



OPTO CIRCUITS (INDIA) LIMITED. (UNIT II)
100% EOU

May 08, 2017

The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd
PJ Towers, Dalal Street
Fort, MUMBAI - 400 001
Script Code: 532391

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

Dear Sir/Madam,

**Sub: Disclosure under SEBI (SAST) Regulations & SEBI (Prohibition of Insider Trading) Regulation.
Ref: Inter Se Transfer among Promoters.**

With reference to the captioned subject, please find enclosed disclosure received from Ms.Usha Ramnani, regarding acquisition of Shares, on account of inter se transfer among promoters.

Kindly take on record the enclosed disclosures under Regulation 10 (6) & 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Form C, disclosure under SEBI (Prohibition of Insider Trading) Regulation, 2015.

Thanking you,

For Opto Circuits (India) Limited


Supriya Kulkarni
Company Secretary

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

| | | | |
|----|--|---|--|
| 1. | Name of the Target Company (TC) | OPTO CIRCUITS (INDIA) LIMITED | |
| 2. | Name of the acquirer(s) | MS.USHA RAMNANI | |
| 3. | Name of the stock exchange where shares of the TC are listed | BSE Ltd National Stock Exchange of India Ltd | |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | Transferor: Mr.Thomas Dietiker Date of acquisition: May 04, 2017 No of Shares: 5 Lakhs % of Share Capital of TC: 0.21% Rationale: Inter- se transfer among promoters. | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | 10 (1)(a)(ii) | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange. | YES The disclosure was made by the acquirer to BSE Limited and National Stock Exchange of India Limited, within the time line specified under the Regulations, i.e. four days prior to the proposed acquisition. April 24, 2017 | |
| 7. | Details of acquisition | Disclosures required to be made under regulation 10(5) | Whether the disclosures under regulation 10(5) are actually made |
| | a. Name of the transferor / seller | Mr.Thomas Dietiker | YES |
| | b. Date of acquisition | May 04, 2017 | Yes, May 04, 2017 |
| | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | 5,00,000 Equity Shares | Yes, 5,00,000 Equity Shares |
| | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | 0.21% | 0.21% |
| | e. Price at which shares are proposed to be acquired / actually acquired | Market Price prevailing on the proposed date of acquisition, subject | 5,00,000 Equity Shares acquired at Rs.11.05 per share |

| | | to the price not exceeding Rs.13.21 on any of the Stock Exchanges where the shares of target company traded. | | | |
|--|--------------------|--|--------------------|-----------------------------------|--|
| 8. Shareholding details | Pre-Transaction | | Post-Transaction | | |
| | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC | |
| a. Each Acquirer / Transferee(*) Ms.Usha Ramnani | 95,85,176 | 3.96% | 1,00,85,176 | 4.16% | |
| b. Each Seller / Transferor Mr.Thomas Dietiker | 1,18,36,150 | 4.88% | 1,13,36,150 | 4.68% | |

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.


USHA RAMNANI
 (Acquirer).

Date: May 4, 2017

Place: Bangalore

FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

| | | | |
|--|---|--|--|
| Name of the Target Company (TC) | OPTO CIRCUITS (INDIA) LIMITED | | |
| Name(s) of the acquirer and persons Acting in Concert (PAC) with the acquirer | MS.USHA RAMNANI | | |
| Whether the acquirer belongs to Promoter/Promoter Group | PROMOTER | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE LIMITED NATIONAL STOCK EXCHANGE OF INDIA LIMITED | | |
| Details of the acquisition / Disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition/Sale under consideration, holding of: | | | |
| a) Shares carrying voting rights | 95,85,176 | 3.96% | Nil |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others) | NA | NA | Nil |
| c) Voting rights (VR) otherwise than by Shares | NA | NA | Nil |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | NA | NA | Nil |
| e) Total (a+b+c+d) | 95,85,176 | 3.96% | Nil |
| Details of acquisition / Sale | | | |
| a) Shares carrying voting rights acquired/Sold | 5,00,000 | 0.21% | Nil |
| b) VRs acquired/Sold otherwise than by equity shares | NA | NA | Nil |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/Sold | NA | NA | Nil |
| d) Shares encumbered / invoked/released by the acquirer | NA | NA | Nil |
| e) Total (a+b+c+d) | 5,00,000 | 0.21% | Nil |

| | | | |
|--|--|-------|-----|
| After the acquisition / Sale, holding of: | | | |
| a) Shares carrying voting rights | 1,00,85,176 | 4.16% | Nil |
| b) Shares encumbered with the acquirer | NA | NA | Nil |
| c) VRs otherwise than by shares | NA | NA | Nil |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | NA | NA | Nil |
| e) Total (a+b+c+d) | 1,00,85,176 | 4.16% | Nil |
| Mode of acquisition / Sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.) | inter se transfer among promoters (off Market) | | |
| Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares whichever is applicable | From May 04, 2017 to May 04,2017 | | |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | 24,23,19,407 | | |
| Equity share capital / total voting capital of the TC after the said acquisition | 24,23,19,407 | | |
| Total diluted share/voting capital of the TC after the said acquisition | Not applicable | | |

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.


USHA RAMNANI

Date: May 06 2017