



OPTO CIRCUITS (INDIA) LIMITED.

DATE: 01-10-2014

THE STOCK EXCHANGE, BOMBAY
PHIROZE JEEJEEBHAY TOWERS
DALAL STREET
MUMBAI-400 001.

NATIONAL STOCK EXCHANGE OF INDIA LTD,
EXCHANGE PLAZA,
BANDRA – KURLA COMPLEX,
BANDRA (E)
MUMBAI – 400 051.

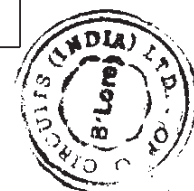
Dear Sir,

Sub : Declaration of Results of E Voting and Poll.

Pursuant to the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had provided the facility to all the members of the Company to cast their vote by electronic means on all the resolutions set forth in the Notice of the Annual General Meeting (AGM) through e voting facility provided by Karvy Computershare Private Limited. The e voting commenced on 24th September, 2014 at 9.00 AM and ended on 26th September, 2014 at 6.00 PM. Mr.V.Jayagopal, Practicing Company Secretary was appointed as the scrutinizer for scrutinizing the e voting process. In line with the provisions of the Companies Act, 2013 and in accordance with the clarification issued by the Ministry of Corporate Affairs, voting by show of hands was not permitted at the AGM, where e voting has been offered to the Shareholders. Therefore, at the 22nd AGM, voting was conducted by means of poll. Mr.V.Jayagopal, Practicing Company Secretary, representing M/s V.Jayagopal & Associates was appointed by the Company as Scrutinizer for conducting e voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to 06.00 PM on 26th September, 2014 and poll received till the conclusion of the meeting and submitted report on 30th September 2014.

The Consolidated results, as per the Scrutinizers' Report dated 30th September 2014, are as follows:

S.NO	Particulars	% of Votes in favour (approx)	% of Votes against (approx)
1.	<u>Resolution No.1 – Ordinary Resolution</u> To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended and the Report of the Directors' and the Auditors thereon.	78.3291	21.6709
2.	<u>Resolution No.2 – Ordinary Resolution</u> To appoint Mr. Jayesh Chandrakant Patel who retires by rotation and being eligible, offers himself for reappointment.	77.5032	22.4968
3.	<u>Resolution No.3 – Ordinary Resolution</u> To appoint Mr. Thomas Dietiker who retires by rotation and being eligible, offers himself for reappointment.	77.5023	22.4977
4.	<u>Resolution No.4 – Ordinary Resolution</u> Appointment of M/s. Anand Amarnath and Associates, Chartered Accountants, as the Statutory Auditors of the	99.9910	0.0090



CIN NO: L85110KA1992PLC013223

Plot No. 83, Electronics City, Bangalore - 560 100.
Phone : +91-80-28521040-41-42 Fax : +91-80-28521094
E-mail : oci@optoindia.com, info@optoindia.com Web: www.optocircuits.com

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OPTO CIRCUITS (INDIA) LIMITED.

	Company.		
5.	<u>Resolution No.5 – Special Resolution</u> Appointment of Mr. Rajkumar Tulsidas Raisinghani as an Independent Director of the Company	99.9890	0.0110
6.	<u>Resolution No.6 – Special Resolution</u> Appointment of Dr.Anvay Vinayak Mulay as an Independent Director of the Company.	99.9906	0.0094
7.	<u>Resolution No7. – Special Resolution</u> Borrowing powers of the Board of Directors of the Company	99.9860	0.0140
8.	<u>Resolution No.8 – Special Resolution</u> To approve creation of security by way of mortgage, charge etc.	99.9829	0.0171

Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Notice of 22nd AGM have been duly approved by the Shareholders with requisite majority.

For Opto Circuits (India) Limited

Vinod Ramnani
Chairman & Managing Director

CIN NO: L85110KA1992PLC013223

Plot No. 83, Electronics City, Bangalore - 560 100.
Phone : +91-80-28521040-41-42 Fax : +91-80-28521094
E-mail : oci@optoindia.com, info@optoindia.com Web: www.optocircuits.com

22nd Annual General Meeting

1. **Date of the AGM** : Tuesday, 30th September 2014.
2. **Total number of shareholders on record date : 86,993**

3. **No. of Shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group: 2
Public: 48

4. **No. of Shareholders attended the meeting through Video Conferencing: NA**

5. **Mode of voting:** in respect of all items voting was made by following ways

- A. **E- voting:** The e voting commenced on 24th September, 2014 at 9.00 AM and ended on 26th September, 2014 at 6.00 PM
B. **Poll:** Conducted at the meeting on September 30th 2014.

Agenda-wise

Ordinary Business

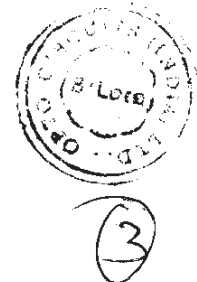
Resolution No.1 – Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended and the Report of the Directors' and the Auditors thereon.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	1433610	18968305	7.0268	92.9731
Public-Others	110082516	10656163	9.6802	10648231	7932	99.9255	0.0744
Total	242319407	87565685		68589448	18976237	78.3291	21.6709

Resolution No.2 – Ordinary Resolution

To appoint Mr. Jayesh Chandrakant Patel who retires by rotation and being eligible, offers himself for reappointment.



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	713528	19688387	3.4973	96.5026
Public-Others	110082516	10656137	9.6801	10645044	11093	99.8959	0.104
Total	242319407	87565659		67866179	19699480	77.5032	22.4968

Resolution No.3 – Ordinary Resolution

To appoint Mr. Thomas Dietiker who retires by rotation and being eligible, offers himself for reappointment.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	713528	19688387	3.4973	96.5026
Public-Others	110082516	10656164	9.6802	10644325	11839	99.8888	0.1111
Total	242319407	87565686		67865460	19700226	77.5023	22.4977

Resolution No.4 – Ordinary Resolution

Appointment of M/s. Anand Amarnath and Associates, Chartered Accountants, as the Statutory Auditors of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	20401915	0	100	0



Public-Others	110082516	10656164	9.6802	10648315	7849	99.9263	0.0736
Total	242319407	87565686		87557837	7849	99.9910	0.0090

Special Business

Resolution No.5 – Special Resolution

Appointment of Mr. Rajkumar Tulsidas Raisinghani as an Independent Director of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	20401915	0	100	0
Public-Others	110082516	10655903	9.6799	10646279	9624	99.9096	0.0903
Total	242319407	87565425		87555801	9624	99.9890	0.0110

Resolution No.6 – Special Resolution

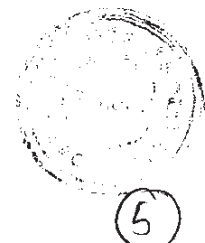
Appointment of Dr.Anvay Vinayak Mulay as an Independent Director of the Company.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	20401915	0	100	0
Public-Others	110082516	10656164	9.6802	10647892	8272	99.9223	0.0776
Total	242319407	87565686		87557414	8272	99.9906	0.0094

Resolution No.7 – Special Resolution

Borrowing powers of the Board of Directors of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0



Public – Institutional holders	63913301	20401915	31.9212	20401915	0	100	0
Public-Others	110082516	10656164	9.6802	10643885	12279	99.8847	0.1152
Total	242319407	87565686		87553407	12279	99.9860	0.0140

Resolution No.8 – Special Resolution

To approve creation of security by way of mortgage, charge etc.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
Public – Institutional holders	63913301	20401915	31.9212	20401915	0	100	0
Public-Others	110082516	10656164	9.6802	10641190	14974	99.8594	0.1405
Total	242319407	87565686		87550712	14974	99.9829	0.0171

All the resolutions as set out in the Notice of 22nd AGM have been duly approved by the Shareholders with requisite majority.

For Opto Circuits (India) Limited


Vinod Ramnani
Chairman & Managing Director



SEPTEMBER 29th 2014

REPORT OF SCRUTINIZER

(E VOTING)

**(PURSUANT TO SECTION 108 OF THE COMPANIES ACT 2013 AND RULE 20(3) (XI) OF THE
COMPANIES (MANAGEMENT AND ADMINISTRATION RULES, 2014)**

To

The Chairman
OPTO CIRCUITS (INDIA) LIMITED
NO 83, ELECTRONICS CITY
BANGALORE-560 100.

Sir,

I, Jayagopal of M/s Jayagopal Associates, Company Secretaries, Bangalore was appointed as Scrutinizer for the 22nd Annual General Meeting of the Equity shareholders of "OPTO CIRCUITS (INDIA) LIMITED" to be held on Tuesday, the 30th September 2014 at 12.00 Noon at At at Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068, for the purpose of scrutinizing the E voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per the provisions of Companies Act 2013 and Sub rule (xi) of the Rule 20 of Companies (Management and Administration Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

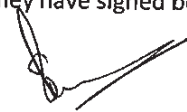
1. The E-voting period remained open from 9.00 AM on Wednesday the 24th September 2014 up to 6.00 PM Friday the 26th of September 2014.
2. The shareholders holding shares as on the "cut-off" date i.e 22nd August 2014 were entitled to vote on the proposed 8 resolutions as mentioned in the notice of the 22nd Annual General Meeting of "OPTO CIRCUITS (INDIA) LIMITED" (item Number 1 to 8" of the notice of the 22nd AGM of OPTO CIRCUITS (INDIA) LIMITED")
3. The newspaper advertisement was published on 13th September in English and in a vernacular newspaper.

V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

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4. votes were unblocked on Saturday the 27th of September 2014 around 11.00 AM in the presence of two witnesses namely, Ms. Sumana Rao No 56, 4th Cross, 2nd Sector, NobonNagar, Bannerghatta Road, Bangalore-560076 and Ms.Hemavathi No.2/1 3rd main 3rd cross,opposite to K.M.P Church school,vinayakanagar,Annasandrapalya HAL Bangalore -560017 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.


(SUMANA RAO)


(HEMAVATHI KRISHNA)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the E-voting website of Karvy Computershare Pvt Ltd., (<https://www.evoting@karvy.com>).
6. The results of the E voting are as under:

Resolution Number: 01

1. **Adoption of Audited Annual Accounts for the year ended 31st March 2014 and the Directors' and Auditors Report:**

"RESOLVED THAT the Company do hereby receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss for the year ended and the Reports of Directors' and Auditors thereon."

- (i) Voted in favour of Resolution:

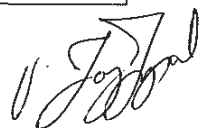
Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
80	55484145	22.897

- (ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
21	15689170	6.475

- (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	166080


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number: 02

2. Re-appointment of Mr. Jayesh Chandrakant Patel as a Director of the Company:

"RESOLVED THAT, Mr. Jayesh Chandrakant Patel (DIN: 01338843), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the company"

(i) Voted in favour of Resolution:


Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
75	54760876	22.599

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
26	16412413	6.773

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number: 03

3. Re-appointment of Mr. Thomas Dietiker as a Director of the Company:

"RESOLVED THAT, Mr. Thomas Dietiker (DIN: 01424625), who retires by rotation in terms of section 152(6) of the Companies Act,2013 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the company"

(i) Voted in favour of Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
75	54760157	22.598

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
27	16413159	6.773

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079



V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number: 04

4. Appointment of Auditors of the Company.

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Anand Amarnath and Associates, Chartered Accountants (Firm Registration No. 000121S), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Fifth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of re-appointment by the members at every AGM held after this AGM) at such remuneration as may be determined by the Board of Directors of the Company."

(i) Voted in favour of Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
98	71165467	29.368

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
3	7849	0.003

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number: 05

5. Appointment of Mr. Rajkumar Tulsidas Raisinghani as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment thereof and any Rules made there under, for the time being in force) and Clause 49 of the Listing Agreement, Mr.Rajkumar Tulsidas Raisinghani (DIN: 01411084), Director of the Company, whose office is liable to retirement by rotation as per the Companies Act 1956 and who has submitted a declaration that he meets criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the company whose term shall not be subject to retirement by rotation, to hold office for the term up to 30th September 2017."

(i) Voted in favour of Resolution:


Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
92	71163431	29.368

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
8	9624	0.004

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	166340


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number: 06

6. Appointment of Dr.Anvay Vinayak Mulay as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment thereof and any Rules made there under, for the time being in force) and Clause 49 of the Listing Agreement, Dr.Anvay Vinayak Mulay(DIN: 01479415),Director of the Company, whose office is liable to retirement by rotation as per the Companies Act 1956 and who has submitted a declaration that he meets criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the company whose term shall not be subject to retirement by rotation , to hold office for the term up to 30th September 2017."

(i) Voted in favour of Resolution:


Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
96	71165044	29.368

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
5	8272	0.003

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number: 07

7. To approve borrowing powers of the Company.

"RESOLVED THAT in supersession of the Resolution passed by the Members of the Company at the 17th Annual General Meeting of the Company held on September 29,2009 and Pursuant to Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013(corresponding to Section 293(1)(d) of the Companies Act 1956) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force),the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, for the purpose of the Company on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves, provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs.1500 Crores (Rupees One thousand Five Hundred Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements as maybe required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem fit, necessary or proper."

(i) Voted in favour of Resolution:


Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
91	71161237	29.367

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
11	12079	0.005

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

Resolution Number : 08

8. To approve creation of security by way of mortgage, charge etc.

"RESOLVED THAT in supersession of the Resolution passed by the Members of the Company at the 17th Annual General Meeting of the Company held on September 29,2009 and Pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013(corresponding to Section 293(1)(a) of the Companies Act 1956) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board", which term shall include its committees constituted for the purpose) to create mortgages/charges on all or any of the movable and or immovable properties and assets , both present and future or on the whole or substantially the whole of the undertaking or undertakings of the Company, exclusively or ranking pari-passu with or second or subservient or subordinate to the mortgages /charges, if any, already created or to be created in future by the Company, for securing any loans and/or advances and /or issue of debentures /bonds and /or guarantees and /or any financial assistance or obligations obtained /undertaken /made or that may be obtained/undertaken/made by the Company and / or any one or more of its subsidiary/group company both present and that which may be established or acquired by the Company in future, in India or abroad, with power to take over the management, business and undertaking of the Company in certain events of defaults, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total outstanding amount at any time so secured together with interest thereon, and further interest, costs, expenses remuneration and other monies payable in connection therewith shall not exceed Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores only) over and above the paid up capital and free reserves and

RESOLVED FURTHER THAT the mortgages/charges created by the Company so far be and are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to and cause to prepare, finalize, approve and execute on behalf of the Company all documents, deeds, agreements, declarations, undertakings and writings as may be necessary and /or expedient for giving effect to the foregoing resolution and to vary and /or alter the terms and conditions of the security created/ to be created as aforesaid as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the above powers to a Committee of Directors or any one of the Executives or any Principal Officer of the Company and generally to do all acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."



V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

(i) Voted in favour of Resolution:


Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
88	71158542	29.366

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
13	14774	0.006

(iii) Invalid Votes

Invalid Votes: Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079


V. JAYAGOPAL
Practising Company Secretary
C.P. No. 5389

(i) Voted in favour of Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
88	71158542	29.366

(ii) Votes against the Resolution:

Number of Members voted through E-voting System	Number of Votes cast by them	% of Total number of valid votes cast
13	14774	0.006

(iii) Invalid Votes

Invalid Votes: Total number of members whose votes were declared invalid	Total number of votes cast by them
2	166079

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you





V. Jayagopal & Associates
Company Secretary


V. Jayagopal
CP No: 5389
FCS: 6347

Place: Bangalore
Date: 29th September 2014

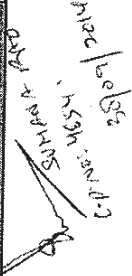
OPTO CIRCUITS (INDIA) LIMITED-30/09/2014-BANGALORE Ballot Control Report - Physical														
RESOLUTION	VOTES	BALLOTS FAVOUR		PERCENTAGE FAVOUR		BALLOTS AGAINST		PERCENTAGE AGAINST		VOTES AGAINST	BALLOTS INVALID		PERCENTAGE INVALID	
Adoption of Audited Annual Accounts for the year ended 31st March 2014 and the Directors' and Auditors Report:	37	23	13105303	79.9476	3	3287067	20.0524	11	12083520	0				
Re-appointment of Mr. Jayesh Chandrakant Patel as a Director of the Company:	37	23	13105303	79.9476	3	3287067	20.0524	11	12083520	0				
Re-appointment of Mr. Thomas Dietiker as a Director of the Company:	37	23	13105303	79.9476	3	3287067	20.0524	11	12083520	0				
Appointment of Auditors of the Company	37	26	16392370	100	0	0	0	11	12083520	0				
Appointment of Mr. Rajkumar Tulsidas Raisinghani as an Independent Director of the Company	37	26	16392370	100	0	0	0	11	12083520	0				
Appointment of Dr. Anvay Vinayak Mulay as an Independent Director of the Company:	37	26	16392370	100	0	0	0	11	12083520	0				
To approve borrowing powers of the Company.	37	25	16392170	99.9988	1	200	0.0012	11	12083520	0				
To approve creation of security by way of mortgage, charge etc.	37	25	16392170	99.9988	1	200	0.0012	11	12083520	0				



V. JAYAGOPAL
 Practising Company Secretary
 C.P. No. 5309
 Srachinger.



HEMANATHI KISHANK
 30/9/2014 30/9/14



Srinivas
 30/9/2014

Opto- both physical and E-voting

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
1	Public - Institutional Holders	63913301	20401915	31.9212	1433610	18968305	7.0268	92.9731
1	Public-Others	110082516	10656163	9.6802	10648231	7932	99.9255	0.0744
1	Total	242319407	87565685		68589448	18976237	78.3291	21.6709
2	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
2	Public - Institutional Holders	63913301	20401915	31.9212	713528	19688387	3.4973	96.5026
2	Public-Others	110082516	10656137	9.6801	10645044	11093	99.8959	0.104
2	Total	242319407	87565659		67866179	19699480	77.5032	22.4968
3	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
3	Public - Institutional Holders	63913301	20401915	31.9212	713528	19688387	3.4973	96.5026
3	Public-Others	110082516	10656164	9.6802	10644325	11839	99.8888	0.1111
3	Total	242319407	87565686		67865460	19700226	77.5023	22.4977
4	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
4	Public - Institutional Holders	63913301	20401915	31.9212	20401915	0	100	0
4	Public-Others	110082516	10656164	9.6802	10648315	7849	99.9263	0.0736
4	Total	242319407	87565686		87557837	7849	99.9910	0.0090
5	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
5	Public - Institutional Holders	63913301	20401915	31.9212	20401915	0	100	0
5	Public-Others	110082516	10655903	9.6799	10646279	9624	99.9096	0.0903
5	Total	242319407	87565425		87555801	9624	99.9890	0.0110
6	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
6	Public - Institutional Holders	63913301	20401915	31.9212	20401915	0	100	0
6	Public-Others	110082516	10656164	9.6802	10647892	8272	99.9223	0.0776
6	Total	242319407	87565686		87557414	8272	99.9906	0.0094

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
7	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
7	Public - Institutional Holders	63913301	20401915	31.9212	20401915	0	100	0
7	Public-Others	110082516	10656164	9.6802	10643885	12279	99.8847	0.1152
7	Total	242319407	87565686		87553407	12279	99.9860	0.0140
8	Promoter and Promoter Group	68323590	56507607	82.7059	56507607	0	100	0
8	Public - Institutional Holders	63913301	20401915	31.9212	20401915	0	100	0
8	Public-Others	110082516	10656164	9.6802	10641190	14974	99.8594	0.1405
8	Total	242319407	87565686		87550712	14974	99.9829	0.0171

V. Jayagopal

V. JAYAGOPAL
Practising Company Secretary
C.F. No. 5369

30/9/14
Scribinger

Handwritten notes:
30/9/14
AT U.M. MUMTHI BALS MKK