

CIN : L85110KA1992PLC013223



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

7th September 2019

The Manager
Department of Corporate Services
BSE Ltd
PJ Towers, Dalal Street
Fort, MUMBAI - 400 001
Scrip Code: 532391

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

Dear Sir/Madam

Sub: Notice of 27th Annual General Meeting.

Pursuant to Regulation 34 of the SEBI (LODR) Regulations 2015, Please find attached here with copy of the Notice convening the 27th Annual General Meeting of the Company scheduled to be held on Monday, 30th September 2019 at the Registered Office of the Company, along with the Annual Report for the year 2018-19.

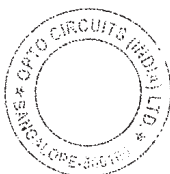
Kindly take the same on record.

Thanking you,

Yours faithfully,

For OPTO CIRCUITS (INDIA) LIMITED.,


Supriya Kulkarni
Company Secretary.



Plot No. 83, First Floor, 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

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: investorsservices@optoindia.com

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

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Opto Circuits (India) Limited., will be held on Monday, 30th September 2019, at 10.30 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) for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon:

2. 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

By order of the Board

For OPTO CIRCUITS (INDIA) LIMITED

Supriya Kulkarni

Company Secretary

Membership No: A22794

Place: Bengaluru

Date: 19th August 2019

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/HERSELF 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 send herewith duly filled for

attending the Meeting along with their copy of Annual Reports 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. Pursuant to provisions of Section 91 of the Companies Act, 2013. The Register of Members and the Share Transfer Books will remain closed from 27th September 2019 to 30th September 2019 (both days inclusive).
7. 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.
8. 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.
9. Members are requested to quote their Folio Number/DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences addressed to the Register and Share Transfer Agent of the Company, Karvy

- Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramaguda, Serilingampally, Hyderabad – 500 032. Email: mailmanager@karvy.com
10. Members are requested to note that, dividends if not en cashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
 11. 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.
 12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
 13. 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 proxies forms.
 14. With a view to using natural resources responsibly, we request Members to register their email id with Depository Participants for receiving all communications from the Company including Notice of the Annual General Meeting and Annual Reports through electronic mode.
 15. 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.
 16. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's web site, www.optoindia.com
 17. 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.
 18. Mr. Vijaykrishna 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.
 19. 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 favor 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.
 20. 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 Fintech Private Limited. The results will also be communicated to the Stock Exchange(s) where the Shares of the Company are listed.
 21. 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) Regulation 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 30th September 2019. 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 and Obligation and Disclosure Requirements) Regulations 2015, in respect of the Director seeking re-appointment at the AGM is as follows:

Name of the Director	VINOD RAMNANI
Date of Birth	16TH JUNE 1956
Date of appointment	08TH June 1992
Relationship with other Director	NIL
Expertise in Specific Functional area	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.
Qualification	BE (Mechanical Engineering)
Names of the Listed Companies in which person holds the Directorship	NIL
Membership of the Committees of the Board Committees in all Companies	Member 4 (Four) Opto Circuits (India) Limited., Audit & Risk Management Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee
Share holding in the Company	36243581*

*As on 31st March 2019.

Considering the working knowledge, qualification and experience it would be in the interest of the Company to re-appoint Mr. Vinod Ramnani as Non-Executive Director of the Company.

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

Supriya Kulkarni
Company Secretary
Membership No: A22794

Place: Bengaluru
Date: 19th August 2019



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: investorsservices@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: 30TH SEPTEMBER 2019 at 10.30 AM.

PLEASE FILL ATENDANCE 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 27th Annual General Meeting of the Company held on 30TH SEPTEMBER 2019 at 10.30 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 2019 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 2019 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 is not registered.



OPTO CIRCUITS (INDIA) LIMITED

CIN: L85110KA1992PLC013223

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

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Email: investorsservices@optoindia.com

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

Form No.MGT-11 FORM OF PROXY

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

Date & Time: 30TH SEPTEMBER 2019 at 10.30 AM.

PLEASE FILL ATENDANCE 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 member/members of Equity Share of Opto Circuits (India) Limited hereby appoints 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 vote for me /us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, 30th September 2019 at 10.30AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Number of Shares held	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.			
2.	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			

This is optional. Please put a tick mark 3 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 Resolution.

Signature(s) Member(s)

1. _____
 2. _____
 3. _____

Affix
1 Rupee
Revenue
Stamp

Signed this _____ day of _____ 2019.

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 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 be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.

E-VOTING INSTRUCTION

- (i) The voting period begins on 27th September, 2019 at 9.00 AM and ends on 29th September, 2019 at 5.00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as 23rd September, 2019 (cut-off date / Relevant date) 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/ Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For 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:

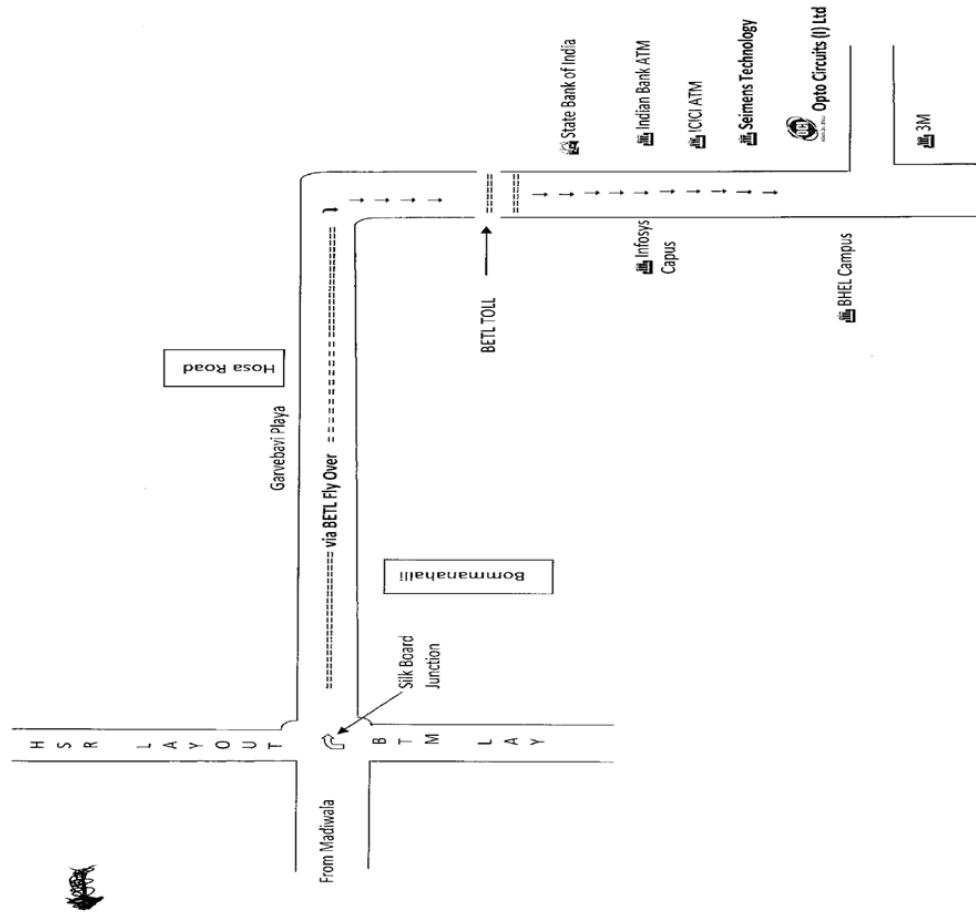
	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 on the resolutions contained in this Notice.
- (xi) Click on the EVSN of OPTO CIRCUITS (INDIA) LIMITED 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 LINK" 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 you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 an email to helpdesk.evoting@cdslindia.com.

ROUTE MAP





SENSING TECHNOLOGY

ANNUAL REPORT

2018-19

— OPTO CIRCUITS (INDIA) LIMITED —

BOARD OF DIRECTORS

Mr. Nanjappaiah Madgondapalli Ramu,
Independent Director & Chairman
Mr. Vinod Ramnani, Non-Executive Director
Mr. Somadas G.C, Managing Director
Mr. Rajkumar Raisinghani, Independent Director
Ms. Rangalakshmi Srinivasa, Independent Director

CHIEF FINANCIAL OFFICER

Guruprasad. A

COMPANY SECRETARY

Supriya Kulkarni

REGISTERED OFFICE

83, Electronics City,
Bengaluru 560 100, Karnataka, India

AUDITORS

Messrs B.V Swami & Co., Chartered Accountants,
No.6, Commanders Place,
Richmond Circle, RRMR Road,
Bengaluru -560025

BANKERS

State Bank of India
IndusInd Bank Ltd.
Standard Chartered Bank
HDFC Bank Ltd.
YES Bank Ltd.
ICICI Bank Limited
The Bank of Nova Scotia

27th ANNUAL GENERAL MEETING

Day & Date: Monday, 30th September 2019.
Time: 10:30 AM
Venue: # 83, Electronics City,
Bengaluru 560 100, Karnataka, India

SECRETARIAL AUDITOR

Mr. Vijayakrishna K.T.
Practising Company Secretary
#496/4, II Floor, 10th Cross, Sadashivanagar
Bangalore-560 080

COMPANY CO-ORDINATES FOR INVESTORS

9am IST – 5pm IST, Weekdays
83, Electronics City,
Bengaluru 560 100, Karnataka, India
T: 91 80 2852 1040/41/42
F: 91 80 2852 1094
E-mail: investorsservices@optoindia.com |

GROUP WEBSITES

www.optoindia.com |
www.optoinfrastructure.com | www.eurocor.de |
www.mediainc.com | www.optoeurocor.com |
www.unetixs.com |

BOARD'S REPORT

To the Members,

Your Board is pleased to present the 27th Annual Report on the business and operations of Opto Circuits (India) Limited, together with the Audited Financial Statements of your Company for the year ended March 31, 2019.

FINANCIAL HIGHLIGHTS :

(₹ in Lakhs)

Particulars for the year ended March 31st	STANDALONE		CONSOLIDATED	
	2019	2018	2019	2018
I. Revenue from operations	10,481.54	6,346.46	25,558.37	22,836.29
II. Other Income	316.41	24.57	402.60	120.76
III. Total Income (I+II)	10,797.95	6,371.03	25,960.97	22,957.05
Expenses				
Cost of materials consumed	4,263.92	2,763.93	12,034.08	10,300.64
Purchase of stock in trade	-	-	-	114.92
Changes in inventories of FG, WIP & Stock in trade	17.80	6.42	(86.32)	(30.06)
Employee benefit expenses	862.69	766.06	4,057.48	3,624.94
Finance cost	114.64	136.32	323.90	575.99
Depreciation & Amortisation Expenses	881.44	906.04	1,078.73	1,258.70
Other Expenses	1,165.36	791.75	3,173.75	3,623.38
IV. Total Expenses	7,305.85	5,370.52	20,581.61	19,468.51
V. Profit /(Loss) before exceptional items and tax (III-IV)	3,492.10	1,000.51	5,379.35	3,488.54
VI. Exceptional items	-	-	-	(160.29)
VII. Profit /(Loss) before tax (V-VI)	3,492.10	1,000.51	5,379.35	3,648.83
VIII. Tax Expenses				
1) Current tax	-	-	218.52	89.43
2) Deferred tax	-	-	-	0.43
IX. Profit /(Loss) for the period from continuing operations (VII-VIII)	3,492.10	1,000.51	5,160.84	3,558.98
X. Profit /(Loss) from discontinued operations	-	-	-	-
XI. Tax expenses of discontinued operations	-	-	-	-
XII. Profit /(Loss) from discontinued operations after tax (X-XI)	-	-	-	-
XIII. Profit/(loss) for the period (IX+XII)	3,492.10	1,000.51	5,160.84	3,558.98
XIV. Other Comprehensive Income/(loss)				
a) Items that will not be reclassified subsequently to profit/loss	-	-	-	-
b) Items that will be reclassified subsequently to profit/loss	-	-	-	-
XV.Total Comprehensive income for the year (XIII+XIV)	3,492.10	1,000.51	5,160.84	3,558.98
Profit for the year attributable to:				
Shareholders of the company	3,492.10	1,000.51	5,137.69	3,462.16
Non-Controlling Interests	NA	NA	23.15	96.82
Earnings Per Equity Share				
Basic	1.20	0.39	1.77	1.34
Diluted	1.20	0.39	1.77	1.34

COMPANY'S PERFORMANCE ON STANDALONE BASIS

Standalone total revenue was at Rs.10,481.54 lakhs for the financial year ended 31st March 2019 as against Rs.6,346.46 lakhs for the corresponding financial year ended March 31, 2018, a incline of 65.16%. Standalone profit/ (loss) after tax for the financial year ended 31st March 2019 is at Rs. 3,492.10 lakhs as against Rs. 1,000.51 lakhs for the corresponding period financial year ended March 31, 2018. Earnings per share for the year ended 31st March 2019 is at Rs.1.20 Basic.

ON CONSOLIDATED BASIS

Consolidated revenue is at ₹25,558.37 lakhs for the financial year ended 31st March 2019 as against ₹22,836.29 lakhs for the corresponding period of financial year 2018. Consolidated profit after tax for the year ended 31st March 2019 is at ₹5,160.84 lakhs, as against ₹3,555.99 lakhs for the corresponding period of financial year 2018. Earnings per share for the year ended 31st March 2019 is at ₹1.77 Basic.

DIVIDEND

Your Directors have not recommended any dividend for the year ended 31st March 2019.

TRANSFER OF RESERVE

Your Directors have decided to retain the entire amount of ₹3,492.10 lakhs in retained earnings.

CHANGES IN SHARE CAPITAL

There was no change in the authorized share capital of the Company.

During the year under review, issued and paid up capital stood revised as under:

As per the terms approved by the Shareholders at their 26th Annual General Meeting held on September 29, 2018, The Board of Directors of the company at its meeting held on 22nd January 2019 has allotted 1,31,30,338 Equity shares of 10/- each is sued at a price of Rs. 15/-per share to other than promoters on a preferential basis in accordance SEBI Guidelines for Preferential Issue. Consequent to above Preferential Allotment the Paid up Capital is revised as under;

Issued & paid up capital	
Before allotment	Issued: Rs.2877573060/- consisting of 287757306 equity shares of face value of Rs.10/- each. Paid-up: Rs. 287,49,54,060/- consisting of 287495406 equity shares of face value of 10/- each fully paid.
After allotment	Issued: Rs.3008876440/- consisting of 300887644 equity shares of face value of Rs.10/- each. Paid-up: Rs. 3006257440/- consisting of 300625744 equity shares of face value of 10/- each fully paid.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

During the year under review, the Company has not issued Shares with Differential Rights.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

During the year under review, the Company has not issued Shares under Employee Stock Options.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

During the year under review, the Company has not issued Sweat Equity Shares.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

During the year under review, the Company continues to have 05 direct subsidiaries. In accordance, with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and all its subsidiaries, which forms part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed form at AOC-1 is appended as Annexure-A to the consolidated financial statement and hence not repeated here for the sake of brevity.

The policy for determining material subsidiaries as approved may be accessed on the Company's website <http://www.optoindia.com/pdf/2019-20/OCIL%20-%20Material%20Subsidiaries.pdf>

There has been no material change in the nature of the business of the subsidiaries.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Provisions of Regulation 34 of SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis is set out as follows:

INDUSTRY OVERVIEW

Medical devices are an eminent part of the healthcare sector. The medical device industry includes devices which simplify the prevention, diagnosis and treatment of diseases and illnesses. The devices range from pacemakers, dialysis machines to thermometers, vital signs monitors, and pulse oximetry sensor which are used in diverse primary, secondary and tertiary medical establishments. North America is the largest market accounting for over 40% followed by Europe and rest of the World. In rest of the World, developing economies in particular China, India, Africa, Middle East and Brazil have been growth contributors over the past couple of years.

While an aging population, chronic lifestyle diseases, expansion of emerging markets and advances in technology are expected to drive growth, however there are certain factors which are considerably altering the healthcare demand and delivery landscape.

Companies in the industry need to adapt their R&D strategy. Policy on pricing and mechanics of their supply chain to strive in the changing regulatory, clinical and business landscape. Consequently, companies will need to create technologies that help reduce healthcare costs, focus on the needs of the emerging markets, and fit into the reimbursement patterns of developed economies.

The Indian medical device industry though in its nascent stages shows great potential due to its strong private healthcare system, growing middle class with increasing income levels, change in the disease profiles (lifestyle diseases), greater penetration of health insurance, Government focus on healthcare infrastructure development and arising awareness of personal health care.

Overview of Medical Device industry: The Indian medical device market is growing steadily. It was valued at US\$3.5 Billion in 2015 and could expand to approximately US \$4.8 Billion by 2019. As India's economic, healthcare, and social landscapes evolve, its medical device market emerges as a promising opportunity for foreign manufacturers.

Opportunities in the Indian market: India relies on imports to supply its healthcare system with medical technology. The medical tourism and luxury healthcare markets are among India's fastest-growing industries, which create significant demand for specialized, high-tech medical equipment.

There is consistent demand for surgical instruments, cancer diagnostics, orthopedic and prosthetic equipment, imaging, orthodontic and dental implants, and electro medical equipment.

Industry challenges in India: Medical Device Regulation in India only apply to certain product categories. However, India's underdeveloped regulatory framework is a significant obstacle for foreign manufacturers of regulated device types. The weak rupee makes it difficult for some medical device companies to remain profitable in this market, particularly for manufacturers competing with low-cost Chinese products. Also, foreign manufacturers will also encounter significant competition from American, European, and Japanese companies.

COMPANY OVERVIEW

Opto Circuits (India) Limited is an established global medical devices and technology group with a diversified product portfolio which is headquartered out of Bangalore, India. Your Company along with its subsidiaries are engaged in the design, development, manufacture, marketing and distribution of a range of medical products that are used by primary, secondary and tertiary healthcare establishments as well as in public access facilities such as schools, fire stations, police offices in over

150 countries. Your Company specializes in vital signs monitoring, emergency cardiac care, vascular treatments and sensing technologies. Your US FDA listed and CE marked products are manufactured in India, Malaysia, Germany and the United States.

Your Company's interventional products include stents, balloons both drug eluting and non-drug eluting and AV shunts used for the treatment of coronary and peripheral arterial diseases, as well as catheters and implants that are inserted in the human body. Your Company has proprietary technology with respect to the design and development of these products allowing us to differentiate these from competing devices. Some of our well known brands in this segment are Dior, Freeway, E-Magic Plus, and Genius Magic, Siro Prime, Freeway Shunt Balloon Catheter.

Your Company develops, manufacture, and market a broad range of advanced cardiac diagnostic and therapeutic devices and state of art patient monitoring systems. Your Company's products include automated patient monitoring devices and services, vital signs monitors, pulse oximeters and peripheral artery disease diagnostic equipment.

Your Company also sells a variety of related products and consumables and offer a portfolio of related training and key support services, including the installation, training, monitoring and maintenance of our equipments, which allow our customers to optimize the usage of our products and provide us with recurring revenues on a contracted basis. Some of our well known brands in this segment are, RevoNCompass, NGenuity, Poet IQ, etc.,

Unitexis Vascular Inc, an Opto Circuits Group Company, is a leader in non invasive technology, has released the next generation MultiLab vascular system, Mlutilab ROODRA is among the first in the industry to provide extreme flexibility and configurability. This one touch, fully functional vascular system provides a 24-inch touch screen monitor on a multi-axis mount for ergonomically correct usage.

Eurocor GmbH, Germany, a Wholly Owned Subsidiary of Opto Eurocor Health Care Limited is an international leader in vascular devices such as stent and Drug Eluting Balloon technology, related services and solutions, recently announced the acquisition of a patent application related to bioresorbable stents.

Bioresorbable stents represent a novel alternative to traditional vascular stent technology. This novel stent design uses a material combination of metal and polymer which combines the advantage of bioresorbable and robust stent properties. The patent grant will bolster the extension of Eurocor Portfolio to include bioresorbable devices, capable of addressing significant new markets and customers globally. Since the launch of the company's [Eurocor GmbH, Germany] patented Drug Eluting Ballon [DEB or DCB] product range, Eurocor has invested in future technology that avoids having to leave metal behind in coronary and peripheral lesions. With the advent of Bioresorbable stents, the company is quite excited to extend its patented and novel product technology and to provide metal free, fully resorbable stent products.

STRENGTHS OF YOUR COMPANY

One of the biggest competitive advantages is the propriety technology developed by our in-house teams which gives us control over features and intellectual property costs of devices and helps minimize our dependence on third party technologies. The focus on research and development activities has enabled us to develop devices which we believe are technologically superior to other devices available in the market. Your Company's diversified product portfolio across invasive and non-invasive caters to the needs of primary secondary and tertiary care establishments is well balanced and includes technologies that command high profit margins and also allows to achieve sales and distribution synergies coupled with economies of scale. The global distribution network is supported by a large team of third-party distributors and highly qualified international team of sales personal spread across Europe, United States and other parts of the world. Your Company's extensive distribution, sales and service network allows to be closer to end-users and enables us to be more responsive to market demand. Your Company has been in the medical devices business since 1992 and have established long-standing relationships with physicians, general practitioners and specialists, clinics and hospitals. Further your company believes that our long term relationships and the quality of our customer base is a key strength that enables us to expand our business and operations.

OPTO CIRCUITS [INDIA] LTD- STANDALONE FINANCIALS.

Standalone total revenue was at ₹10,481.54 Lakhs for the financial year ended 31st March, 2019 as against ₹6,346.46 Lakhs for the corresponding financial year ended 31st March, 2018, a increase of 65.16%. Standalone Profit/ (Loss) After Tax for the financial year ended 31st March, 2019 is at ₹3,492.10 Lakhs as against ₹1,000.51 Lakhs for the corresponding period financial year ended 31st March, 2018. Basic Earnings per Share for the year ended 31st March, 2019 is at ₹1.20 .

Your Company continues efforts to win more customers and a bigger pie of the existing business, to improve the overall performance.

The Company has borrowings from State Bank of India, HDFC Bank Ltd, Yes Bank Ltd, Standard Chartered Bank Ltd and Bank of Nova Scotia Ltd, for which no provision for interest is made in the financial statements as these Banks have categorized

the respective borrowings as NPA. The Company has also lines of operational Credit and Borrowings from IndusInd Bank Ltd classified as standard.

The Management has submitted proposals for One Time Settlement [OTS] /Negotiated Settlement/ Compromise Proposal/ Restructuring etc of its Loan portfolios with State Bank of India, HDFC Bank Ltd and Bank of Nova Scotia Ltd.

The Company has entered into negotiated settlement with Yes Bank Ltd, for settling the total outstanding amount of ₹33.51 Crore, for a consolidated agreed amount of ₹8.5 Crore, to be paid as per the structured installements by April 2021.

With State Bank of India, the Company has made a proposal for Compromise Settlement for 83 Crores and that the company has already Paid ₹12.5 Crores in a phased manner as Upfront Money and for the balance settlement amount of 70.5 Crores, awaiting for the banks' Final approval and being followed up on a regular basis.

With HDFC Bank Ltd the company has given a proposal for restructuring of its Loan wherein the entire loan amount is programmed to be paid in 5 years 3 months time frame in a phased out manner with a security creation and cash flow plans along with the clarifications sought by HDFC Bank had been submitted , awaiting the approval from the bank.

With Bank of Nova Scotia Ltd, the company has been submitting revise proposal for restricting of loan liability, while the Bank has moved through the provisions of SARFAESI Act the security, viz 250 Acres of landed property in SEZ, Hassan. The management is having series of discussions with the bank and offered a few options, including the encashment of the said security /or the sale proceeds /consideration from prospective investors / buyers so of the parcels of lands towards appropriation of the said loan liability as the valuation of the said property would be adequate to meet the loan liability.

The Management is actively pursuing the above settlement proposals with the respective banks on an 'on-going' basis.

BUSINESS PERFORMANCE ANALYSIS CONSOLIDATED

Consolidated revenue is at Rs.25,558.37 Lakhs for the financial year ended 31st March,2019 as against Rs. 22,836.29 Lakhs for the corresponding period of financial year 2018. Consolidated Profit

after Tax for the year ended 31st March, 2019 is at ₹ 5,160.84 Lakhs, as against ₹3,558.99 Lakhs for the corresponding period of financial year 2018. Basic Earnings per Share for the year ended 31st March 2019 is at ₹1.77.

CONSERVATION OF ENERGY

Your Company does not fall under the category of power intensive industries. However, sustained efforts are taken to reduce energy consumption. The organization is an ISO 14001:2015 certified Company which is an international Environmental Management System Standard. The Environmental policy of your Company aims at conservation of natural resources and minimization of pollution.

FOREIGN EXCHANGE EARNINGS AND OUTGO.

Your Company earned ₹10,108.17 Lakhs in foreign exchange in the year under review.

Foreign Exchange outflow was Rs. 3,570.07 Lakhs.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There were no employees, who were in receipt of Rupees One Crore Two Lakhs or more employed during the financial year or employed part of year and in receipt of remuneration in excess of Rupees Eight Lakhs Fifty Thousand or more, a month, under information as per Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules,2016.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the information on Disclosures pertaining remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to

the corporate governance requirements set out by SEBI. The report on corporate governance as stipulated under the Listing Regulations forms an integral part of this Report. The requisite certificate from the practicing company Secretary confirming compliance with the conditions of corporate governance and certification of Non-Disqualification of Directors are attached to the report on corporate governance.

DIRECTORS' RESPONSIBILITY STATEMENT

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS).

Pursuant to Section 134(3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that :-

- a) In the preparation of the Annual Accounts for the year ended March 31, 2019 the applicable accounting standards have been followed and there are no material departures from the same.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on the going concerns basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

LISTING OF SECURITIES

Your Company's Equity Shares continue to remain listed on BSE Limited and the National Stock Exchange of India Limited., Your Company has paid the listing fees as payable to the BSE Limited and the National Stock Exchange of India Limited., for the financial year 2019-20.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from the public during the financial year under review.

DIRECTORS RETIREMENT

Mr. Vinod Ramnani (DIN: 01580173) Non Executive Director is liable to retire by rotation at the 27th Annual General Meeting.

None of the Independent Directors will retire at the ensuing Annual General Meeting.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received necessary declaration from Independent Directors that they meet the criteria of Independence laid down in Section 149(7) of the Companies Act, 2013, that he/she meets the criteria laid down under Section 149 (6) of the Companies Act, 2013 read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Independent Directors have also confirmed under Regulation 16(b) of SEBI (LODR) Regulations, 2015 that they are not Non-Independent Director of another Company on the Board of which any Non- Independent Director of the listed entity is an Independent Director.

TRAINING OF INDEPENDENT DIRECTORS.

To familiarize the new inductees with strategy operations and functions of our Company, Senior Managerial personnel make presentations on Company's strategy, organization structure, products, technology, quality, facilities. Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his or her role, function, duties.

Based on the confirmation received, none of the Directors are disqualified for being appointed/re-appointed as directors in terms of Section 164 the Companies Act, 2013.

During the year under review, no stock options were issued to the Directors of the Company.

MEETING OF THE BOARD

Nine Meetings of the Board of Directors were held during the year. For further details, please refer Corporate Governance section in this Annual Report.

COMMITTEES OF THE BOARD

Currently, the Board has Five Committees: Audit and Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stake holders Relationship Committee and Finance Committee.

A Detailed Note on The Composition and Scope of The Committee is Provided Under The Corporate Governance Section in This Annual Report.

AUDITORS

At the 25th Annual General Meeting held on September 05, 2017, members have approved the appointment of M/s. B.V. Swamy & Co., Chartered Accountants, Bengaluru (ICAI Firm Reg No.009151S), as Statutory Auditors of the Company.

M/s. B.V. Swamy & Co., Statutory Auditors holds office till the conclusion of the Annual General Meeting to be held in the year 2020. The requirement of annual ratification of auditor's appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

SECRETARIAL AUDITOR

The Board has appointed Mr. Vijayakrishna K.T., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed here with marked as **Annexure 1** in the Form of MR 3 to this Report. The Board of Directors of the Company here by furnish following explanations and clarifications with respect the observations made by the Secretarial Auditors in their report dated 28th May 2019 under the heading observations in points a) to d)

a) & b) The Company has taken corrective actions & ensure that such delays do not occur again.

- c) The Company has taken corrective actions to strengthen Secretarial Standards & certain provisions of the Act.
- d) The Company is in the process of inducting Independent Director on the Board of unlisted material subsidiary.

RISK MANAGEMENT

The Company has laid down risk assessment and minimization procedures which are in line with the best practices in the industry and as per its experience and objectives. The Risk Management system is reviewed periodically and updated.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The disclosure of Related Party transactions as required under Section 134(3)(h) of Companies Act, 2013 in Form AOC2 is annexed here with marked as **Annexure 2**.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link <http://www.optoindia.com/pdf/2019-20/OCIL%20-%20RTP%20Policy.pdf>

Your Directors draw attention of the members to Note No.32 to the financial statement which sets out related party disclosures.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The particulars of loans, guarantees, and investments have been disclosed in the financial statements.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) appointed by the Board, has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: <http://www.optoindia.com/pdf/OCIL%20-%20CSR%20Policy.pdf>

In terms of Section 134 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual report on Corporate Social Responsibility activities of the Company is given in **Annexure 3** to this report.

Due to Non availability of profits, the Company was not required to spend any amount on CSR activities during the Financial Year 2018-2019.

BOARDS' POLICIES.

POLICY ON MATERIAL SUBSIDIARIES.

The policy is used to determine material subsidiaries and to provide governance frame work for them. In line with SEBI (LODR) (Amendment) Regulations, 2018 the policy stand revised w.e.f April 01, 2019. The Policy may be accessed on Company's website at the Link:<http://www.optoindia.com/pdf/2019-20/OCIL%20-%20Material%20Subsidiaries.pdf>

POLICY ON DIRECTORS APPOINTMENT REMUNERATION AND EVALUATION

Your Company has in place, the Nomination Remuneration and Evaluation Policy of the Company on Directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of Director and other matters provided under sub Section (3) of Section 178 of the Companies Act, 2013.

The policy was revised and adopted effective April 01, 2019. The Policy may be accessed on Company's website at the Link:<http://www.optoindia.com/pdf/2019-20/OCIL%20Nomination%20Remuneration%20Policy.pdf>

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in place a mechanism

for reporting illegal or unethical behavior. The Company has a vigil mechanism and whistle blower policy under which the employee are free to report violations of applicable laws and regulations and the code of conduct, to chief vigilance officer and Audit and Risk Management Committee of the Board. The Company further confirms that no personal have been denied access to the Audit and Risk Management Committee.

The policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link:<http://http://www.optoindia.com/pdf/OCIL - Whistle Blower Policy.pdf>

POLICY ON DISCLOSURE OF MATERIAL EVENT AND INFORMATION

Your Company has adopted the Policy on Disclosure of Material Events and information, in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine the events and information which are material in nature and are required to be disclosed to the Stock Exchanges.

The said policy is available on the website of the Company at <http://www.optoindia.com/pdf/OCIL - Policy on Disclosure of Material Event and Informationx.pdf>

POLICY ON PRESERVATION OF DOCUMENTS AND RECORDS

Your Company has adopted the policy on Preservation of Documents and Records in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy ensures that the Company complies with the applicable document retention laws, preservation of various statutory documents and also lays down minimum retention period for the documents and records in respect of which no retention period has been specified by any law/rule/regulation. The policy also provides for the authority under which the disposal/ destruction of documents and records after their minimum retention period can be carried out.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed here with as **Annexure 4** to this Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There have been no material changes or commitments, affecting the financial position of the Company between the end of the Financial Year and as on the date of this report to which the Financial Statements relate.

SIGNIFICANT AND MATERIAL ORDERS

No order was passed by any court or regulator or tribunal during the year under review which impacts going concern status of the Company.

SECRETARIAL STANDARD

The Company has complied with all applicable Secretarial Standards.

RESPONSE TO AUDITORS OBSERVATIONS

The Board of Directors of the company furnish following response to the Qualifications/ observations made by the Auditors in their Report dated May 28, 2019 for the Standalone Financial Statements and Consolidated Financial Statements.

RESPONSE TO AUDITORS OBSERVATION ON STANDALONE FINANCIAL STATEMENTS FOR FY 2018-19.

RESPONSE TO QUALIFIED OPINION:

a-i] Receivables:

The Debtors represent the export bills receivables discounted with the banks and we are pursuing the same with the respective debtors for recovery; Meanwhile, we have also sought the requisite approvals for Write off of the said Receivables over 36 months [Rs 265.55 Crores] as per the Regulatory requirements with the respective AD banks and also taken up the same with RBI, while we have made a provision for bad debts amounting to Rs.265.55 crores and the said amounts being considered Doubtful book debt in our Audited Financial Statements.

a-ii] Payables:

With regard to the payables over 3 years, the company had taken up with the vendors and addressed certain inadequacies in the quality specifications with respect to the materials supplies by these vendors and the negotiations are underway to sort these out to arrive at a mutually acceptable settlement. The Company is following up this matter.

b] Investment in subsidiary- Opto Cardiac Care Ltd[OCCL]

b-i] Auditors' Observation is Noted.

b-ii] The company has taken up the matter with the Hon'ble City Civil Court in Bangalore, Karnataka and obtained Mandatory Injunction against DBS Bank Ltd.

Further The Company also made a claim of USD 160.82 Million against DBS Bank Ltd vide its letter dated 24th January, 2017 and this claim is part of the above petition filed before the Hon'ble City Civil Court, Bangalore by the Company, and that the matter is sub-judice. The Company has also informed all the other lender Banks in the above matter.

The Company also has lodged a complaint with Debt Recovery Tribunal -2 [DRT-2] Bangalore on the company's claim against DBS Bank Ltd. DRT-2 Bangalore had sought response / explanations from DBS Bank Ltd in this matter.

Your company will take a decision to impair the investments when these legal cases are settled.

c] Bank Borrowings - NPA - Negotiated Settlement / OTS etc:

Winding up order has been passed. Petition for recall of the winding up order pending before high court of Karnataka. Compromise settlement for re phasement of loan liability approved and sanctioned by the banks submitted to the high court, awaiting recall of the winding up order. High court of Karnataka stayed the action by the official liquidator.

d] Impairment of Assets-AS 36

The Company continues to battle and survive amidst absence of working capital assistance, in view of the aforesaid facts, while trying its best & managing to repay the banks and to keep the operations of the company running and to meet the existing orders. There is inadequate working capital funds support for sustaining the operations, the company is not able to allocate further resources for this intangible assets.

Response to Annexure to the Auditors Report[CARO] [i] to [xvi]

- [ii] The Company has taken note of the comments by the Auditors and that the company would carry out physical verification of inventories on a quarterly yearly basis from this financial year.
- [iii] [a], [b] & [c] The Company had granted unsecured loans to its subsidiaries to meet their working capital requirements and that no interest has been charged since the company is not incurring interest costs.
- [vii] with respect to the Auditors Comments and observations in para [vii], [vii-a] to the Annexure, this is noted and in future no delays would occur as we ensure compliance of the time lines for making such statutory payments.
- [vii-b] The said amounts or demands are disputed and we have taken up the matter with CIT Appeals, ITAT and with the Honorable High Court and are being followed up.
- [xiv] During the Financial Year, the company allotted 1,31,30,338 equity shares of ₹10 each issued at a price of ₹15 per share to other than promoters on preferential basis.

The said issue and allotment is as per the requirements of the Companies Act and was approved by the Stock Exchanges as per the Listing obligations provisions under Chapter VII SEBI (ICDR) Regulations, 2009 and Regulatory requirements.

RESPONSE TO AUDITORS OBSERVATION ON CONSOLIDATED FINANCIAL STATEMENTS FOR FY 2018-19.

The Board of Directors of the Company response to the Qualifications/observations made by the Auditors in their Report dated 28th May 2019 for the Consolidated Financial Statements under the heading Basis for Qualified Opinion in points [1] to [7].

RESPONSE TO QUALIFIED OPINION

1. Long outstanding Receivables/ Payables

i) Receivables:

The Holding Company is constantly pursuing these long over dues with the Debtors and that the management has taken a stand for provisioning of receivables over 36 months, aggregating to ₹265.55 Crores. The company will be sought the requisite Regulatory approvals for write off of these receivables with the respective AD Banks and await response.

Payables:

With regard to the payables over 3 years, the company had taken up with the vendors and addressed certain inadequacies in the quality specifications with respect to the materials supplies by these vendors and the negotiations are underway to sort these out to arrive at a mutually acceptable settlement.

2. Investment in Opto Cardiac Care Ltd .- Subsidiary- Opto Cardiac Care Ltd [OCCL]

Auditors' Observation is Noted .

The company has taken up the matter with the Hon'ble City Civil Court in Bangalore, Karnataka and obtained Mandatory Injunction against DBS Bank Ltd.

Further The Company also made a claim of USD 160.82 Million against DBS Bank Ltd vide its letter dated 24th January, 2017 and this claim is part of the above petition filed before the Hon'ble Court, Bangalore by the Company and that the matter is is sub-judice. The Company has also informed all the other lender Banks in the above matter.

The Company also has lodged a complaint with Debt Recovery Tribunal -2 [DRT-2] Bangalore on the company's claim against DBS Bank Ltd. DRT Bangalore had sought response / explanations from DBS Bank Ltd in this matter.

Your company will take a decision to impair the investments when these legal cases are settled.

3. Bank Borrowings - NPA - Negotiated Settlement / OTS etc:

Winding up order has been passed. Petition for recall of the winding up order pending before high court of Karnataka. Compromise settlement for re phasement of loan liability

approved and sanctioned by the banks submitted to the high court, awaiting recall of the winding up order. High court of Karnataka stayed the action by the official liquidator.

4. Impairment of Non-Current Investment/ Intangible Assets

- i) Eurocor Tech GmbH has taken over the business of Eurocor GmbH as successor company. Residual assets / liabilities are under insolvency proceedings. Subject to confirmation of accounts from the administrator of insolvency proceedings, the investment is carried at book value of Eurocor GmbH.
- ii) Due to absence of information / financial statements from the two step down subsidiaries and subject to pending liquidation procedures in their respective jurisdiction the management has decided not to apply impairment policy.
- iii) There is inadequate working capital funds support for sustaining the operations, the company is not able to allocate further resources for this intangible assets.

5. Loans and Advances to Subsidiary Companies

The Company had granted unsecured loans to its subsidiaries to meet their working capital requirements and that no interest has been charged since the company is not incurring interest costs.

6. Auditor Observations noted. please refer point no. b of response to Auditors observation on Standalone Financial Statements.
7. Auditors Observation is noted.

COMMENTS OF THE AUDITORS NOTE INDUSTRIAL RELATIONS

Industrial relations have been cordial and constructive, which have helped your Company to achieve production targets.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your company has always believed in providing a safe and harassment free work place for every individual working in Company's premises through various interventions and practices. The Company always

endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

A policy on prevention of Sexual Harassment at work place has been released by the Company. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. Three members internal complaints Committee (ICC) was set up from the senior management with women employees constituting majority. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. No complaints pertaining to sexual harassment was reported during the year.

ACKNOWLEDGEMENTS

Your Directors greatly appreciate the commitment and dedication of employees at all levels that have contributed to the growth and success of your company. Your Company also thank all our stake holders, customers, vendors, Investors, bankers and other business associates for their continued support and encouragement during the year.

On behalf of the Board of Directors

Nanjappaiah Madgondapalli Ramu

Chairman
(DIN:07268616)

Somadas GC

Managing Director
(DIN:00678824)

Place: Bengaluru
Date: 28th May 2019.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
 Opto Circuits (India) Limited
 Bengaluru

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Opto Circuits (India) Limited (CIN: L85110KA1992PLC013223) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Opto Circuits (India) Limited for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - k) Circulars/Guidelines issued thereunder.
- (vi) There are no specific laws applicable to the Company pursuant to the business carried by the Company.

(vii) The other general laws as may be applicable to the Company including the following:

(1) Employer/Employee Related Laws & Rules:

- i. Industries (Development & Regulation) Act, 1951
- ii. The Factories Act, 1948
- iii. The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- iv. The Apprentices Act, 1961
- v. The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- vi. The Employees State Insurance Act, 1948
- vii. The Workmen's Compensation Act, 1923
- viii. The Maternity Benefits Act, 1961
- ix. The Payment of Gratuity Act, 1972
- x. The Payment of Bonus Act, 1965
- xi. The Industrial Disputes Act, 1947
- xii. The Trade Unions Act, 1926
- xiii. The Payment of Wages Act, 1936
- xiv. The Minimum Wages Act, 1948
- xv. The Child Labour (Regulation & Abolition) Act, 1970
- xvi. The Contract Labour (Regulation & Abolition) Act, 1970
- xvii. The Industrial Employment (Standing Orders) Act, 1946
- xviii. Equal Remuneration Act, 1976
- xix. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
- xx. The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- xxi. Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1996
- xxii. Prohibition of Employment as Manual Scavengers and their Rehabilitation Act, 2013
- xxiii. The Industrial Establishments (National and Festival Holidays) Act, 1963
- xxiv. The Labour Welfare Fund Act, 1965

xxv. The Karnataka Daily Wage Employees Welfare Act, 2012

xxvi. For majority of Central Labour Laws the State has introduced Rules [names of each of the Rules is not included here]

(2) Environment Related Acts & Rules:

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Water (Prevention & Control of Pollution) Cess Act, 1977
- iv. The Air (Prevention & Control of Pollution) Act, 1981
- v. The Government Order Under Environment (Protection) Act, 1986
- vi. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
- vii. The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999

(3) Economic/Commercial Laws & Rules:

- i. The Competition Act, 2002
- ii. The Indian Contract Act, 1872
- iii. The Central Goods and Services Tax Act, 2017
- iv. The Sale of Goods Act, 1930
- v. The Forward Contracts (Regulation) Act, 1952
- vi. The Indian Stamp Act, 1899
- vii. The Transfer of Property Act, 1882

I have also examined compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e. SS - 1 and SS - 2.

I further state that during the period under review and based on my verification of the records maintained by the Company and also on the review of compliance reports/statements by respective department heads/Chief Financial Officer/ Company Secretary taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism exist in the Company to monitor and ensure compliance with

applicable labour laws, environmental laws and other applicable laws as mentioned above. Certain non material findings made during the course of the audit relating to the provisions of the Companies Act, SEBI Regulations and Labour Laws were addressed suitably by the Management. Following observations have been brought before the shareholders which are treated as material in nature:

- a) The Company has not filed financial statements with the Registrar of Companies (ROC) for the year ended 31st March, 2018 within the prescribed time and certain other returns as required under the Act including resolutions to be filed with the Registrar of Companies were also not filed/ filed with additional fee.
- b) Certain returns/registers required to be filed/ maintained under the above general laws are not maintained/'filed within prescribed time.
- c) Compliances on Secretarial Standards and certain provisions of the Act need to be strengthened.
- d) The Company has not complied with Regulation 24(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as its unlisted material subsidiary's Board of Directors does not have Independent Director of the Company.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Further,

I report that with regard to financial and taxation matters, I have relied on the Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

I report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Bengaluru
Date : 28th May, 2019

Signature:
Vijayakrishna KT
FCS 1788
C P 980

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

'ANNEXURE' -1

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise Act, Customs Act, Goods and Services Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Signature: VIJAYAKRISHNA K.T.

FCS No.: 1788

C P No.: 980

Place: Bengaluru

Date : 28th May, 2019

Form No. AOC – 2
ANNEXURE – 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso there to:

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

The Company has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2019.

- | | | |
|---|---|----------------|
| (a) Name(s) of the related party and nature of relationship | : | Not Applicable |
| (b) Nature of contracts/arrangements/transactions | : | Not Applicable |
| (c) Duration of the contracts / arrangements/transactions | : | Not Applicable |
| (d) Salient terms of the contracts or arrangements or transactions Including the value, if any | : | Not Applicable |
| (e) Justification for entering into such contracts or arrangements or transactions | : | Not Applicable |
| (f) Date(s) of approval by the Board | : | Not Applicable |
| (g) Amount paid as advances, if any | : | Not Applicable |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | : | Not Applicable |

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:

- | | | |
|---|---|----------------|
| a. Name(s) of the related party and nature of relationship | : | Not Applicable |
| b. Nature of contracts / arrangements / transactions | : | Not Applicable |
| c. Duration of the contracts / arrangements / transactions | : | Not Applicable |
| d. Salient terms of the contracts or arrangements or transactions | : | Not Applicable |
| e. Date(s) of approval by the Board, if any | : | Not Applicable |
| f. Amount paid as advances, if any | : | None |

On behalf of the Board of Directors

Nanjappaiah Madgondapalli Ramu
Chairman
(DIN:07268616)

Somadas GC
Managing Director
(DIN:00678824)

Place: Bengaluru
Date: 28th May 2019

ANNEXURE 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES.

1. BRIEF OUTLINE OF CSR POLICY

The Board of Directors upon the recommendation of the Corporate Social Responsibility Committee has identified the areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities. Opto Circuits (India) Limited believes that in alignment with its vision, it will continue to enhance value through its CSR initiatives and promote social sustainability, sustainable development of the environment and social welfare of the people and society at large, more specifically for the deprived and under privileged persons.:

The detailed CSR policy may be accessed on the Company's website at the link: <http://www.optoindia.com/pdf/OCIL/>

2. COMPOSITION OF CSR COMMITTEE

The Corporate Social Responsibility (CSR) Committee comprises of the following members:

Sl No	Name	Designation
1	Rajkumar Raisinghani	Chairman
2	Mr. Vinod Ramnani	Member
3	Mrs. Rangalakshmi Srinivasa	Member

3. AVERAGE NET PROFITS

The average net profits, i.e. profits before tax of the Company during the three immediately preceding financial years was ₹(12,386.30) Lakhs.

4. PRESCRIBED CSR EXPENDITURE

The prescribed CSR expenditure was ₹ Nil, i.e. 2% of the average net profits mentioned in point 3 above.

5. DETAILS OF CSR SPENT

Due to non-availability of profits, the Company was not required to spend any amount on CSR activities during the financial year 2018-19.

6. RESPONSIBILITY STATEMENT

The implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the Company.

On behalf of the Board of Directors

Rajkumar Raisinghani
Chairman of CSR
(DIN:01411084)

Somadas GC
Managing Director
(DIN:00678824)

Place: Bengaluru
Date: 28th May 2019

ANNEXURE 4
EXTRACT OF ANNUAL RETURN
FORM NO. MGT – 9

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration Rules 2014)]

REGISTRATION AND OTHER DETAILS

Corporate Identity Number (CIN) of the Company	L 8 5 1 1 0 K A 1 9 9 2 P L C 0 1 3 2 2 3
Registration Date	June 08, 1992
Name of the Company	Opto Circuits (India) Limited
Category/Sub-category of the Company	Medical Technology & Consumables
Address of the registered office and contact details	No.83, Electronic City, Hosur Road, Bangalore – 560 100, Karnataka, India Tel: 91 80 28521040/41, Fax 91 80 28521094, E-mail: investorsservices@optoindia.com Website: www.optoindia.com
Listed Company (Yes/No)	Yes
Name, address and contact details of Registrar and transfer agent	Karvy Fintech Private Limited., Unit: Opto Circuits (India) Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Contact Person: Ms. ShobhaAnand Assistant General Manager, Tel: 91 040 67161559 Email: mailmanager@karvy.com

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Name and description of main products/ services	NIC code of the product/ service	% to total turnover of the Company
Optical Sensing Devices & Assemblies	380.9	100

PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATES COMPANIES

Particulars	Country	CIN/GLN	Holding/ subsidiary associate	% holding as at March 31, 2019	Applicable Section
MediaidInc	USA	NA	Subsidiary	100	Section 2(87)
Opto Infrastructure Ltd	India	U70102KA2007PLC044004	Subsidiary	87.06	Section 2(87)
Opto Circuits (Malaysia) Sdn.Bhd	Malaysia	NA	Subsidiary	100	Section 2(87)
Opto Cardiac Care Ltd	India	U85110KA2008PLC047726	Subsidiary	100	Section 2(87)
Opto Eurocor Healthcare Ltd	India	U30007KA1994PLC015355	Subsidiary	97.76	Section 2(87)

SHAREHOLDING PATTERN (EQUITY SHSARE CAPITAL BREAK-UP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise shareholding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	No of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% OF TOTAL SHARES	Demat	Physical	Total	% of Total Shares	
Column1	Column2	Column3	Column4	Column5	Column6	Column7	Column8	Column9	Column10	Column11
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	55713442	0	55713442	19.38	57915442	0	57915442	19.26	0.11
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
					0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	55713442	0	55713442	19.38	57915442	0	57915442	19.26	0.11
(2)	FOREIGN							0		
(a)	Individuals (NRIs/Foreign Individuals)	6183657		6183657	2.15	109589	0	109589	0.04	2.11
(b)	Bodies Corporate	0		0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0		0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0		0	0.00	0	0	0	0.00	0.00
(e)	Others	0		0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	6183657		6183657	2.15	109589	0	109589	0.04	2.11
	Total A = A(1)+ A(2)	61897099		61897099	21.53	58025031	0	58025031	19.30	2.23
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	4501712	0	4501712	1.57	2419931	0	2419931	0.80	0.76
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	491242	0	491242	0.17	2222867	0	2222867	0.74	-0.57
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00

CATEGORY CODE	CATEGORY OF SHAREHOLDER	No of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% OF TOTAL SHARES	Demat	Physical	Total	% of Total Shares	
	FOREIGN NATIONALS	39	0	39	0.00	39	0	39	0.00	0.00
	Sub-Total B(1) :	4992993	0	4992993	1.74	4642837	0	4642837	1.54	0.19
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	13059183	3864	13063047	4.54	11708987	3864	11712851	3.90	0.65
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.2 lakh	82126485	273006	82399491	28.66	85926483	265382	86191865	28.67	-0.01
	(ii) Individuals holding nominal share capital in excess of Rs.2 lakh	93662588	293697	93956285	32.68	119198672	123041	119321713	39.69	-7.01
(c)	Others	0	11287	11287	0.00	0	11287	11287	0.00	0.00
	NON RESIDENT INDIANS	20528873	341315	20870188	7.26	18377009	341315	18718324	6.23	1.03
	CLEARING MEMBERS	613591	0	613591	0.21	508876	0	508876	0.17	0.04
	Non Resident Indian Non Repatriable	9541928	0	9541928	3.32	1423219	0	1423219	0.47	2.85
	TRUSTS	28058	0	28058	0.01	8058	0	8058	0.00	0.01
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	NBFCs Registered with RBI	97877	0	97877	0.03	38121	0	38121	0.01	0.02
	IEPF	23562	0	23562	0.01	23562	0	23562	0.01	0.00
	Sub-Total B(2) :	219682145	923169	220605314	76.73	237212987	744889	237957876	79.15	-2.42
	Total B = B(1)+B(2) :	224675138	923169	225598307	78.47	241855824	744889	242600713	80.70	-2.23
	Total (A+B) :	286572237	923169	287495406	100.00	299880855	744889	300625744	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0.00	0	0	0	0.00	0.00
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	286572237	923169	287495406	100.00	299880855	744889	300625744	100.00	0.00

(II) SHAREHOLDING OF PROMOTERS

Name of the Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			
	No of Shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No of Shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	% Change in shareholding during the year
Column1	Column2	Column3	Column4	Column5	Column6	Column7	Column8
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)
VINOD PARASRAM RAMNANI	34143581	11.88	0	36243581	12.06	0	0.18
THOMAS DIETIKER	6183657	2.15	0	109589	0.04	0	-2.11
JAYESH PATEL	11354685	3.95	0	11354685	3.78	0	-0.17
USHA VINOD RAMNANI	10215176	3.55	0	10317176	3.43	0	-0.12
TOTAL	61897099	21.53	0	58025031	19.30	0.00	-2.23

(III) CHANGE IN SHAREHOLDING OF PROMOTERS

Shareholding at the beginning of the year		Cumulative shareholding during the year		
Name of the Shareholder	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
Column1	Column2	Column3	Column4	Column5
(i)	(ii)	(iii)	(iv)	(v)
VINOD RAMNANI	34143581	11.88	34143581	11.88
Purchased on 20.07.2018	100000	0.03	34243581	11.91
Interse Transfer on 27.07.2018 (Purchase)	2000000	0.70	36243581	12.06
USHA RAMNANI	10215176	3.55	10215176	3.55
Purchased on 21.02.2019	102000	0.03	10317176	3.43
JAYESH C PATEL	11354685	3.78	11354685	3.78
THOMAS DIETIKER	6183657	2.15	6183657	2.15
Inter se Transfer on 27.07.2018 (Sale)	2000000	0.70	4183657	1.46
Sold on 06.11.2018	25000	0.01	4158657	1.45
Sold on 09.11.2018	25000	0.01	4133657	1.44
Sold on 12.11.2018	25000	0.01	4108657	1.43
Sold on 14.11.2018	25000	0.01	4083657	1.42
Sold on 15.11.2018	27000	0.01	4056657	1.41
Sold on 16.11.2018	52000	0.02	4004657	1.39
Sold on 19.11.2018	51000	0.02	3953657	1.38
Sold on 20.11.2018	54000	0.02	3899657	1.36
Sold on 21.11.2018	82000	0.03	3817657	1.33
Sold on 22.11.2018	253000	0.09	3564657	1.24
Sold on 26.11.2018	149000	0.05	3415657	1.19

Sold on 27.11.2018	179000	0.06	3236657	1.13
Sold on 28.11.2018	152000	0.05	3084657	1.07
Sold on 29.11.2018	128000	0.04	2956657	1.03
Sold on 30.11.2018	362000	0.13	2594657	0.90
Sold on 03.12.2018	171000	0.06	2423657	0.84
Sold on 15.2.2019	187568	0.06	2236089	0.74
Sold on 18.2.2019	399000	0.13	1837089	0.61
Sold on 19.2.2019	244000	0.08	1593089	0.53
Sold on 20.2.2019	220000	0.07	1373089	0.46
Sold on 21.2.2019	214000	0.07	1159089	0.39
Sold on 22.2.2019	230000	0.08	929089	0.31
Sold on 25.2.2019	237000	0.08	692089	0.23
Sold on 26.2.2019	185000	0.06	507089	0.17
Sold on 27.2.2019	127500	0.04	379589	0.13
Sold on 28.2.2019	87000	0.03	292589	0.10
Sold on 01.03.2019	78000	0.03	214589	0.07
Sold on 08.03.2019	25000	0.01	189589	0.06
Sold on 12.3.2019	20000	0.01	169589	0.06
Sold on 13.3.2019	20000	0.01	149589	0.05
Sold on 20.3.2019	25000	0.01	124589	0.04
Sold on 22.3.2019	5000	0.00	119589	0.04
Sold on 26.3.2019	10000	0.00	109589	0.04

(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS)

Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
Column1	Column2	Column3	Column5	Column6
(i)	(ii)	(iii)	(iv)	(v)
ANNA THOMAS CHACKO	8256227	2.87	10809129	3.60
VALIVETI BHASKAR	10938088	3.80	10249066	3.41
GAUTAM V	0	-	6568118	2.18
AVINA GOBIND GUMNANI	5725419	1.99	5725419	1.90
GOBIND GUMNANI	5422513	1.89	5402513	1.80
KABIR GOBIND GUMNANI	0	-	3267322	1.09
KAMAL BOSE	0	-	3035799	1.01
SPDR S AND P EMERGING MARKETS ETF	0	-	2242672	0.75
GAUTAM GUMNANI	0	-	1977500	0.66
LIFE INSURANCE CORPORATION OF INDIA	3320434	1.15	0	-

(V) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
VINOD RAMNANI	34143581	11.88	36243581	12.06
MR. SOMADAS G C	0	0.00	0	0.00
MR. NANJAPPAIAH MADGONDAPALLI RAMU	0	0.00	0	0.00
MR. RAJKUMAR RAISINGHANI	119700	0.04	119700	0.05
Ms. RANGALAKSHMI SRINIVASA	0	0.00	0	0.00
MR. GURUPRASAD A	0	0.00	0	0.00
MS. SUPRIYA KULKARNI	0	0.00	0	0.00

INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Amount in ₹ Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I. Principle Amount	44411.82	1714.82	Nil	46126.64
II. Interest due but not paid				
III. Interest accrued but not due				
Total (i + ii + iii)	44411.82	1714.82	Nil	46126.64
Change in Indebtedness during the financial year				
• Addition	278.94	Nil	Nil	278.94
• Reduction	Nil	(241.75)	Nil	(241.75)
Net Change	278.94	(241.75)	Nil	37.19
Indebtedness at the end of the financial year				
I. Principle Amount	44690.76	1473.07	Nil	46163.83
II. Interest due but not paid				
III. Interest accrued but not due				
Total (i + ii + iii)	44690.76	1473.07	Nil	46163.83

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.**A. Remuneration of Managing Director**

Amount in Lakhs

Particulars of remuneration	MD	WTD	CEO & Manager	Total Amount
1. Gross Salary	78.00	-	-	78.00
(a) Salary as per provisions contained in Section 17(1) of the Income- tax Act,1961	-	-	-	-
(b) Value of perquisites u/s 17 (2) of the Income- tax Act,1961	-	-	-	-
(c) Profits in lieu of salary under Section 17 (3) Income Tax Act,1961	-	-	-	-
2. Stock option	-	-	-	-
3. Sweat equity	-	-	-	-
4. Commission as % of Profit	-	-	-	-
Other Specify	-	-	-	-
5. Others, please specify	-	-	-	-
Total (A)	78.00	-	-	78.00
Ceiling as per the Act	As per schedule V of the Companies Act, 2013			

Above mention Managing Director's remuneration has not been paid.

Particulars of remuneration	Name of Directors		
1. Independent Directors	Ms. Rangalakshmi Srinivasa	Mr. Rajkumar Raisinghani	Mr. Nanjappaiah Madgondapalli Ramu
Fee for attending Board Committee meetings	Nil	Nil	Nil
Commission	Nil	Nil	Nil
Others, Please Specify	Nil	Nil	Nil
Total (1)	Nil	Nil	Nil
2. Other Non-Executive Directors	Mr. Vinod Ramnani		
Fee for attending Board Committee meetings	Nil		
Commission	Nil		
Others, Please Specify	Nil		
Total (2)	Nil		
Total (1+2)	Nil		
Total Managerial Remuneration (A+ B)	Nil		
Overall Ceiling as per the Act,			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WHOLE-TIME DIRECTOR

(₹ in Lakhs)

Particulars of remuneration	CFO	CS	Total Amount
1. Gross Salary	24.00	14.93	38.93
(a) Salary as per provisions contained in Section 17(1) of the Income- tax Act,1961			
(b) Value of perquisites u/s 17 (2) of the Income-tax Act,1961			
(c) Profits in lieu of salary under Section 17 (3) Income Tax Act,1961			
2. Stock option			
3. Sweat equity			
4. Commission as % of Profit			
Other Specify			
5. Others, please specify			
Total	24.00	14.93	38.93

Penalties/ Punishment/ Compounding of offences:

There were no material penalties/ punishment/ compounding of offences for the year ended March 31, 2019.

REPORT ON CORPORATE GOVERNANCE

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations").

PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

Corporate Governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. At Opto Circuits (India) Limited, it is imperative that our Company affairs are managed in a fair and transparent manner. We at Opto Circuits (India) Limited, ensure that we evolve and follow the corporate governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance as well as the leadership and governance of the Company. In accordance with the Opto Circuits (India) Limited, Group Vision, Opto Circuits Group ('the Group') aspires to be the global Medical Industry benchmark for value creation and corporate citizenship. The Group expects to realize

its Vision by taking such actions as may be necessary in order to achieve its goals of value creation, safety, environment and people.

Your Company has constantly striven to implement the best Corporate Governance practices and we believe that it shall go beyond adherence to the regulatory framework. Your Company's corporate structure, business and disclosure practices have been aligned to its Corporate Governance philosophy. We will continuously endeavor to improve in these aspects on an ongoing basis.

BOARD OF DIRECTORS

Composition and provisions as to Board and Committees

As at March 31, 2019, the Board of Directors of your Company comprises 5 (Five) Directors.

The names, categories of the Directors on the Board, their attendance at the Board Meetings during the financial year and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee memberships held by them in other Companies are given below:

SL. No	Name & Category	Date of Original Appointment	No of Board Meetings Attended	No of Membership on the Board of other Companies	Memberships of Board Committees in all Companies	Chairmanship of Board Committees in all Companies	Whether last AGM Attended	Other Listed entities on which the Director is a Director
1	Mr. Vinod Ramnani Promoter Non Executive Director*	08.06.1992	07	00	02	01	Yes	-
2	Mr. Somadas G.C. Managing Director	26.04.2016	09	00	01	Nil	Yes	-
3	Mr. Rajkumar Raisinghani Independent	31.12.2005	07	02	02	05	Yes	Advanced Micronic Devices Limited
4	#Mr. Nanjappaiah Madgondapalli Ramu Independent	05.09.2017	09	00	01	01	Yes	-
5	Mrs. Rangalakshmi Srinivasa Independent	06.06.2018	08	00	04	Nil	Yes	-

Note:

- None of the Directors of your Company are related to each other.
- *Membership across all companies excluding private Companies, Foreign companies and companies under Section 8 of the Companies Act, 2013.
- **Chairmanship and membership of Audit & Risk Management Committee and Stakeholders Relationship Committee only
- # Mr. Nanjappaiah Madgondapalli Ramu, ceased to be Independent Director of the Company with effect from 18th August 2019.
- *With effect from 19th August 2019 Mr. Vinod Ramnani (DIN: 01580173) elected as Chairman of the Board.

The Independent Directors have submitted declarations that they meet the criteria of independence as per the provisions of the Companies Act, 2013 and the Listing Regulations; a statement in this regard forms part of the Board's Report. Further, the Independent Directors have confirmed that they do not hold directorships in more than seven listed companies.

The Board of Directors confirms that all the Independent Directors of the Company fulfill the conditions specified under SEBI (LODR) Regulations, 2015 and are Independent of the Management of the Company.

Declaration under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

All the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by Securities and Exchange Board of India / The Ministry of Corporate Affairs or any such statutory authority. The Company has obtained a Certificate to this effect from Mr. Vijayakrishna K.T., Practising Company Secretary, Bangalore as mandated under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

None of the Directors is a Director in more than Eight (8) Listed Companies or Ten (10) Public Limited Companies or acts as an Independent Director in more than Seven (7) Listed Companies. Further, none of the Directors of the Company hold memberships in more than 10 (Ten) Committees or act as Chairman of more than 5 (Five) committees across all Companies in which he/she is a Director.

CORE SKILLS / EXPERTISE / COMPETENCIES IDENTIFIED BY THE BOARD OF DIRECTORS AS REQUIRED IN THE CONTEXT OF ITS BUSINESS(ES) AND SECTOR(S) FOR IT TO FUNCTION EFFECTIVELY

The Board has identified below mentioned expertise which the Directors of the Company required in the context of the business: 1. Expertise in the field of technology; 2. Expertise in general corporate management; 3. Expertise in the field of marketing; and 4. Expertise in the field of finance, taxation, accounts and strategy.

BOARD MEETINGS:

During the Financial Year 2018-19, 09 (Nine) Board Meetings were held on:

Sl No	Date of Meeting	Sl No	Date of Meeting
01	30.04.2018	06	22.01.2019
02	06.06.2018	07	12.02.2019
03	16.07.2018	08	04.03.2019
04	31.08.2018	09	29.03.2019
05	30.10.2018		

The necessary quorum was present for all the Meetings. The maximum interval between any two meetings did not exceed 120 days.

APPOINTMENT

During the period under review, there were no fresh appointments of Directors.

RETIREMENT AND RE-APPOINTMENT

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Vinod Ramnani (DIN: 01580173) retires by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

RESIGNATIONS

Mr. Thomas Dietiker, (DIN: 01424625) resigned as Non Executive Director with effect from 29th October 2018.

The Board places on record contributions made by Mr. Thomas Dietiker, during his tenure as Director

CODE OF CONDUCT:

The Board of Directors of your Company has laid down a code conduct ('the Code') applicable to all Board members and Senior Management and it is posted on the website of the Company (www.optoindia.com). A declaration from the Chairman and Managing Director to the effect that all the Board Members and Senior Management personnel have affirmed compliance with 'the code' forms a part of this report.

COMMITTEE OF THE BOARD

The Board has constituted Committees with specific terms of reference/scope to focus effectively on issues and ensure expedient resolution of diverse matters.

The company has following :

Five sub-committees of the Board as at March 31, 2019.

1. Audit and Risk Management Committee.
2. Nomination and Remuneration Committee.
3. Stakeholders' Relationship Committee.
4. Corporate Social Responsibility Committee.
5. Finance Committee.

AUDIT AND RISK MANAGEMENT COMMITTEE:

- (i) The Company has qualified and Independent Audit and Risk Management Committee with 3 (Three) members.
- (ii) The Audit and Risk Management Committee of your Company comprises of following members.

Name of Member	Designation
Mr. Nanjappaiah Madgondapalli Ramu*	Chairman
Mr. Rajkumar Raisinghani**	Member
Mrs. Rangalakshmi Srinivasa	Member
Mr. Vinod Ramnani***	Member

*Mr. Nanjappaiah Madgondapalli Ramu, ceased to be a Director of the Company with effect from 18th August 2019.

Mr. Rajkumar Raisinghani has been appointed as Chairman of the Committee and *Mr. Vinod Ramnani as Member, with effect from 19th August 2019.

The Audit and Risk Management Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek any information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The terms of reference, roles and responsibilities of the Committee are as follows:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statements of use / application of funds raised through an issued (public issue, right issue, preferential issue, etc) the statement of funds utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this manner.

7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, whenever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature of scope of audit as well as post-audit discussion to ascertain any area of concerns;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging the function) after assessing the qualifications, experience and background etc., of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference to the Audit Committee.

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments existing as on the date of coming into force of this provision.]

The Audit and Risk Management Committee shall have such powers and rights as are prescribed under the provisions of the Listing Agreement with the Stock Exchange/s and as per the provisions of Section 177 of the Companies Act, 2013 and the Rules made there under, as notified or may be notified from time to time;

- (iii) 4 [Four] Audit and Risk Management Committee Meetings were held during the financial year 2018-19. The attendance is as follows:

Name	No of Meetings Attended
Mr. Nanjappaiah Madgondapalli Ramu	04
Mr. Rajkumar Raisinghani	03
Mrs. Rangelakshmi Srinivasa	03

The requirements regarding number of Meetings held, quorum and the time gap between two meetings were in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

NOMINATION AND REMUNERATION COMMITTEE AND REMUNERATION TO DIRECTORS

The Company has constituted Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Rules made there under and the Listing Regulations.

Terms of Reference are as follows:

- (i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board policy, in accordance with the requirements of the Act, relating to the remuneration for the directors, key managerial personnel and other employees.

- (ii) To identify persons who are qualified to become directors and who may be appointed in senior management as per the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (iii) Committee has been empowered to review / recommend remuneration of the Directors, Key managerial personnel, senior management and other employees.

The Nomination and Remuneration Committee of your Company Comprises of following members;

Name of Member	Designation
Mr. Rajkumar Raisinghani	Chairman
Mr. Nanjappaiah Madgondapalli Ramu*	Member
Mrs. Rangalakshmi Srinivasa	Member
Mr. Vinod Ramnani**	Member

*Mr. Nanjappaiah Madgondapalli Ramu, ceased to be a Director of the Company with effect from 18th August 2019.

**Mr. Vinod Ramnani inducted as member , with effect from 19th August 2019.

2 [Two] Nomination and Remuneration Committee meetings were held during the Financial Year 2018-19. The attendance is as follows:

Name	No of Meetings Attended
Mr. Rajkumar Raisinghani	02
Mr. Nanjappaiah Madgondapalli Ramu	02
Mrs. Rangalakshmi Srinivasa	02

(iv) Remuneration Policy:

The Nomination Remuneration and Evaluation Policy contain the criteria for evaluation of the Board, Committees and other individual Directors. The Policy is also available on the website of the Company. Link

- a) Payment of remuneration to the executive director is in terms of provisions of Companies Act, 2013 read with applicable Rules and Schedules.

Amount in Lakhs

Name of the Director	Salary	Perquisites	Total
Mr. Vinod Ramnani	-	-	-
Mr. Somadas GC	78.00	-	78.00
Mr. Rajkumar Raisinghani	-	-	-
Mr. Nanjappaiah Madgondapalli Ramu	-	-	-
Mrs. Rangalakshmi Srinivasa	-	-	-

- b) During the year no payments were made to the Non-executive Directors of the Company.
- c) Apart from the above fixed components, no performance linked incentives are paid to Mr. Somadas GC.
- d) The notice period and the severance fee applicable to Managing Director are as follows:
- No notice for termination needs be given by the Company within two years from the date of appointment. But, severance compensation of twelve months remuneration is to be given by the Company.

- Six months notice or payment in lieu of notice for termination by the Company is to be given after two years from the date of employment with no severance compensation.
- However, if the termination is for "Cause" no notice or payment in lieu of notice be given by the Company.
- The Chairman and Managing Director may resign after two years from the date of appointment by given three months notice to the Company.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company has constituted Stakeholders Relationship Committee in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and the Rules made there under ("the Act") and the Listing Regulations.

TERMS OF REFERENCE ARE AS FOLLOWS:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, nonreceipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.]
- (i) The Stakeholders Relationship Committee consists of the following Members:

Sl No	Name	Designation
1.	Mr. Rajkumar Raisinghani	Chairman
2.	Mr. Vinod Ramnani	Member
3.	Mrs. Rangalakshmi Srinivasa	Member

During the year, 1 [One] meeting was held and the attendance was as follows:

Name of the Member	No of Meeting Attended
Mr. Rajkumar Raisinghani	01
Mr. Vinod Ramnani	01
Mrs. Rangalakshmi Srinivasa	00

- (i) Ms. Supriya Kulkarni, Company Secretary, acts as a Compliance Officer.

- (ii) During the financial year, the total numbers of complaints received from the Stakeholders were 02 [Two].
- (iii) Number of Complaints replied / attended to the satisfaction of Stakeholders were 02 [Two].
- (iv) No request for transfer and for dematerialization for approval as on 31st March 2019.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted Corporate Social Responsibility Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made there under ("the Act").

(i) Terms of Reference are as follows:

- a) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company.
- c) To monitor the CSR Policy of the Company from time to time;
- d) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Corporate social Responsibility committee consists of the following Members:

Name of the Member	Designation
Mr. Rajkumar Raisinghani	Chairman
Mr. Vinod Ramnani	Member
Mrs. Rangalakshmi Srinivasa	Member

During the year 1 [One] meeting was held and the attendance was as follows:

Name of the Member	No of Meeting Attended
Mr. Rajkumar Raisinghani	01
Mr. Vinod Ramnani	01
Mrs. Rangalakshmi Srinivasa	00

FINANCE COMMITTEE:

The company has constituted Finance Committee.

The Finance Committee consists of the following Members:

Name of the Member	Designation
Mr. Vinod Ramnani	Chairman
Mr. Somadas G.C.	Member
Mr. Rajkumar Raisinghani	Member

Terms of reference are as follows:

Decision making relating to operational matters

such as borrowings, capital expenditure, investment in new projects, financial matters, sales marketing and long term contracts etc.,

The Board of Directors from time to time delegates specific powers to the Finance Committees.

During the year 07 (Seven) meeting was held and the attendance was as follows:

Name of the Member	No of Meeting Attended
Mr. Vinod Ramnani	07
Mr. Somadas G.C.	07
Mr. Rajkumar Raisinghani	05

GENERAL MEETINGS:

(I) & (II) Location and time where last [3] Three AGMs were held and the Special Resolutions passed.

Financial year	2015-16	2016-17	2017-18
Date, time and venue	7th September 2016 11.30 AM Opto Circuits (India) Ltd., No.83, Electronic City, Hosur Road, Bangalore – 560 100.	5th September 2017 11.00 AM Opto Circuits (India) Ltd., No.83, Electronic City, Hosur Road, Bangalore – 560 100	29th September 2018 10.30 AM Opto Circuits (India) Ltd., No.83, Electronic City, Hosur Road, Bangalore – 560 100
Special Resolutions passed	i. Issue of further shares on Stock Swap Basis to the Shareholder of Opto Eurocor Healthcare Limited., ii. Issue of further shares on preferential basis to promoter and Associates.	i. Appointment of Mr. Somadas G.C (DIN:00678824) as Managing Director of the Company ii. Re-appointment of Mr. Rajkumar Raisinghani (DIN:01411084) as an Independent Director iii. Issue of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited. iv. Issue of further shares on preferential basis to Associate.	i. Issure of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited., ii. To approve the continuation of current term of Mr. Nangappaiah Madgondapalli Ramu (DIN: 07268616) Non-Executive Independent Director

Details of Special Resolution passed through Postal Ballot and details of voting pattern during the period under review – NIL

Details of Special Resolution which are required to be passed through Postal Ballot – NIL

DISCLOSURES

- I. Basis of related party transaction: Your Company places details with respect to related party transactions before the Audit and Risk Management Committee periodically. No transaction of a material nature has been entered into by the Company with Directors or Management and their relatives etc, that may have a potential conflict with the interest of the Company.

As required under regulation 23 of Listing Regulations, the Company has adopted a policy on Related Party Transactions. The policy on Related Party Transactions is available on the company's website at <http://www.optoindia.com/OCIL.%20-%20>

Apart from receiving remuneration, none of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. During the Financial Year 2018-19, no transactions of material nature were entered into by the Company with the Management or their relatives that may have a potential conflict of interest with the Company and the concerned officials have given undertakings to that effect as per the provisions of the Listing Regulations.

- II. There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or Stock Exchange does not arise.
- III. Whistle Blower Policy: The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has vigil mechanism and Whistle Blower policy under which the employees are free to report violations of applicable laws and regulations and the code of Conduct, to chief Vigilance

Officer and Audit and Risk Management committee of the Board. The Company further confirms that no personal have been denied access to the Audit and Risk Management committee.

- IV. All the mandatory requirements of Corporate Governance Clauses have been complied with by the Company and the Company has not adopted the other non-mandatory requirements as specified.
- V. Disclosure of accounting treatments: Your Company has followed all relevant accounting standards while preparing the financial statements.
- VI. Risk Management: The Company has laid down risk assessment and minimization procedures which are in line with the best practices in the industry and as per its experience and objectives. The risk management system is reviewed periodically and updated.
- VII. Proceeds from public issues, rights issues, and preferential issues etc., proceeds from the follow on public issue made during 2006 have been fully utilized.
- VIII. No significant material transaction has been made with the non-executive directors' vis-à-vis the Company.
- IX. The number of Shares held by the Directors as on 31st March 2019 are as follows:

Name	No of Shares	% of Holding
Mr. Vinod Ramnani	36243581	12.06
Mr. Rajkumar Raisinghani	119700	0.04
Mr. Somadas G.C.	0	0.00
Mr. Nanajappaiah Madgondapalli Ramu	0	0.00
Mrs. Rangelakshmi Srinivasa	0	0.00

X. Certificate of Non-Disqualification of Directors

A Certificate of non-disqualification of Directors pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from a Practising Company Secretary forms part of Corporate Governance Report.

XI. Fee to Statutory Auditor & Affiliates

Total fees for the year ended March 31, 2019, for all services paid by Opto Circuits (India) Limited., and its subsidiaries, on a consolidated basis, to M/s. B.V. Swami & Co., Chartered Accountants (Statutory Auditor of the Company) and other firms in the network entity of which the statutory auditor is a part, is as follows:

Payment to Statutory Auditor	₹ In Lakhs
Audit fee	25.00
Payment to affiliates of Statutory Auditor	
Fees for services paid to entities of the network of which the statutory auditor is a part	-
Total	25.00

XIV. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- number of complaints filed during the financial year - NIL
- number of complaints disposed of during the financial year - NIL
- number of complaints pending as on end of the financial year- NIL

XV. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has complied with items C, D and E.

(i) CEO/CFO Certification

CEO/CFO has given a certification to the Board as contemplated in Listing Regulations.

MEANS OF COMMUNICATION

- The Annual, Half-yearly and Quarterly financial results are regularly submitted to the Stock Exchanges in accordance with the SEBI (LODR) and published in leading newspapers such as The Business Standard, and other local newspapers.
- The Financial results of the company are displayed on the Company's website www.optoindia.com.
- The official presentations made to the institutional investors and the analysts are also displayed on the Company's website www.optoindia.com
- NSE Electronic application processing system (NEAPS). The NEAPS is web based application designed by NSE for Corporate. All periodical compliance filings like Share holding pattern, Corporate Governance reports, Press releases, among others are filed electronically on NEAPS.
- BSE Corporate compliance and listing centre (The Listing Centre) the BSE Listing Centre is web based application designed for Corporate. All periodical compliance filings like share holding pattern, corporate governance reports, press releases, among others are filed electronically on The Listing Centre.
- SEBI Complaints Redress System (SCORES): the Investors Complaints are processed in Centralized web based complaints redress systems. The salient features of this system are; Centralized data based for all compliance, on line upload of action taken report (ATRS) by concerned companies and online viewing by investors of actions taken on the compliant and its current status.

MANAGEMENT DISCUSSION ANALYSIS:

The management discussion and analysis report is part of the Annual Report and is captioned "Management Discussion and Analysis" in the Board's Report..

GENERAL SHAREHOLDER INFORMATION

(I) Annual General Meeting	
Date & Time	30 th September 2019 at 10.30 AM
Venue	Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100.
(ii) Financial Calendar (Tentative)	
Results	Reporting
Quarter 30 th June 2019	On or before 14th August 2019
Quarter 30 th September 2019	On or before 14th November 2019
Quarter 31 st December 2019	On or before 14th February 2020
Quarter 31 st March 2020	On or before 30th May 2020
AGM for approval of the Audited accounts for the year ended 31 st March 2020	On or before 30th September 2020
Financial year	1 st April to 31 st March
(iii) Details of Book Closure	27 th September 2019 to 30 th September 2019 (Both days inclusive)
(iv) Dividend payment	Nil
(v) Listing of Equity Shares on Stock Exchanges	BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Fort, MUMBAI – 400 001 National Stock Exchange of India Limited., Exchange Plaza, BandraKurla Complex, Bandra (E), MUMBAI – 400 051
(vi) Stock Code	
a) BSE Code	532391
NSE Code	OPTOCIRCUI
b) Demat ISIN Number in NSDL and CDSL for equity shares	INE808B01016
c) Listing fee	Paid
(vii) CIN	L85110KA1992PLC013223

(vii) Stock Market Date:

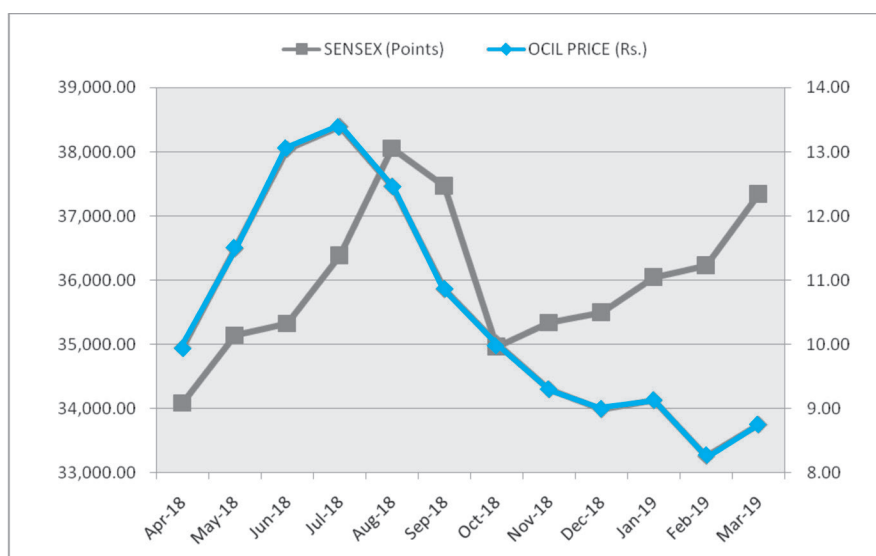
High and Low quotation at BSE Ltd and National Stock Exchange of India Ltd and number of shares traded:

Month	BSE Prices			NSE Prices		
	High	Low	Volume (No)	High	Low	Volume (No)
April 2018	11.96	7.93	6737	11.95	7.85	22171735
May 2018	12.98	10.00	10982	13.00	10.00	39443407
June 2018	16.35	9.74	28339	16.40	9.70	92135244
July 2018	15.18	11.60	8673	15.20	11.50	19797084
August 2018	13.41	11.51	3715	13.40	11.50	6075879
September 2018	12.50	9.22	2865	12.40	9.30	4378272

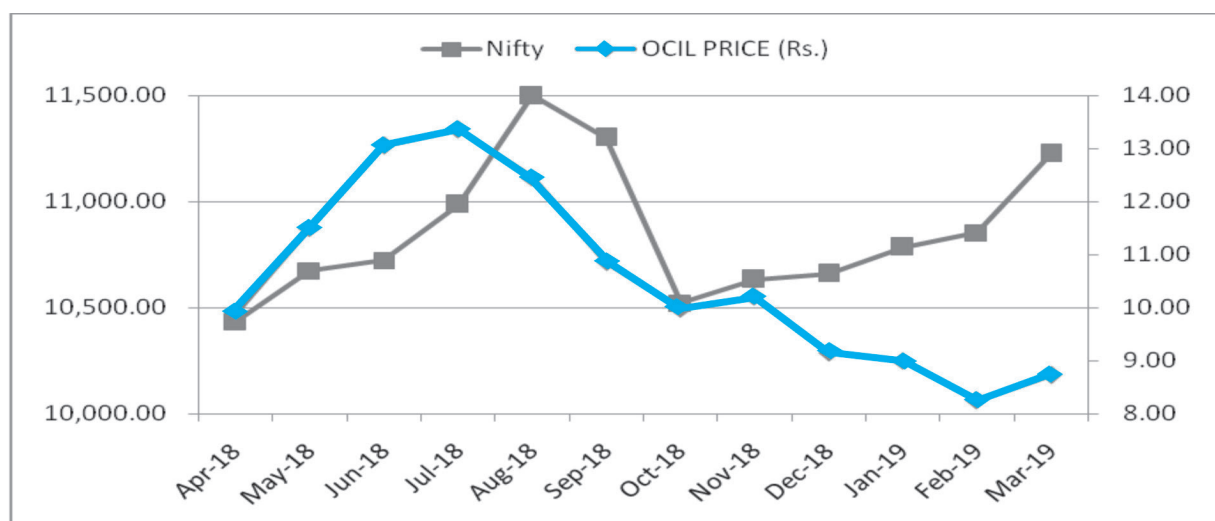
Month	BSE Prices			NSE Prices		
	High	Low	Volume (No)	High	Low	Volume (No)
October 2018	11.04	9.00	3247	10.95	9.00	5124513
November 2018	10.34	8.26	2288	10.50	8.40	7029951
December 2018	10.23	7.75	2583	10.20	8.10	6492056
January 2019	9.95	8.31	2819	9.95	8.05	6995330
February 2019	9.23	7.30	2905	9.20	7.30	9329804
March 2019	9.90	7.60	5585	9.85	7.60	14092103

(viii) The performance of the Company's shares at Stock Exchanges (quotation) in comparison to Board based indices i.e. BSE Sensex and NSE Nifty are as follows: (Average of monthly high/low prices/indices)

BSE LIMITED



NATIONAL STOCK EXCHANGE OF INDIA LIMITED



(ix) Registrar and Transfer Agents

Share Transfer and communication regarding share certificate, dividends and change of address:

Karvy Fintech Private Limited

Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Serilingampally,
Hyderabad – 500 032

(x) Share Transfer System

Presently the share transfer which are received in physical form are processed and the share certificates returned within a period of 15 to 16 days from the date of receipt, subject to the documents being valid and complete in all respect. The share transfers/transmissions are approved by Stakeholders Relationship Committee

(xi) Distribution of Shareholding as on 31st March 2019

Sl No	Category		No of Shareholders	% of Shareholders	Amount in ₹	% of Shareholding
	From	To				
1	01	500	53090	61.81	100605030	3.35
2	501	1000	12979	15.11	109579400	3.65
3	1001	2000	8315	9.68	131706640	4.38
4	2001	3000	3301	3.84	85998370	2.86
5	3001	4000	1714	2.00	62146700	2.07
6	4001	5000	1675	1.95	80190440	2.67
7	5001	10000	2474	2.88	184906070	6.15
8	10001	Above	2342	2.73	2251124790	74.87
			85890	100	3006257440	100

Categories of Shareholdings as on 31st March 2019.

Sl No	Description of Holders	No of Shareholders	No of shares	% of Equity
1	FOREIGN PORTFOLIO INVESTORS	4	2222867	0.74
2	TRUSTS	3	8058	0.00
3	INDIAN PROMOTERS	3	57915442	19.26
4	RESIDENT INDIVIDUALS	81559	198467687	66.02
5	EMPLOYEES	3	266	0.00
6	NON RESIDENT INDIANS	1016	18718324	6.23
7	CLEARING MEMBERS	71	508876	0.17
8	INDIAN FINANCIAL INSTITUTIONS	3	2100199	0.70
9	FOREIGN PROMOTERS	1	109589	0.04
10	BANKS	2	319732	0.10
11	NON RESIDENT INDIAN NON REPATRIABLE	431	1423219	0.47
12	BODIES CORPORATES	599	11712851	3.90
13	NBFC	8	38121	0.01
14	I E P F	1	23562	0.01
15	H U F	2185	7056912	2.35
16	FOREIGN NATIONALS	1	39	0.00
	Total	85890	300625744	100

XII. Dematerialization of Shares and Liquidity.

As on 31st March 2019, 99.75% of the Company's total paid up capital, representing 299880855 Equity Shares, were held in dematerialized form and the balance 0.25%, representing 744889 Equity Shares, were held in physical form.

Secretarial Audit:

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Secretarial Audit and provides a report to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Secretarial Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Secretarial Audit inter alia, confirms that the total all listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

XIII. There were no outstanding GDRs / ADRs etc, as on 31st March 2019.

XIV. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities – Not Applicable

XV. The Company's Plants are located:

*Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100.

*Shed No. 15, VSEZ Duuvada, SDF-1, Building, Vadlapudi Post, Vishakapatnam AP – 530 046.

XVI. Address for Correspondence:

Karvy Fintech Private Limited

Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Serilingampally,
Hyderabad – 500 032

- a) Correspondence for shares held in physical form;
- b) Share transfer and communication regarding share certificate, dividends and change in address;
- c) For shares held in demat form to the depository Audit and provides a report to reconcile the total admitted capital with the National participant;
- d) The Company has designated investorservices@optoindia.com as the e-mail for the purpose of registering complaints by investors.
- e) Disclosures regarding suspense account shares issued pursuant to the public issues or any other issue which remains unclaimed and / or lying in the escrow account and any unclaimed benefits like dividend, bonus shares, etc., which are to be credited to the demat suspense account. There were no share in unclaimed and / or lying in the escrow account and hence transfer of benefits to suspense account does not arise.

XV. CREDIT RATING: - Not applicable

**DECLARATION AS REQUIRED UNDER
REGULATION 34(3) AND SCHEDULE V OF THE
LISTING REGULATIONS.**

The Board members and senior management have affirmed compliance with Company's code of conduct for the Financial year ended March 31, 2019.

On behalf of the Board of Directors**Nanjappaiah Madgondapalli Ramu**

Chairman
(DIN:07268616)

Somadas GC

Managing Director
(DIN:00678824)

Place: Bengaluru
Date: 28th May 2019

**CERTIFICATE ON COMPLIANCE WITH THE
CONDITIONS OF CORPORATE GOVERNANCE
AS REQUIRED UNDER THE SECURITIES
AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATION 2015**

To,
The Members
Opto Circuits (India) Limited
Bangalore

I have examined all the relevant records of Opto Circuits (India) Limited ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company for the Financial Year ended 31st March, 2019 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management.

My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of

Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

a) In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations. The Company has not complied with Regulation 24(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as its unlisted material subsidiary's Board of Directors does not have Independent Director of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Vijayakrishna K. T.

Company Secretary
FCS-1788 & CP-980

Place: Bengaluru
Date: 28th May 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

OPTO CIRCUITS (INDIA) LIMITED

Plot No.83, Electronics City

Bangalore South

Bangalore – 560 100

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **OPTO CIRCUITS (INDIA) LIMITED** having CIN **L85110KA1992PLC013223** and having registered office at Plot No.83, Electronics City, Bangalore South, Bangalore – 560 100 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2019 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	GOTTIGERE CHANDRASHEKAR SOMADAS	00678824	26/04/2016
2	RAJKUMAR TULSIDAS RAISINGHANI	01411084	31/12/2005
3	VINOD RAMNANI	01580173	08/06/1992
4	NANJAPPAIAH MADGONDAPALLI RAMU	07268616	16/04/2017
5	RANGALAKSHMI SRINIVASA	08145970	06/06/2018

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore

Date: 28.05.2019

Vijayakrishna K T

Company Secretary

M.No: 1788

C.P.No:980

INDEPENDENT AUDITOR'S REPORT

To
The Members Of
Opto Circuits (India) Ltd,

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

QUALIFIED OPINION

We have audited the standalone financial statements of Opto Circuits (India) Ltd ("the Company"), which comprise the balance sheet as at 31st, March 2019, and the statement of Profit and Loss (including Other Comprehensive income), the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required, subject to the matters discussed in Basis for Qualified Opinion paragraph below, the consequential impact, if any, whereof is not quantifiable, give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

We draw your attention:

- a. Regarding the trade receivables amounting to Rs.23,453.26 Lakhs (includes receivables Rs.22,358.18 Lakhs more than 36 months). Trade payables amounting to Rs.5232.21 Lakhs (includes payables Rs.3191.13 Lakhs more than 36 months), there are no confirmation of balances available supporting the outstanding receivables and payables. Although receivables of Rs.22,358.18 Lakhs and payables of Rs.3191.13 Lakhs over 36 months, the provisioning/write off of such debts and write back of liabilities could not be ascertained.
- b. The Company holds investments in its Subsidiary Opto Cardiac Care Limited amounting to ₹20,005.50 Lakhs and advances amounting to ₹55,436.62 Lakhs and has not been ascertained the impairment loss of investments and advances in subsidiary which has reported a consolidated negative net worth of ₹3051.09 Lakhs as on 31.3.2019 as against the carrying amount of ₹75442.12 Lakhs and has not provided for such impairment loss.
- c. The Company has the following short-term borrowings from the banks as on the date of balance sheet:

Name of the bank	Facility	Amount (in Lakhs)
Bank of Nova Scotia Ltd	Working Capital	11,890.92
HDFC Bank Ltd	Working Capital/ Term Loan	5,767.60
State Bank of India	Working Capital	16,603.78
Yes Bank Ltd	Working Capital	3,043.47
Total		37,305.77

- (i) Banks have classified these liabilities as NPA/ Irregular Advances and as such not charging the interest accordingly finance cost/interest is not provided for
- (ii) The Bank of Nova Scotia Ltd and HDFC Bank Ltd have filed winding up petition in the Hon'ble High Court of Karnataka against the company, for which no provision of interest is made in the financial statements as these Banks have categorized the respective borrowings as NPA. Management is negotiating for One Time Settlement (OTS)/Compromise Settlement form State Bank of India, Bank of Nova Scotia Ltd and HDFC Bank Ltd.
- (iii) State Bank of India has issued notice under SARFAESI ACT, on the factory building and current assets of the company. State Bank of India has taken symbolic possession of the property at 83, Electronic City, Phase-1, Hosur Road, Bangalore and has put up notice for auctioning of the property, the management is negotiating for One Time Settlement (OTS)/ Compromise settlement and paid advance amount of Rs. 745 Lakhs paid during the year

and Rs 505 Lakhs paid earlier years against OTS/Comprise Settlement.

- d. In view of the IND AS 36 Impairment of Assets, the management of the company has to demonstrate how the Intangible Asset will generate the probable future economic benefits, also has to allocate the resources to complete, use and obtain the benefit from the Intangible Asset. As the company's Management has not allocated any resources to complete, use and obtain the benefit from the Intangible Asset. As the company's Management has not allocated any resource allocations/commitments during the year and in the absence of providing the report containing the future economic benefits, we are unable to comment on the carrying value of Rs.15710.43 /- Lakhs of such Intangible asset.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our

report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr.No.	Key Audit Matter	How our audit addressed the key audit matter
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from contracts with customers" (new revenue accounting standard)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.</p>	<p>Our audit procedure on adoption of Ind AS 115, Revenue from contracts with customers (Ind AS 115) , which is the new revenue accounting standard, include-</p> <ul style="list-style-type: none"> Evaluated the design implementation of the process and internal controls relating to implementation of the new revenue accounting; Selected a sample of transactions, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. The Company's major operation is exporting of goods. Recognition of revenue from export of goods has been verified with respect to the performance obligations as set forth in company's revenue recognition policy..
2	<p>Evaluation of uncertain litigations</p> <p>The Group has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.</p>	<p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p>

Other Information

The company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the company's annual report, but does not include the standalone financial statements and our auditors report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or

has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

A further description of our responsibilities for the audit of the standalone financial statements is included in "Annexure – A" of this Auditor's Report. This description forms part of our Auditor's Report.

Emphasis of Matter

1. As reported in previous year, Company along with its step-down subsidiary (Cardiac Science Corporation) had borrowed funds from DBS Bank Ltd. In the year 2014-15 the said loan was restructured and as a part of the said process ₹12,678.41 Lakhs borrowed by the company was also restructured. As per the terms of the agreement with DBS Bank Ltd, upon default by step down subsidiary (Cardiac Science Corporation) the bank exercised their rights and assigned the debts to a third party and exercised proxy voting rights to take management control of the company. As a result of this loan borrowed by the company to the tune of Rs.12,678.41 Lakhs stand extinguished. DBS Bank has objected to the standby the company.

The Company has raised objections to the stand taken by DBS Bank and filed an original suit before the jurisdictional Civil Court. The suit is pending before courts.

The Company also made a claim of USD160.82 Million against DBS Bank Ltd vide its letter dated 24th January 2017 and this claim is part of the above petition filed before the Hon'ble Court and DRT-Bangalore recovery proceedings.

2. With respect to debt with Standard Chartered Bank Ltd the company has made and agreed for negotiated settlement with the Standard Chartered Bank for Rs.6,200 Lakhs. The

company has paid during the year only Rs 210 Lakhs as against the Repayment of Rs 1,100 Lakhs due as per repayment schedule.

3. The Bank of Nova Scotia Ltd and HDFC Bank Ltd have filed winding up petition in the Hon'ble High Court of Karnataka against the company winding up order was passed by the High Court. The company has filed recall of winding up order and the Honourable High Court of Karnataka has stayed action by the official Liquidator hence the matter is sub – Judice.
4. During the year due to loss of controlling in subsidiaries Devon Innovations Private Limited and Ormed Medical Technology Limited, the investment in these subsidiaries were subsequently dis invested by way of sale of shares amounting to ₹312.50 lakhs and ₹85.01 lakhs respectively. Further during the year investment in Advanced Micronic Devices Limited was subsequently dis invested amounting to ₹524.61 lakhs.

Our opinion is not modified in respect of the above said matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies [Auditor's Report] Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sec.143(11) of the Act, we give in the "**Annexure – B**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. **As required by Section 143(3) of the Act, we report that:**
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, except for the intermediate effects of the matters described in the basis for qualified opinion paragraph, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on March 31st, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure C**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March 2019 on its financial position in its standalone financial statements – Refer Note No 30 to the standalone financial statements.
 - ii. The Company is not required to make provision as at 31st March 2019, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2019.

For B V SWAMI & Co
Chartered Accountants

A. Amaranath
Partner
Membership No : 213629
Firm Reg No : 009151S
Place: Bengaluru
Date : 28th May 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also, from the matters communicated with those charged with governance, determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the Annexure B referred to in the Independent Auditors Report to the members of the company on the standalone financial statements for the year ended 31 March 2019, we report the following:

- i. **In respect of the Company's fixed assets:**
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of tangible fixed assets in

- a phased manner which, in our opinion, this periodicity of physical verifications reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties included in fixed assets are held in the name of the company.
- ii. The physical verification of inventory has been conducted at periodical intervals by the management but not effectively conducted during the year. As certified by the management the discrepancies noted on physical verification of inventory as compared to book records were not material. However, we recommend the management to conduct the physical verification of Inventories on quarterly basis and maintain proper records commensurate to the nature and size of the business.
- iii. a. Subject to the qualification in the audit report and as per the explanations given to us, the company has granted loans to the parties covered in the register maintained under section 189 on the Companies Act, 2013.
- b. In respect of the aforesaid the company has given loans and advances to its subsidiaries aggregating to ₹78,692.96 Lakhs for which no interest is collected form the loans granted to its subsidiaries during the year.
- c. In respect of aforesaid loans, there is no stipulation has been made for the recovery of the loans. Hence, we 're not in a position to make any specific comments on this.
- iv. In our opinion, and according to the information and explanations given to us, the Company has not complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investment made, and guarantees and security provided by it .
- v. The company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed there under.
- vi. Reporting under clause 3(vi) of the order is not applicable as the company's business activities are not covered by the companies (cost records and audit) rule, 2014.
- vii. In respect of Statutory dues
- a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, professional tax, Goods and Service tax and TDS, though there has been a slight delay in a few cases, with the appropriate authorities. In no case, the remittance was beyond six months
- b. According to the records of the company examined by us and according to the information and explanations given to us all statutory dues of Income tax or GST or Duty of Customs or Duty of excise, as applicable, have been deposited on time or with marginal delays except for the following.

Name of the statute	Particulars	Amount (in ₹ Crores)	Period to which it relates	Forum where dispute is pending
Income Tax Act	Demand raised by IT U/S 154	6.36	AY 2007-08	CIT (Appeals)
Income Tax Act	Penalty u/s 271G	2.04	AY 2007-08	CIT (Appeals)
Income Tax Act	Penalty u/s 221	4.50	AY 2013-14	CIT (Appeals)
Income Tax Act	Scrutiny Assessment 143(3)	3.65	AY 2011-12	ITAT
Income Tax Act	Scrutiny Assessment 143(3)	1.00	AY 2012-13	ITAT
Income Tax Act	Scrutiny Assessment 143(3)	66.62	AY 2013-14	ITAT
Income Tax Act	Dividend Tax	17.57	AY 2010-11	High Court writ appeal
Income Tax Act	Dividend Tax	18.00	AY 2011-12	High Court writ appeal
Income Tax Act	Dividend Tax	13.80	AY 2012-13	High Court writ appeal

- viii. According to the records of the Company examined by us and the information and explanations given to us, except for short term borrowings for working capital as shown below, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government as at the balance sheet date.

Name of the Bank	Facility	Amount (in Lakhs)
Bank of Nova Scotia Ltd	Working Capital	11,890.92
HDFC bank Ltd	Working Capital/ Term Loan	5,767.60
State Bank of India	Working Capital	16,603.78
Yes Bank Ltd	Working Capital	3,043.47
TOTAL		37,305.77

- ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans during the year under review and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information's and explanations given to us and based on our examination of the records of the Company transaction with the related parties are in compliance with the provisions of Sections 177 and 188 of the Act where applicable, and details of such transactions have been disclosed in the financial statements as required under Accounting Standard.
- xiv. During the year, the Company has made preferential allotment of fully paid equity shares and the same is in accordance with the provisions of the Companies Act 2013.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provision of the section 192 of the act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For B. V. SWAMI & CO.

Chartered Accountants

A. Amaranath

Partner

Membership No : 213629

Firm Reg. No : 009151S

Place: Bengaluru

Date: 28th May, 2019

ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Opto Circuits (India) Ltd of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Opto Circuits (India) Ltd ("the Company") as of March 31st, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as

at March 31st, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B V SWAMI & Co

Chartered Accountants

A. Amaranath

Partner

Membership No : 213629

Firm Reg No : 009151S

Place: Bengaluru

Date: 28th May 2019

STANDALONE BALANCE SHEET AS AT MARCH 2019

(Amount in ₹)

PARTICULARS	Note No.	March 31, 2019	March 31, 2018
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	1	60,10,59,074	68,77,13,873
Capital work-in-progress	2	83,92,000	33,90,280
Investment Property			
Goodwill		-	-
Other Intangible Assets			
Intangible assets under development	3	1,57,10,43,124	1,57,10,43,124
Financial assets			
(i) Investments	4	4,47,04,08,579	4,36,56,66,193
(ii) Trade Receivables	5	2,23,58,18,098	2,18,71,88,399
(iii) Loans	6	8,02,53,13,407	7,92,03,70,069
(iv) Other financial assets	7	11,54,29,814	1,50,20,980
Deferred tax assets (net)	8	5,94,527	5,94,527
Other non-current assets	9	18,99,90,332	18,18,47,841
TOTAL NON - CURRENT ASSETS		17,21,80,48,954	16,93,28,35,286
CURRENT ASSETS			
Inventories	10	26,17,95,796	27,01,98,086
Financial assets			
(i) Investments	4	-	-
(ii) Trade receivables	5	10,95,08,371	12,08,01,714
(iii) Cash and cash equivalents	11	1,09,77,368	83,40,045
(iv) Other balances with banks	12	11,24,524	13,34,641
(v) Loans	6	-	-
(vi) Other financial assets	7	-	-
Current Tax Assets	8	41,77,40,543	39,17,40,543
Other current assets	9	9,60,32,352	1,96,46,302
TOTAL CURRENT ASSETS		89,71,78,954	81,20,61,331
TOTAL ASSETS		18,11,52,27,908	17,74,48,96,617
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	3,00,62,57,440	2,87,49,54,060
Other equity	14	8,75,87,48,757	8,35,81,11,799
TOTAL EQUITY		11,76,50,06,197	11,23,30,65,859
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	15	1,01,30,43,312	1,04,76,87,984
(ii) Trade Payables	16		
a) Dues of Micro Enterprises and Small Enterprises		-	-
b) Dues of creditors other than Micro Enterprise and Small Enterprise		30,75,23,651	28,22,31,685
(iii) Other financial liabilities	17	-	-
Provisions	18	-	-
Deferred tax liabilities (net)	8	-	-
Other liabilities	19	-	-
TOTAL NON - CURRENT LIABILITIES		1,32,05,66,963	1,32,99,19,670
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	15	4,20,52,19,520	4,36,36,81,550
(ii) Trade payables	16		
a) Dues of Micro Enterprises and Small Enterprises		4,96,941	5,06,160
b) Dues of creditors other than Micro Enterprise and Small Enterprise		21,52,00,799	20,00,59,986
(iii) Other financial liabilities	17	17,85,55,745	18,77,65,862
Provisions	18	42,09,84,089	41,37,23,970
Other current liabilities	19	91,97,654	1,61,73,560
Income tax liabilities (net)	8		
TOTAL CURRENT LIABILITIES		5,02,96,54,748	5,18,19,11,089
TOTAL EQUITY AND LIABILITIES		18,11,52,27,908	17,74,48,96,617

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **B V SWAMI & Co.**,
Chartered AccountantsFor and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED**A. AMARANATH**
Partner
Membership No. 213629
Firm Registration Number: 009151S**M N Ramu**
Chairman
(DIN-07268616)**G C Somadas**
Managing Director
(DIN-00678824)**Guruprasad A**
Chief Financial Officer**Supriya Kulkarni**
Company SecretaryPlace: Bengaluru
Date: 28/05/2019

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH-2019

(Amount in ₹)

PARTICULARS	Note No.	March 31, 2019	March 31, 2018
I. Revenue from operations	20	1,04,81,53,522	63,46,45,687
II. Other income, net	21	3,16,40,723	24,57,078
III. Total income (I+II)		1,07,97,94,245	63,71,02,765
Expenses			
Cost of materials consumed	22	42,63,92,466	27,63,92,939
Purchase of Stock in Trade			
Changes in inventories of FGs,WIP & Stock-in-Trade	23	17,79,691	6,41,990
Employee benefit expense	24	8,62,68,927	7,66,05,978
Finance costs	25	1,14,63,641	1,36,31,674
Depreciation and amortisation expenses	1 to 3	8,81,44,458	9,06,03,792
Other expenses	26	11,65,35,659	7,91,75,192
IV. Total expenses (IV)		73,05,84,842	53,70,51,565
V. Profit/(loss) before exceptional items and tax (III-IV)		34,92,09,403	10,00,51,200
VI. Exceptional Items			
VII. Profit/(loss) before tax (V-VI)		34,92,09,403	10,00,51,200
VIII. Tax expense:			
Current tax	8	-	-
Deferred tax	8	-	-
IX. Profit for the period from continuing operations (VII-VIII)		34,92,09,403	10,00,51,200
X. Profit/(Loss) from discontinued operations		-	-
XI. Tax expense of discontinued operations		-	-
XII. Profit/(Loss) from discontinued operations (after tax) (X - XI)		-	-
XIII. Profit/(loss) for the period (IX+XII)		34,92,09,403	10,00,51,200
XIV. Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined benefit liability/asset		-	-
Equity instruments through other comprehensive income		-	-
Items that will be reclassified subsequently to profit or loss		-	-
Total other comprehensive income, net of taxes		-	-
XV. Total comprehensive income for the period and comprising profit(Loss) and other comprehensive income for the period (XIII + XIV)		34,92,09,403	10,00,51,200
Earnings per equity share	27		
Equity shares of par value ₹10 each			
Basic (₹)		1.20	0.39
Diluted (₹)		1.20	0.39
- Basic and Weighted average number of Equity Shares outstanding during the period		28,99,77,579	25,82,85,720

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For B V SWAMI & Co.,
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH
Partner
Membership No. 213629
Firm Registration Number: 0091515

M N Ramu
Chairman
(DIN-07268616)

G C Somadas
Managing Director
(DIN-00678824)

Place: Bengaluru
Date: 28/05/2019

Guruprasad A
Chief Financial Officer

Supriya Kulkarni
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEARS ENDED 31ST MARCH 2019

(Amount in ₹)

Particulars	Equity share capital	Other Equity						Total other equity
		Share application money pending for allotment	Capital Reserve	Securities Premium Reserve	Retained earnings	General reserve	Exchange differences on translating the financial statements of a foreign operation	
Balance as of April 1, 2017	2,42,31,94,070	-	-	4,11,71,37,076	1,21,39,96,574	1,16,88,94,869	-	6,50,00,28,519
Changes in equity for the period ended March 31, 2018								
Increase in share capital	45,17,59,990			22,58,79,995				22,58,79,995
Profit for the year					10,00,51,200			10,00,51,200
Other Comprehensive Income								-
Total Comprehensive Income for the year				22,58,79,995	10,00,51,200			32,59,31,195
Changes in accounting policy or prior period errors					(27,150)			(27,150)
Any other changes			1,53,21,79,236					1,53,21,79,236
Balance as of March 31, 2018	2,87,49,54,060	-	1,53,21,79,236	4,34,30,17,071	1,31,40,20,623	1,16,88,94,869	-	8,35,81,11,799
Balance as of April 1, 2018	2,87,49,54,060		1,53,21,79,236	4,34,30,17,071	1,31,40,20,623	1,16,88,94,869		8,35,81,11,799
Changes in equity for the period ended March 31, 2019								
Increase in share capital	13,13,03,380			6,56,51,690				6,56,51,690
Profit for the year					34,92,09,403			34,92,09,403
Other Comprehensive Income								-
Total Comprehensive Income for the year		-	-	6,56,51,690	34,92,09,403	-	-	41,48,61,093
Changes in accounting policy or prior period errors					(1,42,24,135)			(1,42,24,135)
Any other changes								-
Balance as of March 31, 2019	3,00,62,57,440	-	1,53,21,79,236	4,40,86,68,761	1,64,90,05,891	1,16,88,94,869	-	8,75,87,48,757

Prior period includes Administration and Selling Expenses of ₹150.19 Lakhs and it includes gain of ₹ 7.95 due to remeasurement of fixed assets.

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For B V SWAMI & Co.,
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH

Partner

Membership No. 213629

Firm Registration Number: 0091515

Place: Bengaluru

Date: 28/05/2019

M N Ramu

Chairman

(DIN-07268616)

Guruprasad A

Chief Financial Officer

G C Somadas

Managing Director

(DIN-00678824)

Supriya Kulkarni

Company Secretary

STANDALONE CASH FLOW AS ON MARCH 2019

(Amount in ₹)

Particulars		Year ended 31.03.2019	Year ended 31.03.2018
I	Cash flows from operating activities		
	Profit for the year Ended	34,92,09,403	10,00,51,200
	Adjustments to reconcile profit and loss to net cash provided by operating activities		
	Non Cash Adjustments	(1,42,24,135)	(27,150)
	Depreciation and amortisation expenses	8,81,44,458	9,06,03,792
	Finance cost	1,14,63,641	1,36,31,674
	Operating profit before working capital changes	43,45,93,367	20,42,59,515
	Net change in		
	(Increase)/Decrease in inventories	84,02,290	26,01,66,334
	(Increase)/Decrease in Trade Receivables	(3,73,36,356)	(7,46,91,996)
	(Increase)/Decrease in loans & advances	-	4,40,80,509
	(Increase)/Decrease in current assets	(10,23,86,050)	(3,03,88,749)
	Increase/(Decrease) in Trade Payables	4,04,23,560	7,15,72,634
	Increase/(Decrease) in current liabilities	(97,20,907)	(91,81,975)
	Cash generated from operations	33,39,75,905	46,58,16,273
	Taxes paid (net of refunds)	-	-
	Net cash generated from operating activities	33,39,75,905	46,58,16,273
II.	Cash flows from investing activities		
	Payment for purchase of property, plant and equipment	(9,63,954)	(23,15,542)
	Proceeds from Sale of Fixed Assets	2,69,297	1,07,498
	(Increase)/Decrease in Non current assets	(10,85,51,325)	(27,67,133)
	Payment towards Capital Work in Progress	(50,01,720)	(26,90,280)
	Net cash used from investing activities	(11,42,47,702)	(76,65,457)
III.	Cash flows from financing activities		
	Proceeds/(Repayment) Loans and Advances	(20,58,37,357)	(44,26,92,841)
	Interest paid	(1,14,63,641)	(1,36,31,674)
	Net cash used from financing activities	(21,73,00,998)	(45,63,24,515)
	Net cash & cash equivalents	24,27,205	18,26,301
	Net cash & cash equivalents at the beginning of the year	96,74,686	78,48,385
	Net cash & cash equivalents at the end of the year	1,21,01,891	96,74,686

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For B V SWAMI & Co.,
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH
Partner
Membership No. 213629
Firm Registration Number: 0091515

M N Ramu
Chairman
(DIN-07268616)

G C Somadas
Managing Director
(DIN-00678824)

Guruprasad A
Chief Financial Officer

Supriya Kulkarni
Company Secretary

Place: Bengaluru
Date: 28/05/2019

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

COMPANY OVERVIEW:

Opto Circuits (India) Limited is engaged in the manufacture and trading of invasive and non-invasive medical equipment's. The company is a public limited company incorporated and domiciled in India and has its register office located at Plot no 83, Electronic city, Phase-1, Hosur Main Road, Bengaluru. The company has its primary listing on BSE and NSE OF India.

The financial statements are approved for issue by the Company's Board of Directors on 28th May 2019.

2) STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

A) Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities Exchange of India [SEBI]. The Ind AS as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment rules 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B) Use Of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from

those estimates. Any revision to accounting estimates is recognized in accordance with the requirement of the respective accounting standard. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Financial Statements.

C) Other Intangible Assets

Intangible Assets are stated at cost less accumulated amortisation and impairment. Intangible Assets are amortized over their respective individual estimated useful lives on a straight line basis from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on number of factors including the effects of obsolescence, demand, competition and other economic factors. Amortisation methods and useful lives are reviewed periodically including at each financial year end.

D) Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost

E) Financial Instruments

a) Initial Recognition

The Company recognizes the Financial asset and Financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted at trade date.

b) Subsequent Measurement

a) Non Derivative Financial Instrument

i) Financial Assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

iii) Financial assets at fair value through profit or loss

A financial asset, which is not classified in any of the above categories, is subsequently fair valued through profit or loss.

iv) Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v) Investment in Subsidiaries

Investments are stated at cost in accordance with Ind AS 27- Separate Financial statements.

vi) Offsetting of financial Instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to off set the recognized amounts and there is an intention to settle on a net basis to realize the assets and settle the liabilities simultaneously.

F) Accounting of provisions, contingent liabilities, and contingent assets

A provision is recognized if as a result of past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is possible obligation or present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote no provision or disclosure is made.

**G) Income Taxes
Provision For Taxation**

Provision is made for income tax annually based on the tax Liability computed after considering Tax allowance and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

DEFERRED TAX

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and

their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax asset in the nature of unabsorbed depreciation and losses are recognized only if there is virtual certainty of realization.

H) Revenue Recognition

Revenue from sale of goods is recognised immediately once control of the products being sold is ready for dispatch to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

I) Foreign Currency Functional Currency

The functional currency of the company is Indian Rupee. These financial statements are presented in Indian rupees.

TRANSACTIONS AND TRANSLATIONS

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at the exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such transactions are included in the Statement of Profit and Loss. Non-monetary assets and Non – monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non – monetary assets and non – monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Revenue, Expenses and Cash flow items denominated in foreign currencies are translated into relevant functional currencies using the exchange rate in effect on the date of the transaction.

J) Retirement benefits

The company's liability towards retirement benefits in the form of provident fund is full

funded and charged to revenue expenditure. The company contribute to the employee provident fund maintained under the employee's provident fund scheme run by the central government. The gratuity liability is provided and charged off as revenue expenditure based on actuarial valuation. The company has subscribed to the group gratuity scheme policy of LIC of India. Un availed encashable earned leave is accounted on accrual basis.

K) Earnings Per Share

Basic earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

L) Cash flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing, and financing activities of the Company are segregated.

M) Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The company depreciates the property, plant and equipment over their estimated useful lives using the straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance sheet date is classified as capital advances under the non current assets and the cost of the assets not ready for use before such date are disclosed under capital work in progress. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and Maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon the sale or retirement of the asset and the resultant gains or losses are recognized in the statement of Profit and Loss.

N) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the less accounting requirements in Ind AS 17.

The company will adopt Ind AS 116 effective annual reporting period beginning April 1,

2019. The Group will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Group will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the Standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Group will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the company will be using the practical expedient provided by the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The company is in the process of finalising changes to systems and processes to meet the accounting and the reporting requirements of the standard in conjunction with review of lease agreements.

The company will recognise with effect from April 1, 2019 new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortisation charge for the right-to-use asset, and (b) interest accrued on lease liability.

O) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and Cash Equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

P) Inventories

Valuations of inventories are at the lower of cost and net realizable value. Cost of the inventories are computed on a weighted average / FIFO basis

Raw materials including stores and spares valued at lower of cost and net realizable value

Work in progress valued at lower of cost and net realizable value.

Work in progress includes costs incurred up to the stage of completion.

Finished goods valued at lower of cost and net realizable value.

Finished goods include cost of conversion and cost incurred for bringing the same to location.

Q) Segment Reporting Policies

Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment Transfers:

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

As per our report of even date attached
For B V SWAMI & Co.,
 Chartered Accountants

**For and on behalf of the Board of
 OPTO CIRCUITS (INDIA) LIMITED**

A. AMARANATH
 Partner
 Membership No. 213629

M N Ramu
 Chairman
 (DIN-07268616)

G C Somadas
 Managing Director
 (DIN-00678824)

NOTE. 1 PROPERTY, PLANT & EQUIPMENT

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2019

(Amount in ₹)

Particulars	Land	Buildings	Plant and Machinery	Office equipment	Vehicles	Computer equipment	Furniture and fixtures	Bore well	Electrical Installations	Total
Gross carrying value as of April 1, 2018	2,38,53,684	3,86,65,162	1,28,13,53,340	89,29,491	3,45,87,242	6,25,30,050	2,84,55,537	73,655	1,34,64,687	1,49,19,12,848
Additions			9,07,174			56,780				9,63,954
Deletions							9,29,699			9,29,699
Adjustments							(16,88,509)			(16,88,509)
Gross carrying value as of March 31, 2019	2,38,53,684	3,86,65,162	1,28,22,60,514	89,29,491	3,45,87,242	6,25,86,830	2,58,37,329	73,655	1,34,64,687	1,49,02,58,594
Accumulated depreciation as of April 1, 2018	-	2,61,47,053	63,98,77,189	89,29,491	2,89,22,969	6,25,30,050	2,49,14,223	-	1,28,78,000	80,41,98,975
Depreciation		12,91,385	8,39,49,624		8,02,303	14,001	15,96,250		4,90,895	8,81,44,458
Adjustments			26,06,732		40,449		(42,30,889)		(8,99,803)	(24,83,511)
Accumulated depreciation on deletions							6,60,402			6,60,402
Accumulated depreciation as of March 31, 2019	-	2,74,38,438	72,64,33,545	89,29,491	2,97,65,721	6,25,44,051	2,16,19,182	-	1,24,69,092	88,91,99,520
Carrying value as of March 31, 2019	2,38,53,684	1,12,26,724	55,58,26,969	-	48,21,521	42,779	42,18,147	73,655	9,95,595	60,10,59,074

(Amount in ₹)

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2018

Particulars	Land	Buildings	Plant and Machinery	Office equipment	Vehicles	Computer equipment	Furniture and fixtures	Bore well	Electrical Installations	Total
Gross carrying value as of April 1, 2017	2,38,53,684	3,86,65,162	1,28,13,53,340	89,29,491	3,22,71,700	6,25,30,050	2,85,63,035	73,655	1,34,64,687	1,48,97,04,804
Additions			-		23,15,542					23,15,542
Deletions							1,07,498			1,07,498
Gross carrying value as of March 31, 2018	2,38,53,684	3,86,65,162	1,28,13,53,340	89,29,491	3,45,87,242	6,25,30,050	2,84,55,537	73,655	1,34,64,687	1,49,19,12,848
Accumulated depreciation as of April 1, 2017	-	2,49,21,367	55,54,17,141	86,98,141	2,82,33,033	6,25,30,050	2,21,96,596	-	1,15,98,855	71,35,95,183
Depreciation		12,25,686	8,44,60,048	2,31,350	6,89,936	-	27,17,627		12,79,145	9,06,03,792
Accumulated depreciation on deletions										-
Impairment losses										-
Accumulated depreciation as of March 31, 2018	-	2,61,47,053	63,98,77,189	89,29,491	2,89,22,969	6,25,30,050	2,49,14,223	-	1,28,78,000	80,41,98,975
Carrying value as of March 31, 2018	2,38,53,684	1,25,18,109	64,14,76,151	-	56,64,273	-	35,41,314	73,655	5,86,687	68,77,13,873

NOTE: 2 CAPITAL WORK IN PROGRESS

(Amount in ₹)

Particulars	2019	2018
Gross carrying value at the beginning of the year	33,90,280	7,00,000
Additions	50,01,720	33,90,280
Deletions		7,00,000
Gross carrying value at the end of the year	83,92,000	33,90,280
Accumulated depreciation at the beginning of the year	-	-
Depreciation	-	-
Accumulated depreciation on deletions	-	-
Impairment losses	-	-
Accumulated depreciation at the end of the year	-	-
Carrying value at the end of the year	83,92,000	33,90,280

Capitalisation of development expenses incurred towards mysore project

NOTE : 3 INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in ₹)

Particulars	2019	2018
Gross carrying value at the beginning of the year	1,57,10,43,124	1,02,10,43,124
Additions		55,00,00,000
Impairment	-	-
Disposal & other adjustments	-	-
Gross carrying value at the end of the year	1,57,10,43,124	1,57,10,43,124

- (i) Product Development costs incurred on new products are recognised as intangible assets during the Financial year 2017-18
- (ii) The costs capitalised include the cost of materials, direct labour and directly attributable overhead expenditure incurred up to date the asset is available for use.
- (iii) Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment loss.

NOTE 4 : INVESTMENTS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non-current investments		
Long term investments - at cost		
Trade (unquoted)		
Investments in equity instruments of subsidiaries		
Advanced Micronic Devices Limited-	-	5,24,61,254
Medi Aid Inc.,	44,55,49,475	44,55,49,475
Opto Eurocor Healthcare Limited *	1,39,04,72,554	1,19,35,17,484
Devon Innovations Pvt Ltd	-	3,12,50,000
Ormed Medical Technology Ltd	-	85,01,430
Opto Infrastructure Limited	18,75,36,500	18,75,36,500
Opto Circuits (Malaysia) SDN BHD	44,63,00,000	44,63,00,000
Opto Cardiac Care Limited	2,00,05,50,050	2,00,05,50,050
Total Non Current Investments	4,47,04,08,579	4,36,56,66,193

* Opto Circuits India Limited acquired 15,06,875 shares from shareholders other than promoters of Opto Eurocor Healthcare Limited.

During the year, due to loss of control in subsidiaries Devon Innovations Private Limited and Ormed Medical Technology Limited, the investment in these subsidiaries were subsequently dis-invested by way of sale of shares. Further during the year investment in Advanced Micronic Devices Limited was subsequently dis-invested.

NOTE 5 : TRADE RECEIVABLES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Trade Receivables		
Non- current		
Un-Secured		
Considered Good	5,63,00,119	76,70,420
Considered Doubtful debt	4,83,50,94,915	4,83,50,94,915
Total	4,89,13,95,034	4,84,27,65,335
Less: Provision for Doubtful Debt	(2,65,55,76,936)	(2,65,55,76,936)
Total	2,23,58,18,098	2,18,71,88,399
Current		
Un-Secured		
Considered Good	10,95,08,371	12,08,01,714
Total	10,95,08,371	12,08,01,714

NOTE 6 : LOANS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
<i>Un-Secured Considered Good</i>		
Secuirty Deposits		
Loans to related parties	7,86,92,96,019	7,92,03,70,069
Other loans	15,60,17,388	-
Total	8,02,53,13,407	7,92,03,70,069
Current		
<i>Un-Secured Considered Good</i>		
Secuirty Deposits	-	-
Loans to related parties		
Other loans		
Total	-	-

NOTE 7: OTHER FINANCIAL ASSETS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
Security deposits	11,54,29,814	1,50,20,980
Total	11,54,29,814	1,50,20,980

Security Deposit includes amount deposited in no-lein account of State Bank of India (SAM Branch)

NOTE 8 : INCOME TAXES**Income tax expense in the statement of profit and loss comprises:**

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Current taxes	-	-
Deferred taxes	-	-
Income tax expense	-	-

CURRENT ASSETS**Income tax assets and income tax liabilities:**

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Income tax assets	41,77,40,543	39,17,40,543
Current income tax liabilities		-
Net current income tax assets/ (liability) at the end	41,77,40,543	39,17,40,543

NON CURRENT ASSETS**Deferred income tax account:**

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Net deferred income tax asset at the beginning	5,94,527	5,94,527
Credits / (charge) relating to temporary differences	-	-
Net deferred income tax asset at the end	5,94,527	5,94,527

Deferred tax assets and deferred tax liabilities have been offset wherever the company has legally enforceable

right to set off current tax assets against current tax liabilities.

NOTE 9 : OTHER ASSETS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
Capital advances	16,25,265	16,25,265
Advance other than capital advances		
Advances to Suppliers	18,83,65,067	18,02,22,576
Total	18,99,90,332	18,18,47,841
Current		
Advance to related parties		
Other advances	8,84,53,333	43,50,570
Withholding and Other Tax Receivables	72,32,818	1,45,90,478
Prepaid expenses	3,46,201	7,05,254
Total	9,60,32,352	1,96,46,302

NOTE 10 : INVENTORIES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
(At lower of cost and net realisable value)		
Raw Materials	22,76,86,734	23,43,09,333
Work in progress	3,41,09,062	3,58,88,753
Total	26,17,95,796	27,01,98,086

NOTE 11 : CASH AND CASH EQUIVALENTS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Cash on hand	56,054	20,679
In Current and Deposit accounts	1,09,21,314	83,19,366
Total	1,09,77,368	83,40,045

NOTE 12 : OTHER BALANCES WITH BANKS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Other balances with banks consist of the following:		

Earmarked Balances	11,24,524	13,34,641
Total	11,24,524	13,34,641

NOTE 13 . EQUITY SHARE CAPITAL

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Authorized		
375,000,000 Equity shares of ₹ 10 each	375,00,00,000	375,00,00,000
	375,00,00,000	375,00,00,000
Issued :		
300,887,644 /- Equity shares of ₹ 10/- each	300,88,76,440	287,75,73,060
	300,88,76,440	287,75,73,060
Subscribed and Paid-Up		
300,625,744 Equity shares of ₹10 each fully paid	300,62,57,440	287,49,54,060
	300,62,57,440	287,49,54,060

The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. Each holder of equity shares is entitled to one vote per share.

Company allotted 1,31,30,338 equity shares of ₹10 each issued at price of ₹15/- per share to other than promoters on preferential basis.

NOTE 13A: RECONCILIATION OF SHARES

Particulars	As at March 31, 2019	As at March 31, 2018
Reconciliation of no of Shares Outstanding at the beginning and at the end of the year		
No of shares outstanding at the beginning of the year	28,74,95,406	24,23,19,407
Add: Issue of shares	1,31,30,338	4,51,75,999
No of shares outstanding at the end of the year	30,06,25,744	28,74,95,406

The details of shareholder holding more than 5% shares as at March 31, 2019 and March 31, 2018 are set out below:

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of shares	% held	Number of shares	% held
Equity Shares				

Vinod Ramnani	3,62,43,581	12.06%	3,41,43,581	11.88%
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NOTE 14 OTHER EQUITY

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Securities Premium reserve		
As per last Balance sheet	434,30,17,071	411,71,37,076
Add: Shares issued during the year	6,56,51,690	22,58,79,995
	440,86,68,761	434,30,17,071
General Reserve		
i) Opening Balance	116,88,94,869	116,88,94,869
ii) Transfer from retained earnings	-	-
	116,88,94,869	116,88,94,869
Capital Reserve		
i) Opening Balance	1,53,21,79,236	-
ii) Add: Current Year Transfers		153,21,79,236
	153,21,79,236	153,21,79,236
Retained earnings		
i) Opening balance	131,40,20,623	121,39,96,573
ii) Profit for the year	34,92,09,403	10,00,51,200
iii) Less: Changes in Prior period or Accounting policy	(1,42,24,135)	(27,150)
	164,90,05,891	131,40,20,623
iv) Less: Appropriations	-	-
TOTAL	875,87,48,757	8,35,81,11,799

Company allotted 1,31,30,338 equity shares of ₹10 each issued at price of ₹15/- per share to other than promoters on preferential basis.

NOTE 15 : BORROWINGS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Note 15A : Non - Current Borrowings		
Term Loans		
- from Banks		
Secured	27,00,00,000	-
Unsecured		-
	27,00,00,000	-
- From other parties		
Unsecured	94,72,195	94,72,195
	94,72,195	94,72,195
Loans and Advances from related parties		
Unsecured	73,35,71,117	1,03,82,15,789
	73,35,71,117	1,03,82,15,789

Total	1,01,30,43,312	1,04,76,87,984
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Non current unsecured loans of ₹7,335.71 lakhs includes interest free loans from subsidiaries, step-own subsidiaries and others.

15B : CURRENT - BORROWINGS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Loans repayable on demand		
- From Banks		
Secured	4,12,15,75,354	4,36,36,81,550
Unsecured		-
	4,12,15,75,354	4,36,36,81,550
Loans and Advances from other parties		
Unsecured	8,36,44,166	
	8,36,44,166	-
Total	4,20,52,19,520	4,36,36,81,550

- i) Current unsecured loans includes interest free loans of ₹ 991.68 Lakhs from directors.
- ii) State Bank India, The Bank of Nova Scotia, Hdfc Bank Limited, Standard Chartered Bank Ltd, Yes Bank Ltd have suspended charging the interest as these loans are categorised as NPA. The company has not recognised the interest on these borrowings. In View of the above confirmation of balances were not obtained from these banks.
- iii) Bank of Nova Scotia and HDFC Bank have, as lenders to the company and CIMB, Malaysia which has invoked the corporate guarantee, as Financial Creditors filed winding up petitions before the High Court of Karnataka. Hon'ble High Court of Karnataka ordered the winding up. The management is making efforts to negotiate and settle with banks for OTS which is under negotiation.
- iv) Company in FY 2017-18 has obtained OTS agreement with Standard Chartered Bank to pay ₹6,200 lakhs towards full and final settlement of their dues in 11 installments over a period of time on or before December 2020. During the year company repaid the loan amount ₹210 lakhs.

(v) NOTE 15A, 15 B & 17 : NON CURRENT & CURRENT BORROWINGS

(Amount in ₹)

SI	Bank	Nature of Loan	Security	Non-Current Borrowings	Current Borrowings	Current Maturities of long term debt	Total Amount Outstanding as on 31st March 2018
1	State Bank of India	Working Capital	Hypothecation of Company's present and future movable fixed assets and current assets like stocks, raw materials, semi finished and finished goods, book debts, receivables, outstanding monies, bills, rights, stores, components, furniture and fittings; other movables, plant and machinery, vehicles and assets to be purchased out of bank finance. Pari Passu First Charge on the assets of the company. Equitable Mortgage on all the piece and parcel of land known as Sy. No. 62 part within the village limits of Doddathogur, Begur Hobli, Bangalore District containing by admeasuring 1.50 acre. The current assets of the company was given as security to the under multiple banking arrangement.	-	1,66,03,78,567	-	1,66,03,78,567
2	Industrial Bank	Working Capital/Cash facilities/Preshipment in Foreign Currency and bill discounting/Postshipment credit in Foreign currency facility/Overdraft and Indian rupee loan	These facilities are repayable on demand, secured by pari-passu charge on Stocks and Book Debts of the Company.	-	13,94,96,606	-	13,94,96,606
3	Standard Chartered Bank	Working Capital	Hypothecation of the whole of the present and future stocks of raw materials, work in process and finished goods, book debts, outstanding monies, receivables, claims, bills, etc belonging to the company by way of 'paripassu' sharing basis with the members of the banks in Multiple Banking Arrangement.	27,00,00,000	32,90,00,000	-	59,90,00,000
4	Yes Bank	Working Capital	Un-Secured Loan	-	30,43,47,734	-	30,43,47,734
5	Bank of Nova Scotia	Working Capital	The company has given the security of immovable property of its Subsidiary Opto Infrastructure Limited comprising on all that piece and parcel of land in the Hassan Sector Specific Hard Ware Zone Industrial area within the limits of villages Doddabasavanahalli and Chikkabasavanahalli, Shantigrama Hobli, Hassan Taluk, Hassan dist. measuring an total extent of 250 acres.	-	1,18,90,92,331	-	1,18,90,92,331
6	HDFC Bank	Working Capital	Un-Secured Loan	-	49,92,60,116	7,75,00,000.00	57,67,60,116
Total				27,00,00,000	4,12,15,75.354	7,75,00,000	4,46,90,75.354

NOTE 16 : TRADE PAYABLES

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Non Current		
Trade payables		
a) Dues of Micro Enterprises and Small Enterprises		
b) Dues of creditors other than Micro Enterprise and Small Enterprise	30,75,23,651	28,22,31,685
Total	30,75,23,651	28,22,31,685
Current		
Trade payables		
a) Dues of Micro Enterprises and Small Enterprises	4,96,941	5,06,160
b) Dues of creditors other than Micro Enterprise and Small Enterprise	21,52,00,799	20,00,59,986
Total	21,56,97,740	20,05,66,146

NOTE 17 : OTHER FINANCIAL LIABILITIES

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Current maturities of long-term debt	7,75,00,000	7,75,00,000
Unpaid dividends	9,99,31,221	10,89,31,221
Unclaimed dividends	11,24,524	13,34,641
Total	17,85,55,745	18,77,65,862

NOTE 18: PROVISIONS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Provision for Leave Encashment	87,85,784	87,85,784
Provision for Gratuity	94,629	3,71,717
Provision for Dividend Distribution Tax	38,18,34,688	38,18,34,688
Other Provisions	3,02,68,988	2,27,31,781
Total	42,09,84,089	41,37,23,970

NOTE 19 : OTHER LIABILITIES

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
Non Current		
Advances Received From Customers		
Others(Statutory Dues)	-	-
Total	-	-
Current		
Advances Received From Customers	75,27,385	1,32,76,731
Others(Statutory Dues)	16,70,269	28,96,830
Total	91,97,654	1,61,73,560

NOTE 20 : REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Income from sale of products	1,04,81,53,522	63,46,45,687
	1,04,81,53,522	63,46,45,687

NOTE 21 : OTHER INCOME

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Exchange gains/(losses) on translation of other assets and liabilities	3,16,40,723	24,57,078
	3,16,40,723	24,57,078

NOTE 22 : COST OF MATERIAL CONSUMED

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Opening stock	23,43,09,333	16,38,33,677
Add: Purchases	39,44,56,909	32,04,72,941
Less: Closing stock	22,76,86,734	23,43,09,333
Cost Of Material Consumed (A)	40,10,79,508	24,99,97,285
MANUFACTURING AND OPERATING COST		
Insurance	7,09,917	4,81,791
Labour Charges & Job Work	1,05,35,684	1,38,69,090
Power & Fuel	1,18,68,234	1,03,29,718
Repairs & Maintenance - Building	1,201	-
Repairs & Maintenance - Electricals & Others	8,20,559	5,56,184
Repairs & Maintenance - Plant & Machinery	13,53,763	9,80,416
Tooling Charges	23,600	1,78,455
Total Manufacturing & Operating Cost (B)	2,53,12,958	2,63,95,654
Cost of Material Consumed (A) + (B)	42,63,92,466	27,63,92,939

NOTE 23 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Inventories at the end of the year:		
Work-in-progress	3,41,09,062	3,58,88,753

	3,41,09,062	3,58,88,753
Inventories at the beginning of the year:		
Work-in-progress	3,58,88,753	91,65,30,743
Less: Stock Transfer to SEZ Unit		33,00,00,000
Less: Transferred to Product Development Expenses		55,00,00,000
	3,58,88,753	3,65,30,743
Net (increase) / decrease	17,79,691	6,41,990

NOTE 24 : EMPLOYEE BENEFIT EXPENSE

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Salaries and wages	6,92,29,686	5,65,46,768
Contribution to provident and other funds	47,88,699	40,87,944
Staff welfare expenses	1,22,50,542	1,59,71,266
Total	8,62,68,927	7,66,05,978

NOTE 25 : FINANCE COST

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Interest expense	88,58,250	1,01,48,161
Other borrowing costs	-	4,18,800
Bank Charges	26,05,391	30,64,713
Exchange differences regarded as an adjustment to borrowing costs	-	
Total	1,14,63,641	1,36,31,674

NOTE 26 : OTHER EXPENSES

(Amount in ₹)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
ADMINISTRATIVE EXPENSES:		
Audit fee	30,00,000	22,00,000
Advertisement & Trade Shows	1,18,260	92,287
Directors Remuneration	78,00,000	78,00,000
Electricity & Water Charges	20,59,655	20,91,462
General Expenses	2,67,40,165	1,30,69,556
Membership, Books & Periodicals	65,815	21,660
Miscellaneous expenses	60,000	3,30,647
Office Maintenance	25,68,310	18,04,254
Postage, Telephone & Fax Charges	20,40,407	21,98,988
Printing & Stationery	4,20,590	6,88,739
Professional Consultancy Charges	2,80,73,338	1,16,20,895

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Rates & Taxes	13,15,759	11,40,963
Rent	35,71,910	49,47,580
Travelling & Conveyance	2,34,61,334	1,37,17,223
Total A	10,12,95,543	6,17,24,253
SELLING EXPENSES:		
Business Promotion Expenses	10,110	3,79,861
Clearing Charges	21,07,058	30,29,053
Freight & Handling Charges	99,77,030	1,14,11,213
Packing Materials	31,45,918	26,30,813
Total B	1,52,40,116	1,74,50,939
Total (A+B)	11,65,35,659	7,91,75,192

NOTE 27 : EARNING PER SHARE

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Profit after Tax	34,92,09,403	10,00,51,200
Basic and Weighted average number of Equity Shares outstanding during the period	28,99,77,579	25,82,85,720
Nominal Value of Equity Shares	10	10
Earnings Per Share	1.20	0.39

NOTE 28 - DETAILS OF FOREIGN CURRENCY EXPOSURES THAT ARE NOT HEDGED BY A DERIVATIVE INSTRUMENT OR OTHERWISE.

Particulars		Amount in Foreign Currency		Equivalent amount in ₹	
		Current Year	Previous Year	Current Year	Previous Year
Sundry Creditors	USD	\$64,11,010	58,09,910	41,92,30,907	36,88,05,525
	Euros	€ 34,563	53,084	27,30,448	42,70,418
Loans and Advances received	USD	7,71,148	14,93,546	5,01,56,932	9,51,61,864
Bank Borrowings	USD	22,90,640	20,06,970	13,94,96,606	13,06,02,802
Sundry Debtors	USD	3,83,56,072	3,67,76,760	2,34,38,34,041	2,30,64,97,686
Loans and Advances Paid	USD	92,37,202	1,17,35,034	56,58,04,407	73,47,07,425
	Euros	11,19,662	1,00,380	8,84,53,333	80,25,233

NOTE 29 **SEGMENT INFORMATION :**

29A PRIMARY SEGMENTS - BUSINESS SEGMENTS

(Amount in ₹)

PARTICULARS		SENSORS		MONITORS		OTHERS		TOTAL AMOUNT	
		Current Year	Previous year	Current Year	Previous year	Current Year	Previous year	Current Year	Previous year
a	Segment Revenue								
	Sales Revenue	83,24,25,123	57,96,89,130	4,05,32,249	4,13,03,669	17,51,96,150	1,36,52,888	1,04,81,53,522	63,46,45,687
	Other Income	-	-	-	-	-	-	3,16,40,723	24,57,078
b	Segment Results								
	Profit/(Loss) after considering other income and before interest and tax)	36,16,76,074	15,60,45,727	1,76,10,647	1,11,18,478	7,61,20,066	36,75,202	45,54,06,787	17,08,39,408
	Interest expenses and other borrowing cost							1,14,63,641	1,36,31,674
	Other Un-allocable Expenditure							94733743	5,71,56,534
	Surplus on pre-payment of sales tax deferral	-	-	-	-	-	-	-	-
	Profit before tax	36,16,76,074	15,60,45,727	1,76,10,647	1,11,18,478	7,61,20,066	36,75,202	34,92,09,403	10,00,51,200
c	Segment Assets	3802240931	4,42,11,91,098	185137824.3	31,50,16,108	800237708	10,41,28,271	4,78,76,16,463	4,84,03,35,477
	Unallocated Corporate Assets		-		-		-	13327611445	12,90,45,61,141
	Total Assets	3,80,22,40,931	4,42,11,91,098	18,51,37,824	31,50,16,108	80,02,37,708	10,41,28,271	18,11,52,27,909	17,74,48,96,617
d	Segment Liabilities	415533241.9	46,17,53,742	20233047.23	3,29,00,606	87455102.17	1,08,75,264	52,32,21,391	50,55,29,612
	Unallocated Corporate liabilities		-		-		-	5,82,70,00,318	6,00,63,01,146
	Total Liabilities	41,55,33,242	46,17,53,742	2,02,33,047	3,29,00,606	8,74,55,102	1,08,75,264	6,35,02,21,709	6,51,18,30,758
e	Segment Capital Expenditure	7,65,555.34	21,15,016	37,276.24	1,50,742	1,61,122.42	49,784	9,63,954	23,15,542
f	Depreciation / Amortisation	7,00,02,780.84	8,27,58,040	34,08,559.00	58,96,627	1,47,33,118.16	19,49,124	8,81,44,458	9,06,03,792

29B SECONDARY SEGMENTS - GEOGRAPHICAL SEGMENTS

(Amount in ₹)

	Current Year ₹	Previous year ₹
i) Sales Revenue by Geographical Location of Customers		
Within India	11,64,800	13,23,929
Outside India	1,04,69,88,722	63,33,21,758
ii) Carrying Amount of Segment Assets		
Within India	18,11,52,27,908	17,74,48,96,617
Outside India	-	-
iii) Capital Expenditure		
Within India	9,63,954	23,15,542
Outside India	-	-
iv) Sales Revenue by Geographical Market		
Asia	6,03,48,297	4,38,12,453
America	59,37,72,413	30,66,64,148
Europe	39,40,32,812	28,41,69,086
others		

NOTES:**29C BUSINESS SEGMENT INFORMATION**

The Company has considered business segment as the Primary Segment for disclosure. The product included in each of the reported domestic business segments are as follows:

- a. Sensors
- b. Monitors
- c. Others

29D THE GEOGRAPHICAL SEGMENTS CONSIDERED FOR DISCLOSURE ARE AS FOLLOWS:

- a. Sales within India includes sales to customers located within India.
- b. Sales outside India includes sales to Customer located outside India.
- c. The carrying amount of Segments assets in India and outside India is based on Geographical location of assets.

NOTE 30A - CONTINGENT LIABILITY

Particulars	As at	
	31st March, 2019	31st March, 2018
Guarantees		
Corporate Guarantee has been given to IndusInd Bank on behalf of Opto Cardiac Care Limited (Company holding 100% of shares)	INR 130,00,00,000	INR 130,00,00,000
Corporate Guarantee has been given to CEB Bank on behalf of Eurocor GmbH on behalf of Opto Eurocor Health Care Limited (Company holding 97.02% of shares) .	-	Euro 25,350,000
Corporate Guarantee has been given to ABC Bank on behalf of Eurocor Tech B. V on behalf of Opto Eurocor Health Care Limited (Company holding 97.02% of shares) .	Euro 25,350,000	-
SBLC has been Given to CIMB Bank on behalf of Eurocor Asia Sdn Bhd on behalf of Opto Eurocor Health Care Limited (Company holding 97.02% of shares)	RM 12,800,000	RM 12,800,000
Corporate Guarantee has been given to IndusInd Bank on behalf of Criticare Technologies Inc on behalf of Opto Cardiac Care Limited (Company holding 100% of shares)	USD 13,500,000	USD 13,500,000
SBLC given to ICICI Bank for the SBLC issued to US Bank for the credit facility extended to our step-down subsidiary Cardiac Science Corporation, USA. ICICI Bank has invoked the corporate guarantee and claim of USD 10 million is not acknowledged as debt.	USD 10,000,000	USD 10,000,000
Others		
One Time Settlement of Standard Chartered Bank	INR 1,532,179,236	INR 1,532,179,236
IndusInd Bank renewal charges in the books of Opto Cardiac Care Ltd.	INR 46,166,532	-

NOTE 30B DIVIDEND DISTRIBUTION TAX

Interest on Dividend Distribution tax of Rs 1,115.89 Lakhs is contingent Liability.

NOTE 30C

(i) Income tax department has raised the following demands w.r.t the order passed under sec 143(3)

AY	Demand in Lakhs	Appealed Before
2011-12	365.45	ITAT
2012-13	100.38	ITAT
2013-14	6662.43	ITAT

(ii) Income tax department has raised the following demand under Sec-156.

Assessment Year	Demand in Lakhs
2007-08 (Penalty under sec 271G)	204.38
2012-13 (Penalty under sec 221 and appealed before CIT)	450.42

(iii) Income tax department has raised demand under sec-154 for AY 2007-08 for ₹635.97 Lakhs

NOTE 31A - VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED

Particulars	For the year ended on 31.03.2019		For the year ended on 31.03.2018	
	Value (II)	Percentage (%)	Value (II)	Percentage (%)
Imported	40,71,23,337	95.48%	26,37,28,150	95.42%
Indigenously obtained	1,92,69,129	4.52%	1,26,64,790	4.58%
Total	42,63,92,466	100%	27,63,92,940	100%

NOTE 31B - CIF VALUE OF IMPORTS

(Amount in ₹)

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Raw materials	36,87,77,203	29,17,76,595
Components and Spare Parts	1,74,54,209	1,40,11,736
Capital Goods	-	-
Total	30,57,88,331	21,19,75,019

NOTE 31D - EXPENDITURE IN FOREIGN CURRENCY

(Amount in ₹)

Particulars	For the year ended on 31.03.2019	For the year ended on 31.03.2018
Interest	-	-
Freight & Travel Expenses	37,61,853	31,66,570
Tooling Charges	-	1,69,189
Legal & Professional Charges	12,94,830	-
Total	50,56,683	33,35,759

NOTE 32- RELATED PARTY DISCLOSURES:**32A - NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP WHERE CONTROL EXISTS:**

Name of Related Party	Nature of Relationship	% of Holding
1) Mediaid Inc, USA	Subsidiary Company	100.00%
2) Opto Infrastructure Limited	Subsidiary Company	87.06%
3) Opto Circuits (Malaysia) Sdn, Bhd.	Subsidiary Company	100.00%
4) Opto Cardiac Care Limited	Subsidiary Company	100.00%
5) Opto Eurocor Healthcare Limited	Subsidiary Company	97.76%
6) Criticare Technologies, Inc.	Stepdown Subsidiary company	NA
7) Unetixs Vascular Inc	Stepdown Subsidiary company	NA
8) Eurocor Tech B.V.	Stepdown Subsidiary company	NA
9) Eurocor Tech GmbH	Stepdown Subsidiary company	NA
10) Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	NA
11) Eurocor (S) Pte. Ltd.	Stepdown Subsidiary company	NA

Name of Related Party	Relationship
1) Vinod Ramnani	Key Management Personnel
2) M.N. Ramu	Key Management Personnel
3) Somadas G C	Key Management Personnel
4) Guruprasad A	Key Management Personnel
5) Supriya Kulkarni	Key Management Personnel

32B - RELATED PARTY TRANSACTIONS:

(Amount in ₹)

Nature of Transactions & Name of Related Party	Description of Relationship	Amount of Transaction	
		2018-19	2017-18
PURCHASES			
Raw Materials & Consumables			
Mediaid Inc	Subsidiary Company	2,30,945	2,49,343
SALES			
Finished Goods			
Mediaid Inc	Subsidiary Company	99,52,824	35,46,375
Criticare Technologies, Inc.	Stepdown Subsidiary company	22,74,54,836	5,61,17,638
Loans & Advances (Debit Balance)			
Advanced Micronic Devices Limited	Subsidiary Company		16,42,57,739
Criticare Technologies	Stepdown Subsidiary company	8,67,57,040	-
Opto Eurocor Healthcare Limited	Subsidiary Company	1,89,42,90,631	1,65,89,21,625
Opto Cardiac Care Limited	Subsidiary Company	5,54,36,62,403	5,51,57,33,790
Mediaid Inc	Subsidiary Company	18,70,42,966	31,33,15,914
Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	10,80,43,748	10,80,43,748
Eurocor GmbH	Stepdown Subsidiary company	-	16,00,97,255
Eurocor Tech BV	Stepdown Subsidiary company	8,84,53,333	-
Loans & Advances (Credit Balance)			
Criticare Technologies	Stepdown Subsidiary company		3,68,00,127
Devon Innovations Private Limited	Subsidiary Company		14,89,97,205
Mediaid Inc	Subsidiary Company		1,29,52,747
Ormed Medical Technology Limited	Subsidiary Company		1,26,73,286
Opto Infrastructure Limited	Subsidiary Company	61,83,15,191	62,31,77,531
Unetixs Vascular Inc	Stepdown Subsidiary company	1,98,50,932	1,98,50,932
Criticare systems(m) sdn bhd	Stepdown Subsidiary company	1,12,81,327	1,22,81,327
Vinod Ramnani	Key Management Personnel	9,91,68,525	9,36,83,328
Usha Ramnani	Relative of Director	91,38,215	3,85,64,415

Nature of Transactions & Name of Related Party	Description of Relationship	Amount of Transaction	
		2018-19	2017-18
Jayesh C Patel	Key Management Personnel	3,90,00,000	3,90,00,000
Sundry Debtors (Balances)			
Mediaid Inc	Subsidiary Company	3,36,02,494	2,37,45,289
Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	4,81,234	4,81,234
Criticare systems(m) sdn bhd	Stepdown Subsidiary company	1,70,177	1,70,177
Criticare Technologies, inc.	Stepdown Subsidiary company	3,91,61,006	3,40,15,034
Opto cardiac care ltd	Subsidiary Company	14,92,428	14,92,428
Unetixs Vascular Inc	Stepdown Subsidiary company	16,37,10,840	16,37,10,840
Opto Circuits (M) SDN BHD	Subsidiary Company		50,71,442
Sundry Creditors (Balances)			
Advanced Micronic Devices Limited	Subsidiary Company	-	32,224
Criticare Technologies, inc.	Stepdown Subsidiary company	52,65,637	52,65,637
Mediaid Inc	Subsidiary Company	12,97,07,820	13,79,15,400

As per our report of even date attached

For B V SWAMI & Co.,
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH

Partner
Membership No. 213629
Firm Registration Number: 009151S

M N Ramu

Chairman
(DIN-07268616)

G C Somadas

Managing Director
(DIN-00678824)

Place: Bengaluru
Date: 28/05/2019

Guruprasad A

Chief Financial Officer

Supriya Kulkarni

Company Secretary

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF OPTO CIRCUITS (INDIA) LIMITED

Report on the Audit of the Consolidated Financial Statements

QUALIFIED OPINION

We have audited the accompanying Consolidated financial statements of **OPTO CIRCUITS (INDIA) LIMITED** (hereinafter referred to as the "Holding Company") and its subsidiaries listed in Annexure C (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31st March 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and consolidated cash flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required, subject to the matters discussed in Basis for Qualified Opinion paragraph below, the consequential impact, if any, whereof is not quantifiable, give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

We draw your attention:

1. Long Outstanding Receivables/Payables:

- a. Regarding the trade receivables of Holding Company amounting to ₹23,453.26 Lakhs (includes receivables ₹22,358.18 Lakhs more than 36 months). Trade payables amounting to ₹5,232.21 Lakhs (includes payables ₹3,191.13 Lakhs more than 36 months), there are no confirmation of balances available supporting

the outstanding receivables and payables. Although receivables of Rs.22,358.18 Lakhs and payables of Rs.3,191.13 Lakhs over 36 months, the provisioning/write off of such debts and write back of liabilities could not be ascertained.

2. The Holding Company holds investments in its Subsidiary Opto Cardiac Care Limited amounting to Rs.20,005.50 Lakhs and advances amounting to Rs.55,436.62 Lakhs and has not been ascertained the impairment loss of investments and advances in subsidiary which has reported a consolidated negative net worth of Rs 3,051.09 Lakhs as on 31.3.2019 as against the carrying amount of Rs.75,442.12 Lakhs and has not provided for such impairment loss.

3. The Company has the following short-term borrowings from the banks as on the date of balance sheet:

Name of the bank	Facility	Amount (in ₹ Lakhs)
Bank of Nova Scotia Ltd	Working Capital	11,890.92
HDFC bank Ltd	Working Capital/ Term Loan	5,767.60
State Bank of India	Working Capital	16,603.78
Yes Bank Ltd	Working Capital	3,043.47
TOTAL		37,305.77

- (i) Banks have classified these liabilities as NPA/ Irregular Advances and as such not charging the interest accordingly finance cost/interest is not provided for
- (ii) The Bank of Nova Scotia Ltd and HDFC Bank Ltd have filed winding up petition in the Hon'ble High Court of Karnataka against the company, for which no provision of interest is made in the financial statements as these Banks have categorized the respective borrowings as NPA. Management is negotiating for One Time Settlement (OTS)/Compromise Settlement form State Bank of India, Bank of Nova Scotia Ltd and HDFC Bank Ltd.

- (iii) State Bank of India has issued notice under SARFAESI ACT, on the factory building and current assets of the company. State Bank of India has taken symbolic possession of the property at 83, Electronic City, Phase-1, Hosur Road, Bangalore and has put up notice for auctioning of the property, the management is negotiating for One Time Settlement (OTS)/ Compromise settlement and paid advance amount of ₹745 Lakhs paid during the year and ₹505 Lakhs paid earlier years against OTS/ Comprise Settlement.

4. Impairment of Non-Current Investment/ Intangible assets.

In view of the Ind AS 36 Impairment of Assets.

- (I) Similarly based on our review of the Independent Audit reports made available to us by the Management of the subsidiary company – Investment made in Eurocor GmbH of ₹9,533.63 Lakhs which is subject to Insolvency proceedings is recognised as investment made in EuroTech GmbH, since this entity has taken over as successor of Eurocor GmbH, the residual assets/liabilities under the insolvency proceedings. The carrying value of the Goodwill on succession of ₹9,732.93 Lakhs is subject to confirmation of accounts from the Administrator for Insolvency proceedings and consequent Provision for Impairment Loss.
- (II) Similarly based on our review the subsidiary companies – Eurocor Asia SdnBhd and Eurocor Singapore Pte Ltd have stopped their operations and reported to be subject to Insolvency/ Liquidation process. There is no information/ financial statements for the period ending 31st March 2019 of these Step-down subsidiaries, we are of the opinion that the investment in these Step-down subsidiaries are impaired. The company has not made any provision for such impairment loss to the extent of ₹ 70.33 Lakhs and ₹73.16 Lakhs respectively. To the extent of ₹146.21 Lakhs is doubtful of recovery and impairment loss is not provided for the same.
- (III) The management of the company as a group has to demonstrate how the Intangible Asset will generate the probable future economic benefits, also has to allocate the resources to complete, use and obtain the benefit form the Intangible Asset. As per the representations received from the company's Management, the management was not able to allocate any

resource due to non-availability of Financials resources. Hence, we are unable to comment on the carrying value of ₹32624.35 Lakhs of such Intangible asset as detailed below.

Name of the company	Carrying value of intangible assets (₹in lakhs)
Opto Circuits (India) Ltd	15,710.43
Opto Cardiac Care Ltd(Group)	7,453
Opto Eurocore Health Care Ltd(Group)	9,460.17
TOTAL	32,624.35

5. Similarly subsidiary Opto Infrastructure Ltd in earlier years made advances to its holding M/s Opto Circuits (India) Limited a sum of ₹6,084.15 has not accounted for interest receivables as per the required to the provisions of Section 186(7) of the Companies Act, 2013.
6. One of its Subsidiary Opto Cardiac Care Ltd has Claims receivable not acknowledged as debt of ₹31,220 lakhs regarding the investment made in Cardiac Science Corporation USA and Criticare Systems Inc USA is due to hostile takeover and pending bankruptcy court proceedings. Provision is not made for impairment loss of this extinguished investment to the extent of ₹31,220 lakhs.
7. The Group has not consolidated Step-down subsidiary M/s. Criticare Systems (M) SdnBhd, Malaysia because it has not been able to obtain the Financial Statements of the step-down subsidiaries as at the year end date. This investment is therefore accounted for on a cost basis and impairment is provided for. Under the Indian Accounting Standards 110, the Group should have consolidated this Step-down subsidiary. If M/s. Criticare Systems (M) SdnBhd had been consolidated, many elements in the accompanying consolidated financial statements having significant impact have been failed to determine.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued

by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sl. No.	Key Audit Matter	How our audit addressed the key audit matter
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from contracts with customers" (new revenue accounting standard)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.</p>	<p>Our audit procedure on adoption of Ind AS 115, Revenue from contracts with customers (Ind AS 115) , which is the new revenue accounting standard, include-</p> <ul style="list-style-type: none"> • Evaluated the design implementation of the process and internal controls relating to implementation of the new revenue accounting; • Selected a sample of transactions, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. • Recognition of revenue from Sale of goods has been verified with respect to the performance obligations as set forth in company's revenue recognition policy.
2	<p>Evaluation of uncertain litigations</p> <p>The Group has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.</p>	<p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p>

OTHER INFORMATION

The Holding company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding company's annual report, but does not include the financial statements and our auditors report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent

with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated financial statements in term of the requirement of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the entities in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the group entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding company, as aforesaid.

In preparing the Consolidated financial statements, the respective Board of Directors of the Companies included in the Group entities are responsible for assessing the ability of the Group entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group entities are responsible for overseeing the financial reporting process of the Group entities.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the financial statements is included in "Annexure – A" of this Auditor's Report. This description forms part of our Auditor's Report.

OTHER MATTERS

(a) We did not audit the financial statements of Three Indian subsidiaries Viz Opto Cardiac care limited, OptoEurocore Limited and Opto Infrastructure Limited whose financial statements reflect total assets of ₹67,217.96 Lakhs, ₹46,120.01 Lakhs and ₹27,716.23 Lakhs Respectively as at 31st March, 2019, total revenues of ₹9097.83 Lakhs, ₹6,584.01 Lakhs and Nil Respectively net cash flows amounting to ₹(41.44) lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹1756.76 lakhs for the year ended 31st March, 2019. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

(b) We did not audit the financial statements of Two subsidiaries Viz., Mediad Inc., Opto Malayasiasdn. Bhd whose financial statements reflect total assets of ₹32,351.88 Lakhs and ₹37.27 Lakhs respectively as at 31st March, 2019, total revenues of ₹687.28 lakhs and Nil respectively and net cash flows amounting to ₹ 3.98 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include

the Group's share of net loss of ₹88.01 Lakhs for the year ended 31st March, 2019. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

As reported in previous year, Holding Company along with its step-down subsidiary (Cardiac Science Corporation) had borrowed funds from DBS Bank Ltd. In the year 2014-15 the said loan was restructured and as a part of the said process ₹12678.41 Lakhs borrowed by the Holding Company was also restructured. As per the terms of the agreement with DBS Bank Ltd, upon default by step down subsidiary (Cardiac Science Corporation) the bank exercised their rights and assigned the debts to a third party and also exercised proxy voting rights to take management control of the Holding Company. As a result of this loan borrowed by the company to the tune of ₹12678.41 Lakhs stand extinguished. DBS Bank has objected to the stand taken by the Holding Company.

The Holding Company has raised objections to the stand taken by DBS Bank and filed an original suit before the jurisdictional Civil Court. The suit is pending before courts.

The Holding Company also made a claim of USD160.82 Million against DBS Bank Ltd vide its letter dated 24th January, 2017 and this claim is part of the above petition filed before the Hon'ble Court and DRT-Bangalore recovery proceedings.

With respect to debt with Standard Chartered Bank Ltd the Holding Company has made and agreed for negotiated settlement with the Standard Chartered Bank for ₹6,200 Lakhs. The company has paid during the year only ₹210 Lakhs as against the Repayment of Rs 1100 Lakhs due as per repayment schedule.

The Bank of Nova Scotia Ltd and HDFC Bank Ltd have filed winding up petition in the Hon'ble High Court of Karnataka against the Holding Company (Opto Circuits India Limited) winding up order was passed by the High Court. The Holding Company has filed recall of winding up order and the Honourable High

Court of Karnataka has stayed action by the official Liquidator hence the matter is sub-Judice.

During the year due to loss of controlling in subsidiaries Devon Innovations Private Limited and Ormed Medical Technology Limited, the investment in these subsidiaries were subsequently dis invested by way of sale of shares amounting to ₹312.50 lakhs and ₹85.01 lakhs respectively. Further during the year investment in Advanced Micronic Devices Limited was subsequently dis invested amounting to ₹524.61 lakhs.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-sections 3 of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements, and the other financial information of a subsidiaries, as noted in the 'Other Matter' paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, except for the intermediate effects of the matters described in the basis for qualified opinion paragraph, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS

specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries incorporated in India, as on March 31st, 2019 taken on record by the Board of Directors of the respective companies, and the reports of the statutory auditors of its subsidiary companies, none of the directors of Group companies is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and also the other financial information of a subsidiary as

noted in the ‘Other Matter’ paragraph:

- i. The Consolidated financial statements disclose the impact of pending litigations as at 31st March 2019 on the Consolidated financial position of the group. – Refer Note No. to the Consolidated financial statements.
- ii. The Company is not required to make provision as at 31st March 2019, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2019.

For B. V. Swami & Co.,

Chartered Accountants

[A. Amaranath]

Partner

Membership Number : 213629

Firm Reg No : 0091515

Place: Bengaluru

Date: 28th May 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also, from the matters communicated with those charged with governance, determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor’s Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of OPTO CIRCUITS (INDIA) LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of OPTO CIRCUITS (INDIA) LIMITED (“the Company”) as of March 31st, 2019 in conjunction with our audit of the Consolidated IND AS financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent

applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Consolidated IND AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)

provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. .

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the

Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. V. Swami & Co.,
Chartered Accountants

[A. Amaranath]
Partner
Membership Number : 213629
Firm Reg No : 009151S

Place: Bengaluru
Date: 28th May 2019

ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT (List Of Subsidiaries Consolidated)

- 1 Opto Cardiac Care Limited
- 2 OptoEurocore Healthcare Limited
- 3 Opto Infrastructure Limited
- 4 Mediad INC
- 5 Opto Circuits (Malaysia) SDN BHD

For B V SWAMI & Co
Chartered Accountants

A. Amaranath
Partner
Membership No : 213629
Firm Reg No : 009151S
Place: Bengaluru
Date: 28th May 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 2019

(Amount in ₹)

PARTICULARS	Note No.	March 31, 2019	March 31, 2018
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	1	2,68,49,98,963	3,05,24,51,147
Capital work-in-progress	2	1,94,43,000	1,44,41,280
Investment Property			
Goodwill	3	35,76,70,918	37,14,05,994
Other Intangible Assets	4	3,12,20,76,983	54,12,887
Intangible assets under development	4a	3,56,16,40,761	3,54,37,88,330
Financial assets			
(i) Investments	5	1,00,000	2,02,000
(ii) Trade Receivables	6	3,42,48,43,722	5,79,27,03,992
(iii) Loans	7	16,11,61,836	54,63,916
(iv) Other financial assets	8	11,54,29,814	1,50,20,979
Deferred tax assets (net)	9	9,74,08,754	3,80,40,612
Other non-current assets	10	4,71,37,66,595	4,68,39,86,024
TOTAL NON - CURRENT ASSETS		18,25,85,41,346	17,52,29,17,161
CURRENT ASSETS			
Inventories	11	95,91,37,195	98,41,06,660
Financial assets			
(i) Investments	5	-	-
(ii) Trade receivables	6	46,40,33,809	37,66,76,348
(iii) Cash and cash equivalents	12	4,29,18,091	8,73,83,858
(iv) Other balances with banks	13	11,24,524	2,42,21,087
(v) Loans	7	5,36,302	28,93,139
(vi) Other financial assets	8	17,846	28,22,466
Current Tax Assets	9	42,15,44,755	39,22,30,850
Other current assets	10	86,08,37,847	73,78,69,859
TOTAL CURRENT ASSETS		2,75,01,50,369	2,60,82,04,267
TOTAL ASSETS		21,00,86,91,715	20,13,11,21,428
EQUITY AND LIABILITIES			
EQUITY			
(a) Share capital	14	3,00,62,57,440	2,87,49,54,060
(b) Other equity	15	8,19,32,08,537	6,55,09,43,933
Equity attributable to shareholders of the company		11,19,94,65,977	9,42,58,97,993
Non-Controlling Interest		12,12,61,085	11,89,46,385
TOTAL EQUITY		11,32,07,27,062	9,54,48,44,378
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	16	44,71,03,953	11,73,43,183
(ii) Trade payables	17	44,15,30,385	67,19,18,217
(iii) Other financial liabilities	18	-	-
Provisions	19	36,63,226	61,59,161
Deferred tax liabilities (net)	9	-	-
Other non-current liabilities	20	-	-
TOTAL NON - CURRENT LIABILITIES		89,22,97,564	79,54,20,561
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	16	7,40,75,82,081	8,24,04,51,217
(ii) Trade Payables	17	39,71,86,154	29,99,90,907
(iii) Other financial liabilities	18	45,55,31,247	46,47,47,047
Other current liabilities	20	7,34,06,159	31,10,06,397
Provisions	19	45,48,35,144	46,91,06,176
Current tax liabilities	9	71,26,304	55,54,745
TOTAL CURRENT LIABILITIES		8,79,56,67,089	9,79,08,56,489
TOTAL EQUITY AND LIABILITIES		21,00,86,91,715	20,13,11,21,428

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For B V Swami & Co.
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH
Partner
Membership No. 213629
Firm Registration Number: 009151S

M.N. Ramu
Chairman
(DIN-07268616)

G C Somadas
Managing Director
(DIN-00678824)

Place: Bengaluru
Date: 28-05-2019

Guruprasad A
Chief Financial Officer

Supriya Kulkarni
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 2019 (Amount in ₹)

PARTICULARS		Note No.	March 31, 2019	March 31, 2018
I.	Revenue from operations	21	2,55,58,37,132	2,28,36,29,255
II.	Other income, net	22	4,02,60,304	1,20,76,160
III.	Total income (I+II)		2,59,60,97,436	2,29,57,05,415
	Expenses			
	Cost of materials consumed	23	1,17,61,94,038	1,03,00,64,232
	Purchase of Stock in Trade		2,72,13,783	1,14,91,774
	Changes in inventories of FGs,WIP & Stock-in-Trade	24	(86,31,907)	(30,06,466)
	Employee benefit expense	25	40,57,47,904	36,24,94,081
	Finance costs	26	3,23,89,529	5,75,99,020
	Depreciation and amortisation expense	1 to 4a	10,78,72,814	12,58,70,398
	Other expenses	27	31,73,74,941	36,23,38,076
IV.	Total expenses (IV)		2,05,81,61,102	1,94,68,51,115
V.	Profit/(loss) before exceptional items and tax (III-IV)		53,79,36,334	34,88,54,300
VI.	Exceptional Items	28	-	(1,60,29,100)
VII.	Profit/(loss) before tax (V-VI)		53,79,36,334	36,48,83,400
VIII.	Tax expense:			
	Current tax	9	2,18,51,805	89,42,537
	Deferred tax	9	-	42,615
IX.	Profit for the period from continuing operations (VII-VIII)		51,60,84,529	35,58,98,248
X.	Profit/(Loss) from discontinued operations		-	-
XI.	Tax expense of discontinued operations		-	-
XII.	Profit/(Loss) from discontinued operations (after tax) (X - XI)		-	-
XIII.	Profit/(loss) for the period (IX+XII)		51,60,84,529	35,58,98,248
XIV.	Other comprehensive income, net of taxes			
	Items that will be reclassified subsequently to profit or loss		-	-
	Items that will not be reclassified subsequently to profit or loss			
	Remeasurement of the net defined benefit liability/asset		-	-
	Total other comprehensive income for the year, net of taxes		-	-
	Total comprehensive income for the year (XIII + XIV)		51,60,84,529	35,58,98,248
	Profit for the year attributable to:			
	Shareholders of the company		51,37,69,829	34,62,16,125
	Non-Controlling Interests		23,14,700	96,82,123
			51,60,84,529	35,58,98,248
XV.	Total Comprehensive income for the year attributable to:			
	Shareholders of the company		51,37,69,829	34,62,16,125
	Non-Controlling Interests		23,14,700	96,82,123
			51,60,84,529	35,58,98,248
XVi.	Earnings per equity share	29		
	Equity shares of par value ₹10 each			
	Basic (₹)		1.77	1.34
	Diluted (₹)		1.77	1.34
	- Basic and Weighted average number of Equity Shares outstanding during the period		28,99,77,579	25,82,85,720

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For B V Swami & Co.
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH
Partner
Membership No. 213629
Firm Registration Number: 009151S

M.N. Ramu
Chairman
(DIN-07268616)

G C Somadas
Managing Director
(DIN-00678824)

Guruprasad A
Chief Financial Officer

Supriya Kulkarni
Company Secretary

Place: Bengaluru
Date: 28-05-2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 2019

(Amount in ₹)

Particulars	Equity share capital	Other Equity							Non-Controlling Interest	Total other equity
		Share application money pending for allotment	Capital Reserve	Securities Premium Reserve	Retained earnings	General reserve	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation		
Balance as of April 1, 2017	2,42,31,94,070	-	-	4,86,62,44,686	(98,47,51,213)	1,27,89,61,982	1,41,84,36,075	(46,23,04,825)	13,25,61,908	6,24,91,48,613
Changes in equity for the period ended March 31, 2018										
Profit for the year					34,62,16,125				96,82,123	35,58,98,248
Total Comprehensive Income for the year					34,62,16,125				96,82,123	35,58,98,248
Increase in share capital	45,17,59,990			22,58,79,995					1,75,80,59,231	1,75,80,59,231
Adjustments towards common control transactions									-	-
Changes in accounting policy or prior period errors					(1,53,60,46,225)				(1,53,60,46,225)	(1,53,60,46,225)
Restated balance at the beginning of the reporting period					2,59,75,39,775				2,59,75,39,775	2,59,75,39,775
Remeasurement of the net defined benefit liability/asset, net of tax effect			-		(3,22,78,59,493)	(27,150)		49,64,74,965	(2,73,14,11,678)	(2,73,14,11,678)
Any other changes			1,53,21,79,236						-	-
Remeasurement of obligation to acquire non-controlling interests									(2,32,97,646)	(2,32,97,646)
Balance as of March 31, 2018	2,87,49,54,060	-	1,53,21,79,236	5,09,21,24,681	(2,80,49,01,031)	1,27,89,34,832	1,41,84,36,075	3,41,70,140	11,89,46,385	6,66,98,90,318
Balance as of April 1, 2018	2,87,49,54,060	-	1,53,21,79,236	5,09,21,24,681	(2,80,49,01,031)	1,27,89,34,832	1,41,84,36,075	3,41,70,140	11,89,46,385	6,66,98,90,318
Changes in equity for the period ended March 31, 2019										
Profit for the year					51,37,69,829				23,14,700	51,60,84,529
Total Comprehensive Income for the year					51,37,69,829				23,14,700	51,60,84,529
Increase in share capital	13,13,03,380		-	6,56,51,690					6,56,51,690	6,56,51,690
Adjustments towards common control transactions									-	-
Changes in accounting policy or prior period errors					3,69,64,353				3,69,64,353	3,69,64,353
Restated balance at the beginning of the reporting period					82,35,64,713				82,35,64,713	82,35,64,713
Remeasurement of the net defined benefit liability/asset, net of tax effect			-		5,79,92,784	-		14,43,21,235	20,23,14,019	20,23,14,019
Total Comprehensive Income for the year									-	-
Transfer from retained earnings									-	-
Remeasurement of obligation to acquire non-controlling interests									-	-
Balance as of March 31, 2019	3,00,62,57,440	-	1,53,21,79,236	5,15,77,76,371	(1,37,26,09,352)	1,27,89,34,832	1,41,84,36,075	17,84,91,375	12,12,61,085	8,31,44,69,622

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached
For B V Swami & Co.
Chartered Accountants

**For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED**

A. AMARANATH
Partner
Membership No. 213629
Firm Registration Number: 009151S

M.N. Ramu
Chairman
(DIN-07268616)

G C Somadas
Managing Director
(DIN-00678824)

Guruprasad A
Chief Financial Officer

Supriya Kulkarni
Company Secretary

Place: Bengaluru
Date: 28-05-2019

CONSOLIDATED CASH FLOW AS ON MARCH 2019

(Amount in ₹)

Particulars		Year ended 31.03.2019	Year ended 31.03.2018
I	Cash flows from operating activities		
	Profit for the year Ended	53,79,36,334	35,58,98,248
	Adjustments to reconcile profit and loss to net cash provided by operating activities		
	Non Cash Adjustments	(1,88,32,30,998)	(98,24,13,296)
	Depreciation and amortisation expenses	10,78,72,814	12,58,70,398
	Finance cost	3,23,89,529	5,75,99,020
	Interest received on Fixed Deposit	-	(22,60,604)
	Profit / (Loss) Sale of Fixed Assets	-	(53,13,531)
	Operating profit before working capital changes	(1,20,50,32,321)	(45,06,19,765)
	Net change in		
	(Increase)/Decrease in inventories	2,49,69,465	69,66,64,590
	(Increase)/Decrease in Trade Receivables	2,28,05,02,809	3,36,80,25,102
	(Increase)/Decrease in loans & advances	23,56,837	1,48,354
	(Increase)/Decrease in current assets	(25,58,47,892)	(2,89,01,93,519)
	Increase/(Decrease) in Current Liabilities	(39,52,04,029)	(2,82,38,676)
	Cash generated from operations	45,17,44,869	69,57,86,086
	Taxes paid (net of refunds)	-	-
	Net cash generated from operating activities	45,17,44,869	69,57,86,086
II.	Cash flows from investing activities		
	Interest on Fixed Deposits	-	22,60,604
	Payment for purchase of property, plant and equipment	(1,08,62,512)	74,38,448
	Product Development expenses		(28,13,51,832)
	Disposal of Fixed Assets	18,77,52,849	
	Proceeds from Sale of Fixed Assets	-	53,13,531
	Payment towards Capital Work in Progress	(50,01,720)	30,49,51,018
	Net cash used from investing activities	17,18,88,617	3,86,11,769
III.	Cash flows from financing activities		
	Proceeds/(Repayment) Loans and Advances	(65,88,06,286)	(64,91,64,127)
	Interest paid	(3,23,89,529)	(5,75,99,020)
	Net cash used from financing activities	(69,11,95,815)	(70,67,63,147)
	Net cash & cash equivalents	(6,75,62,329)	2,76,34,708
	Net cash & cash equivalents at the beginning of the year	11,16,04,945	8,39,70,237
	Net cash & cash equivalents at the end of the year	4,40,42,616	11,16,04,945

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For B V SWAMI & Co.,
Chartered Accountants

For and on behalf of the Board of
OPTO CIRCUITS (INDIA) LIMITED

A. AMARANATH
Partner
Membership No. 213629
Firm Registration Number: 0091515

M N Ramu
Chairman
(DIN-07268616)

G C Somadas
Managing Director
(DIN-00678824)

Guruprasad A
Chief Financial Officer

Supriya Kulkarni
Company Secretary

Place: Bengaluru
Date: 28/05/2019

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

COMPANY OVERVIEW:

Opto Circuits (India) Limited and group are engaged in the manufacture and trading of invasive and non-invasive medical equipment's. The company is a public limited company incorporated and domiciled in India and has its register office located at Plot no 83, Electronic city, Phase-1, Hosur Main Road, Bengaluru. The company has its primary listing on BSE and NSE OF India.

The financial statements are approved for issue by the Company's Board of Directors on 28th May 2019.

2) STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

A) Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities Exchange of India [SEBI]. The Ind AS as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B) Use Of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from

those estimates. Any revision to accounting estimates is recognized in accordance with the requirement of the respective accounting standard. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Financial Statements.

C) Other Intangible Assets

Intangible Assets are stated at cost less accumulated amortisation and impairment. Intangible Assets are amortized over their respective individual estimated useful lives on a straight line basis from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on number of factors including the effects of obsolescence, demand, competition and other economic factors. Amortisation methods and useful lives are reviewed periodically including at each financial year end.

D) Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost

E) Financial Instruments

a) Initial Recognition

The Company recognizes the Financial asset and Financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted at trade date.

b) Subsequent Measurement

a) Non Derivative Financial Instrument

i) Financial Assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

iii) Financial assets at fair value through profit or loss

A financial asset, which is not classified in any of the above categories, is subsequently fair valued through profit or loss.

iv) Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v) Investment in Subsidiaries

Investments are stated at cost in accordance with Ind AS 27- Separate Financial statements.

vi) Offsetting of financial Instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to off set the recognized amounts and there is an intention to settle on a net basis to realize the assets and settle the liabilities simultaneously.

F) Accounting of provisions, contingent liabilities, and contingent assets

A provision is recognized if as a result of past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is possible obligation or present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote no provision or disclosure is made.

G) Income Taxes

Provision For Taxation

Provision is made for income tax annually based on the tax Liability computed after considering Tax allowance and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

DEFERRED TAX

Deferred income tax assets and liabilities are

recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax asset in the nature of unabsorbed depreciation and losses are recognized only if there is virtual certainty of realization.

H) Revenue Recognition

Revenue from sale of goods is recognised immediately once control of the products being sold is ready for dispatch to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

I) Foreign Currency / Functional Currency

The functional currency of the company is Indian Rupee. These financial statements are presented in Indian rupees.

TRANSACTIONS AND TRANSLATIONS

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at the exchange rates in effect at the balance sheet date. The gains or losses resulting from such transactions are included in the Statement of Profit and Loss. Non-monetary assets and Non – monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non – monetary assets and non – monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Revenue, Expenses and Cash flow items denominated in foreign currencies are translated into relevant functional currencies using the exchange rate in effect on the date of the transaction.

J) Retirement benefits

The company's liability towards retirement

benefits in the form of provident fund is full funded and charged to revenue expenditure. The company contribute to the employee provident fund maintained under the employee's provident fund scheme run by the central government. The gratuity liability is provided and charged off as revenue expenditure based on actuarial valuation. The company has subscribed to the group gratuity scheme policy of LIC of India. Un availed encashable earned leave is accounted on accrual basis.

K) Earnings Per Share

Basic earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

L) Cash flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing, and financing activities of the Company are segregated.

M) Property, Plant and Equipment

Property , plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The company

depreciates the property, plant and equipment over their estimated useful lives using the straight line method.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance sheet date is classified as capital advances under the non current assets and the cost of the assets not ready for use before such date are disclosed under capital work in progress. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and Maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon the sale or retirement of the asset and the resultant gains or losses are recognized in the statement of Profit and Loss.

N) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also

contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the less accounting requirements in Ind AS 17.

The company will adopt Ind AS 116 effective annual reporting period beginning April 1, 2019. The Group will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Group will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the Standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Group will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the company will be using the practical expedient provided by the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The company is in the process of finalising changes to systems and processes to meet the accounting and the reporting requirements of the standard in conjunction with review of lease agreements.

The company will recognise with effect from April 1, 2019 new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortisation charge for the right-to-use asset, and (b) interest accrued on lease liability.

O) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily

convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and Cash Equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

P) Inventories

Valuations of inventories are at the lower of cost and net realizable value. Cost of the inventories are computed on a weighted average / FIFO

basis

Raw materials including stores and spares valued at lower of cost and net realizable value

Work in progress valued at lower of cost and net realizable value.

Work in progress includes costs incurred up to the stage of completion.

Finished goods valued at lower of cost and net realizable value.

Finished goods include cost of conversion and cost incurred for bringing the same to location.

Q) Segment Reporting Policies

Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the

NOTE. 1 PROPERTY, PLANT & EQUIPMENT

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2019:

(Amount ₹)

Particulars	Land	Buildings	Plant and Equipment	Office equipment	Vehicles	Computer equipment	Furniture and fixtures	Borewell	Electrical Installations	Overseas Assets	Total
Gross carrying value as of April 1, 2018	2,06,71,84,914	27,92,16,270	1,55,47,31,928	2,19,70,011	8,99,23,406	14,43,66,725	5,45,36,430	73,655	11,11,37,793	3,77,82,632	4,36,09,23,764
Additions	-	82,11,404	9,07,174	16,87,154	-	56,780	-	-	-	-	1,08,62,512
Deletions	(3,06,63,253)	(21,04,38,540)	-	-	-	-	(9,29,699)	-	-	-	(24,20,31,492)
Adjustments	5,32,913	(11,94,754)	(8,58,76,129)	(1,18,62,650)	(1,96,08,799)	(3,55,19,033)	(56,24,349)	-	(9,76,73,107)	(3,77,82,632)	(29,46,08,540)
Gross carrying value as of March 31, 2019	2,03,70,54,574	7,57,94,380	1,46,97,62,973	1,17,94,515	7,03,14,607	10,89,04,472	4,79,82,382	73,655	1,34,64,686	-	3,83,51,46,244
Accumulated depreciation as of April 1, 2018	-	9,39,95,637	82,32,58,532	1,97,15,803	6,31,13,668	14,38,31,180	4,67,84,425	-	8,11,29,011	3,66,44,361	1,30,84,72,617
Depreciation	-	19,86,607	10,11,33,489	7,31,408	8,02,303	85,772	21,44,443	-	4,90,895	-	10,73,74,917
Accumulated depreciation on deletions	-	(5,17,95,132)	26,06,732	-	40,449	-	(42,30,889)	-	(8,99,803)	-	(5,42,78,643)
Impairment losses	-	-	-	-	-	-	(6,60,402)	-	-	-	(6,60,402)
Adjustments	-	(40,11,479)	(4,57,61,178)	(1,01,81,653)	(1,01,80,606)	(3,50,87,700)	(6,43,218)	-	(6,82,51,013)	(3,66,44,361)	(21,07,61,208)
Accumulated depreciation as of March 31, 2019	-	4,01,75,633	88,12,37,575	1,02,65,558	5,37,75,814	10,88,29,252	4,33,94,359	-	1,24,69,090	-	1,15,01,47,281
Carrying value as of March 31, 2019	2,03,70,54,574	3,56,18,747	58,85,25,398	15,28,957	1,65,38,793	75,220	45,88,023	73,655	9,95,596	-	2,68,49,98,963

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2018:

(Amount ₹)

Particulars	Land	Buildings	Plant and Equipment	Office equipment	Vehicles	Computer equipment	Furniture and fixtures	Borewell	Electrical Installations	Overseas Assets	Total
Gross carrying value as of April 1, 2017	2,13,00,24,951	26,80,46,676	1,53,06,96,302	2,17,25,820	6,83,46,666	17,98,63,289	5,60,57,207	73,655	11,17,17,786	3,76,63,262	4,40,42,15,614
Additions	-	68,27,503	2,25,44,041	16,84,842	2,15,06,096	1,44,472	-	-	-	-	5,27,06,954
Deletions	(1,84,30,900)	-	-	-	-	-	(1,07,498)	-	-	-	(1,85,38,398)
Adjustments	(4,44,09,137)	43,42,091	14,91,585	(14,40,651)	70,644	(3,56,41,036)	(14,13,279)	-	(5,79,993)	1,19,370	(7,74,60,406)
Gross carrying value as of March 31, 2018	2,06,71,84,914	27,92,16,270	1,55,47,31,928	2,19,70,011	8,99,23,406	14,43,66,725	45,36,430	73,655	11,11,37,793	3,77,82,632	4,36,09,23,764
Accumulated depreciation as of April 1, 2017	-	8,52,02,918	71,84,31,476	1,97,83,474	5,52,14,571	17,93,28,936	4,47,31,909	-	8,42,78,356	3,65,28,587	1,22,35,00,227
Depreciation	-	71,66,901	10,57,58,378	14,73,749	61,16,777	2,25,877	37,80,631	-	12,79,145	-	12,58,01,458
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-
Impairment losses	-	-	-	-	-	-	45,541	-	-	-	45,541
Adjustments	-	16,25,818	(9,31,322)	(15,41,420)	17,82,320	(3,57,23,633)	(17,73,656)	-	(44,28,490)	1,15,774	(4,08,74,609)
Accumulated depreciation as of March 31, 2018	-	9,39,95,637	82,32,58,532	1,97,15,803	6,31,13,668	14,38,31,180	4,67,84,425	-	8,11,29,011	3,66,44,361	1,30,84,72,617
Carrying value as of March 31, 2018	2,06,71,84,914	18,52,20,633	73,14,73,396	22,54,208	2,68,09,738	5,35,545	77,52,005	73,655	3,00,08,782	11,38,271	3,05,24,51,147

NOTE: 2 CAPITAL WORK IN PROGRESS

(Amount in ₹)

Particulars	2019	2018
Gross carrying value as at April 1	1,44,41,280	31,93,92,298
Additions	50,01,720	1,44,41,280
Deletions		(31,93,92,298)
Adjustments	-	-
Gross carrying value as at March 31	1,94,43,000	1,44,41,280
Accumulated depreciation as at April 1		
Depreciation	-	-
Accumulated depreciation on deletions	-	-
Impairment losses	-	-
Adjustments	-	-
Accumulated depreciation as at March 31	-	-
Carrying value as at March 31	1,94,43,000	1,44,41,280

NOTE. 3 GOOD WILL

(Amount in ₹)

Particulars	2019	2018
Gross carrying value as of April 1	37,14,05,994	37,14,05,994
Additions	6,39,88,499	
Less: Impairment	19,07,86,608	-
Less: Disposal & other adjustments	(11,30,63,033)	-
Less: Transfer to Capital Reserve		-
Gross carrying value as of March 31	35,76,70,918	37,14,05,994

NOTE. 4 OTHER INTANGIBLE ASSETS

(Amount in ₹)

Particulars	Good Will	Brand or Trade marks	Computer Software	Copyrights, Patents, IPR	Recipes, Formulae, Models, designs & Prototypes	Customer Relationship	Total
Gross carrying value as of April 1, 2018	-	-	4,12,26,941	-	2,36,96,38,888	-	2,41,08,65,829
Additions	95,33,63,070		-	2,16,39,96,754	-	-	3,11,73,59,824
Deletions	-		-	-	-	-	-
Adjustments	-		3,41,010	-	(1,16,68,50,825)	-	(1,16,65,09,815)
Gross carrying value as of March 31, 2019	95,33,63,070	-	4,15,67,951	2,16,39,96,754	1,20,27,88,063	-	4,36,17,15,838
Accumulated depreciation as at April 1, 2018	-	-	3,58,52,673	-	2,36,96,00,269	-	2,40,54,52,942
Depreciation	-	-	-	4,61,481	36,416	-	4,97,897
Accumulated depreciation on deletions	-		-	-	-	-	-

Particulars	Good Will	Brand or Trade marks	Computer Software	Copyrights, Patents, IPR	Recipes, Formulae, Models, designs & Prototypes	Customer Relationship	Total
Impairment losses	-	-	-	-	-	-	-
Adjustments	-	-	-	5,36,638	(1,16,68,48,622)	-	(1,16,63,11,984)
Accumulated depreciation as at March 31, 2019	-	-	3,58,52,673	9,98,119	1,20,27,88,063	-	1,23,96,38,855
Carrying value as at March 31, 2019	95,33,63,070	-	57,15,278	2,16,29,98,635	-	-	3,12,20,76,983
Gross carrying value as of April 1, 2017	60,00,000	-	4,02,13,328		2,20,50,13,514	-	,25,12,26,842
Additions	-	-	9,98,213	-	-	-	9,98,213
Deletions	(60,00,000)	-	-	-	-	-	(60,00,000)
Adjustments	-	-	15,400	-	16,46,25,374	-	16,46,40,774
Gross carrying value as of March 31, 2018	-	-	4,12,26,941	-	2,36,96,38,888	-	2,41,08,65,829
Accumulated depreciation as of April 1, 2017	-	-	3,58,52,673		2,20,49,16,636	-	2,24,07,69,309
Depreciation	-	-	-	-	68,940	-	68,940
Accumulated depreciation on deletions	-	-	-	-	-	-	-
Impairment losses	-	-	-	-	-	-	-
Adjustments	-	-	-	-	16,46,14,693	-	16,46,14,693
Accumulated depreciation as of March 31, 2018	-	-	3,58,52,673	-	2,36,96,00,269	-	2,40,54,52,942
Carrying value as of March 31, 2018	-	-	53,74,268	-	38,619	-	54,12,887

- a) Investment made in Eurocor GmbH OF Rs.9533.63 lakhs which is subject to insolvency proceedings is recognised as investment made in Eurocor Tech GmbH, Since this entity has taken over as successor of Eurocor GmbH, the residual assets/liabilities under the insolvency proceedings. Due to which Goodwill or Copy rights recognised.

NOTE. 4a INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in ₹)

Particulars	2019	2018
Gross carrying value as of 1st, April	3,54,37,88,330	2,71,24,36,498
Additions		83,09,07,381
Impairment		
Disposal & other adjustments	1,78,52,431	4,44,451
(Less)Transfer to Capital Reserve		
Gross carrying value as of 31st, March	3,56,16,40,761	3,54,37,88,330

- (i) Product Development costs incurred on new products are recognised as intangible assets, the company has incurred technical, financial, and other resources to complete the development and it is probable that the asset will generate probable future economic benefits.
- (ii) The costs capitalised include the cost of materials, direct labour and directly attributable overhead expenditure incurred up to date the asset is available for use.
- (iii) Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment loss.

NOTE. 5 INVESTMENTS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non-current investments		
Long term investments - at cost		
<i>Trade (unquoted)</i>		
Investments in equity instruments of Associatees		
<i>Altron Hotels Pvt Ltd</i>	1,00,000	1,00,000
Investments in equity instruments of Others		
<i>Microland Ltd</i>	-	1,02,000
Total non-current investments	1,00,000	2,02,000

- (i) Due to change in controlling interest of Altron Hotels Pvt Ltd, we have carried the value of investment at cost

NOTE 6. TRADE RECEIVABLES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
<i>Un-Secured</i>		
Considered Good	2,95,38,40,746	5,23,91,91,227
Considered Doubtful	4,05,47,51,535	4,13,58,77,898
	7,00,85,92,281	9,37,50,69,125
Less: Provision for doubtful trade receivables	3,58,37,48,559	3,58,23,65,133
Total	3,42,48,43,722	5,79,27,03,992
Current		
<i>Un-Secured</i>		
Considered Good	46,40,33,809	37,66,76,348
Total	46,40,33,809	37,66,76,348

NOTE 7. LOANS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
<i>Secured Considered Good</i>		
Security Deposits	3,02,457	47,86,025
Other loans (need to specify below)	15,60,17,388	-
	15,63,19,845	47,86,025
<i>Un-Secured Considered Good</i>		
Security Deposits	48,41,991	-
Other loans (need to specify below)	-	6,77,891
	48,41,991	6,77,891
Total	16,11,61,836	54,63,916
Current		
<i>Un-Secured Considered Good</i>		
Other loans (need to specify below)	5,36,302	28,93,139
Total	5,36,302	28,93,139

NOTE 8. OTHER FINANCIAL ASSETS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
Security deposits	11,54,29,814	1,50,20,979
Total	11,54,29,814	1,50,20,979
Current		
Restricted deposits	17,846	17,013
Interest accrued but not due	-	8,73,023
Others	-	19,32,430
Total	17,846	28,22,466

Security Deposit includes amount deposited in no-lein account of State Bank of India (SAM Branch)

NOTE 9. INCOME TAXES

Income tax expense in the statement of profit and loss comprises:

(Amount in ₹)

Particulars	Year ended March 31,	
	2019	2018
Current taxes	2,18,51,805	89,42,537
Deferred taxes	-	42,615
Income tax expense	2,18,51,805	89,85,152

Provision is made for Income tax annually based on the Tax liability computed after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowance or other matters is probable.

Income tax assets and income tax liabilities

Particulars	Year ended March 31,	
	2019	2018
Income tax assets	42,15,44,755	39,22,30,850
Income tax assets at the year end	42,15,44,755	39,22,30,850
Income tax / MAT liabilities	71,26,304	55,54,745
Income tax / MAT liability at the year end	71,26,304	55,54,745

Deferred Tax Assets (Liability) at the end of year

Particulars	Year ended March 31,	
	2019	2018
Net deferred income tax asset at the beginning	3,80,40,612	75,33,789
Depreciation/Amortisation	-	(42,615)
Income tax credits	5,93,68,142	3,05,49,438
Others (net of all taxable and deductible timing differences including provisions/expenditure allowable under warranties, trade receivable, inventory etc)	-	-
Deferred Tax Assets	9,74,08,754	3,80,40,612

Less : Valuation Allowance	-	-
(iii) Deferred tax asset/(liability) net:	9,74,08,754	3,80,40,612

Deferred tax assets and deferred tax liabilities have been offset wherever the company has legally enforceable right to set off current tax assets against tax liabilities

Opto cardiac care Group recognises deferred tax assets on carry forward losses in subsidiaries after assessing the availability of the same towards set-off against future taxable income. Relevant valuation allowances are recorded against such deferred tax assets after evaluating the expected realisation of such deferred tax assets. The Group offsets deferred tax assets and liabilities where there is a legally enforceable right and where the taxes are governed by the same tax laws/authority.

NOTE 10. OTHER ASSETS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non- current		
Capital advances	16,25,265	16,25,265
Advance other than capital advances		
Secured Deposits	50,41,842	1,17,08,105
Other advances	2,92,51,641	6,59,46,281
Advances to suppliers & services	1,53,63,49,505	1,47,90,03,869
Others	3,14,14,98,342	3,12,57,02,504
Total	4,71,37,66,595	4,68,39,86,024

Other includes :

- Preliminary expenses & product development expenses incurred by Opto Cardiac Care Ltd & Opto Eurocor Ltd which will be written off 1/10th & 1/5th every year respectively.
- Claims receivable not acknowledged as debt of Rs 31,220 lakhs regarding the investment made in Cardiac Science Corporation USA and Criticare Systems Inc USA is due to hostile take over and pending bankruptcy court proceedings. Provision is not made for impairment loss of this extinguished investment to the extent of Rs 31,220 lakhs.

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Current		
Advance other than capital advances		
(a) Secured Deposits	38,32,051	33,17,140
(b) Advance to related parties	69,23,49,723	70,53,15,512
(c) Other advances	8,84,53,333	43,50,570
Staff Advance	5,92,798	6,30,928
Advances to suppliers & services	5,53,70,313	4,70,711
Prepaid expenses	3,46,201	7,05,257
Withholding and other taxes receivable	72,32,818	1,57,47,941
Others	1,26,60,610	73,31,800
Total	86,08,37,847	73,78,69,859

- a. Advances to supplier & services are given in the normal course of business operations.

NOTE 11. INVENTORIES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
(At lower of cost and net realisable value)		
Raw materials	1,20,16,18,749	1,15,62,90,255
Work - in - Progress	37,02,96,581	37,27,78,599
Finished Goods	4,17,78,831	3,42,08,275
Traded goods	-	3,70,26,975
Stores and spares		
Less : provision for impairment loss in inventory value of OEHL.	(16,42,03,765)	(16,42,03,765)
Less : Stock related to singapore & Asia & poland	(49,99,31,905)	(48,64,15,968)
(ii) Others	95,78,704	3,44,22,289
Total	95,91,37,195	98,41,06,660

- a. The Company regains its business at vizag unit from september 2017,earlier which was suspended its operations for 5 months i.e April 2017 to August 2017.
- b. Closing stock includes stocks of Opto Eurocor Healthcare Limited which have become obsolete due to expiry of their shelf life, hence provision for impairment loss on the value of stock was made by the company in the financial year 2016-17
- c. Eurocor Singapore / Asia / Poland are not in operation therefore value of stock is not considered.
- d. Others includes goods in transit.

NOTE 12. CASH AND CASH EQUIVALENTS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Balances with banks in -		
In current and deposit accounts	3,17,05,076	8,64,60,591
Cash on hand	1,12,13,015	9,23,267
Total	4,29,18,091	8,73,83,858

NOTE 13. OTHER BALANCES WITH BANK

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Other balances with banks consist of the following:		
In current and deposit accounts		
Earmarked Balances	11,24,524	17,53,387
Margin Money	-	16,32,608
Deposits with financial institution	-	2,08,35,092

Total	11,24,524	2,42,21,087
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NOTE 14. EQUITY SHARE CAPITAL

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Authorized		
Equity shares, ₹10/- par value		
375,000,000 equity shares of ₹10 each	3,75,00,00,000	3,75,00,00,000
Issued :		
300,887,644 /- Equity shares of ₹10/- each	3,00,88,76,440	2,87,75,73,060
Subscribed and Paid-Up		
300,625,744 Equity Shares of ₹10/- each	3,00,62,57,440	2,87,49,54,060
Total	3,00,62,57,440	2,87,49,54,060

Out of the above-

- During the year Company allotted 1,31,30,338 equity shares of Rs.10 each issued at price of Rs. 15/- per share to other than promoters on preferential basis.
- The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share.

A. Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2019	As at March 31, 2018
	No of shares	No of shares
No of shares outstanding at the beginning of the year	28,74,95,406	24,23,19,407
Add: Shares issued during the reporting period	1,31,30,338	4,51,75,999
Add: Issue of shares by conversion of share warrants	-	-
No of shares outstanding at the end of the year	30,06,25,744	28,74,95,406

The details of shareholder holding more than 5% shares as at March 31, 2019 and March 31, 2018 are set out below:

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of shares	% held	Number of shares	% held

Vinod Parasram Ramnani	3,62,43,581	12.06%	3,41,43,581	11.88%
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NOTE 15 - OTHER EQUITY

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Capital Reserves:		
As per last Balance Sheet	1,53,21,79,236	-
Additions during the year	-	1,53,21,79,236
Less: Transfer to Bonus share		
	1,53,21,79,236	1,53,21,79,236
Securities Premium Account:		
As per last Balance Sheet	5,09,21,24,681	4,86,62,44,686
Additions on shares issued during the year	6,56,51,690	22,58,79,995
Less: Bonus Issue of Shares	-	-
	5,15,77,76,371	5,09,21,24,681
General Reserve:		
As per last Balance Sheet	1,27,89,34,832	1,27,89,61,982
Add: Transfer from Profit & Loss Account	-	(27,150)
	1,27,89,34,832	1,27,89,34,832
Foreign Currency Translation Reserve		
As per last Balance Sheet	3,41,70,140	(46,23,04,825)
Add: Adjustment for translation of Non Integral Foreign Operations	14,43,21,235	49,64,74,965
	17,84,91,375	3,41,70,140
Revaluation Resereve:		
As per last Balance Sheet	1,41,84,36,075	1,41,84,36,075
Addition during the year (net)	-	-
	1,41,84,36,075	1,41,84,36,075
Retained Earnings:		
As per last Balance Sheet	(2,80,49,01,031)	(98,47,51,213)
Add: Appropriations in Changes in accounting policy or prior period errors	3,69,64,353	(1,53,60,46,225)
Add: Remeasurement of the net defined benefit liability/asset, net of tax effect	5,79,92,784	(3,22,78,59,493)
Net Surplus	(2,70,99,43,894)	(5,74,86,56,931)
Add: Profit/(Loss) for the period	51,37,69,829	34,62,16,125
Less: Appropriations		
Transfer to reserves	(82,35,64,713)	(2,59,75,39,775)

Particulars	As at	
	March 31, 2019	March 31, 2018
	(1,37,26,09,352)	(2,80,49,01,031)
Total Other Equity	8,19,32,08,537	6,55,09,43,933

- 1) The company has recognised in the year 2017-18, the impairment of investment in Cardiac Science Corporation, Criticare System Inc & Criticare Systems (Malaysia) Sdn Bhd, Pending for the approval of RBI and other Legal procedures, the company has only created provision for impairment and has not yet written off the said amount.
- 2) Company has obtained OTS agreement in FY 2017-18 with Standard Chartered Bank to pay 6200 lakhs towards full and final settlement of their dues in 11 installments over a period of time on or before December 2020. Subsequent to this Rephasement scheme, ₹153,21,79,256/- has been transferred to capital reserve & the same is shown as contingent liability.
- 3) Prior period expenses consist of administrative expenses in the books of Opto Circuits (India) Ltd & its subsidiaries.
- 4) Company allotted 1,31,30,338 equity shares of ₹10 each issued at price of ₹15/- per share to other than promoters on preferential basis.

NOTE 16 - BORROWINGS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non - Current		
<i>Term Loans</i>		
(i) from Banks;		
Secured	-	-
Unsecured	27,00,00,000	-
	27,00,00,000	-
(ii) from other parties;		
Secured		
Unsecured	1,28,48,195	9,71,45,740
	1,28,48,195	9,71,45,740
<i>Deposits</i>		
Unsecured	-	64,490
	-	64,490
<i>Loans and Advances from related parties</i>		
Unsecured	-	-
	-	-
<i>Long term maturities of finance lease obligations</i>		
Secured	1,14,49,018	2,01,32,953
Unsecured		
	1,14,49,018	2,01,32,953
Total	44,71,03,953	11,73,43,183
Current - Borrowings		
<i>Loans repayable on demand</i>		
(i) from Banks;		
Secured	7,18,43,71,242	7,49,55,40,345
Unsecured	13,90,16,623	6,08,841

Particulars	As at	
	March 31, 2019	March 31, 2018
	7,32,33,87,865	7,49,61,49,186
(ii) from other parties;		
Unsecured	-	57,22,69,348
	-	57,22,69,348
<i>Other loans and advances</i>		
Unsecured	8,41,94,216	17,20,32,683
	8,41,94,216	17,20,32,683
Total	7,40,75,82,081	8,24,04,51,217

NOTE 16 A - NON-CURRENT BORROWINGS

(i) Non current unsecured loans includes interest free loans from subsidiaries / step down subsidiaries and other corporates/Directors.

NOTE 16 B - CURRENT BORROWINGS

SI	Bank	Nature of Loan	Security	Non-Current Borrowings	Current Borrowings	Current Maturities of long term debt	Total Amount Outstanding as on 31st March 2019
1	State Bank of India	Working Capital	Hypothecation of Company's present and future movable fixed assets and current assets like stocks, raw materials, semi finished and finished goods, book debts, receivables, outstanding monies, bills, rights, stores, components, furniture and fittings; other movables, plant and machinery, vehicles and assets to be purchased out of bank finance. Pari Passu First Charge on the assets of the company. Equitable Mortgage on all the piece and parcel of land known as Sy. No. 62 part within the village limits of Doddathogur, Begur Hobli, Bangalore District containing by admeasuring 1.50 acre. The current assets of the company was given as security to the under multiple banking arrangement..	-	1,66,03,78,567	-	1,66,03,78,567

(Amount in ₹)

SI	Bank	Nature of Loan	Security	Non-Current Borrowings	Current Borrowings	Current Maturities of long term debt	Total Amount Outstanding as on 31st March 2019
2	IndusInd Bank	Working Capital/ Cash credit facilities/ Preshipment Credit in Foreign Currency and bill discounting/ Postshipment credit in Foreign currency facility/ Overdraft and Indian rupee loan	These facilities are repayable on demand, secured by pari-passu charge on Stocks and Book Debts of the Company.	-	13,94,96,606	-	13,94,96,606
3	Standard Chartered Bank	Working Capital	Hypothecation of the whole of the present and future stocks of raw materials, work in process and finished goods, book debts, outstanding monies, receivables, claims, bills, etc belonging to the company by way of 'paripassu' sharing basis with the members of the banks in Multiple Banking Arrangement.	27,00,00,000	32,90,00,000	-	59,90,00,000
4	Yes Bank	Working Capital	Un-Secured Loan	-	30,43,47,734	-	30,43,47,734
5	Bank of Nova Scotia	Working Capital	The company has given the security of immovable property of its Subsidiary Opto Infrastructure Limited comprising on all that piece and parcel of land in the Hassan Sector Specific Hard Ware Zone Industrial area within the limits of villages Doddabasavanahalli and Chikkabasavanahalli, Shantigrama Hobli, Hassan Taluk, Hassan dist. measuring an total extent of 250 acres.	-	1,18,90,92,331	-	1,18,90,92,331
6	HDFC Bank	Working Capital	Un-Secured Loan	-	49,92,60,116	7,75,00,000.00	57,67,60,116
Total				27,00,00,000	4,12,15,75,354	7,75,00,000	4,46,90,75,354
OPTO CARDIAC CARE LTD							
1	IndusInd Bank	Medium Term Loan	a) Charge on the assets/ claim on assets / bid-deposit for acquisition held by US based trustee on behalf of the company as per US Laws. b) Extension of charge on all the movable / immovable current & non-current of OCCL c) Pledge of 30% of share holding of OCCL, held by OCIL to the extent of 30% & NDU for the balance.	21,77,43,434	-	-	21,77,43,434

SI	Bank	Nature of Loan	Security	Non-Current Borrowings	Current Borrowings	Current Maturities of long term debt	Total Amount Outstanding as on 31st March 2019
2	IndusInd Bank	Working Capital Loan	This facility is secured on Opto Cardiac Care Ltd's Inventory & Debtors. This facility is in co-terminus with the limits sanctioned to Opto Circuits India Ltd.	-	21,16,18,781	-	21,16,18,781
3	IndusInd Bank	Short Term Loan (Line of credit through SBL for Criticare Technologies, Inc. Subsidiary of Opto Cardiac Care Ltd.)	<p>Promissory Note Executed by Criticare Technologies, Inc.</p> <p>a) Exclusive charge on entire current & fixed assets of Criticare Technologies Inc, & Opto Cardiac Care Ltd both present & future.</p> <p>b) Pledge of 30% of the shareholding of Criticare Technologies, Inc. and Unetixs Vascular, Inc. held by Opto Cardiac Care Ltd to the extent of 30% and NDU for the balance.</p> <p>c) Pledge of 30% of shares of Opto Cardiac Care Ltd held by Opto Circuits (India) Ltd and NDU for the balance with an undertaking that ownership will be transferred to an independent entity in 6 months so as to disassociate the company from Opto Circuits (India) Ltd.</p>	-	90,86,17,107	-	90,86,17,107
Total				21,77,43,434	1,12,02,35,888	-	1,33,79,79,322
OPTO EUROCOR HEALTHCARE LTD							
1	ABC Bank	Working Capital	Which is secured against charge on movable fixed assets and current assets of Opto Eurocor Healthcare Limited (OEHL), charge on all assets of Eurocor Tech B.V.	-	1,94,25,60,000	-	1,94,25,60,000
2	IndusInd Bank	Current Account	This balance is due to Corporate guarantee invoked for CEB Loan of Eurocor GmbH	-	13,90,16,623	-	13,90,16,623
			Total	-	2,08,15,76,623	-	2,08,15,76,623
			Grand Total	48,77,43,434	7,32,33,87,865	7,75,00,000	7,88,86,31,299

Opto Circuits (India) Ltd Standalone.

- C) State Bank India, The Bank of Nova Scotia, Hdfc Bank Limited, Standard Chartered Bank Ltd, Yes Bank Ltd have suspended charging the interest as these loans are categorised as NPA. The company has not recognised the interest on these borrowings. In View of the above confirmation of balances were not obtained from these banks.
- D) Bank of Nova Scotia and HDFC Bank have, as lenders to the company and CIMB, Malaysia which has invoked the corporate guarantee, as Financial Creditors filed winding up petitions before the High Court of Karnataka. The management is making efforts to negotiate and settle with said banks for OTS which is under negotiation.
- E) Company has obtained OTS agreement with Standard Chartered Bank to pay 6200 lakhs towards full and final settlement of their dues in 11 installments over a period of time on or before December 2020. Subsequent to this Rephasement scheme, ₹153,21,79,256/- has been transferred to capital reserve & the same is shown as contingent liability. Till now company repaid the loan amount Rs.210 lakhs.

Opto Cardiac Care Limited.

- F) Earlier sanctioned credit facilities of Rs 42.93 Crores in IndusInd Bank has been renewed in the current year. The liability of Rs 4.62 Crore being banks claim for renewal of credit facilities, has been recognised as contingent liabilities

NOTE 17. TRADE PAYABLES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non Current		
Trade payables	44,15,30,385	67,19,18,217
Total	44,15,30,385	67,19,18,217
Current		
Trade payables	39,71,86,154	29,99,90,907
Total	39,71,86,154	29,99,90,907

NOTE 18. OTHER FINANCIAL LIABILITIES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Current		
Current maturities of long-term debt	29,52,43,434	29,52,43,434
Advance received from customers	1,21,50,338	-
Unpaid dividends	9,99,31,221	10,93,41,664
Unclaimed dividends	11,24,524	13,34,641
Sundry Creditors for Expenses	4,70,81,730	5,88,27,308
Total	45,55,31,247	46,47,47,047

NOTE 19. PROVISIONS

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non Current		
Provision for Leave Encashment	-	24,95,935
Other Provisions	36,63,226	36,63,226
Total	36,63,226	61,59,161
Current		
Provision for Warranty	2,62,17,693	2,61,88,134
Provision for Leave Encashment	87,85,784	4,45,19,454
Provision for Gratuity	94,629	7,24,146
Provision for Dividend Distribution Tax	38,18,34,688	38,18,34,688
Other Provisions	3,79,02,350	1,58,39,754
Total	45,48,35,144	46,91,06,176

NOTE 20. OTHER LIABILITIES

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non Current		
Advances	-	-
Others	-	-
Total	-	-
Current		
Revenue received in advance	3,49,06,029	4,20,58,736
Statutory Liabilities	3,70,48,473	23,36,38,597
Other advances	-	-
Others	14,51,657	3,53,09,064
Total	7,34,06,159	31,10,06,397

- (a) Statutory Liabilities includes provident fund, employees state insurance, professional tax, withholding taxes and other indirect taxes. Out of the above Dividend distribution Tax payable by Opto Circuits (India) Ltd has obtained a stay from the High Court of Karnataka. This stay was dismissed and the company filed a Writ Appeal No. 4271/2013 with the Divisional Bench of the Hon'ble High Court of Karnataka which has been admitted on 7th March 2014, adjourned sine die and referred to a larger bench of the Hon'ble Apex Court.

NOTE 21. REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	For the year ended	
	2019	2018

Income from sale of products	2,55,42,22,129	2,13,39,86,058
Income from Sale of Services	-	13,48,82,820
Other operating Revenues	16,15,003	1,47,60,377
Total	2,55,58,37,132	2,28,36,29,255

NOTE 22. OTHER INCOME

(Amount in ₹)

Particulars	For the year ended	
	2018	2017
Interest Income	-	22,60,605
Dividend Income	-	-
Net gain on sale of assets	-	53,13,531
Exchange gains/(losses) on translation of other assets and liabilities	3,20,63,828	41,47,552
Miscellaneous income, net	81,96,476	3,54,472
Total	4,02,60,304	1,20,76,160

NOTE 23. COST OF MATERIALS CONSUMED

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Opening stock	1,15,62,90,255	1,41,07,40,028
Less: Exclusion of Opening Stock relating to Devon Innovations Pvt Ltd	21,16,878	-
Less: Exclusion of Opening Stock relating to ORMED MEDICAL TECHNOLOGY LTD	17,06,299	-
Less: Regrouping of Opening Stock relating to AMDL	-	3,73,98,797
Adjusted Stock	1,15,24,67,078	1,37,33,41,231
Add: Purchases	1,15,63,83,019	97,66,05,913
Less: Closing stock	1,20,16,18,749	1,15,62,90,255
	1,10,72,31,348	1,19,36,56,889
Material consumed comprises:		
Less: R&D Product Development Expenses	-	28,13,51,832
Cost of material consumed	1,10,72,31,348	91,23,05,057
MANUFACTURING AND OPERATING COST		
Consumption of stores and spare parts	-	3,43,336

Particulars	For the year ended	
	2019	2018
Customs Duty & Supervision Charges	-	51,952
Freight, Handling, Octroi and Others	86,28,150	44,37,187
Insurance	86,26,492	1,02,22,167
Labour Charges & Job Work	1,05,35,684	1,38,69,090
Power & Fuel	1,18,68,234	1,21,26,919
R&D, Product Development Expenses	2,15,93,455	5,14,43,306
Repairs & Maintenance - Building	10,036	15,82,325
Repairs & Maintenance - Electricals & Others	73,25,182	1,03,09,629
Repairs & Maintenance - Plant & Machinery	16,41,209	25,78,962
Service Charges	1,61,481	6,42,459
Tooling Charges	23,600	59,50,743
Warranty Purchases	(14,50,833)	42,01,100
Total Cost of material consumed	1,17,61,94,038	1,03,00,64,232

NOTE 24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Inventories at the end of the year:		
Finished goods	4,17,78,831	3,42,08,275
Work-in-progress	37,02,96,581	37,27,78,599
Stock-in-trade	-	3,70,26,975
	41,20,75,412	44,40,13,849
Inventories at the beginning of the year:		
Finished goods	3,42,08,275	2,95,67,707
Work-in-progress	37,27,78,599	92,40,40,878
Stock-in-trade	3,70,26,975	-
Add: Regrouping of Opening Stock relating to AMDL		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	3,73,98,797
Adjusted Finished goods	3,13,67,233	2,95,67,707

Particulars	For the year ended	
	2019	2018
Adjusted Work-in-progress	37,20,76,272	92,40,40,879
Adjusted Stock-in-trade	-	3,73,98,797
Less: Amount transferred to Product Development Expenses in OCIL	-	55,00,00,000
	40,34,43,505	44,10,07,383
Net (increase) / decrease	(86,31,907)	(30,06,466)

NOTE 25 - EMPLOYEE BENEFIT EXPENSE

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Salaries and wages	35,46,19,612	29,81,76,029
Contribution to provident and other funds	1,61,92,607	2,28,29,993
Staff welfare expenses	3,49,35,685	4,14,88,059
Total	40,57,47,904	36,24,94,081

NOTE 26 - FINANCE COSTS

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Interest expense	2,21,07,234	4,46,03,529
Other borrowing costs	2,87,069	11,69,105
Bank Charges	99,95,226	1,18,27,194
Exchange differences regarded as an adjustment to borrowing costs	-	(808)
Total	3,23,89,529	5,75,99,020

NOTE 27 - OTHER EXPENSES

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
ADMINISTRATIVE EXPENSES:		
Audit fee	45,80,529	30,33,323
Advertisement & Trade Shows	1,13,89,716	74,45,797
Bad Debts	75,66,569	42,21,188
Commission	1,65,45,173	4,57,38,664
Discount	-	14,08,799
Directors Remuneration	1,28,00,000	1,06,80,269
Donation	-	20,100
Electricity & Water Charges	65,76,283	68,83,599
General Expenses	3,22,37,136	2,23,76,678
Membership, Books & Periodicals	87,047	2,23,432
Miscellaneous expenses	1,16,68,439	85,87,576
Net loss on foreign currency transaction and translation	2,64,821	69,51,086
Office Maintenance	67,99,627	81,97,849
Outside Labour	2,31,56,390	1,50,23,377
Postage, Telephone & Fax Charges	61,49,743	79,53,271

Particulars	For the year ended	
	2019	2018
Printing & Stationery	5,59,747	22,03,831
Professional Consultancy Charges	8,33,70,433	8,55,16,385
Quality Certification, Patent & FDA Expenses	7,37,245	12,94,699
Rates & Taxes	43,39,117	65,25,122
Rent	1,97,36,037	2,10,33,742
Travelling & Conveyance	2,81,17,862	5,26,85,719
Total A	27,66,81,914	31,80,04,506
SELLING EXPENSES:		
Business Promotion Expenses	9,51,806	54,94,583
Clearing Charges	21,07,058	41,70,747
Freight & Handling Charges	3,40,17,872	3,20,28,450
Packing Materials	36,16,291	26,39,790
Transportation	-	-
Total B	4,06,93,027	4,43,33,570
Total (A+B)	31,73,74,941	36,23,38,076

NOTE 28 - EXCEPTIONAL ITEMS

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Opto Infrastructure Ltd		
Profit on sale of land	-	(1,60,29,100)
Total	-	(1,60,29,100)

NOTE 29. EARNINGS PER SHARE

(Amount in ₹)

Particulars	For the year ended	
	2019	2018
Net Profit after tax	51,37,69,828	34,62,16,125
Basic and Weighted average number of Equity Shares outstanding during the period	28,99,77,579	25,82,85,720
Nominal Value of Equity Shares	10	10
Basic Earnings per Equity Shares*	1.77	1.34

*EPS for previous year has been restated.

NOTE 30 RETIREMENT BENEFITS TO EMPLOYEES

- Overseas subsidiaries provide for retirement benefits under respective laws and regulations
- In OCCL group, 401(k) Plan includes provision for an employee deferral of up to 50% of pre-tax compensation to the maximum deferral allowed under Internal Revenue Code guidelines, and up to 50% of compensation for after-tax deferral. On behalf of eligible employees, the group may makes matching contribution equal to a discretionary percentage of the elective deferral up to the Plan's

established limits and is subject to the Plan's vesting schedule.

- (iii) In OEHL group, eligible employees receive benefit from a provident fund which is a defined benefit plan. Both employee and the company make monthly contribution to the provident fund plan equal to a specified percentage of the covered employees salaries.

NOTE 31 - CONVERSION RATES USED FOR FOREIGN FINANCIAL ON 31ST MARCH 2019 ARE AS FOLLOWS:

Particulars	Opening rate	Average Rate	Closing Rate
	₹	₹	₹
USD	65.0441	67.1077	69.1713
Euro	80.6222	79.1623	77.7024
SGD	49.6351	50.4463	51.2574
MYR	16.8490	16.9302	17.0114

NOTE 32 - CONTINGENT LIABILITY:

Particulars	As at	
	31st March, 2019	31st March, 2018
Guarantees		
Corporate Guarantee has been given to IndusInd Bank on behalf of Opto Cardiac Care Limited (Company holding 100% of shares)	INR 130,00,00,000	INR 130,00,00,000
Corporate Guarantee has been given to CEB Bank on behalf Eurocor GmbH on behalf of Opto Eurocor Health Care Limited (Company holding 97.02% of shares) .	-	Euro 25,350,000
Corporate Guarantee has been given to ABC Bank on behalf Eurocor Tech B. V on behalf of Opto Eurocor Health Care Limited (Company holding 97.02% of shares) .	Euro 25,350,000	-
SBLC has been Given to CIMB Bank on behalf of Eurocor Asia Sdn Bhd on behalf of Opto Eurocor Health Care Limited (Company holding 97.02% of shares)	RM 12,800,000	RM 12,800,000
Corporate Guarantee has been given to IndusInd Bank on behalf of Criticare Technologies Inc on behalf of Opto Cardiac Care Limited (Company holding 100% of shares)	USD 13,500,000	USD 13,500,000
SBLC given to ICICI Bank for the SBLC issued to US Bank for the credit facility extended to our step-down subsidiary Cardiac Science Corporation, USA. ICICI Bank has invoked the corporate guarantee and claim of USD 10 million is not acknowledged as debt.	USD 10,000,000	USD 10,000,000
Others		
One Time Settlement of Standard Chartered Bank	INR 1,532,179,236	INR 1,532,179,236
IndusInd Bank renewal charges in the books of Opto Cardiac Care Ltd.	INR 46,166,532	-

NOTE 32A - DIVIDEND DISTRIBUTION TAX

Interest on dividend distribution tax of ₹1,115.89 Lakhs is contingent liability.

NOTE 32B - INCOME TAX DEMANDS

OPTO CIRCUITS (INDIA) LTD.

- (i) Income tax department has raised the following demands w.r.t the order passed under sec 143(3)

Assessment Year	Demand in Lakhs	Appealed Before
2011-12	365.45	ITAT
2012-13	100.38	ITAT
2013-14	6,662.43	ITAT

- (ii) Income tax department has raised the following demand under Sec-156.

Assessment Year	Demand in Lakhs
2007-08 (Penalty under sec 271G)	204.38
2012-13 (Penalty under sec 221 and appealed before CIT)	450.42

- (iii) Income tax department has raised demand under sec-154 for AY 2007-08 for ₹635.97 Lakhs

Opto Cardiac Care Ltd

- 1) The Income-tax department has raised demand as listed below,

Assessment Year	Demanded (INR)	Appeal
2012-13	18,57,93,534	CIT(A)-V Bangalore
2013-14	9,82,14,300	ITAT
2014-15	6,24,12,450	ITAT

NOTE 33 - SEGMENT REVENUE

The Group has only one Business Segments viz Health Care.

NOTE 34 - RELATED PARTY DISCLOSURES:

- a) Name of the related party and nature of relationship where control exists:

Name of Related Party	Nature of Relationship	% of Holding
1) Mediaid Inc., USA	Subsidiary Company	100.00%
2) Opto Infrastructure Limited	Subsidiary Company	87.06%
3) Opto Circuits (Malaysia) Sdn, Bhd.	Subsidiary Company	100.00%
4) Opto Cardiac Care Limited	Subsidiary Company	100.00%
5) Opto Eurocor Healthcare Limited	Subsidiary Company	97.76%
6) Unetixs Vascular, Inc.	Step-down Subsidiary company	NA
7) Criticare Technology, Inc.	Step-down Subsidiary company	NA
8) Eurocor Tech GmbH	Step-down Subsidiary company	NA

9) Eurocor Asia Sdn Bhd	Step-down Subsidiary company	NA
10) Eurocor (S) Pte. Ltd.	Step-down Subsidiary company	NA
11) Eurocor Tech B.V	Step-down Subsidiary company	NA

KEY MANAGEMENT PERSONNEL

Name of Related Party	Relationship
1) Vinod Ramnani	Key Management Personnel
2) M.N. Ramu	Key Management Personnel
3) Somadas G C	Key Management Personnel
4) Guruprasad A	Key Management Personnel
5) Supriya Kulkarni	Key Management Personnel

NOTE 35**ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANY ACT, 2013 OF ENTITIES CONSOLIDATED AS SUBSIDIARIES:**

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount ₹ Lakhs	As % of consolidated profit or loss	Amount ₹ Lakhs
Parent company				
Opto Circuits (India) Limited	103.92%	1,17,650.06	67.67%	1,000.51
Subsidiaries				
Indian				
Opto Eurocor Healthcare Ltd, India	3.35%	3,794.47	19.62%	1,012.48
Opto Infrastructure Ltd, India	16.43%	18,598.99	0.00%	-
Opto Cardiac Care Ltd, India	-2.70%	(3,051.09)	13.97%	721.14
Foreign				
Mediaid Inc. USA	23.14%	26,194.60	-1.71%	(88.02)
Opto Circuits (Malaysia) Sdn. Bhd, Malaysia	0.03%	37.27	0.00%	-
Minority Interests in all subsidiaries	1.07%	1,212.61	0.45%	23.15
Effect of intercompany adjustments	-45.25%	(51,229.63)	0.00%	-
TOTAL	100%	1,13,207.27	100%	5,160.85

NOTE 36

The previous years figures have been regrouped/restated wherever necessary to conform with current years classification.

As per our report of even date attached

ANNEXURE A - STATEMENT CONTAINING THE SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES/ASSOCIATE COMPANIES/JJOINT VENTURES(PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT ,2013 READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014 - AOC -1)

(₹ in Lakhs)

Sl No.	Name of Subsidiary and Country of Incorporation	Exchange Rate	Share Capital	Reserves & Surplus	Total assets	Total Liabilities (excluding share-capital & reserve & surplus)	Invest-ments	Turnover	Profit/ (loss) before taxation	Provision for taxation	Profit/ (loss) after taxation	Proposed Dividend	% of Share-holding
1	Opto Eurocor Healthcare Ltd, India		6,741.96	(2,947.49)	46,120.01	42,325.54	5,348.99	6,584.01	1,240.31	204.68	1,035.63	-	97.76%
2	Mediaid Inc. USA	1 USD = Rs.65.0441	4,455.49	21,739.10	32,351.88	6,157.28	-	687.28	(87.41)	0.60	(88.02)	-	100%
3	Opto Infrastructure Ltd, India		2,067.45	16,531.54	27,716.23	9,117.24	-	-	-	-	-	-	87.06%
4	Opto Circuits (Malaysia) Sdn. Bhd, Malaysia	"1 MYR = Rs. 16.8490"	4,463.00	(4,425.73)	37.27	-	-	-	-	-	-	-	100%
5	Devon Innovations Pvt. Ltd, India		5,005.50	(8,056.59)	67,217.96	70,269.05	-	9,097.83	734.38	13.24	721.14	-	100%

