



CIN : L85110KA1992PLC013223

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

1st January 2021

The Manager,
Department of Corporate Services
BSE Limited.,
PJ Towers, Dalal Street,
MUMBAI – 400001
Scrip Code: 532391
corp.relations@bseindia.com

The Manager,
National Stock Exchange of India Ltd.,
Exchange Plaza,
BandraKurla Complex,
Bandra (E), Mumbai – 400051
Scrip Code: OPTOCIRCU
nse@nse.co.in

Dear Sir/Madam,

Sub: Scrutinizer's Report for 28th Annual General Meeting.

Please find enclosed herewith the Scrutinizer's Report dated 1st January 2021 furnished by Mr. Vijayakrishna K T, Company Secretary in practice, about remote E-voting held for 28th Annual General Meeting of the Company on 31st December 2020 through VC/OAVM.

We further wish to inform you that based on scrutinizer's report, all the resolution set out in the notice of the 28th Annual General Meeting have been duly approved by the shareholders with requisite majority.

Please take the same on record.

Thanking you,

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

Basagouda S Patil
Company Secretary.

Encl: a/a

VIJAYAKRISHNA K T

BBM, LLB, 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 28th 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, Bangalore – 560 080 was duly appointed as Scrutinizer by Opto Circuits (India) Limited for the purpose of scrutinizing the voting the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 28th Annual General Meeting held on Thursday, December 31st, 2020 at 11.00 AM IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), hereby furnish my Report to you.

The Notice dated December 1st, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and e-voting at the Annual General Meeting venue for the Resolutions



proposed in the Notice of 28th Annual General Meeting of the Members of the Company held on 31st December, 2020. 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 28th Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

After declaration of voting by Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e. 24th December, 2020 were entitled to vote on the Resolutions proposed in the Notice calling the 28th Annual General Meeting.

At the end of the voting period on 30th December, 2020 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 31st December, 2020, in presence of Mr. Adithya Hegde and Ms. Sahana Bhatwho acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia*, the list of members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of CDSL i.e. www.evotingindia.com and based on such reports.

- a. 60(Folio wise)members have cast their votes through remote e-voting.
- b. 12 (Folio wise) members have cast votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2020, Statement of Profit & Loss and Cash Flow Statement (including Consolidated Financial Statements) and Notes thereto for the Financial Year ended on March 31, 2020 together with the Report of the Board of Directors and Auditors' thereon:

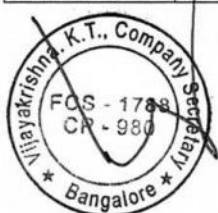
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote e-voting		e-voting at the AGM		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	55	64150554	4	739494	59	64890048	95.65%
Dissent	5	2951428	8	8	13	2951436	4.35%
Total	60	67101982	12	739502	72	67841484	100%
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.2: To re-appoint Statutory Auditors of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote e-voting		e-voting at the AGM		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	56	67046667	4	739494	60	67786161	99.92
Dissent	4	55315	8	8	12	55323	0.08
Total	60	67101982	12	739502	67	67841484	100
Abstained / Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



Item No.3: To appoint Mr. Tippasandra Sridhara Murthy Raghavendra Rao (DIN: 08131208) as a Director of the Company in place of retiring Director Mr. Guruprasad A:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote e-voting		e-voting at the AGM		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	55	64202954	4	739494	59	64942448	95.73
Dissent	5	2899028	8	8	13	2899036	4.27
Total	60	67101982	12	739502	72	67841484	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.4: To appoint Mr. Bangalore Narayanaswamy Govinda Prasad (DIN: 00199548) as a Director and Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote e-voting		e-voting at the AGM		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	55	67098067	4	739494	59	67837561	99.99
Dissent	5	3915	8	8	13	3923	0.01
Total	60	67101982	12	739502	72	67841484	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Based on the foregoing, the above Resolutions in respect of Notice of 28th Annual General Meeting maybe deemed to have been **passed by requisite majority.**



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

Thanking You

Yours Truly



Vijayakrishna K T
Company Secretary

FCS: 1788 C.P. 980

UDIN: F001788B001822145

Date: 01.01.2021

Place: Bengaluru

Witness:

1. Adithya Hegde

2. Ms. Sahana Bhat



CIN : L85110KA1992PLC013223

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

1st January 2021

The Manager,
Department of Corporate Services
BSE Limited.,
PJ Towers, Dalal Street,
MUMBAI – 400001
Scrip Code: 532391
corp.relations@bseindia.com

The Manager,
National Stock Exchange of India Ltd.,
Exchange Plaza,
BandraKurla Complex,
Bandra (E), Mumbai – 400051
Scrip Code: OPTOCIRCU
nse@nse.co.in

Dear Sir/Madam,

Sub: Details of Voting Results of the 28th Annual General Meeting of the Company held on 31st December 2020.

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, please find enclosed herewith the details of voting results in the prescribed format, for the Business Transacted at the 28th Annual General Meeting of the Company held on 31st December 2020.

Please take the same on record.

Thanking you,

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

Basagouda S Patil,
Company Secretary

Encl: a/a

	OPTO CIRCUITS (INDIA) LIMITED
Date of the AGM/EGM	31-12-2020
Total number of shareholders on record date	98945
or through proxy:	
Promoters and Promoter Group:	0
Public:	0
Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/Special)	ORDINARY - Adoption of Audited Financial Statements for the year ended 31st March 2020 and reports of Directors and Auditors thereon.									
group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,09,92,029	4,60,81,457	90.3699	4,60,81,457	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,60,81,457	90.3699	4,60,81,457	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	29,44,532	28,96,113	98.3556	0	28,96,113	0.0000	100.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0

	Total		28,96,113	98.3556	0	28,96,113	0.0000	100.0000	0	0
	E-Voting		1,81,24,412	7.3471	1,80,69,097	55,315	99.6948	0.3051	0	0
	Poll		7,39,502	0.2998	7,39,494	8	99.9989	0.0010	0	0
	(if applicable)	24,66,89,183	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	Total		1,88,63,914	7.6469	1,88,08,591	55,323	99.7067	0.2933	0	0
	Total	30,06,25,744	6,78,41,484	22.5668	6,48,90,048	29,51,436	95.6495	4.3505	0	0

Resolution No.	2									
Special)	ORDINARY - To re-appoint Statutory Auditors of the Company									
group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		4,60,81,457	90.3699	4,60,81,457	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Promoter and Promoter Group	(if applicable)	5,09,92,029	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,60,81,457	90.3699	4,60,81,457	0	100.0000	0.0000	0	0
	E-Voting		28,96,113	98.3556	28,96,113	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	(if applicable)	29,44,532	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		28,96,113	98.3556	28,96,113	0	100.0000	0.0000	0	0
	E-Voting		1,81,24,412	7.3471	1,80,69,097	55,315	99.6948	0.3051	0	0
	Poll	24,66,89,183	7,39,502	0.2998	7,39,494	8	99.9989	0.0010	0	0

	Total		28,96,113	98.3556	28,96,113	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	24,66,89,183	1,81,24,412	7.3471	1,81,20,497	3,915	99.9783	0.0216	0	0
	Poll		7,39,502	0.2998	7,39,494	8	99.9989	0.0010	0	0
	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,88,63,914	7.6469	1,88,59,991	3,923	99.9792	0.0208	0	0
	Total	30,06,25,744	6,78,41,484	22.5668	6,78,37,561	3,923	99.9942	0.0058	0	0