

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 27th Annual General Meeting
Opto Circuits (India) Limited
Plot No.83, Electronic City
Hosur Road
Bengaluru- 560100

Held on 30th September, 2019 at 10.30 A.M.at the Registered Office of the Company situated at Plot No. 83, Electronic City, Hosur Road, Bangalore- 560 100.

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 27th 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 27th Annual General Meeting of the Members of the Company held on 30th September, 2019. 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 27th 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 three days from 27th September, 2019 (9.00 AM IST) till 29th September, 2019 (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. 23rd September, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 27th 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 29th September, 2019 (5.00 PM IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 30th September, 2019, in the presence of Mr. Anoop M.H. and Mr. Adithya S. Hegde, 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. 64 (folio wise) members have cast their votes through remote e-voting.
- b. 43 (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, 2019:
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	63	38975986	31	46805201	94	85781187	97.635
Dissent	1	2078194	0	0	1	2078194	2.365
Total	64	41054180	31	46805201	95	87859381	100
Abstained/ Invalid	0	0	12	502733	12	502733	NA

Item No. 2: Appointment of Mr. Vinod Ramnani, Director (DIN: 01580173), who retires by rotation and is eligible 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	61	40520328	30	10808920	91	51329248	99.999
Dissent	2	400	0	0	2	400	0.001
Total	63	40520728	30	10808920	93	51329648	100
Abstained/ Invalid*	1	533452	13	36499014	14	37032466	NA

*Note: The votes cast by the Director/Promoter for their own appointment/re-appointment were not taken in to consideration and were treated as invalid for the respective resolution.

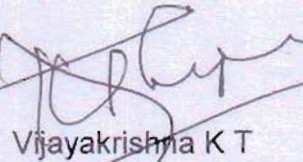


Based on the foregoing, the resolution numbers from 01 to 02 may be deemed to have been **passed by requisite majority**.

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
Company Secretary

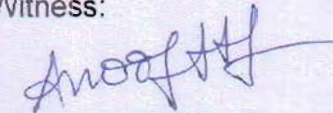
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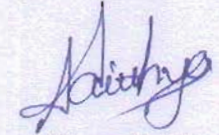
C. P: 980



Date: 01.10.2019

Witness:


1. Anoop M.H.


2. Adithya S. Hegde