



---

**OPTO CIRCUITS (INDIA) LIMITED.** (UNIT II)  
100% EOU

---

12<sup>th</sup> July 2016

The Manager  
Department of Corporate Services  
BSE Limited.,  
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,

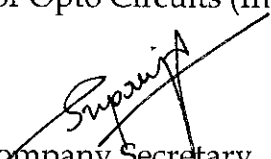
Sub: Submission of Corporate Governance Report under Reg: 27(2) IDR- Chapter VII, Reg.72.

We are enclosing herewith the Corporate Governance report as on 30<sup>th</sup> June 2016. We request you to take the same on record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Opto Circuits (India) Limited.,

  
Company Secretary

Encl: a/a.

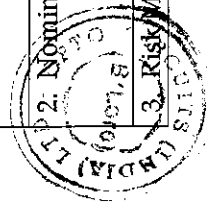
CIN: L85110KA1992PLC013223

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity	<b>Opto Circuits (India) Limited</b>
2. Quarter Ending	<b>30<sup>th</sup> June 2016</b>

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*	Date of Appointment in the current term/cessation	Tenure (in months)	No of Directorship in Listed entities including this Listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	
Mr.	Vinod Ramnani	AANPR1062Q 01580173	Chairman & Managing Director	01.06.2015	-	01	04	Nil	
Mr.	Jayesh Patel	AABPP8199G 01338843	Non-Executive	03.04.2000	-	01	Nil	Nil	
Mr.	Thomas Dietiker	ALMPD5485F 01424625	Non-Executive	03.04.2000	-	01	Nil	Nil	
Dr.	Suleman Merchant	AAEPM1569L 00475410	Independent	31.12.2015	36	02	03	02	
Dr.	Anvay Mulay	AETPM8980L 01479415	Independent	30.09.2014	36	02	04	01	
Mr.	Rajkumar Raisinghani	ADOPR6015M 01411084	Independent	30.09.2014	36	02	07	03	
Dr.	Suchitra Misra	ADWPM6579 P 02254365	Non-Executive	31.03.2015	-	03	04	Nil	
Mr.	Somadas G.C.	AKPPS9800H 00678824	Independent	26.04.2016	05	02	02	02	

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &
1. Audit and Risk Management Committee	Mr. Somadas G.C. Mr. Rajkumar Raisinghani Dr. Anvay Mulay Ms. Suchitra Misra	Chairman Member Member Member
2. Nomination & Remuneration	Mr. Rajkumar Raisinghani Dr. Suleman Adam Merchant Ms. Suchitra Misra	Chairman Member Member
3. Risk Management Committee (if applicable)	Refer Point No.1	Refer Point No.1



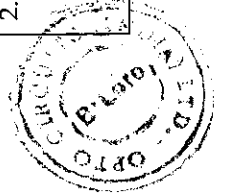
4. Stakeholders Relationship Committee	Dr. Suleman Adam Merchant Mr. Rajkumar Raisinghani Mr. Vinod Ramnani	Chairman Member Member
--	--	------------------------------

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
15/02/2016	26/04/2016 30/05/2016 14/06/2016	70 days 33 days 14 days

<b>IV. Meeting of Committees</b>			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit and Risk Management Committee</b>			
26.4.2016	Yes	15/02/2016	70 days
30.5.2016			33 days
14.6.2016			14 days
<b>Nomination and Remuneration Committee</b>			
26/04/2016	Yes	15/02/2016	70 days
<b>Stakeholders Relationship Committee</b>			
26/04/2016	Yes	15/02/2016	70 days

<b>V. Related Party Transactions</b>		<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained		NA
Whether shareholders approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA

<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
i. Audit Committee	
j. Nomination & remuneration committee	
k. Stakeholders relationship committee	



1. Risk management committee (applicable to the top 100 Listed entities)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations 2015.
4. The meetings of the Board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

For Opto Circuits (India) Limited



Ms. Supriya Kulkarni  
Company Secretary.



Note:

Information at Table I and II above need to be necessary given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.