



OPTO CIRCUITS (INDIA) LIMITED.

RESULTS OF POSTAL BALLOT (INCLUDING EVOTING) AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 approval of the Members of the Company was sought by way of Postal Ballot for the following **Special Resolutions**:

Item No. 1 - Increase in the Authorized Share Capital of the Company & Alteration of Memorandum of Association:

Item No. 2 - Alteration of Articles of Association:

Item No. 3 - Raising of funds for the Company and its Indian/ Overseas subsidiaries through issue of Securities in the International markets:

Item No. 4 - To increase the limit of shareholding by Registered Foreign Institutional investors (FIIs) from 49% to 60% of the Paid up Equity Share Capital of the Company.

The last date for casting of vote through E Voting and to receive the Postal Ballot Forms, duly completed and signed by the Members was December 12, 2014 before 5.00 pm.

Mr.Vijayakrishna K T Company Secretary in Practice, the Scrutinizer has submitted his Report dated December 15, 2014 on the Postal Ballot & E Voting. Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Postal Ballot Notice of October 23, 2014 have been duly approved by the Shareholders with requisite majority and the results were announced on Monday, December 15, 2014, at the Registered Office of the Company. A copy of the Report was also sent to Stock Exchanges on December 15, 2014.

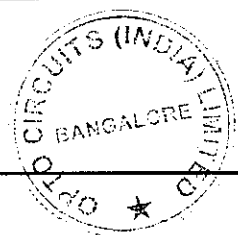
Pursuant to Clause 35A of the Listing Agreement; details regarding the Results of Postal Ballot are as follows:

Item No. 1 - As Special Resolution:

Increase in the Authorized Share Capital of the Company & Alteration of Memorandum of Association:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	68420890	68420890	100.00	68420890	0	100.00	-
Public – Institutional holders	45102429	23314690	51.69	23314690	0	100.00	-
Public-Others	128796088	9933580	7.71	9870249	12583	99.87	0.13
Total	242319407	101669160		101605829	12583		

CIN NO: L85110KA1992PLC013223



Item No. 2 - As Special Resolution:

Alteration of Articles of Association:

Promoter/Public	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
Promoter and Promoter Group	68420890	68420890	100.00	68420890	0	100.00	-
Public – Institutional holders	45102429	23314690	51.69	23314690	0	100.00	-
Public-Others	128796088	9932730	7.70	9860951	11341	99.89	0.11
Total	242319407	101668310		101596531	11341		

Item No. 3 - As Special Resolution:

Raising of funds for the Company and its Indian/ Overseas subsidiaries through issue of Securities in the International markets:

Promoter/Public	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
Promoter and Promoter Group	68420890	68420890	100.00	68420890	0	100.00	-
Public – Institutional holders	45102429	23314690	51.69	0	23314690	-	100.00
Public-Others	128796088	9932730	7.70	9863821	11549	99.88	0.12
Total	242319407	101668310		78284711	23326239		





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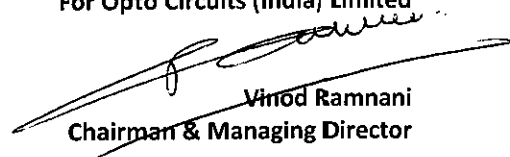
Item No. 4 - As Special Resolution:

To increase the limit of shareholding by Registered Foreign Institutional investors (FIIs) from 49% to 60% of the Paid up Equity Share Capital of the Company.

Promoter/Public	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
Promoter and Promoter Group	68420890	68420890	100.00	68420890	0	100.00	-
Public – Institutional holders	45102429	23314690	51.69	23314690	0	100.00	-
Public-Others	128796088	9931229	7.71	9871431	8511	99.91	0.09
Total	242319407	101666809		101607011	8511		

Accordingly, the Special Resolutions as mentioned in the Notice of Postal Ballot dated October 23, 2014, have been passed by the requisite majority.

For Opto Circuits (India) Limited


Vinod Ramnani
Chairman & Managing Director

Date: December 16, 2014

Place: Bangalore

