



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

1st October 2018

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

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

Dear Sir,

Sub: Scrutinizer's Report

Please find enclosed Scrutinizer's Report dated 1st October 2018 furnished by Mr. Vijayakrishna K T Company Secretary in practice, about remote E-voting and voting through polling papers held at the venue of 26th Annual General Meeting of the Company on 29th September 2018 at registered office.

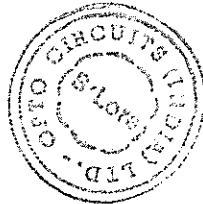
Please take the same on record.

Thanking you,

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

Supriya Kulkarni
Company Secretary

Encl: a/a.



VIJAYAKRISHNA K T
BHM, LL.B, FCS, ACMA
Company Secretary

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

SCRUTINIZER'S REPORT

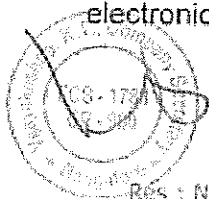
*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]*

To
Mr. Vinod Ramnani
Chairman of the 26th Annual General Meeting
Opto Circuits (India) Limited
Plot No.83, Electronic City
Hosur Road
Bengaluru- 560100

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru- 560080 was duly appointed as Scrutinizer by Opto Circuits (India) Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 26th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the resolutions proposed in the Notice of the 26th Annual General Meeting of the Members of the Company held on 29th September, 2018. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice convening the 26th Annual General Meeting of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 25th September, 2018 (9.00 AM IST) till 28th September, 2018 (5.00 PM IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 21st September, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 26th Annual General Meeting.

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

The Polling Papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent (RTA). The Polling Papers which were wrongly signed have been rejected and treated as invalid. Further, one Shareholder who voted in both options i.e. e-voting as well as polling at AGM was treated invalid for polling at AGM.

At the end of the voting period on 28th September, 2018 (5.00 PM IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 29th September, 2018, in presence of Ms. Muktha R. and Ms. Ramya R., who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Central Depository Services Limited (CDSL), i.e. www.evotingindia.com and based on such reports,

- a. 85 (folio wise) members have cast their votes through remote e-voting.
- b. 19 (folio wise) members have cast their votes through Polling Paper at the Annual General Meeting.

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



ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements for the year ended 31st March, 2018:

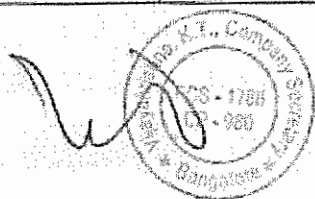
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	No of member s voted	No. of Votes cast (shares)	
Assent	83	35234320	17	46175612	100	81409932	98.53
Dissent	2	1210709	0	0	2	1210709	1.47
Total	85	36445029	17	46175612	102	82620641	100
Abstained/ Invalid	0	0	2	664	2	664	NA

Item No. 2: Approve the retirement by rotation of Mr. Jayesh Chandrakant Patel (DIN: 01338843), who does not offer himself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	
Assent	83	36443780	17	46175612	100	82619392	99.998
Dissent	2	1249	0	0	2	1249	0.002
Total	85	36445029	17	46175612	102	82620641	100
Abstained/ Invalid	0	0	2	664	2	664	NA



SPECIAL BUSINESS:

Item No. 3: Appointment of Ms. Rangalakshmi Srinivasa (DIN: 08145970) as Director of the Company:

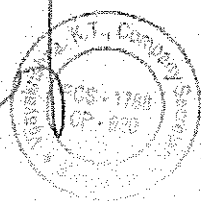
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	
Assent	80	36443455	17	46175612	97	82619067	99.998
Dissent	5	1574	0	0	5	1574	0.002
Total	85	36445029	17	46175612	102	82620641	100
Abstained/ Invalid	0	0	2	664	2	664	NA

Item No. 4: Appointment of Ms. Rangalaxmi Srinivasa (DIN: 08145970) as Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	79	36443155	17	46175612	96	82618767	99.997
Dissent	6	1874	0	0	6	1874	0.003
Total	85	36445029	17	46175612	102	82620641	100
Abstained/ Invalid	0	0	2	664	2	664	NA



Item No. 5: Issue of further Shares on Stock Swap basis to the Shareholders of Opto Eurocor Healthcare Limited:

Special Resolution:

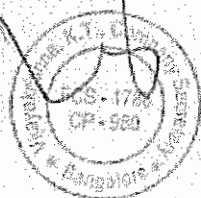
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	78	36443204	17	46175612	95	82618636	99.997
Dissent	7	2005	0	0	7	2005	0.003
Total	85	36445029	17	46175612	102	82620641	100
Abstained/ Invalid	0	0	2	664	2	664	NA

Item No. 6: Approve the continuation of current term of Mr. Nanjappaiah Madgondapalli Ramu (DIN: 07268616) Non-Executive Independent Director:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	78	36441075	17	46175612	95	82616687	99.996
Dissent	7	3954	0	0	7	3954	0.004
Total	85	36445029	17	46175612	102	82620641	100
Abstained/ Invalid	0	0	2	664	2	664	NA

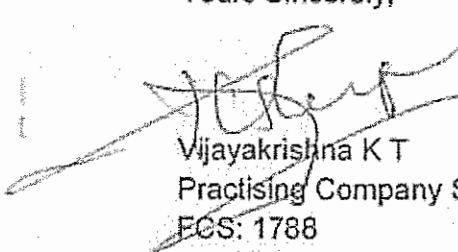
Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been passed by requisite majority.

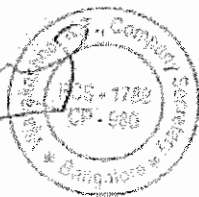


All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You

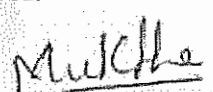
Yours Sincerely,


Vijayakrishna K T
Practising Company Secretary
FCS: 1788
C. P: 980



Date: 01.10.2018

Witness:


1. Ms. Muktha R.


2. Ms. Ramya R.