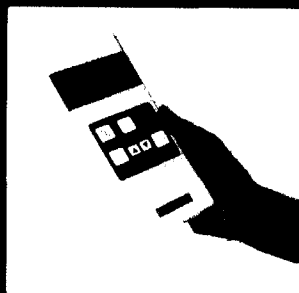
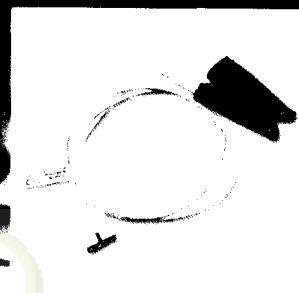




# OPTO CIRCUITS (INDIA) LIMITED



2002 - 03

# opto circuits (india) limited

## BOARD OF DIRECTORS

- |                         |                              |
|-------------------------|------------------------------|
| • Vinod Ramnani         | Chairman & Managing Director |
| • Usha Ramnani          | Executive Director           |
| • Jayesh C. Patel       | Director                     |
| • Thomas Dietiker       | Director                     |
| • Mahesh C. Patel       | Director                     |
| • Suleman Adam Merchant | Director                     |

## AUDITORS

- Anand Shenoy & Co.  
Chartered Accountants  
S-2, II Floor, Gem Plaza,  
No. 66, Infantry Road,  
Bangalore - 560 001

## COMPANY SECRETARY

- Mrs. Rose Chintamani

## BANKERS

- State Bank of India
- State Bank of Travancore
- United Bank of India

## REGISTERED OFFICE

- No. 83, Electronics City,  
Hosur Road, Bangalore - 561 229.

## Annual General Meeting

- Day & Date : Friday, 26<sup>th</sup> September 2003.
- Time : 12.00 Noon.
- Venue : The Atria Hotel  
No 1. Palace Road  
Bangalore-560 001.

# notice

## opto circuits (india) limited

Regd Office: No 85, Electronics City, Hosur Road, Bangalore - 560 001

Notice is hereby given that the 11th Annual General Meeting of the Members of Opto Circuits (India) Limited will be held on Friday, the 26th September 2003, at 12.00 noon at THE ATRIA HOTEL, NO 1, PALACE ROAD, BANGALORE - 560 001.

### ORDINARY BUSINESS.

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2003 and the Profit and Loss account for the year ended on that date together with the Report of Directors and Auditors there on.
2. To Declare a Dividend.
3. To appoint a Director in place of Mr. Jayesh C Patel, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. Thomas Deitiker, who retires by rotation and being eligible, offers himself for re-election.
5. To appoint Auditors who shall hold office, till the conclusion of the next Annual General Meeting and fix their remuneration.

### SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**.

**RESOLVED** that pursuant to the provisions of Section 94 and other approval provisions, if any, of the Companies Act 1956, the consent of the shareholders be and is hereby given for increasing the Authorised Share Capital of the Company from Rs. 12,00,00,000/- divided into 1,20,00,000 equity shares of Rs. 10/- each to Rs. 20,00,00,000/- Divided into 2,00,00,000 equity shares ranking pari passu with the existing shares in the Company and that in clause V of the Memorandum of Association of the Company be substituted with the following new clause.

" V. The Share capital of the company is Rs. 20,00,00,000/- Divided into 2,00,00,000 equity shares. of Rs. 10/- each."

7. To consider and if thought fit to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**.

### RESOLVED THAT

- a. Subject to the guidelines issued by the Securities and Exchange the Board of India and subject to the approval of the Reserve Bank of India under Foreign Exchange Management Act 1999 for allotment and issue of new equity shares to the Non-resident members and subject to the consent of Financial Institutions, as may be applicable, and also subject to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approval, which the Board of Directors of the Company (hereinafter referred to a 'Board') be and is hereby authorised to accept, if it thinks fit, the consent be and is hereby accorded to capitalise part of the amount standing to the credit of Share Premium Account in the books of the Company as on 31st March 2003 for an aggregate amount of Rs 2,27,44,568/- (Two Crores Twenty Seven Lakhs Forty Four Thousand Five Hundred Sixty Eight only) and such sum be set free for distribution among the holders of existing fully paid equity shares of Rs. 10 each of the Company, whose names will appear in the register of members on the company on a date to be decided by the Board in that behalf as Record Date, as an increase of the amount of share capital of the Company held by each such member and not as income or in lieu of dividend credited as bonus shares in the proportion of Two new equity share for every 10 exiting fully paid equity shares held.
- b. the above proposal will be subject to the following terms and conditions;
  - (i) the new equity shares to be allotted as bonus shares will be allotted. Subject to the terms of memorandum and Articles of Association of the Company.
  - (ii) the new equity shares shall rank pari passu in all respects with and carry the same rights as the exiting fully paid-up equity shares of the Company and notwithstanding the date or dates of allotment thereof. Shall be entitled to participate in full in any dividend to be declared in respect of the financial year in

which the allotment of the new equity shares pursuant to this resolution is made;

- (iii) no Letter of Allotment will be issued by the Company in respect of the new equity shares. However, the equity share certificate in respect thereof will be ready for delivery to the allottees within three months from the date of allotment thereof;
  - (iv) if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by the Board to a nominee to be selected by the Board who would hold them as trustee for the equity shareholders who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible, sell such equity shares allotted to him at the prevailing market rate and the net proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof;
  - (v) no allotment of bonus shares or distribution of proceeds in respect of fractions to the non-resident Indian members will be made till the approval of Reserve Bank of India is obtained by the Company.
- c. for the purpose of giving effect to this resolution, the Board be and is hereby authorised:
- (i) to do all such acts, matters and things whatsoever including settling any questions, doubt or difficulty that may arise with regard to, or in relation to, the issue or allotment of bonus shares;
  - (i) to accept on behalf of the Company any conditions, modifications relating to the issue of bonus shares prescribed by the Reserve Bank of India or any other authority and which the Board in its discretion thinks fit and proper.

8. To consider and if thought fit to pass with or without modification the following Resolution as a **SPECIAL RESOLUTION**.

**RESOLVED** that pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 1956, guidelines, rules framed by SEBI in that behalf and subject to such consents, permissions or sanctions as may be required from any of the statutory authorities, stock exchanges, etc. the Board of Directors of the Company be and is hereby authorised to seek voluntary delisting of Company's Equity shares from Hyderabad Stock Exchange Limited and Bangalore Stock Exchange Limited.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and to further authorise any of its committee or any of its Directors or officers to do all such acts, deeds or things as may be necessary to give effect to the Resolution.

9. To consider and if thought fit to pass with or without modification the following Resolution as a **SPECIAL RESOLUTION**.

**RESOLVED** that pursuant to the provisions of Listing Agreement executed with the Stock Exchanges and the Articles of Association of the Company and other applicable Rules and regulations, if any, and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board") and subject to such other consent and approvals, if any, consent of the Company be and is hereby accorded to the Board to offer /reissue and re allot the 1,01,100 equity shares which were forfeited in accordance with the terms and Issue and Articles of Association, to such persons and institutions on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution and or removal of any difficulty or doubt, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the reissue and allotment of forfeited shares as aforesaid.

10. To consider and if thought fit to pass with or without modifications the following Resolution proposed as a **SPECIAL RESOLUTION**.

**RESOLVED THAT** in accordance with the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements to be entered into by the Company with the Stock Exchanges where the shares of the Company are to be listed and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board), the consent of the Company by and is hereby accorded to the Board to offer/issue/allot Equity Shares of the face value of Rs. 10/- each, of an aggregate nominal amount not exceeding Rs.50,00,000/



- (Rupees Fifty lakhs only) out of the authorised capital of the Company, to or for the benefit of the employees of the Company at any time, or in the employment of any Subsidiary Company upon exercise of options granted to the qualifying people mentioned hereinabove and in such manner as may be determined in terms of the Opto Circuits (India) Limited Employees Stock Option Plan (hereinafter referred to as "the Plan") and on such terms and conditions including the number of shares to be issued as may be finalised by the Compensation Committee in terms of the said Plan and that the Compensation Committee may finalise all matters incidental thereto as it may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, and allotment and further to do all such acts, deeds matters and things and to finalise and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as the Board may *suo motu* decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.

11. To consider and if thought fit to pass with or without modifications the following Resolution proposed as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in accordance with the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Article of Association of the Company and the Listing Agreements to be entered into by the Company with the Stock Exchanges where the Company's shares are to be listed and subject to the approval of the Government of India (GoI), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other appropriate authorities, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board), the consent

of the Company by and is hereby accorded to the Board to offer/issue/allot Equity Shares of the face value of Rs. 10/- each, of an aggregate nominal amount not exceeding Rs. 50,00,000.00 out of the authorised capital of the Company, to the following promoters viz.,

	Name	No of Shares proposed to be allotted
1.	Vinod Ramnani	1,25,000
3.	Thomas Deitiker	1,25,000
4.	Jayesh C Patel	1,25,000
2.	Usha Ramnani	1,25,000

through preferential issue and in one or more tranches and in such manner for cash on such terms and conditions as may be finalised by the Board and that the Board may finalise all matters incidental thereto as it may in its absolute discretion think fit for cash at a price not less than higher of the following.

The average of the weekly high and low of the closing prices of the Company's shares quoted on the stock exchange during the six months preceding the relevant date.

#### OR

The average of the weekly high and low of the closing prices of the Company's shares quoted on the stock exchange during the two weeks preceding the relevant date.

#### Explanation:

- (a) "relevant date" for this purpose means the date thirty days prior to 26th September 2003 which is the date on which the meeting of Annual General Body of shareholders is convened, in terms of Section 81(1A) of the Companies Act to consider the proposed issue under this Resolution.
- (b) "Stock Exchange" shall mean any of the stock exchange in which the shares are listed and in which the higher trading volume in respect of the shares of the company has been recorded during the preceding six months prior to the relevant date.

**RESOLVED FURTHER THAT** such of these shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors / Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the

offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds matters and things and to finalise and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue as required by SEBI or other authorities or agencies concerned or as the Board may *suo motto* decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members and to do all such acts, deeds, matters to things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf."

12. To consider and if thought fit to pass with or without modifications the following Resolution proposed as an **ORDINARY RESOLUTION**:

**RESOLVED** that subject to the provisions of Sections 198, 269, 309 and 310 and other applicable provisions of the Companies Act 1956, and subject to such other approvals as may be required, the consent of the Company be and is hereby given for payment of increased remuneration as set out below to Mr. Vinod Ramnani, Managing Director effective from 10th August 2003 till the expiry of his tenure of office i.e. 31st May 2005.

- A. SALARY :** Rs. 3,00,000 Per month with annual increment not exceeding 15% of the last drawn salary before such increment.

Performance linked bonus/commission on profits.

Not exceeding 3 % of the net profits of the Company, in any financial year of the Company as the Board may determine from time to time.

At the discretion of the Board, the payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on annual basis.

The net profits for the purposes of this clause shall be calculated in accordance with Section 198 and Section 309 of the Companies Act, 1956.

## B. PERQUISITES/BENEFITS

### (I) Residential Accommodation

Rent free accommodation for occupation by self and family.

Where such rent free accommodation is leased/licensed/tenanted

by the Company, the rent paid by the Company for such accommodation shall not exceed 60% of the remuneration set out in A above.

In lieu of rent-free accommodation, the Company could give to Managing Director, House Rent Allowance up to 50% of the remuneration set out at A above.

### (ii) Contribution to Pension/Provident Fund/Gratuity Funds.

The managing Director shall be eligible for Provident Fund, Pension and Gratuity as per rules applicable to the managerial employees.

This would include contribution to Provident Fund and Superannuation fund or Annuity Fund up to 27% of the salary per annum and contribution to gratuity fund up to 8.33% of the remuneration per annum or any other limit as may be laid down or prescribed under the Income Tax Act 1961, for this purpose.

### (iii) Other Perquisites

Gas, electricity, water, furnishings at residence, medical and personal accident insurance, leave travel allowance/concession for self and family, club fees and other allowances and benefits as per the Rules of the Company, the monetary value of which shall not exceed Rs. 1.50 Lakhs per annum to the Managing Director.

### (iv) However, the following perquisites/benefits shall not be included in applying the ceiling of Rs. 1.50 Lakhs stipulated in B (iii) above.

Company car with driver (owned/leased or held) for official duties and telephone at residence including payment for local calls and long distance official calls.

Entertainment expenses incurred in connection with the business of the company

### C. Unless otherwise stipulated, for the purpose of this resolution, the perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

### D. The total remuneration and perquisites /benefits contemplated as per Clauses A and B above, including contribution towards Provident Fund, Superannuation Fund, annuity Fund, Gratuity Fund (including any unfunded retirement benefits as per rules of the Company), payable to the Managing Director of the Company shall not exceed 5%, of the profits of the Company calculated in accordance with Section 198 and Section 309 of the Companies Act, 1956.

### E. The limits stipulated in this Special Resolution are the maximum limits and the Board may in its absolute discretion pay to a Managing Director, lower remuneration and revise the same



from time to time within the maximum limits stipulated in this resolution.

F. In the absence or inadequacy of profits in any financial year, the remuneration payable to a Managing Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Schedule XIII of the Companies Act, 1956.

G. In the event of any re-enactment or recodification of the companies Act, 1956 or the Income Tax Act, 1961 or amendments thereto, this Special Resolution shall continue to remain in force and the reference to various provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

13. To consider and if thought fit to pass with or without modifications the following Resolution proposed as an **ORDINARY RESOLUTION**:

RESOLVED that subject to the provisions of Sections 198, 269, 309 and 310 and other applicable provisions of the Companies Act 1956, and subject to such other approvals as may be required, the consent of the Company be and is hereby given for payment of increased remuneration as set out below to Mrs. Usha Ramnani, Executive Director effective from 10th August 2003 till the expiry of her tenure of office i.e. 31st May 2005.

A. REMUNERATION COMPRISING OF SALARY AND COMMISSION ON PROFITS / PERFORMANCE LINKED BONUS.

A. SALARY: Rs. 3,00,000 Per month with annual increment not exceeding 15% of the last drawn salary before such increment.

Performance linked bonus/commission on profits.

Not exceeding 3 % of the net profits of the Company, in any financial year of the Company as the Board may determine from time to time.

At the discretion of the Board, the payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on annual basis.

The net profits for the purposes of this clause shall be calculated in accordance with Section 198 and Section 309 of the Companies Act, 1956.

**B. PERQUISITES/BENEFITS**

(i) Residential Accommodation

Rent free accommodation for occupation by self and family.

Where such rent free accommodation is leased/licensed/tenanted by the Company, the rent paid by the Company for such accommodation shall not exceed 60% of the remuneration set out in A above.

In lieu of rent-free accommodation, the Company could give to Executive Director, House Rent Allowance up to 50% of the remuneration set out at A above.

(ii) Contribution to Pension/Provident Fund/Gratuity Funds.

The Executive Director shall be eligible for Provident Fund, Pension and Gratuity as per rules applicable to the managerial employees.

This would include contribution to Provident Fund and Superannuation fund or Annuity Fund up to 27% of the salary per annum and contribution to gratuity fund up to 8.33% of the remuneration per annum or any other limit as may be laid down or prescribed under the Income Tax Act 1961, for this purpose.

(iii) Other Perquisites

Gas, electricity, water, furnishings at residence, medical and personal accident insurance, leave travel allowance/concession for self and family, club fees and other allowances and benefits as per the Rules of the Company, the monetary value of which shall not exceed Rs. 1.50 Lakhs per annum to Executive Director.

(iv) However, the following perquisites/benefits shall not be included in applying the ceiling of Rs. 1.50 Laks stipulated in B (iii) above.

Company car with driver (owned/leased or held) for official duties and telephone at residence including payment for local calls and long distance official calls.

Entertainment expenses incurred in connection with the business of the company

C. Unless otherwise stipulated, for the purpose of this resolution, the perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

D. The total remuneration and perquisites /benefits contemplated as per Clauses A and B above, including contribution towards Provident Fund, Superannuation Fund, annuity Fund, Gratuity Fund (including any unfunded retirement benefits as per rules of the Company), for payable to the Executive Director of the Company shall not exceed 5%, of the profits of the Company calculated in accordance with Section 198 and Section 309 of the Companies Act, 1956.

E. The limits stipulated in this Special Resolution are the maximum limits and the Board may in its absolute discretion pay to a Executive Director, lower remuneration and revise the same from time to time within the maximum limits stipulated in this resolution.

F. In the absence or inadequacy of profits in any financial year, the remuneration payable to an Executive Director by way of salary

and perquisites shall not exceed the maximum limits prescribed under Schedule XIII of the Companies Act, 1956.

- G. In the event of any re-enactment or recodification of the companies Act, 1956 or the Income Tax Act, 1961 or amendments thereto, this Special Resolution shall continue to remain in force and the reference to various provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

By order of the Board  
for OPTO CIRCUITS (INDIA) LTD.,

Date: 10th August 2003

**VINOD RAMNANI**

Place: Bangalore

Chairman & Managing Director

Regd Office : No 83, Electronics City,  
Hosur Road, Bangalore-560 100.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September 2003 to 26th September 2003(both days inclusive).
4. The Dividend for the year ended 31st march 2003 as recommended by the Board, if sanctioned at the Meeting will be paid within the time limit, to those members whose names appear in the company's Register of Members on 26th September 2003. In respect of shares held in electronic form the dividend will be payable on the basis of beneficial ownership as per the details furnished by the National Securities Depository Limited and Central Depository Services of India for this purpose.
5. Members desiring any information as regards accounts are requested to write to the company at an early date so as to enable the management to keep the information ready
6. Notify immediately any change of address to Company/ Registrars (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).
7. It is suggested for the convenience of Members that they inform the Company about their Bank Account Numbers, Name of Bank to enable printing of these particulars on the Dividend Warrant as a measure of abundant caution to minimise loss due to warrants falling into improper hands through forgery and fraud.

8. Members / Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
9. The proxy Form and Attendance slip are attached to the Annual Report.
10. Members are requested to address their correspondence, including Share Transfer matters and Change of Address to: **KARVY CONSULTANTS LIMITED**, No. 51/2, Vanivilas Road, Opp.National College, Basavanagudi, Bangalore-560004.

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## ANNEXURE TO THE NOTICE:

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

In conformity with the provision of Section 173(2) of the Companies Act 1956 the following explanatory statement sets out all material facts relating to the Special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

#### ITEM NO 6

It is proposed to increase the authorised Capital of the Company from Rs. 12,00,00,000/- to Rs. 20,00,00,000/- by creating additional equity shares to cover the proposed Bonus Issue of shares and further capital requirements.

In terms of Section 94 approval of Shareholders is necessary for increasing the Authorised Capital as set out in the Resolution.

The Board commends the Resolution for shareholders approval.

No Director of the Company is concerned or interested in the Resolution.

#### ITEM NO 7

The Directors propose to capitalize the sum of Rs 2,27,44,568/- (Two Crores Twenty Seven Lakhs Forty Four Thousand Five Hundred Sixty Eight only) to be applied for the issue of 22,74,456.8 new equity shares of Rs.10/- each credited as fully paid up bonus shares. New equity shares will be issued and allotted as bonus equity shares in the proportion of two such new equity share credited as fully paid-up for every ten existing fully paid equity shares as proposed in the resolution. The said bonus equity shares shall rank parri passu in all respects with the existing equity shares, and shall also be subject to Memorandum and Articles of Association of the Company.

All the Directors of the Company may be considered to be interested in the proposed resolution to the extent they would be entitled for bonus shares in relation to their holdings in the same manner as other shareholders of the Company.



**ITEM NO 8**

The equity shares of your Company are presently listed on the Stock Exchange, Mumbai, the Hyderabad Stock Exchange Limited and the Bangalore Stock Exchange Limited. The Bombay Stock Exchange (BSE) has got countrywide network for trading of listed shares and there was hardly any trading of your company's shares on the remaining Stock exchanges in the past.

It is proposed to delist equity shares of the company from Hyderabad Stock Exchange and Bangalore Stock Exchange. The proposed delisting shall not affect the liquidity of shares in view of countrywide network of BSE and listing of your shares thereon.

The Board commends the resolution for your Approval.

None of the Directors of the company is concerned or interested in the resolution.

**ITEM NO 9**

After complying with the procedure and legal requirement and in accordance with the terms of Issue and Articles of Association of the company, the Board of Directors of the Company at its meeting held on 30th November 2002 forfeited 1,01,100 equity shares for non payment of call money.

It is proposed to re-issue the forfeited shares to such persons as the Board may deem fit. In accordance with the provisions of Listing Agreement approval of shareholders is necessary for re-issue of forfeited shares. Accordingly the approval of Members is being sought.

The Board commends the Resolution for shareholders approval.

No Director of the Company is concerned or interested in the Resolution.

**ITEM NO 10**

To expand and improve the profits and prosperity of the Company the company proposes to introduce Stock Option Plan for its key managerial employees as well as its subsidiary company. The object of stock option plan is to motivate the employees for better performance, which will improve the profits and prosperity of the company. This plan would also enable the company to attract and retain the talented personnel.

The total Capital allocated to the Stock Option Plan will be Rs 50,00,000/- (Fifty lakhs Only) divided into 5,00,000 shares of Rs 10/- each. The total paid-up Share Capital of the Company after the exercise of all Options granted will be Rs 11,87,22,840/-.

The Board recommends the adoption of the Resolution.

No Director of the Company is concerned or interested in the Resolution.

**ITEM NO 11**

It is proposed to issue 10,00,000 Equity shares of Rs. 10/- each to promoters at a price to be determined as setout in the Resolution. The objective of preferential issue is to raise funds for long-term working capital requirements of the Company. Other than the promoters whose names are setout in the resolution no Director/key management personnel will be subscribing to the Issue.

The shareholding pattern of the Company before and after the preferential issue is setout hereunder

Promoters	Before prefferential Issue	%	After prefferential Issue	%
	SHARES		SHARES	
1 VINOD RAMNANI	1992123	17.52	2117123	17.83
2 THOMAS DIETIKER	917162	8.06	1042162	8.78
3 JAYESH C. PATEL	687314	6.04	812314	6.84
4 USHA RAMNANI	480580	4.23	605580	5.10
Total	4077179	35.85	4577179	38.55
Other than promoters	7295105	64.15	7295105	61.45
Total	11372284	100.00	11872284	100.00

The preferential issue and allotment of shares will be completed by 24th December 2003 subject to the approval of SEBI/RBI and other Regulatory bodies, if necessary.

In terms of Section 81 of the Companies Act, 1956 and the guidelines of SEBI approval of shareholders is necessary for issue of equity shares on preferential basis.

The Board recommends the Resolution for Shareholders approval.

The above mentioned Directors are Interested in the Resolution. No other Director is interested in the Resolution.

**ITEM NO 12**

Considering the contribution made by Mr. Vinod Ramnani the Board of Directors at its meeting held on 10th August 2003 increased his remuneration as set out in the Resolution.

Mr. Vinod Ramnani is a graduate in Mechanical Engineering with more than 20 years experience in Electronics Industry.

In terms of Section 310 of the Companies Act 1956, read with Schedule XIII to the Companies Act 1956, the consent of the shareholders is necessary for increasing the remuneration of Mr. Vinod Ramnani, Managing Director.

The Board commends the Resolution for Shareholders approval.

Mr. Vinod Ramnani and Mrs. Usha Ramnani Executive, Director, relative of Mr. Vinod Ramnani are interested in the Resolution. No other Director is interested in the Resolution.

ITEM NO 13

Considering the contribution made by Mrs. Usha Ramnani the Board of Directors, at its meeting held on 10th August 2003 increased her remuneration as set out in the Resolution.

Mrs. Usha Ramnani is a graduate in M.Com has more than 15 years experience in administrative and personnel functions.

In terms of Section 310 of the Companies Act 1956, read with Schedule XIII to the Companies Act 1956, the consent of the shareholders is necessary for increasing the remuneration of Mrs Usha Ramnani, Executive Director.

The Board commends the Resolution for Shareholders approval.

Mrs. Usha Ramnani and Mr. Vinod Ramnani, Managing Director relative of Mrs. Usha Ramnani are interested in the Resolution. No other Director is interested in the Resolution.

By order of the Board  
for OPTO CIRCUITS (INDIA) LTD.,

Date: 10th August 2003

VINOD RAMNANI

Place: Bangalore

Chairman & Managing Director

Regd Office : No 83, Electronics City,  
Hosur Road, Bangalore-560 100.

