



6th September 2017

The Manager
Department of Corporate Services
BSE Ltd
PJ Towers, Dalal Street
Fort, MUMBAI - 400 001

The Manager
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E), MUMBAI - 400 051

Dear Sir,

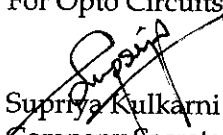
Sub: Scrutinizer's Report

Please find enclosed Scrutinizer's Report dated 6th September 2017 furnished by Mr. Vijayakrishna K T Company Secretary in practice, about both the e-voting and physical voting conducted at the venue of 25th Annual General Meeting of the Company held on 5th September 2017 at registered office.

Please take the same on record.

Thanking you,

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


Supriya Kulkarni
Company Secretary.

Encl: a/a.

VIJAYAKRISHNA K T
BBM, LLB, FCS, ACMA
Company Secretary

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

SCRUTINIZER'S REPORT

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

To
Mr. Vinod Ramnani
Chairman of the 25th Annual General Meeting
Opto Circuits (India) Limited
Plot No.83, Electronic City
Hosur Road
Bangalore- 560 100

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Opto Circuits (India) Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 25th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the resolutions proposed in the Notice of the 25th Annual General Meeting of the Members of the Company held on 5th September, 2017. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice convening the 25th Annual General Meeting of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 1st September, 2017 (9.00 A.M. IST) till 4th September, 2017 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 29th August, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 25th Annual General Meeting.

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

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

At the end of the voting period on 4th September, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 5th September, 2017, in presence of Mr. Ravi Bhat and Mr. Vinay Kadam, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

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

- a. 56 members have cast their votes through remote e-voting.
- b. 20 members have cast their votes through Polling Paper at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended 31st March, 2017:

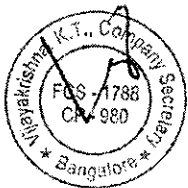
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	54	63903730	15	32538	69	63936268	99.99
Dissent	2	151	0	0	2	151	0.01
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/Invalid	0	0	5	5420	5	5420	NA

Item No.2: Appointment of a Director in place of Dr. Suchitra Misra (DIN: 02254365) who retires by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	52	63879898	14	27400	66	63907298	99.95
Dissent	4	23983	1	5138	5	29121	0.05
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/Invalid	0	0	5	5420	5	5420	NA



Item No.3: Appointment of a Director in place of Mr. Vinod Ramnani (DIN: 01580173) who retires by rotation: *

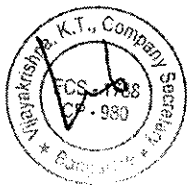
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	49	29564865	15	32538	64	29597403	99.92
Dissent	5	24283	0	0	5	24283	0.08
Total	54	29589148	15	32538	69	29621686	100.00
Abstained/Invalid	2	34314733	5	5420	7	34320153	NA

Item No.4: Appointment of Messrs B.V Swami and Co, Chartered Accountants, Bangalore, as Statutory Auditors of the Company.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	55	63903860	15	32538	70	63936398	99.99
Dissent	1	21	0	0	1	21	0.01
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/Invalid	0	0	5	5420	5	5420	NA



SPECIAL BUSINESS:

Item No.5: Appointment of Mr. Somadas GC (DIN: 00678824) as Managing Director of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	52	63885530	15	32538	67	63918068	99.97
Dissent	4	18351	0	0	4	18351	0.03
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/ Invalid	0	0	5	5420	5	5420	NA

Item No.6: Appointment of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	54	63885860	14	27400	68	63913260	99.96
Dissent	2	18021	1	5138	3	23159	0.04
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/ Invalid	0	0	5	5420	5	5420	NA



Item No.7: Appointment of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) as an Independent Director of the Company:

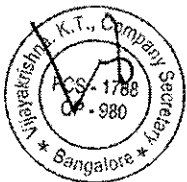
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	54	63885860	14	27400	68	63913260	99.96
Dissent	2	18021	1	5138	3	23159	0.04
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/ Invalid	0	0	5	5420	5	5420	NA

Item No.8: Re-appointment of Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084) as an Independent Director:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	54	63885860	15	32538	69	63918398	99.97
Dissent	2	18021	0	0	2	18021	0.03
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/ Invalid	0	0	5	5420	5	5420	NA



Item No.9: Issue of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	51	63885250	15	32538	66	63917788	99.97
Dissent	5	18631	0	0	5	18631	0.03
Total	56	63903881	15	32538	71	63936419	100.00
Abstained/ Invalid	0	0	5	5420	5	5420	NA

Item No.10: Issue of further shares on preferential basis to Associate:

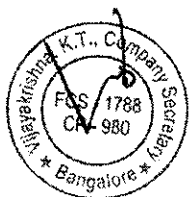
Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	50	63885200	15	32538	65	63917738	99.97
Dissent	5	18631	0	0	5	18631	0.03
Total	55	63903831	15	32538	70	63936369	100.00
Abstained/ Invalid	1	50	5	5420	6	5470	NA

Item No.11: Fees for delivery of any document through a particular mode of delivery to a Member:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	52	63903320	14	32438	66	63935758	99.99
Dissent	4	561	0	0	4	561	0.01
Total	56	63903881	14	32438	70	63936319	100.00
Abstained/ Invalid	0	0	6	5520	6	5520	NA



* Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 11 may be deemed to have been passed by requisite majority.

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

Thanking You


Yours Sincerely,



Vijayakrishna K T
Practising Company Secretary
FCS: 1788
CP: 980

Date: 06.09.2017

Witness


1. Ravi Bhat


2. Vinay Kadam