



# OPTO CIRCUITS (INDIA) LIMITED.

Calendar of Events for postal Ballot approved by the Board of Directors at their Meeting held on 23<sup>rd</sup> October 2014, pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013.

| S.No | Particulars  | Date                      |
|------|--|---------------------------|
| 1    | Date of consideration of the matters in the Board Meeting  | 06.05.2014 and 23.10.2014 |
| 2    | Date of appointment of scrutinizer.  | 23.10.2014                |
| 3    | Date on which consent given by the scrutinizer to act as such  | 23.10.2014                |
| 4    | Date of Board Resolution authorising one of the Directors and/or Company Secretary to be responsible for the entire poll process.          | 23.10.2014                |
| 5    | Filing of intimation and Calendar of Events to the Stock Exchange  | 07.11.2014                |
| 6    | Filing of intimation and Calendar for events of Postal Ballot to the ROC   | 07.11.2014                |
| 7    | Date of despatch of notice of meeting in which the business as notified by the Central Government will be transacted through postal ballot | 08.11.2014                |
| 8    | Date of completion of despatch of notice along with postal ballot  | 12.11.2014                |
| 9    | Date of Publication of Notice in newspaper   | 15.11.2014                |
| 10   | Last date for receiving postal ballot by scrutinizer   | 12.12.2014                |
| 11   | Date of handing over the ballot papers to the designated authority.  | 15.12.2014                |
| 12   | Handing over of the report of the Scrutinizer to the Chairman  | 15.12.2014                |
| 13   | Date of Board Meeting for declaration of results of the postal ballot by the Chairman  | 15.12.2014                |
| 14   | Date of returning the ballot papers, by the Scrutinizer  | 15.12.2014                |



CIN NO: L85110KA1992PLC013223



## OPTO CIRCUITS (INDIA) LIMITED

(CIN-L85110KA1992PLC013223)

Regd. Office: Plot no, 83, Electronic city,

Bangalore- 560 100

Phone Nos. 080-28521040/41/42

Website: www.optocircuits.com

Email: investorsservices@optoindia.com

### Notice pursuant to Section 110 of the Companies Act, 2013

#### POSTAL BALLOT

Dear Member,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") made there under, the Company is seeking the consent of its members by passing the following Resolutions through Postal Ballot in respect of the Special Business appended below:

The Resolutions along with the Explanatory Statement/s setting out the material facts are as follows:

#### SPECIAL BUSINESS:

##### 1. Increase in the Authorized Share Capital of the Company & Alteration of Memorandum of Association:

To consider, and if thought fit, to pass with or without modification[s], the following Resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), and all the other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 300,00,00,000 (Rupees Three Hundred Crores only) divided into 30,00,00,000 [Thirty Crores] Equity Shares of Rs. 10/- each to Rs. 375,00,00,000 (Rupees Three Hundred Seventy Five Crores only) divided into 37,50,00,000 [Thirty Seven Crores Fifty Lakhs] Equity Shares of Rs. 10/- [Rupees Ten only] each ranking *pari passu* with the existing Equity Shares of the Company and that the Clause V of Memorandum of Association of the Company be and is hereby altered accordingly by deleting the existing clause V and by substituting the new clause V thereof:

V "The Authorised Share Capital of the company is Rs. 375,00,00,000 (Rupees Three Hundred Seventy Five Crores only) divided into 37,50,00,000 [Thirty Seven Crores Fifty Lakhs] Equity Shares of Rs. 10/- [Rupees Ten only] each."

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorised to do all acts, deeds and things necessary to give effect to increase in Authorised Share Capital and necessary alterations in Memorandum of Association of the Company"

##### 2. Alteration of Articles of Association:

To consider, and if thought fit, to pass with or without modification[s], the following Resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all the other applicable provisions, if any of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by deleting the existing Article 3 and by substituting the following new Article 3 thereof:

Article 3 "The Authorized Share Capital of the Company is Rs. 375,00,00,000 (Rupees Three Hundred Seventy Five Crores only) divided into 37,50,00,000 [Thirty Seven Crores Fifty Lakhs] Equity Shares of Rs. 10/- [Rupees Ten only] each."



**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorised to do all acts, deeds and things necessary to give effect to the necessary alteration in Articles of Association of the Company."

**3. Raising of funds for the Company and its Indian/ Overseas subsidiaries through issue of Securities in the International markets:**

To consider, and if thought fit, to pass with or without modification[s], the following Resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 41, 62, 71 and any other applicable provisions of the Companies Act, 2013 read with the provisions of the Companies(Share Capital and Debentures) Rules, 2014 and any applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable laws, Regulations, policies or guidelines, the provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act('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 the Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges") 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 public issue, private placement and / or any other nature of offerings as may be permitted under applicable laws, equity shares of the Company and/or any instrument convertible into equity shares, whether optionally or otherwise in the course of domestic and / or international offerings, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), securities with warrants including any instruments or securities representing either equity shares and/or convertible securities or securities linked to equity shares or equity shares/fully convertible debentures/partly convertible debentures or non-convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing, whether rupee denominated or denominated in one or more foreign currency/ies, in registered or bearer form, secured or unsecured, listed on a recognized Stock Exchange/s in India or Overseas (hereinafter referred as ("Issue of Security / Securities"), including but not limited to, Qualified Institutional Buyers as defined under the SEBI ICDR Regulations, whether domestic investors / foreign investors through Qualified Institutions Placement ("QIP"), resident and / or permitted non-resident investors, whether institutions and/or incorporated bodies and/ or individuals or otherwise and whether or not such investors are shareholders of the Company, foreign institutional investors and non-resident Indians, for an amount not exceeding US\$ 250 million (US Dollars Two Hundred and Fifty million only) (the "Issue") through a placement documents / offer document and / or prospectus and / or offer letter and / or offering circular, from time to time, in one or more combination, as may be deemed appropriate by the Board, such issue and allotment to be made at such time or times, in one or more tranches, at such price or prices, as may be decided by and deemed appropriate by the Board as per applicable laws including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency, as the Board may in its absolute discretion may deem fit and appropriate.



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**RESOLVED FURTHER THAT** in addition to all the applicable Indian laws, the Issue of Securities in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Securities or provided in the terms of their issue.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of new securities as may be required, including issue and allotment of equity shares upon conversion of any new securities or as may be necessary in accordance with the terms of the offer, all such equity shares rank *pari passu* inter-se and with the then existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MoUs/placement agreement(s)/Share Subscription Agreement(s)/any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorised representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorise any Director(s) or any Officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Securities.

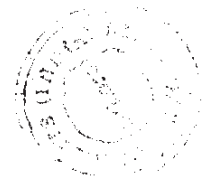
**RESOLVED FURTHER THAT** the Board shall have all powers and authority to modify, amend, alter, reapply, redo, make necessary changes, approach and to do all requisite filings/resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to such approval/s, sanction/s, permission/s, consent/s etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Appropriate Authority/ies, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue and allotment of Securities, as aforesaid the Board or committee duly authorised by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient including fixing of record dates or book closure, deciding on the issue price, issue opening and closing dates and to settle any questions, difficulties or doubts that may arise in regard to any such offer, issue and allotment.”

**4. To increase the limit of shareholding by Registered Foreign Institutional Investors (FIIs) from 49% to 60% of the Paid up Equity Share Capital of the Company.**

To consider, and if thought fit, to pass with or without modification[s], the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999[FEMA] and the Foreign Exchange Management ( Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and all other applicable Rules and Regulations, guidelines and laws and subject to all applicable approvals, permissions, consents and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to, by the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to permit FII registered with SEBI to acquire and hold on their own account and on behalf of each of their sub- account registered with SEBI, equity shares up to an aggregate limit of 60% ( Sixty percent) of the Paid up Equity Share Capital of the Issuer Company for the time being , provided, however that the equity shareholding of each FII shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, Rules and Regulations.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary for the purpose of giving effect to this Resolution including intimating the concerned Authorities or such other Regulatory Body and for matters connected therewith on incidental thereto including delegating all or any of the powers conferred herein to any committee of the Directors or Officer/s of the Company."

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

Vinod Ramnani  
Chairman & Managing Director

Date:23-10-2014

Place:Bangalore

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**NOTES**

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
5. The voting shall be reckoned in proportion to a Member's shares of the Paid up Equity Share Capital of the Company as on 31st October 2014 as it appears in the Company's Register of Members.
6. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
10. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
12. The result of the voting on the Resolutions will be declared at the Registered Office of the Company on 15-12-2014.



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- The results will thereafter be also informed to the Stock Exchanges, hosted on the Company's website [www.optocircuits.com](http://www.optocircuits.com) and published in newspapers.
13. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
  14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Company Secretary & Compliance Officer of the Company. Tel No. 080 - 28521040/41/42 and Email to [investorsservices@optoindia.com](mailto:investorsservices@optoindia.com)
  15. The Company is also offering e-voting facility as an alternate, for all the Members to be enable them to cast the votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes of the Postal Ballot Form.
  16. The Board of Directors has appointed Mr. K.T Vijayakrishana, Practicing Company Secretary, C.P.No. 980, Bangalore, as Scrutinizer to conduct the Postal Ballot process.
  17. Please read carefully the instructions given in the Postal Ballot form and return the same duly completed and signed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer before close of working hours 17.00 Hrs. on or before 12-12-2014..
  18. The consent or otherwise received after 17.00 Hrs. on 12-12-2014 shall be treated as if reply from the member has not been received. Hence, members are requested to mail the Postal Ballot Form immediately after receiving this Notice so as to reach the Scrutinizer well in advance.
  19. The Scrutinizer will submit his report to the Chairman of Board or designated Director after completion of the Scrutiny of Postal Ballots. On submission of Scrutinizer's report, the result of the Postal Ballot will be announced by Chairman or the designated Director at the Registered Office/ Corporate Office of the Company on 15-12-2014 at 10.00 a.m. and also displayed on the notice board of the said date..
  20. The result of the Postal Ballot will be announced by way of display at the Company's website besides communication of results to the Concerned Stock Exchanges (BSE and NSE).
  21. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolutions would be deemed to have been passed by the members, if approved by requisite majority.
  22. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons there for is annexed. The said Special Resolution and the Explanatory statement are being sent to you along with a Postal Ballot form for your consideration.

**Explanatory Statement and reasons for the proposed Resolutions accompanying the above Notice pursuant to Section 102 read with Section 110 of the Companies Act, 2013.**

**The following Explanatory Statement sets out the material facts for the items 1 to 4 of the Notice.**

**Item No.1:**

To increase the Authorised Share Capital of the Company under Section 61[1][a] of the Companies Act, 2013.

Your Company has been constantly pursuing various growth opportunities and exploring the possibilities of developing its core areas and would like to further expand and diversify its business interests by implementing new initiatives. The expansion, diversification and implementation of new initiatives requires huge and constant deployment of funds and hence it is proposed to increase the Authorised Share Capital of the Company from Rs. 300,00,00,000 [Rupees Three Hundred Crores only], comprising 30,00,00,000 [Thirty Crores] Equity Shares of Rs10/- each to Rs. Rs. 375,00,00,000 (Rupees Three Hundred Seventy Five Crores only) divided into 37,50,00,000 [Thirty Seven Crores Fifty Lakhs] Equity Shares of Rs. 10/-



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[Rupees Ten only] each as the Company proposes to expand its Business Activities which require additional Equity capital.

Consequentially, the Memorandum of Association needs to be altered/amended which require your approval.

In view of the expansion activities, the Company proposes to increase its existing capital base by offering further Equity shares to the existing Equity shareholders to apply for investment in Equity Share Capital of the Company. The proposed Resolution requires the approval of shareholders.

None of the Directors/Key Managerial Personnel are interested in the above Resolution except for their respective shareholdings if any, in the company.

**Item No. 2:**

**To amend the Articles of Association of the Company under Section 14 of the Companies Act, 2013 by the substitution of Article 3 in place of the existing Article of the Articles of Association.**

Your Company's Authorised Share Capital is proposed to be increased from Rs. 300,00,00,000 [Rupees Three Hundred Crores] divided into 30,00,00,000 [Thirty Crores] Equity shares of Rs 10/- [ rupees ten only] each to Rs. 375,00,00,000 (Rupees Three Hundred Seventy Five Crores only) divided into 37,50,00,000 [Thirty Seven Crores Fifty Lakhs] Equity Shares of Rs. 10/- [Rupees Ten only] each. Consequentially, these alterations/ amendments have to be effected in the relevant Articles [Article 3] of the Articles of Association of the Company.

Accordingly, the proposed Resolution require approval of the shareholders.

None of the Directors/Key Managerial Personnel are interested in the above resolution except for their respective shareholdings, if any in the Company.

**Item No. 3:**

**Raising of funds for the Company and its Indian/ Overseas subsidiaries through issue of Securities in the International markets:**

Your Company has been constantly working on a specific plan to leverage its strength in the domain and is looking *inter alia*, for the following:-

- a) Launching of New Products both in the invasive and non-invasive segments of the business.
- b) Penetrating new markets and geographies, including Africa, Middel East, Asia for the non-invasive segment of the business.
- c) Acquiring new technology for development/ technology Up gradation of new products in both segments of the market.
- d) Research & Development and related expenses for product development in both invasive and non-invasive segments.
- e) Capital expenditure to procure equipment in various facilities in the international market.
- f) Setting up a manufacturing facility for non-invasive segment of the business in the Middle East, Asia and African markets.
- g) A whole new branding exercise to rebrand and strengthen all brands of the company in both segments of the business.
- h) Augmenting working capital needs of the company and its business.
- i) Part Payment of the overseas debt.

The proposed activities would enhance the Company's business in both segments through better penetrations in hitherto untapped markets. The new facility will help the Company to get closer to the markets that your Company proposes to penetrate and reduce costs across the board.

To support, supplement and to execute and implement the plans as stated above, your Company requires substantial funds and hence your Company plans to raise Funds in the International market by issue of Securities within the limits as set out in the enclosed Resolution.



The proposed Resolution require approval of the shareholders.

None of the Directors/Key Managerial Personnel are interested in the above resolution except for their respective shareholdings, if any in the company.

**Item No. 4**

**Increase the limit of Equity shareholding by Registered Foreign Institutional Investors (FIIs) from 49% to 60% of the Paid up Equity Capital of the Company.**

Your Company proposes to raise funds in the International markets by issuance of Securities to support, sustain and supplement a host of business activities as stated in Item 3 of the Notice.

Considering the proposed size of the issue, your Company envisages substantial support from the Foreign Institutional Investors [ FIIs] as registered with SEBI. Upon such subscription to be raised through issuance of Securities in the International Market to the FIIs, the limit of shareholding as held by the FIIs is likely to go beyond 49%.

Your Company will therefore seek the requisite approvals, consents, permissions as may be required from the appropriate Regulatory Authorities/ Bodies, including Reserve Bank of India under Foreign Exchange Management Act, 1999[FEMA] and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and SEBI with respect to increase of the FII's Equity shareholding above 49%, but within the limit of 60% of the Paid up Equity Share Capital.

This requires approval of the shareholders.

None of the Directors/Key Managerial Personnel is interested in the above Resolution except for their shareholdings, if any in the Company.

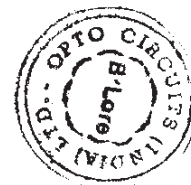
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**By order of the Board  
For OPTO CIRCUITS (INDIA) LIMITED**

Vinod Ramnani  
Chairman & Managing Director

Date:23-10-2014

Place:Bangalore



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# OPTO CIRCUITS (INDIA) LIMITED

CIN : L85110KA1992PLC013223

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

## POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first named Member :

2. Name(s) of the Joint Member(s) if any :

3. Registered Folio No. / DP ID No.\*/ Client ID No.\* :  
(\*Applicable to member(s) holding shares in dematerialized form)

4. Number of Shares held :

I/we hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice of the Company dated 23rd October 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick(✓) mark at the appropriate box below:

| Sr. No. | Description   | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|---------|---|---------------|-------------------------------------|--|
| 1.      | Special Resolution- under Section 61[1][a] of the Companies Act,2013, for Increase in the Authorised Capital of the Company from Rs. 300,00,00,000 to Rs. 375,00,00,000.  |               |                                     |  |
| 2.      | Special Resolution- under Section 14 of the Companies Act, 2013, for Alteration in the Articles of Association of the Company.  |               |                                     |  |
| 3.      | Special Resolution- under Section 81[IA] of the Companies Act, 1956 and Sections 41,62, 71 of the Companies Act, 2013 for Raising Funds for the Company and its Indian and overseas subsidiaries/associate companies by issue of Securities in the International Markets for a sum not exceeding US\$250 Million. |               |                                     |  |
| 4.      | Special Resolution seeking approval for Increase in the limit of shareholding by Registered Foreign Institutional Investors[FII]s] from 49% to 60% of the Paid Up Equity Capital of the Company.  |               |                                     |  |

Place :

Date :

Signature of the Member

### Electronic Voting Particulars

| EVEN (E- Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------|---------|--------------|
|                               |         |              |

NOTE : PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.



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## INSTRUCTIONS

1. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post / courier.  
Scrutiniser  
OPTO CIRCUITS (INDIA) LIMITED  
Plot No 83, Electronics City,  
Hosur Road, Bangalore-560 100.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on December 12, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Managing Director of the Company appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on December 15, 2014, at the Registered Office of the Company.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on October 31, 2014.
10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad 500 081.
13. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.

### 14. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The Company is pleased to offer e-voting facility as an alternative for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The procedure and instructions for e-voting are as follows:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

|           |   |
|-----------|---|
| User – ID | For Members holding shares in Demat Form:-<br>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID<br>b) For CDSL :- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:-<br>• Event no. followed by Folio Number registered with the company |
| Password  | Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice   |
| Captcha   | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.   |

- iii. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv. Members can cast their vote online from Thursday, November 13, 2014 from 9:00 a.m. to Friday, December 12, 2014 till 5:00 p.m.
- v. After entering these details appropriately, click on "LOGIN".
- vi. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited** e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
- xi. 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.
- xii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Corporate/Institutional Members (corporate /FIs/FII/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to [vijaykt@vikt.in](mailto:vijaykt@vikt.in) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_Event no.".
- xiv. If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



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