OPTO CIRCUITS (INDIA) LIMITED.

SENSING TECHNOLOGY

1st January 2016

The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd
PJ Towers, Dalal Street
Fort, MUMBAI – 400 001

The Manager
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (E), MUMBAI – 400 051

Dear Sir,

Sub: Summary of the proceedings of the 23rd Annual General Meeting of the Company.

In terms of the applicable provisions of the Listing Agreement with the Stock Exchanges, Please take on record the enclosed summary of the proceedings of the 23rd Annual General Meeting of the Company held on December 31, 2015 at the registered office of the Company.

Thanking you,

Yours faithfully,
For Opto Circuits (India) Limited.

Company Secretary.

Encl: a/a.

Summary of the proceeding s of the 23rd Annual General Meeting of the Company

The 23 rd Annual General Meeting of the Company was held on Thursday, December 31st 2015 at 10.30 AM at the registered office of the company situated at Plot No. 83, Electronic City, Bangalore 560 100.

The meeting was chaired by Mr.Vinod Ramnani, Chairman and Managing Director.

Chairman welcomed all the Shareholders, Directors and others at the 23rd Annual General Meeting and introduced the persons sitting on the daias. As per attendance records, in aggregate 38 Members were present in person and Nil through proxy. The requisite quorum being present, the Chairman called the meeting to order. The requisite registers and documents referred to in the notice were available for inspection during the meeting. With permission of the Members the Notice convening the 23rd AGM was taken as read.

The Chairman addressed the members present by giving an over view of the performance of the Company.

Thereafter, the Company Secretary read the Auditor's Report.

After the Auditor's Report was read by the Company Secretary, the Chairman informed the members that the Company had provided Remote E – Voting facility to all the Members entitled to cast their votes (i.e. persons who were Members as on 23rd December 2015, being the cut off date) on all the resolutions as set out in the Notice of the AGM during the period from December 28, 2015 to December 30, 2015 as per the provisions of the Companies Act, 2013 read with Rules framed there under. He informed that Mr. Vijayakrishna K.T., Company Secretary in practice was appointed as scrutinizer to conduct E voting and Poll at the AGM, in fair and transparent manner.

Chairman requested the Members, who have not cast their vote and are present at the meeting, to sign and submit the poll paper in the ballot box.

Members were informed that the Scrutinizer would give his report about both the e voting and physical voting conducted at AGM and the voting results would be submitted to the Stock Exchanges and shall be placed at the website of the company i.e. www.optoindia.com

Chairman highlighted all the following items in the notice once again, although e-voting on the said items were already completed.

ORDINARY BUSINESS

Item No. 1- Ordinary Resolution.
To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended and the Report of the Directors' and the Auditors thereon.

ITEM NO. 2 Ordinary Resolution.
To appoint Mr. Jayesh Chandrakant Patel who retires by rotation and being eligible, offers himself for reappointment as Director.

Item No. 3 Ordinary Resolution.
Appointment of Messrs. Anand Amarnath and Associates, Chartered Accountants, as the Statutory Auditors of the Company.

Item No. 4 Ordinary Resolution.
Appointment of Mr. Vinod Ramnani as Managing Director of the Company.

Item No. 5 Ordinary Resolution.
Appointment of Dr. Suleman Adam Merchant, as Independent Director of the Company

Item No. 6 Ordinary Resolution.
Appointment of Ms. Suchitra Misra as Non-Executive Director, liable to retire by rotation:

Item No. 7 Ordinary Resolution.
To ratify the related party transaction:

The Chairman then explained the objective and implications of the Resolutions before putting them to vote at the meeting. Each of the Resolutions were proposed and seconded by the member.

During the course of the meeting, on two occasions, Chairman being interested in respect of item No. 4 and item No 7, entrusted the conduct of the proceedings to Ms.Suchitra Misra, Director. For the Item No.7 Ms. Suchitra Misra brought to the attention of Chairman and Members to rectify the typo error and proposed the Resolution as Ordinary Resolution in place of Special Resolution, members noted the same. Mr. Vinod Ramnani resumed the chair after those respective items of business were transacted.

Before ordering the poll, Chairman invited the shareholders for their queries and observations. Certain queries raised were suitably replied to.

Thereafter chairman ordered the poll and requested members to cast their vote and to sign and submit the poll paper in the ballot box.

The Chairman thanked the Shareholders for attending the meeting. Meeting was concluded with vote of thanks.

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