposal to both the banks.
- (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions:
The Company's Management has been pursuing with the managements of these two banks for an amicable settlement plan by offer of ONE TIME SETTLEMENT IN A PHASED MANNER and await response from the banks.
- (g) Any other disclosure as specified by the Board: NA

The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, Special Resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and Chapter VII of the Regulations.

The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the Special Resolution set out at item no. 10 for your approval.

none of the other Directors and Key Managerial Persons or their relatives, in any way, is concerned or interested in the said Resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant Stock Exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 11

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommends the Ordinary Resolution at Item no. 10 of this Notice for approval by the Shareholders of the Company.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned in this Resolution.

**By order of the Board
For OPTO CIRCUITS (INDIA) LIMITED**

**Supriya Kulkarni
Company Secretary
Membership No. A22794**

Place : Bengaluru
Date : August 01, 2017

OPTO CIRCUITS (INDIA) LIMITED

CIN:L85110KA1992PLC013223

Registered Office: Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

Website: www.optoindia.com, Email Id: ir@optoindia.com, Email: investorservices@optoindia.com,

Tel: 080 – 28521040-41-42, Fax: 080 – 28521094.

ATTENDANCE SLIP

Venue of the meeting: Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

Date & Time: Tuesday, September 05, 2017 at 11.00 AM

PLEASE FILL A ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic Form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company held on Tuesday, September 05, 2017 at 11.00 AM at the Registered Office situated at Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100.

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

2. Physical copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e mail id is not registered.

OPTO CIRCUITS (INDIA) LIMITED

(CIN-L85110KA1992PLC013223)

Regd. Office: Plot no, 83, Electronic city, Bangalore- 560 100

Website: www.optoindia.com, Email: investorsservices@optoindia.com

Phone Nos. 080-28521040/41/42, Fax: 080 – 28521094.

Form No.MGT-11

FORM OF PROXY

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014.

Venue of the meeting: Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

Date & Time: Tuesday, September 05, 2017 at 11.00 AM

PLEASE FILL A ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic Form.

I / We _____ of _____
being a member / members of Equity Share of Opto Circuits (India) Limited hereby appoint the following:

1. Name: Mr/Mrs _____
Registered address _____
Email Id _____ Signature _____ or
Failing him/her;
2. Name: Mr/Mrs _____
Registered address _____
Email Id _____ Signature _____ or
Failing him/her;
3. Name: Mr/Mrs _____
Registered address _____
Email Id _____ Signature _____ or
Failing him/her;

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company to be held on Tuesday, September 05, 2017 at 11.00 AM at Registered Office of the Company Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100, any adjournment their off in respect of such Resolutions as are indicated below:

SI No	Resolutions	Number of Shares held	For	Against
01	Adoption of Audited Financial Statements for the year ended 31 March 2017 and reports of the Directors and Auditors thereon			
02	Re-appointment of Dr.Suchitra Misra, who retires by rotation.			
03	Re-appointment of Mr.Vinod Ramnani, who retires by rotation.			
04	Appointment of Messrs B.V. Swami & Co., Chartered Accountants, Bangalore as Statutory Auditors of the Company			
05	Appointment of Mr. Somadas GC (DIN: 00678824) as Managing Director of the Company			
06	Appointment of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as Director of the Company			
07	Appointment of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as an Independent Director of the Company			
08	Re-appointment of Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084) as an Independent Director			
09	Issue of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited			
10	Issue of further shares on preferential basis to Associate			
11	Approving Fees for delivery of any document through a particular mode of delivery to a member			

This is optional. Please put a tick mark ☒ in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature(s) Member(s)

1. _____
2. _____
3. _____

Signed this _____ Day of _____ 2017.

Affix One
Rupee Revenue
Stamp

Notes:

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than 48 (FORTY EIGHT HOURS) before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her vote's t be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on September 01, 2017 at 9.00 AM and ends on September 04, 2017 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 29, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. for CDSL: 16 digits beneficiary ID
 - b. NSDL: 8 Character DP ID followed by 8 digits Client ID
 - c. Members holding shares in physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank details	Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in or to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank Details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'password creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For members holding shares in physical form, the details can be used only for e-voting of the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant OPTO CIRCUITS (INDIA) LIMITED on which you chose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINE" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your

vote.

xv. Once your 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "click here to Print" option on the Voting page.

xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xviii. Note for Non-Individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk evoting@cdslindia.com
- After receiving the login details a compliance used should be created using the admin login and password. The Compliance used would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under help section or write to helpdesk.evoting@cdslindia.com.

