

**AGM NOTICE**  
**OPTO CIRCUITS (INDIA) LIMITED**  
**CIN: L85110KA1992PLC013223**

**Registered Office:** Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

Website: [www.optoindia.com](http://www.optoindia.com), Email ID: [ir@optoindia.com](mailto:ir@optoindia.com), Email: [investorsservices@optoindia.com](mailto:investorsservices@optoindia.com)

Tel: 080 – 28521040-41-42, Fax: 080 – 28521094.

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Opto Circuits (India) Limited., will be held on Monday, 30<sup>th</sup> September 2019, at 10.30 AM at the Registered Office of the Company situated at Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon:

2. To consider appointment of a Director in place of Mr. Vinod Ramnani (DIN: 01580173), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment

By order of the Board

**For OPTO CIRCUITS (INDIA) LIMITED**

**Supriya Kulkarni**

Company Secretary

Membership No: A22794

Place: Bengaluru

Date: 19<sup>th</sup> August 2019

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy in order to be valid should be duly completed and stamped and deposited with the Company at the Registered Office at least 48 hours before the commencement of the meeting. Proxy submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable, blank proxy form and attendance slips are enclosed with this Notice.
3. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights. A member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Members/Proxies are requested to bring the Attendance Slip send herewith duly filled for

attending the Meeting along with their copy of Annual Reports to attend the meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Pursuant to provisions of Section 91 of the Companies Act, 2013. The Register of Members and the Share Transfer Books will remain closed from 27<sup>th</sup> September 2019 to 30<sup>th</sup> September 2019 (both days inclusive).
7. Members desiring information as regard to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. Members whose shareholding is in the electronic mode are requested to inform the change of address and update the Bank account details to their respective Depository Participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends in future.
9. Members are requested to quote their Folio Number/DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences addressed to the Register and Share Transfer Agent of the Company, Karvy

- Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramaguda, Serilingampally, Hyderabad – 500 032. Email: mailmanager@karvy.com
10. Members are requested to note that, dividends if not en cashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
  11. In respect of Shares held by Companies, trusts, societies etc., the authorized representatives are requested to bring a duly certified copy of the Board Resolution / Appropriate authorization with their specimen signature(s) duly attested for attending the meeting.
  12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
  13. Members are requested to note that, entry to the meeting hall/premises is strictly restricted to the members/ beneficial owners holding duly filled in attendance slip and proxies holding valid proxies forms.
  14. With a view to using natural resources responsibly, we request Members to register their email id with Depository Participants for receiving all communications from the Company including Notice of the Annual General Meeting and Annual Reports through electronic mode.
  15. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on normal working days up to the date of AGM.
  16. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's web site, [www.optoindia.com](http://www.optoindia.com)
  17. Only bona fide members of the Company whose names appear in the Register of Members/Proxy Holders in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non members from attending the meeting.
  18. Mr. Vijaykrishna KT, Practising Company Secretary, Bangalore (Membership No.1788) has been appointed as Scrutinizer to scrutinize the e-voting process and poll to be taken at the meeting in a fair and transparent manner.
  19. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days (48 hours) of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  20. The results of the Annual General Meeting shall be declared forty eight hours from the conclusion of the Annual General Meeting. The e-voting results along with the Scrutinizer's Report shall be placed on the Company's website [www.optoindia.com](http://www.optoindia.com) and on the website of Karvy Fintech Private Limited. The results will also be communicated to the Stock Exchange(s) where the Shares of the Company are listed.
  21. Further, members may note the following:
    - a. Remote e-voting shall not be allowed beyond the said date and time.
    - b. The Company is providing facility to vote on a poll to the members present at the meeting.

- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.
23. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015

the Company is providing facility for e-voting to all the members. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such e-voting facility is in addition to the voting through Ballot papers that may take place at the meeting venue on 30th September 2019. The members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

24. Additional information pursuant to Regulation 36 of the SEBI (Listing and Obligation and Disclosure Requirements) Regulations 2015, in respect of the Director seeking re-appointment at the AGM is as follows:

Name of the Director	VINOD RAMNANI
Date of Birth	16TH JUNE 1956
Date of appointment	08TH June 1992
Relationship with other Director	NIL
Expertise in Specific Functional area	Mr. Vinod Ramnani has been known for his strategic acumen that has been one of the key factors for the outstanding ascend of Opto Circuits over the past decade. Based out of Opto's headquarters in Bengaluru, India, his direction has been successful in effectively integrating acquired companies and product lines across the globe. His complete involvement with business on a daily basis has ensured that processes and operations are in tandem with the Group's ambitious plans and goals.
Qualification	BE (Mechanical Engineering)
Names of the Listed Companies in which person holds the Directorship	NIL
Membership of the Committees of the Board Committees in all Companies	Member 4 (Four) Opto Circuits (India) Limited., Audit & Risk Management Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee
Share holding in the Company	36243581*

\*As on 31<sup>st</sup> March 2019.

Considering the working knowledge, qualification and experience it would be in the interest of the Company to re-appoint Mr. Vinod Ramnani as Non-Executive Director of the Company.

By order of the Board  
**For OPTO CIRCUITS (INDIA) LIMITED**

**Supriya Kulkarni**  
Company Secretary  
Membership No: A22794

Place: Bengaluru  
Date: 19<sup>th</sup> August 2019



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### **ATTENDANCE SLIP**

**Venue of the meeting:** Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

**Date & Time:** 30<sup>TH</sup> SEPTEMBER 2019 at 10.30 AM.

**PLEASE FILL ATENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.**

Name :

Address :

DP ID :

Client ID\* :

Folio No :

**\*Applicable for investors holding shares in Electronic Form.**

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 27th Annual General Meeting of the Company held on 30TH SEPTEMBER 2019 at 10.30 AM at the Registered Office situated at Plot No.83, Electronic city, Hosur Road, Bangalore – 560 100.

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Signature of Member / Proxy

**Note:**

1. Electronic Copy of the Annual Report for 2019 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2019 and Notice of the Annual General Meeting along with Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose e-mail is not registered.



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Email: [investorsservices@optoindia.com](mailto:investorsservices@optoindia.com)

Tel: 080 – 28521040-41-42, Fax: 080 – 28521094.

### **Form No.MGT-11 FORM OF PROXY**

**Venue of the meeting:** Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100

**Date & Time:** 30<sup>TH</sup> SEPTEMBER 2019 at 10.30 AM.

**PLEASE FILL ATENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.**

Name :

Address :

DP ID :

Client ID\* :

Folio No :

\*Applicable for investors holding shares in Electronic Form.

I/We \_\_\_\_\_ of \_\_\_\_\_

Being member/members of Equity Share of Opto Circuits (India) Limited hereby appoints the following:

1. Name: Mr/Mrs : \_\_\_\_\_

Registered address : \_\_\_\_\_

Email ID : \_\_\_\_\_ Signature \_\_\_\_\_ or

Failing him/her;

2. Name: Mr/Mrs : \_\_\_\_\_  
 Registered address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature \_\_\_\_\_ or  
 Failing him/her;

3. Name: Mr/Mrs : \_\_\_\_\_  
 Registered address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_ Signature \_\_\_\_\_ or

Failing him/her; as my/our proxy to vote for me /us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30th September 2019 at 10.30AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Number of Shares held	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To consider appointment of a Director in place of Mr. Vinod Ramnani (DIN: 01580173), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment			

This is optional. Please put a tick mark 3 in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "abstain" across the boxes against Resolution.

Signature(s) Member(s)

1. \_\_\_\_\_  
 2. \_\_\_\_\_  
 3. \_\_\_\_\_

Affix  
 1 Rupee  
 Revenue  
 Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

**Notes:**

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than 48 (FORTY EIGHT HOURS) before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her vote's be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.

## E-VOTING INSTRUCTION

- (i) The voting period begins on 27th September, 2019 at 9.00 AM and ends on 29th September, 2019 at 5.00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as 23rd September, 2019 (cut-off date / Relevant date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/ Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of OPTO CIRCUITS (INDIA) LIMITED to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

ROUTE MAP

