



amdl

**Advanced Micronic Devices Limited
34th Annual Report
2014-15**

Board of Directors

Mr. Chandrasekar. P.V
Mr. Vivek Kumar Malhotra
Dr. Suleman Adam Merchant
Dr. Anvay Mulay
Mr. Rajkumar Raisinghani
Ms. Suchitra Misra

Managing Director
Director
Director
Director
Director
Director

Auditors

M/s. Anand Amarnath & Associates
Chartered Accounts
S-2, II Floor, Gem Plaza,
No 66, Infantry Road,
Bengaluru 560 001.

Bankers

State Bank of India
Commercial Branch
Hudson Circle, Bengaluru - 560 001.

REGISTERED OFFICE AND INVESTOR'S SERVICE CELL

A-306, II Floor, Block I, KSSIDC Building,
Electronics City, Bangalore-560100. Karnataka
Tel: 080-22540500
Fax: 080-22540545
Email: investorservices@amdcorp.com

Website: <http://www.amdcorp.com>

Annual General Meeting

Day & Date : Thursday, 31st December 2015
Time : 12.00 Noon
Venue : No. 83, Electronic City, Hosur Road,
Bengaluru - 560 100.

CHAIRMAN'S STATEMENT

Dear Fellow Shareholders,

The year passed had been a year of business consolidation resulted in right sizing across all business functions; to regroup then FOUR sub business units to TWO presently namely, Health Care Management System(HCMS) and Information System Engineering Services(ISES) the core businesses of the company. The derived benefits were substantial for a bright future ahead for all of us because we had become debt free with the banks.

The part of our Strategic Electronic Division business of delivery of High-End multi layer bare PCB's for Aerospace and Defence segments were added to ISES group.

This division is expected to grow well in the current year reflecting Government initiatives in Aerospace in and Defence sectors.

Our 2 Inch Thermal Printers with integrated Bluetooth and Biometric are well accepted in the Micro-Finance and Aadhar verification The Medical Devices market will continue to be import led, although the current drive to develop the local manufacturing industry is likely to result in increased competition from domestically produced devices in the longer term. On the social front, health and wellness awareness is increasing by the day and the next generation products aimed at harm reduction. The Consumer awareness likely to further increase for improving health standards, your Company is looking to strike a fine balance between the twin objectives of business growth and legal compliance.

India is a land full of opportunities for players in the Medical Devices industry. Besides, Indian medical service consumers have become more conscious towards their healthcare upkeep. Thanks to India's economic growth and a rise in penetration of medical insurance, the 400 Million plus middle class population of India can now afford almost any of its healthcare needs and that drives in need of more and better hospitals and clinics, which would require more medical devices Such a scenario presents immense opportunities for players in the medical devices business. The changing disease prevalence pattern (e.g. early onset of diabetes and heart diseases); growing awareness among the middle class to focus on early detection and disease prevention and Medical Insurance Companies working with equipment manufacturers to develop cost effective and reimbursable diagnostic packages are DIRECT MARKET DRIVERS. This also strengthens WHO recommendations in the Priority Medical Devices Project which suggests development of affordable health packages containing simple technologies for measuring blood pressure, blood glucose and cholesterol levels. Another interesting trend is observed in the realm of OPD reimbursements. The insurance companies are going to focus a lot on prevention and diagnostics in the coming years resulting in higher demand for medical electronics. The Device manufacturers will continue to face pricing pressure which will drive them to innovate and differentiate.

The report, "Indian Medical Device Market Outlook to 2017", predicts INDIA as one of the fastest growing medical devices markets as in the world". Our HCMS Division is interestingly poised to take this changing scenario as an opportunity to derive the maximum advantage with the basket of business offering of Devices, Implants and Disposables with additional demand from the Private Hospitals and clinics in tier II and III cities will help penetrate the Indian market better.

We continue our sustaining efforts to reinforce the TWO business segments which will take us in the value addition curve with our services and to look forward to achieving all shareholder objectives and advancing our standards, through the continued trust of our consumers, partners, shareholders, well-wishers and employees. I would like to express my gratitude to you all for your incessant support in all our endeavors. The continued support from all our stakeholders is our unbreakable strength; I would like to thank all for their valued support in these challenging times. It will be our pleasure to also thank the Board of Directors, the key management personnel and our employees who are focused and committed towards taking the company to walk in to a better future.

Sincerely

P.V.Chandrasekar

Managing Director.

DIRECTORS' REPORT

To
The Shareholders,

Your Board is pleased to present the Thirty Fourth Annual Report on the business and operations of the Company, together with the Audited Financial Statements and Auditors Report for the financial year ended 31st March 2015.

Financial Results

(₹) in Lakhs

| Particulars | Year Ended 31.03.2015 | Year Ended 31.03.2014 |
|--|--------------------------|--------------------------|
| Turnover and Profitability | | |
| Gross Sales | 1247.85 | 2146.98 |
| Total Expenditure | 1308.84 | 2414.62 |
| Profit before Depreciation and Financial Charges | (60.99) | (267.64) |
| Depreciation | 377.84 | 196.31 |
| Financial Charges | 134.82 | 212.60 |
| Profit before Tax | (573.65) | (676.55) |
| Provision for Taxation | - | (177.90) |
| Profit after Tax | (573.65) | (854.45) |
| Extraordinary item | (193.00) | - |
| Add Profit brought forward from previous year | (810.06) | 44.38 |
| Profit available for Appropriation from Operations | (1190.71) | (810.06) |
| Appropriations | | |
| Proposed Dividend | | |
| Provision for Tax on Proposed Dividend | | |
| Balance in statement of Profit and Loss Account | (1190.71) | (810.06) |

Results from Operations

The total income for your company for the financial year ending March 2015 was Rs.1247.85 Lakhs, against Rs.2146.98 Lakhs for the year ending March 2014 and decrease of 58.12% over the previous year.

During the year under review your Company has disposed of certain Assets identified as unproductive amounting to Rs.628.62 Lakhs, the proceeds of which has been utilized to pay off its debts and dues to State Bank of India and State Bank of Travancore. Presently the Company is debt free as regards to Bankers.

Turnover and Profitability

The gross sales and other income for the financial year under review was Rs.1247.85 lakhs. The profit before tax (after depreciation and Financial charges) was Rs.(573.65) Lakhs and Profit after Tax was Rs.(573.65) Lakhs.

Appropriations

Dividend

Pursuant Section 134 (3) (k) of the Companies Act, 2013 and considering the performance of the Company, your Directors have not declared a Dividend

Capital Structure

During the financial year under review, the share capital of your company remained unaltered.

Disclosure regarding Issue of Equity Shares with Differential Rights

During the year under review, the Company has not issued Shares with Differential Rights.

Disclosure regarding issue of Employee Stock Options:

During the year under review, the Company has not issued Shares Employee Stock Options.

Disclosure regarding issue of Sweat Equity Shares:

During the year under review, the Company has not issued Sweat Equity Shares.

Management Discussion and Analysis Report:

The report, as required, is given as Annexure I and forms part of the Directors' Report.

Particulars of Research and Development, Conservation of energy, technology absorption and Foreign exchange earnings and Outgo etc.

In pursuance of the provisions of Section 134 of the Companies Act, 2013, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are furnished below:

- 1. Conservation of Energy:** The operation of your Company is not energy intensive. Adequate measures have, however, been taken to reduce energy consumption by using Energy efficient computer terminals. Air conditioners are used when required, thereby enhancing energy efficiency.
- 2. Research and Development:** No R&D projects were undertaken during the year.
- 3. Technology Absorption:** The Technology used by the Company is commonly used by similar industries and the Company is constantly studying the opportunities for improving/up gradation of the technology.
- 4. Foreign Exchange Earning and Outgo:** The Company earned Rs.2.18 lakhs in Foreign Exchange. The Foreign Exchange outgo was Rs.333.48 lakhs.

Particulars of Employees

Information as per Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the Companies Act, 2013, and forming part of the Directors Report for the year ended 31st March 2015.

I. Employed throughout the year – Nil

II. Employed for part of the year – Nil

III. There were no employees covered under the provisions of the Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the Companies Act, 2013.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the information on Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company and the same will be furnished on request.

Corporate Governance

The Company is committed to maintaining the highest standards of Corporate Governance and disclosure practices. The Company ensures compliance to law and adherence to ethical standards to enhance customer value.

A separate section on Corporate Governance, along with a certificate from the Auditors confirming the level of compliance, is annexed and forms a part of the Directors' Report.

Directors' Responsibility Statement

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

LISTING OF SECURITIES

Your Company's securities are listed on The Bombay Stock Exchange Limited (BSE).

Fixed Deposits

During the year under review, your Company has not accepted any deposits falling under section 73 (1) provided under Chapter V of the Companies Act, 2013. There are no overdue deposits, due for payment as at the close of the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

INDUCTION.

On the recommendation of Nomination and Remuneration Committee, The Board appointed Mr. P.V. Chandrasekar (DIN:07073777), as Managing Director and Mr. Vivek Kumar Malhotra (DIN:07065198) as Whole time Director with effective from 13th February 2015 and Ms. Suchitra Misra (DIN 02254365) as Non Executive Director with effect from March 31, 2015. We seek your support in confirming the appointment of the above mentioned Directors, in the ensuing Annual General Meeting.

Reappointments

The Company had appointed Dr. Anvay Mulay (DIN: 01479415) as Non-Executive Director, liable to retire by rotation under the Companies Act, 1956. He is also Independent Directors pursuant to Clause 49 of the Listing Agreement.

In terms of provisions of Companies Act, 2013, Independent Directors are not liable to retire by rotation. It is proposed to appoint the aforementioned Director as Independent Director at the AGM for a period of three years with effect from the date of the AGM.

Appropriate resolutions and Brief resume of the Directors seeking appointment / re-appointment at the Annual General Meeting, as required under Clause 49 of the Listing Agreement and Companies Act 2013, forms part of the Notice convening the Annual General Meeting.

Resignations

During the period under review, Mr. Balasubramaniam. V (DIN 01177493) Independent Director resigned with effect from December 23, 2014, Mr. Vinod Ramnani (DIN 01580173) ceased to be a Director of the Company with effect from 30.04.2015 and Mr. Bhaskar Valiveti (DIN 00453173) ceased to be a Director of the Company with effect from 30.04.2015.

The Board places on record its appreciation for the services rendered by them during their tenure with the Company.

Declaration by Independent Directors.

The Company has received necessary declaration from Independent Directors that they meet the criteria of independence laid down in section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Training of Independent Directors.

To familiarize the new inductees with strategy operations and functions of our Company, senior managerial personnel make presentations on Company's strategy, Organization structure, Products, technology, quality, facilities. Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his or her role, function, duties and responsibilities as a Director.

POLICY ON DIRECTORS APPOINTMENT REMUNERATION AND EVALUATION.

The Nomination Remuneration and Evaluation Policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013 adopted by the Board, is appended as Annexure II to the Board's Report. The Policy also contains the evaluation framework as stipulated under the Clause 49 of the Listing Agreement which mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

MEETINGS OF THE BOARD

Seven Meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance on page no. 39 of this Annual Report.

COMMITTEES OF THE BOARD.

Currently, the Board has Four Committees: Audit and Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee.

A detailed note on the Composition and Scope of the Committees is provided under the Corporate Governance Section in this Annual Report.

Auditors

At the Annual General Meeting held on September 30, 2014 M/s. Anand Amarnath & Associates, Chartered Accountants, Bengaluru, were appointed as Statutory Auditors of the Company, hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017. In terms of First proviso to Section 139 of Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Anand Amarnath & Associates, Chartered Accountants as Statutory Auditors of the Company is placed for ratification of shareholders. The Company has received letter from the Statutory Auditors to the effect that their reappointment, if made, would be in accordance with provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDITOR

The Board has appointed Mr. Vijayakrishna K T, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed as III herewith marked to this Report.

The Board of Directors of the Company hereby furnish following explanations and clarifications with respect the observations made by the Secretarial Auditors in their report dated November 18th 2015 under the heading observations in points (a) to (e):

- (a) The Company will take necessary steps to appoint one External Person as member of the sexual harassment committee.
- (b) The Company will take necessary steps to comply the appointment of Internal Auditor.
- (c) Due to technical issues in making the requisite returns, digitally signing the same and uploading, delays occurred in filings of certain returns. Extreme levels of care and caution will be exercised to ensure that such delays do not occur again.
- (d) The Company will henceforth ensure to publish notices within the prescribed time.
- (e) The Company is in the process of recruiting suitable candidates, for the post of CFO/CS. Returns with refer to appointment of Managing Director and Whole time Director were delayed due to technical issue. Extreme levels of care and caution will be exercised to ensure that such delays do not occur again.

RISK MANAGEMENT

The Company has laid down risk assessment and minimization procedures which are in line with the best practices in the industry and as per its experience and objectives. The risk management system is reviewed periodically and updated.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.amdlcorp.com/pdf/AMD-L-Policy on Related Party Transactions>.

Your Directors draw attention of the members to Note 7A to the financial statement which sets out related party disclosures.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are Nil.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee appointed by the Board) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link <http://www.amdcorp.com/AMDL-CSRPolicy.pdf>

In terms of Section 134 of the Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual Report on Corporate Social Responsibility activities of the Company is given in Annexure IV to this report.

This being the first year of implementation of the Companies Act, 2013, owing to the operational challenges and accumulated losses, your Company was unable to undertake CSR activities for the financial year 2014 -15.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism and Whistle Blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct to Chief Vigilance Officer and Audit & Risk Management Committee of the Board. The Company further confirms that no personal have been denied access to the Audit & Risk Management Committee.

The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: [http://www.amdcorp.com/AMDL-Whistle Blower Policy.pdf](http://www.amdcorp.com/AMDL-WhistleBlowerPolicy.pdf)

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as Annexure V to this Report.

SIGNIFICANT AND MATERIAL ORDERS.

No order was passed by any court or regulator or tribunal during the year under review which impacts going concern status of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

A policy on Prevention of Sexual Harassment at Workplace has been released by the Company. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. Three member Internal Complaints Committee (ICC) was set up from the senior management with women employees constituting majority. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

No complaints pertaining to sexual harassment was reported during the year.

Auditors Observations:

The Board of Directors of the company would like to give the following explanations and clarifications with respect to the qualifications/ observations made by the Auditors in their Report dated 1st December, 2015, for the Financial Statements under the heading Basis for Qualified Opinion in points 1 to 5;

Stock Value of Rs.18.40 Crores on Terminal and Multipara Patient Monitors : The company had initiated a series of marketing efforts, but could not succeed in the promotion of payment terminals due to terminal lagging the technical feature of PCI/PED Certificate. We are continuously making efforts to upgrade and sell the terminals.

The Monitors are low on Technical features and prices in comparison to the present models available now. We are working on upgrading the monitor for sale to smaller hospitals and nursing homes in TIER III/IV cities that require entry level monitors.

Receivable of Rs.17.79 Crores : We are continuing our efforts to collect the receivables or get the material back.

Auditing in USA Operations : Auditing is not mandatory in the U.S. and hence was not done.

Show Cause Notice, VCES Scheme – Delhi : It is by sheer oversight in taking CENVAT credit in the VCES Scheme and we have gone on appeal. We are confident of a positive result.

Stopped Business Operations: We have not completely stopped Business Operations but we have right sized the operation and focus will be on our core business of Healthcare Management, Equipments Services to become one among the Top Ten players which would allow us to go forward with subsistence and growth in the chosen market segments. Further in order to serve new customers and existing customers, new products are continuously being identified and launched, making sure that we continue giving them good after sales support, as we have done in the past.

Payment of Statutory Dues : We will start paying the statutory dues and would work towards zero tolerance on delayed payment of statutory dues in future.

Acknowledgements

Your Directors would like to place on record their gratitude for all the guidance and cooperation received from all its clients, vendors, bankers, financial institutions, business associates, advisors, regulatory and government authorities.

Your Directors also take this opportunity to thank all its investors and stakeholders for their continued support and all employees for their valuable contribution and dedicated service.

For and on behalf of the Board of Directors

Place: Bengaluru
Date : 3rd December 2015

P V CHANDRASEKAR
Managing Director

VIVEK MALHOTRA
Whole-time Director

ANNEXURE – I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

a. Industry structure and developments, opportunities and threats, Segment-wise, Product-wise performance, Outlook, Risks and Concerns:

The company has a well diversified product portfolio catering to industries like Healthcare, Defense, Aerospace, BFSI and many such industry verticals with promising potential.

In the pursuit of excellence and deliver the product with value and aim to move on the value chain year on year, decided to be in the core businesses of Health Care and Information System. To support this initiative for simple execution to gain success, the earlier FOUR SBU's businesses have been consolidated by exiting a few business verticals and pruned down to TWO SBU's which for a long period from now on will blossom namely Health Care Management and Services (HCMS) and Information System and Engineering Services (ISES), so that the customers give us the required identity for brand awareness. These SBU's will support the evolving requirement of "No barrier on spending in maintaining health which aspires by everyone; The Company has well identified and committed and workable strategies to pursue the business in the fields of Healthcare devices, sensors and accessories. To support the Government initiative of smart cities, offer components and solutions to support industrial internet of things and in propelled spending in defense segment", by offering bare printed circuit boards for defense, space and aerospace. We will stay focused and concentrate the energies, improve the productivity and be after always at right cost of delivery with the negligible expenses in extending and providing post warranty services.

i) Health Care Management and Services Division: (HCMS)

It is a timed opportunity to promote the Automatic External Defibrillator (AED) to the Corporate houses, PSUs, Sports academies & playgrounds, Hotels, Railways, High rise buildings, High Net worth individuals (HNI) and many other public places, where presence of AED can help saving valuable life. Further, Government initiative in tax benefits for senior citizens and the growing small hospitals in the tier III and tier IV cities provides the opportunities not only for devices but an open market size for the sale of Bio medical sensors and accessories split into usable and re-usable products.

Risks and Concerns:

HCMS operates in a volatile technology and price sensitive market with devices and sensors from FAR EAST countries. In addition, the Company faces competition from global vendors who are increasing their India presence. Our long standing relationships with Hospitals, our in direct marketing coverage through dealers and our assured and accepted after Sales Support give us a winning edge with repetitive orders over other players.

ii) Information System and Engineering Services: (ISES)

ISES offers bare printed circuit board essential for many of the defense electronics applications being developed by the laboratories coming under Defense Research and Development Organization (DRDO), Components and solutions for SMART CITIES and Intelligent terminal for loyalty application and 2 Inch Thermal printer for receipt application.

Risks and Concerns: ISES operates in high-end technology areas where technological obsolescence is a constant threat. Since most of the products are of foreign origin, the fluctuations in currency rates will affect the margins which will also further erode due to impose of service tax on commission earned from principal Margins are protected by a judicious mixing of Dollar and Rupee trading. Policy decisions of Principals, their respective countries export policies and our own EXIM policies will affect the business. Our market is highly competitive. The success depends on customer acceptance of the product and the principal strategies

We want to create our own markets to be profitable and sustainable which will provide the required cash

b. Internal Control Systems & their Adequacy:

Your Company has adequate internal control systems and procedures in all the areas of activities. The activities are also subject to internal and external audit. The finance department is well staffed with experienced and qualified personnel who play an important role in implementing and monitoring internal control environment. The internal control and procedures are commensurate and adequate with the size and nature of the business of the Company.

c. Discussion on Financial performance with respect to operational performance:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956.

Amount in ₹

| PARTICULARS | As on 31.03.2015 | As on 31.03.2014 |
|--|--------------------|--------------------|
| EQUITY AND LIABILITIES | | |
| SHAREHOLDERS FUNDS | | |
| (a) Share Capital | 52,811,000 | 52,811,000 |
| (b) Reserves & Surplus | (20,057,539) | 13,217,695 |
| (c) Money received against share warrants | | |
| | 32,753,461 | 66,028,695 |
| SHARE APPLICATION MONEY PENDING ALLOTMENT | | |
| NON-CURRENT LIABILITIES | | |
| (a) Long-term borrowings | 200,067,105 | 177,626,797 |
| (b) Deferred tax liabilities (Net) | 5,084,995 | 5,084,995 |
| (c) Other Long term liabilities | | |
| (d) Long term provisions | | |
| | 205,152,100 | 182,711,792 |
| CURRENT LIABILITIES | | |
| (a) Short-term borrowings | 39,785,345 | 63,655,305 |
| (b) Trade payables | 169,256,383 | 175,403,221 |
| (c) Other current liabilities | 69,643,048 | 67,747,963 |
| (d) Short-term provisions | 677,633 | 24,424,325 |
| | 279,362,409 | 331,230,814 |
| Total | 517,267,970 | 579,971,301 |
| ASSETS | | |
| NON-CURRENT ASSETS | | |
| (a) Fixed assets | | |
| (i) Tangible assets | 8,760,878 | 59,377,363 |
| (ii) Intangible assets | | |
| (iii) Capital work in progress | | |
| (iv) Intangible assets under development | | |
| | 8,760,878 | 59,377,363 |
| (b) Non-current investments | 109,000 | 109,000 |
| (c) Deferred tax assets (net) | | |
| (d) Long term loans and advances | | |
| (e) Other non-current assets | 27,827,806 | 28,066,111 |
| | 27,936,806 | 28,175,111 |
| CURRENT ASSETS | | |
| (a) Current investments | | |
| (b) Inventories | 209,013,344 | 230,739,125 |
| (c) Trade receivables | 243,929,064 | 246,289,050 |
| (d) Cash and Cash Equivalents | 9,373,734 | 7,792,781 |
| (e) Short-term loans and advances | 18,254,144 | 7,597,871 |
| (f) Other current assets | | |
| | 480,570,286 | 492,418,827 |
| | 517,267,970 | 579,971,301 |

Revenues

Amount in ₹

Profit And Loss Account for the year ended March 31,2015

| PARTICULARS | As on 31.03.2015 | As on 31.03.2014 |
|--|----------------------|---------------------|
| INCOME | | |
| Sales | 74,869,567 | 125,913,395 |
| Other income | 49,915,206 | 88,785,074 |
| | 124,784,773 | 214,698,469 |
| EXPENDITURE | | |
| Changes in inventories of Stock-in-Trade | 23,325,246 | 68,512,335 |
| Employees benefit expense | 54,978,266 | 84,820,719 |
| Finance costs | 13,481,897 | 21,260,220 |
| Other expenses | 52,580,390 | 88,128,549 |
| | 144,365,799 | 262,721,823 |
| PROFIT BEFORE DEPRECIATION AND TAXES | (19,581,026) | (48,023,354) |
| Depreciation | 37,783,999 | 19,631,364 |
| PROFIT BEFORE TAXES | (57,365,025) | (67,654,718) |
| Provision for Taxes | - | - |
| Current Tax | | 19,300,000 |
| Deferred Tax | | (1,510,000) |
| Extraordinary item | (19,300,000) | |
| NET PROFIT FOR THE YEAR | (38,065,025) | (85,444,718) |
| Balance brought forward from the previous year | (81,006,068) | 4,438,650 |
| PROFIT AVAILABLE FOR APPROPRIATION | (119,071,093) | (81,006,068) |
| Proposed dividend on equity shares | | |
| Tax on proposed dividend | | |
| Transfer to General Reserve | | |
| BALANCE AT END OF THE YEAR | (119,071,093) | (81,006,068) |

The Company's total income has three components

- Sales and Service of Healthcare products
- Sales and Service of Information Technology products
- Other Income

The following table sets out the contribution of each of these segments for the years ended March 31, 2015 and March 31, 2014

| | Amount. in Rs. | |
|----------------------------------|---------------------|---------------------|
| Segment wise Revenue | 2015 | 2014 |
| Health Care | 29,862,831 | 60,576,980 |
| Information Technology | 45,006,736 | 65,336,415 |
| Others | 49,915,206 | 88,785,074 |
| TOTAL | 124,784,773 | 214,698,469 |
| Segment wise contribution | 2015 | 2014 |
| Health Care | (37,412,334) | (65,042,572) |
| Information Technology | (56,386,000) | (70,137,000) |
| Others | 49,915,206 | 88,785,074 |
| TOTAL | (43,883,128) | (46,394,498) |

d. Material developments in Human Resources / Industrial Relations front, including number of people employed.

The Company considers its employees as valuable assets and has adopted various HR measures including proper appraisal of employees, placements, recognition, career growth and improvement of managerial and inter-personal skills through various training programs and so on. The company had 35 employees as of 31st March 2015.

Cautionary Statement

The statements made in this report and those appearing elsewhere, may be "forward looking statements" that set forth anticipated results based on management plans and assumptions. These statements are likely to address the company's growth strategy and financial results and are subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected.

For and on behalf of the Board of Directors

Place: Bengaluru
Date : 3rd December 2015

P V CHANDRASEKAR
Managing Director

VIVEK MALHOTRA
Whole-time Director

ANNEXURE – II**Nomination, Remuneration and Evaluation Policy**

This Nomination, Remuneration and Evaluation Policy (the “Policy”) applies to the Board of Directors (the “Board”), Key Managerial Personnel (the “KMP”) and the Senior Management Personnel of **Advanced Micronic Devices Limited** (the “Company”).

1. Definitions

- “Director” means a director appointed to the Board of a company;
- “Independent Director” shall have the meaning as defined under the Companies Act, 2013 read with relevant rules and the Clause 49 of the Listing agreement; as amended from time to time.
- “Key Managerial Personnel (KMP) means—
 - i. Chairman & Managing Director;
 - ii. Company Secretary,
 - iii. Whole-time Director;
 - iv. Chief Financial Officer; and
 - v. Such other Officer as may be prescribed.
- “Managing Director” means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation—for the purposes of this clause, the power to do administrative acts of a routine nature when so authorised by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management;

- The term “Senior Management Personnel” means personnel of the company who are Members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads In reference to the company, the senior management personnel would refer to personnel occupying the positions identified in as per the organizational framework of the Company.
- “Whole-time director” includes a director in the whole-time employment of the company;
- Words and definitions not defined herein shall have the same meaning as provided in the Companies Act, 2013 read with relevant rules and the Clause 49 of the Listing agreement or other relevant provisions; as may be applicable.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement; as amended from time to time.

2. Purpose

The primary objective of the Policy is to provide a framework and set standards for the Nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and Senior Management Personnel. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management Personnel.

The objectives of the policy thus would be:-

- i. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial and Senior Management positions and to determine their remuneration.
- ii. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- iii. To establish framework for evaluation of the performance of Directors including Independent Directors, Committees and Board.
- iv. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- v. To devise a policy on Board diversity

3. Accountabilities

- i. The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.
- ii. The Board has delegated responsibility for assessing and recommending the candidates for the role of Directors, Key Managerial Personnel and laying down the criteria for selection of the Senior Management Personnel of the Company to the Nomination and Remuneration Committee which makes recommendations to the Board.

4. Nomination and Remuneration Committee – Composition & Structure

The Nomination and Remuneration Committee comprises the following:

- i. The Committee shall consist of a minimum 3 non-executive directors, majority of them being Independent.
- ii. Minimum two (2) members shall constitute a quorum for the Committee meeting.
- iii. Membership of the Committee shall be disclosed in the Annual Report.
- iv. Term of the Committee shall be continued unless terminated by the Board of Directors.
- v. CHAIRMAN - Chairman of the Committee shall be an Independent Director.
- vi. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- vii. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- viii. Chairman of the Nomination and Remuneration Committee meeting or any other person authorized by him shall be present at the Annual General Meeting. The Chairman may also nominate some other member to answer the shareholders queries.

COMMITTEE MEMBERS INTERESTS

- i. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- ii. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee

VOTING

- i. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- ii. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

5. Nomination and Remuneration Committee – Responsibility

The Nomination and Remuneration Committee is responsible for:

- i. reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- ii. identifying individuals suitably qualified to be appointed as the Executive Directors,
- iii. Independent Directors and the KMPs and Senior Management Personnel for the Company;
- iv. recommending to the Board on the selection of individuals nominated for directorship;
- v. formulating the criteria for determining qualification, positive attributes and recommending to the Board a policy relating to the remuneration for Executive Directors, Key Managerial Personnel and other employees.
- vi. assessing the independence of independent directors, so as to ensure that the individual meets with the requirement prescribed under the Companies Act, 2013 read with Clause 49 of the Listing Agreement;
- vii. such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules there under.
- viii. to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- ix. to devise a policy on Board diversity;
- x. to develop a succession plan for the Board and to regularly review the plan;
- xi. lay down criteria for evaluation of the individual Directors, Committees and Board as a whole.

6. Positive Attributes and qualifications of Directors/KMPs/Senior Management Personnel.

When recommending a candidate for appointment, the Nomination and Remuneration Committee will have regard to the following qualifications and positive attributes:

- i. assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, industry experience, background and other qualities required to operate successfully in the position;
- ii. the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company; in case of KMPs and Senior Management Personnel their contribution towards effectiveness of the organization as a whole would be considered ;
- iii. the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- iv. ability of the appointee to represent the company
- v. ability to work individually as well as a member of the Board and senior management
- vi. influential communicator with power to convince other in a positive way;
- vii. ability to participate actively in deliberation and group processes;
- viii. have strategic thinking and facilitation skills;
- ix. act impartially keeping in mind the interest of the company on priority basis;
- x. Personal specifications:

1. Educational qualification;
2. Experience of management in a diverse organization;
3. Interpersonal, communication and representational skills;
4. Demonstrable leadership skills;
5. Commitment to high standards of ethics, personal integrity and probity;
6. Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;

7. Independence of a Director

The key role of an Independent Director is to provide an unbiased, varied and experienced Perspective to the Board. While evaluating the candidature of a Director, the committee abides by the criteria for determining Independence as stipulated under Companies Act 2013, Listing Agreements and other applicable regulations or guidelines.

The committee takes a broad perspective with respect to Independence and takes into consideration not only the dealings, transactions, relationships with the concerned Individual

Director but also with relatives, entities and organizations affiliated to it. The Committee, along with the Board, regularly reviews the skill, characteristics required from the Board & Individual Directors. One of the prime objectives of this exercise is to identify competency gaps in the Board and make suitable recommendations. The objective is to have a board of diverse background and experience in business, technology, governance and areas that are relevant for the company.

Besides considering all other qualifications w.r.t to talent, relevant professional experience, proven track record of performance and achievement, ethics and integrity, ability to bring in fresh and independent perspectives, the Committee objectively evaluates whether an individual can dispassionately discharge the statutory functions of a Director as enshrined in the Companies Act 2013 and Listing Agreement.

8. Board Diversity

The Board shall consist of such number of Directors including at least one woman Director as is necessary to effectively manage the Company. The Board shall have an appropriate combination of executive and Independent Directors.

The Nomination & Remuneration Committee will lead the process for Board appointments. All Board appointments will be based on meritocracy in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board. The Company believes that increased diversity in Board is associated With better financial performance, greater innovation and has a positive impact on the Company.

9. Letters of Appointment

Each Director including Executive Directors, Independent Directors and the KMPs, Senior Management Personnel are required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

The term/tenure of the Directors including Executive Directors and Independent Directors shall be in accordance with the applicable laws.

10. Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel

The Committee will determine individual remuneration packages for Directors and lay down criteria for deciding upon the remuneration of KMPs and Senior Management of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

The core factors taken into consideration are:

- a) Industry Practice and Bench marks;
- b) Long-term value creation.
- c) Reward achievement of results on the basis of prudent practice, responsibility and risk taking abilities.
- d) Attract and retain and motivate the best professionals.
- e) Reward the experience and professional track record.
- f) Ensure equity within the Group and competitiveness outside it.
- g) Ensure transparency in its remuneration policy

11. For Executive Directors (Managing Directors and Whole time Directors)

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing

Director/Whole Time Director/Manager and ten percent in case of more than one such officer.

12. For Non-Executive Directors

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case. Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members.

The sitting fee to the Independent Directors & Woman Director shall not be less than the sitting fee payable to other directors.

General:-

- i. The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- ii. The remuneration payable to Directors shall be subject to the approval of Shareholders, if required, as per the provisions of applicable laws.
- iii. The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.
- iv. The company may opt for Directors including independent directors & Officers Liability Insurance, in accordance with the policy.
- v. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

For Key Managerial Personnel and Senior Management Personnel.

- i. The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as per the criteria decided by the Committee having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

For other employees.

- i. The policy for determination of the remuneration of employees other than Directors, KMPs and Senior Management personnel shall be as per the normal process followed by the Company.

13. Evaluation/ Assessment of Directors of the Company

The committee shall undertake a formal and rigorous annual evaluation of the Board, including its committees and individual directors. The evaluation of performance of the Board shall be independent and objective and should take into account the overall impact of their functioning on the company and its stakeholders. Besides the performance evaluation of individual directors, evaluation of the performance of the committees and the Board as a whole is also required to be conducted. The performance evaluation shall be undertaken on a yearly basis, starting from financial year 2014-15, the schedule of which may be laid down by the Committee.

The committee is required to establish a mechanism for Performance Evaluation & Assessment of the Directors including the Independent Directors. The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis to cater to the requirements of the Companies Act 2013 and the requirements of the Listing Agreement.

The following criteria may assist in determining how effective the performances of the Directors have been:

- i. Leadership Qualities Contributing to corporate objectives & plans
- ii. Communication of expectations & concerns clearly with colleagues
- iii. Obtain adequate, relevant & timely information from external sources.
- iv. Review & approval achievement of strategic and operational plans, objectives, budgets
- v. Regular monitoring of corporate results against projections
- vi. Identify, monitor & mitigate significant corporate risks
- vii. Assess policies, structures & procedures
- viii. Effective meetings
- ix. Assuring appropriate board size, composition, independence, structure
- x. Clearly defining roles & monitoring activities of committees
- xi. Review of organization's ethical conduct

A series of assessment questionnaire to enable such evaluation being conducted shall be finalized by the Committee. Once the assessment is completed, the Committee shall evaluate such assessments. The Company may engage external consultants / agencies to provide assistance in the evaluation process.

Performance Review by Independent Directors

In accordance with the mandate given under Companies Act 2013 & Clause 49 of the listing agreement, Independent Directors will hold at least one separate meeting without the attendance of non-independent directors and members of management starting from the financial year 2014- 15 onwards.

The meeting shall:

- (a) Review the performance of non-independent directors and the Board as a whole;
- (b) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance of the respective Committees shall be done by the Board. The performance evaluation shall be undertaken on yearly basis, starting from financial year 2014-15, the schedule of which may be laid down by the Committee.

14. Succession Planning

The Company recognizes the need of a formal, proactive process which can assist in building a leadership pipeline/talent pool to ensure continuity of leadership for all critical positions. Succession planning involves assessment of challenges and opportunities facing the company, and an evaluation of skills and expertise that would be required in future.

The nomination and remuneration committee will work with the Board to develop plans and processes for orderly succession to the board and senior management. The Committee shall endeavor to develop a diverse pool of candidates who may be considered to fill the gap in Board positions or senior management in case of any eventuality. The committee would ensure that the Company is prepared for changes in senior management, either planned or unplanned. Succession Planning Process would cover identification of internal candidates, development plans for internal candidates, and identification of external candidates. The Committee would also assist in formulating an emergency succession contingency plan for unforeseen events like death, disability etc.

The Board will periodically monitor the review and monitor the succession planning process.

15. Review of the policy

This Policy shall be reviewed by the Nomination and Remuneration committee on annual basis (unless an earlier review is required) to ensure that it meet the requirements of latest market Requirements and trends and the Nomination and Remuneration committee shall make recommendations to the Board on required amendments.

For and on behalf of the Board of Directors

P. V. Chandrasekar
Managing Director

Vivek Malhotra
Whole-time Director

Place : Bengaluru.

Date : 3rd December 2015

ANNEXURE – III**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
ADVANCED MICRONIC DEVICES LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Advanced Micronic Devices Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Advanced Micronic Devices Limited for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;

(vi) The Industry specific laws applicable to the Company are as follows:

- a) The Information Technology Act, 2000
- b) The Special Economic Zone Act, 2005
- c) Policy relating to Software Technology Parks of India and its regulations
- d) The Indian Copyright Act, 1957
- e) The Patents Act, 1970
- f) The Trade Marks Act, 1999

I have further reviewed the systems and mechanism established by the Company for ensuring compliance under the other applicable Acts, Rules, Regulations and Guidelines prescribed under various laws which are applicable to the Company and are categorized under the following major heads/groups:

1. Factories Act, 1948;
2. Labour laws and other incidental laws related to labour and employees appointed by the Company including those on contractual basis as relating to wages, gratuity, prevention of sexual harassment, dispute resolution welfare, provident fund, insurance, compensation etc.;
3. Industrial (Development Regulation) Act, 1991;
4. Acts relating to consumer protection including the Competition Act, 2002;
5. Acts and Rules prescribed under prevention and control of pollution;
6. Acts and Rules relating to Environmental protection and energy conservation;
7. Acts and Rules relating to hazardous substances and chemicals;
8. Acts relating to Electricity, fire, petroleum, drugs, motor vehicles, explosives, Boilers, etc.;
9. Acts relating to protection of IPR;
10. Land revenue laws; and
11. Other local laws as applicable to various plants and offices.

I have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (came into effect from 1st July, 2015; hence not applicable for the financial year ended 31.03.2015).
- (ii) The Listing Agreements entered into, by the Company with the BSE Limited (BSE).

I further state that during the period under review and based on my verification of the records maintained by the Company and also on the review of compliance reports/statements by respective department heads/Chief Financial Officer/ Company Secretary taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism **does not** exist in the Company to monitor and ensure compliance with applicable labour laws, environmental laws and other applicable laws as mentioned above. Certain non material findings made during the course of the audit relating to the provisions of Companies Act, Labour Laws were addressed suitably by the Management.

Following observations have been brought before the shareholders which are treated as material in nature:

- a) ***Sexual Harassment Committee does not comprise of one external person as member.***
- b) ***Section 138 (Appointment of Internal Auditor) is not complied.***
- c) ***The Company has not filed certain returns before the Registrar of Companies as required under Section 117 (3) (g) read with Section 179 (3) read with rule of The Companies (Meetings of the Board and its Powers) Rules, 2014 and Section 93 read with rule 13 of The Companies (Management and Administration) Rules, 2014.***
- d) ***Publications of Notices of Annual General Meeting and some of the Board Meetings are not within the prescribed time specified by the Act.***
- e) ***Section 203 of the Companies Act, 2013 is not complied with, as the Company has not appointed CFO and Company Secretary during the year. Returns relating to the appointments of Managing Director and Wholetime Director are yet to be uploaded with the Ministry of Corporate Affairs.***

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the Company.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

As per the information received from the Company, adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bangalore

Date: 18.11.2015

(Vijayakrishna KT)

FCS No.: 1788

C P No.: 980

ANNEXURE – IV
Annual Report on Corporate Social Responsibility (CSR) Activities.
1. Brief Outline of CSR Policy

The Board of Directors upon the recommendation of the Corporate Social Responsibility Committee has identified the following areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities:

- I. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
- II. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- III. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- IV. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
- V. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- VI. Measures for the benefit of armed forces veterans, war widows and their dependents;
- VII. Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- VIII. contribution to the Prime Minister’s National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- IX. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- X. Rural development projects.
- XI. Slum area development
- XII. Any other Projects / activities the Government may add from time to time to the Schedule VII of the Companies Act, 2013 or allow through clarifications/ Circulars.
- XIII. Any ancillary or incidental activities required to be performed to undertake any of the projects mentioned above subject to the prior approval of the CSR Committee.

The detailed CSR Policy may be accessed on the Company’s website at the link: <http://www.webmail.amdlcorp.com/pdf/AMDLCSR Policy.pdf>

2. Composition of CSR Committee

The Corporate Social Responsibility (CSR) Committee comprises of the following members:

| SI No | Name | Designation |
|-------|---|-------------|
| 1 | Mr. Rajkumar Raisinghani – Independent Director | Chairman |
| 2 | Mr. P.V. Chandrasekar –Managing Director | Member |
| 3 | Dr. Anvay Mulay – Independent Director | Member |

3. Average Net profits

The average net profits, i.e. profits before tax of the Company during the three immediately preceding financial years were Rs. (1,009.59) Lakhs.

4. Prescribed CSR Expenditure

The prescribed CSR expenditure was Rs. (6.73) Lakhs, i.e. 2% of the average net profits mentioned in point 3 above.

5. Details of CSR Spent

The Company has not spent on CSR activities for the financial year 2014 -15. The reason for the same has been explained in the Board's Report.

6. Responsibility Statement

The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For Advanced Micronic Devices Limited.,

Place: Bengaluru
Date : 3rd December 2015

Rajkumar Raisinghani
Chairman, CSR Committee
(DIN 01411084)

P.V. Chandrasekar
Managing Director
(DIN 07073777)

PARAMOUNT COLOR GRAPHICS

ANNEXURE – V
Form No.MGT – 9

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules 2014]

Registration and other details

| | |
|--|---|
| Corporate Identity Number (CIN) of the Company | L 3 0 0 0 7 K A 1 9 9 4 P L C 0 1 5 4 4 5 |
| Registration date | September 19, 1980 |
| Name of the Company | Advanced Micronic Devices Limited |
| Category / Sub-category of the Company | Medical Devices Accessories and Technical Services |
| Address of the registered office and contact details | A-306, II Floor, Block 1, KSSIDC Building, Electronic City, Hosur Road, Bangalore – 560 100 Tel: 080 – 42991800 Fax: 080 42991824 Website: www.amdlcorp.com , E mail: info@amdlcorp.com , |
| Listed Company (yes / No) | Yes |
| Name, address and contract details of Registrar and transfer agent | Karvy Computershare Private Limited Unit: Advanced Micronic Devices Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Contact person: Ms. Shobha Anand Assistant General Manager Tel: 91 40 67161559 E-mail: mailmanager@karvy.com |

Principal business activities of the Company

| Name and description of main products / services | NIC code of the product / service | % to total turnover of the Company |
|--|-----------------------------------|------------------------------------|
| Medical Devices Accessories and Technical Services | 380.8 | 100% |

Particulars of holding subsidiary and associates companies

| Particulars | Country | CIN/GLN | Holding / subsidiary associate | % holding as at March 31, 2015 | Applicable section |
|-------------|---------|---------|--------------------------------|--------------------------------|--------------------|
| N.A. | N.A. | N.A. | N.A. | N.A | N.A |

Shareholding pattern (Equity Share Capital break-up as percentage of total equity)

(i) Category-wise shareholding

| (i) Shareholding Pattern | | | | | | | | | | |
|--------------------------|--|---|-------------|----------------|-------------------|---|-------------|----------------|-------------------|--------------------------|
| CATEGORY CODE | CATEGORY OF SHAREHOLDER | No of Shares held at the beginning of the year March 31, 2014 | | | | No of Shares held at the beginning of the year March 31, 2015 | | | | % Change during the year |
| | | Demat | Physical | Total | % OF TOTAL SHARES | Demat | Physical | Total | % of Total Shares | |
| Column1 | Column2 | Column3 | Column4 | Column5 | Column6 | Column7 | Column8 | Column9 | Column10 | Column11 |
| (I) | (II) | (iii) | (iv) | (v) | (vi) | (VII) | (VIII) | (ix) | (x) | (xi) |
| (A) | PROMOTER AND PROMOTER GROUP | | | | | | | | | |
| (1) | INDIAN | | | | | | | | | |
| (a) | Individual /HUF | 3153165 | 0 | 3153165 | 59.71 | 3153165 | | 3153165 | 59.71 | 0.00 |
| (b) | Central Government/State Government(s) | 0 | 0 | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (c) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (d) | Financial Institutions / Banks | 0 | 0 | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (e) | Others | 0 | 0 | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | Sub-Total A(1) : | 3153165 | | 3153165 | 59.71 | 3153165 | | 3153165 | 59.71 | 0.00 |
| (2) | FOREIGN | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| (a) | Individuals (NRIs/Foreign Individuals) | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (b) | Bodies Corporate | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (c) | Institutions | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (d) | Qualified Foreign Investor | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (e) | Others | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | Sub-Total A(2) : | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | Total A=A(1)+A(2) | 3153165 | | 3153165 | 59.71 | 3153165 | | 3153165 | 59.71 | 0.00 |
| (B) | PUBLIC SHAREHOLDING | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| (1) | INSTITUTIONS | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| (a) | Mutual Funds /UTI | 0 | 1100 | 1100 | 0.02 | 0 | 1100 | 1100 | 0.02 | 0.00 |
| (b) | Financial Institutions /Banks | 0 | 800 | 800 | 0.02 | 0 | 800 | 800 | 0.02 | 0.00 |
| (c) | Central Government / State Government(s) | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (d) | Venture Capital Funds | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (e) | Insurance Companies | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (f) | Foreign Institutional Investors | 0 | 2600 | 2600 | 0.05 | 0 | 2600 | 2600 | 0.05 | 0.00 |
| (g) | Foreign Venture Capital Investors | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (h) | Qualified Foreign Investor | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (i) | Others | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | Sub-Total B(1) : | 0 | 4500 | 4500 | 0.09 | 0 | 4500 | 4500 | 0.09 | 0.00 |
| (2) | NON-INSTITUTIONS | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| (a) | Bodies Corporate | 184746 | 9300 | 194046 | 3.67 | 196838 | 9300 | 206138 | 3.90 | 0.23 |
| (b) | Individuals | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |

| | | | | | | | | | | |
|-----|---|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|-------------|
| | (i) Individuals holding nominal share capital upto Rs.1 lakh | 1099261 | 294347 | 1393608 | 26.39 | 1085213 | 290247 | 1375460 | 26.04 | -0.34 |
| | (ii) Individuals holding nominal share capital in excess of Rs.1 lakh | 380798 | 26000 | 406798 | 7.70 | 399458 | 26000 | 425458 | 8.06 | 0.35 |
| (c) | Others | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| | FOREIGN NATIONALS | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | NON RESIDENT INDIANS | 67433 | 59100 | 126533 | 2.40 | 62879 | 53100 | 115979 | 2.20 | -0.20 |
| | CLEARING MEMBERS | 2450 | | 2450 | 0.05 | 400 | | 400 | 0.01 | -0.04 |
| | TRUSTS | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| (d) | Qualified Foreign Investor | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | Sub-Total B(2) : | 1734688 | 388747 | 2123435 | 40.21 | 1744788 | 378647 | 2123435 | 40.21 | 0.00 |
| | Total B = B(1) + B(2) : | 1734688 | 393247 | 2127935 | 40.29 | 1744788 | 383147 | 2127935 | 40.29 | 0.00 |
| | Total (A+B) : | 4887853 | 393247 | 5281100 | 100.00 | 4897953 | 383147 | 5281100 | 100.00 | 0.00 |
| (C) | Shares held by custodians, against which | | 0 | 0.00 | | | 0 | 0.00 | 0.00 | |
| | Depository Receipts have been issued | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| (1) | Promoter and Promoter Group | | | 0 | 0.00 | | | 0 | 0.00 | 0.00 |
| (2) | Public | 0 | | 0 | 0.00 | 0 | | 0 | 0.00 | 0.00 |
| | GRAND TOTAL (A+B+C) : | 4887853 | 393247 | 5281100 | 100.00 | 4897953 | 383147 | 5281100 | 100.00 | 0.00 |

| (ii) Shareholding of promoters | | | | |
|---|--------------|----------------------------------|---|----------------------------------|
| Shareholding at the beginning of the year | | | Cumulative shareholding during the year | |
| Name of the Shareholder | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| Column1 | Column2 | Column3 | Column5 | Column6 |
| (i) | (ii) | (iii) | (iv) | (v) |
| OPTO CIRCUITS (INDIA) LIMITED | 3153165 | 59.71 | 3153165 | 59.71 |

| (iii) Change in Promoters Shareholding | | | | |
|---|--------------|----------------------------------|---|----------------------------------|
| Shareholding at the beginning of the year | | | Cumulative shareholding during the year | |
| Name of the Shareholder | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| (i) | (ii) | (iii) | (iv) | (v) |
| OPTO CIRCUITS (INDIA) LIMITED | 3153165 | 59.71 | 3153165 | 59.71 |

| (iv) Shareholding pattern of top ten shareholders (other than directors, promoters) | | | | |
|---|--------------|----------------------------------|---|----------------------------------|
| Shareholding at the beginning of the year | | | Cumulative shareholding during the year | |
| Name of the Shareholder | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| Column1 | Column2 | Column3 | Column5 | Column6 |
| (i) | (ii) | (iii) | (iv) | (v) |

(v) Shareholding of Directors & KMP

| Name of the Shareholder | Shareholding at the beginning of the year | | Cumulative shareholding during the year | |
|---------------------------|---|----------------------------------|---|----------------------------------|
| | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| Column1 | Column2 | Column3 | Column5 | Column6 |
| (i) | (ii) | (iii) | (iv) | (v) |
| DR. SULEMAN ADAM MERCHANT | 0 | 0.00 | 0 | 0.00 |
| DR. ANVAY MULAY | 2312 | 0.04 | 2312 | 0.04 |
| MR. RAJKUMAR RAISINGHANI | 0 | 0.00 | 0 | 0.00 |
| MR CHANDRASEKAR P V | 0 | 0.00 | 0 | 0.00 |
| VIVEK KUMAR MALHOTRA | 0 | 0.00 | 0 | 0.00 |
| MS. SUCHITRA MISRA | 0 | 0.00 | 0 | 0.00 |

Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹ In Lakhs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | 517.92 | 1881.20 | - | 2399.13 |
| I. Principle Amount | 517.92 | 1881.20 | - | 2399.13 |
| II. Interest due but paid | | | | |
| III. Interest accrued but not due | | | | |
| Total (i + ii + iii) | 517.92 | 1881.20 | | 2399.13 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | 368.46 | | 368.46 |
| • Reduction | 517.92 | - | | 517.92 |
| Net Change | 517.92 | 368.46 | | 886.38 |
| Indebtedness at the end of the financial year | | | | |
| I. Principle Amount | - | 2249.67 | | 2249.67 |
| II. Interest due but not paid | | | | |
| III. Interest accrued but not due | | | | |
| Total (i + ii + iii) | - | 2249.67 | | 22.49.67 |

Remuneration of Directors and key managerial personnel.
A. Remuneration of Managing Director

Amount in ₹ In Lakhs

| Particulars of remuneration | MD | WTD | CEO & Manager | Total Amount |
|---|-----------------------|--------------------|---------------|--|
| | Mr. Chandrasekar P.V. | Mr. Vivek Malhotra | | |
| 1. Gross Salary | ₹ 25.00 Lakhs | ₹ 25.00 Lakhs | - | ₹ 50.00 Lakhs |
| (a) Salary as per provisions contained in Section 17(1) of the Income- tax Act,1961 | | | | |
| (b) Value of perquisites u/s 17 (2) of the Income- tax Act,1961 | | | | |
| (c) Profits in lieu of salary under Section 17 (3) Income Tax Act,1961 | | | | |
| 2. Stock option | | | | |
| 3. Sweat equity | | | | |
| 4. Commission as % of Profit | | | | |
| Other Specify | | | | |
| 5. Others, please specify | | | | |
| Total (A) | | | | |
| Ceiling as per the Act | | | | As for Shedual V of the Company Act - 2013 |

B. Remuneration to other directors:

| Particulars of remuneration | Name of Directors | | |
|--|---------------------------|-----------------|---|
| | Dr. Suleman Adam Merchant | Dr. Anvay Mulay | Mr. Rajkumar Raisinghani |
| 1. Independent Directors | | | |
| Fee for attending Board Committee meetings | Nil | Nil | Nil |
| Commission | Nil | Nil | Nil |
| Others, Please Specify | Nil | Nil | Nil |
| Total (1) | Nil | Nil | Nil |
| 2. Other Non-Executive Directors | Ms. Suchitra Misra | | |
| Fee for attending Board Committee meetings | Nil | | |
| Commission | Nil | | |
| Others, Please Specify | Nil | | |
| Total (2) | Nil | | |
| Total (1+2) | Nil | | |
| Total Managerial Remuneration (A+B) | Nil | | |
| Overall Ceiling as per the Act, | | | Sitting see of ₹ 1 Lakh for attending each meeting of Board and committee there of and 1% of the net profit of the company for commission |

C. Remuneration to key managerial personnel other than MD/Manager/Whole-time Director

| Particulars of remuneration | CFO | CS | Total Amount |
|--|-----|-----|--------------|
| 1. Gross Salary | Nil | Nil | Nil |
| (a) Salary as per provisions contained in Section 17(1) of the Income- tax Act, 1961 | Nil | Nil | Nil |
| (b) Value of perquisites u/s 17 (2) of the Income- tax Act, 1961 | Nil | Nil | Nil |
| (c) Profits in lieu of salary under Section 17 (3) Income Tax Act, 1961 | Nil | Nil | Nil |
| 2. Stock option | Nil | Nil | Nil |
| 3. Sweat equity | Nil | Nil | Nil |
| 4. Commission as % of Profit | Nil | Nil | Nil |
| Other Specify | Nil | Nil | Nil |
| 5. Others, please specify | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |
| Ceiling as per the Act | | | |

Penalties / Punishment / Compounding Offences:

There were no material penalties / Punishment / Compounding of offences for the year ended 31st March 2015.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance in compliance with Clause 49 of Listing Agreement with the Stock Exchange is as follows:

PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE:

Advanced Micronic Devices Limited committed to good governance practices that create long-term sustainable value for the stakeholders. The Company's Corporate Governance framework is based on the following principles:

- Ensuring maximum disclosure of information to the Board/Committee for meaningful and focused discussions in meetings.
- Commitment to a transparent system and values.
- A sound system of internal control with a thrust of integrity and accountability.
- Timely and adequate disclosure of all material information to all stakeholders.
- Compliance with applicable laws, guidelines, rules and regulations.
- Equitable and fair treatment to all its stakeholders including employees, customers, vendors, shareholders, lending institutions and society at large..

2. BOARD OF DIRECTORS

(i) Composition and category

The Board of Directors comprised 6 (Six) directors.

The Directors of the Company possess the highest personal and professional ethics, integrity and values and are committed to enhance the long-term interest of the stakeholders. They provide efficient governance over the affairs of the Company in all its aspects and exercise appropriate business judgment on the affairs of the Company.

During the year 2014-15, Seven Board Meetings were held on:

| Sl. No. | Date of Board Meeting |
|---------|-----------------------|
| 01 | 06.05.2014 |
| 02 | 30.05.2014 |
| 03 | 12.08.2014 |
| 04 | 30.09.2014 |
| 05 | 14.11.2014 |
| 06 | 13.02.2015 |
| 07 | 31.03.2015 |

(ii), (iii) & (iv) The names, categories of the Directors on the Board, their attendance at the Board Meetings during the Financial year and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee memberships held by them in other companies are given below :

| Name & Category | Date of Appointment | No of Board Meetings Attended | No of Memberships on the Board of other Companies | Memberships of Board Committees in all Companies | Chairman of Board Committees in all Companies | Whether last AGM Attended |
|--|---------------------|-------------------------------|---|--|---|---------------------------|
| Mr. P. V. Chandrasekar Managing Director | 13.02.2015 | 01 | Nil | Nil | Nil | NA |
| Mr. Vivek Kumar Malhotra Whole Time Director | 13.02.2015 | 01 | Nil | Nil | Nil | NA |
| Dr. Suleman Adam Merchant Non-Executive Independent Director | 31.12.2005 | 02 | 01 | 01 | 02 | No |
| Dr. Anvay Mulay Non-Executive Independent Director | 31.12.2005 | 05 | 03 | 03 | 01 | No |
| Mr. Rajkumar Raisinghani Non-Executive Independent Director | 31.03.2015 | 07 | 03 | 02 | 05 | Yes |
| Ms. Suchitra Misra Non-Executive Director | 31.12.2005 | 01 | 02 | 03 | Nil | NA |

*Membership across all companies excluding private companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

**Chairmanship and membership of Audit & Risk management committee and Stakeholders Relationship Committee only.

None of the Directors of the Company are related to each other.

Change in the Composition of Board of Directors since the date of last AGM held on 30.09.2014:

1. Mr. Balasubramaniam V ceased to be an Independent Director of the Company with effect from 23.12.2014.
2. Mr. Vinod Ramnani, Chairman ceased to be a Director of the Company with effect from 30.04.2015.
3. Mr. Bhaskar Valiveti ceased to be a Director of the Company with effect from 30.04.2015.
4. Mr. P. V. Chandrasekar, Mr. Vivek Kumar Malhotra were appointed as Additional Directors with effective from 13.02.2015 and Ms. Suchitra Misra appointed as Additional Director of the Company with effective from 31.03.2015.

Appointment

On the recommendation of Nomination and Remuneration Committee the Board at its meeting held on February 13, 2015 appointed Mr. P. V. Chandrasekar (DIN: 07073777) and Mr. Vivek Kumar Malhotra (DIN: 07065198) as Additional Directors. Board at its same meeting appointed Mr. P. V. Chandrasekar as Managing Director and Mr. Vivek Kumar Malhotra as Whole Time Director. Member's support is sought in confirming the appointment of above mentioned Directors, in the ensuing Annual General Meeting

On the recommendation of Nomination and Remuneration Committee, The Board appointed Ms. Suchitra Misra (DIN 02254365) as Non Executive Director with effect from March 31, 2015. Member's support is sought in confirming the appointment of Ms. Suchitra Misra, in the ensuing Annual General Meeting.

In terms of provisions of Section 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013, Independent Directors are not liable to retire by rotation; it is proposed to appoint Dr. Anvay Mulay (DIN: 01479415) who is liable to retire by rotation at the ensuing AGM, as Independent Director at the AGM for a period of three years with effect from the date of AGM.

Brief resume of the Directors seeking appointment / re-appointment at the AGM, as required under Clause 49 of the Listing Agreement and Companies Act 2013, forms part of the Notice convening the AGM.

(v) Code of Conduct

The Board of Directors of your Company have laid down a Code of Conduct (“the code”) applicable to all Board members and senior management personnel of your Company. A declaration from the Managing Director of your Company to the effect that all Board Members and senior management personnel of your Company have affirmed compliance with “the code” forms a part of this report.

AUDIT & RISK MANAGEMENT COMMITTEE:

- (i) The Company has a qualified and independent Audit and Risk Management Committee with [3] three members. The title of the Committee was changed from Audit to Audit and Risk Management Committee in February 2015.
- (ii) The Audit and Risk Management Committee of your Company comprises of following members.

| Name of the Member | Designation |
|---------------------------|-------------|
| Mr. Rajkumar Raisinghani | Chairman |
| Dr. Suleman Adam Merchant | Member |
| Ms. Suchitra Misra | Member |

The Audit and Risk Management Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek any information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the Rules made there under, and read with Clause 49 of the Listing Agreement, the terms of reference, roles and responsibilities of the Committee were restated as follows:

1. Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor’s Report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Director’s Responsibility Statement to be included in the Board’s Report in terms of Clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings

- e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this manner;
 7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging the function) after assessing the qualifications, experience and background, etc., of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

The Audit and Risk Management Committee shall have such powers and rights as are prescribed under the provisions of the Listing Agreement with the Stock Exchange/s and as per the provisions of Section 177 of the Companies Act, 2013 and the Rules made there under, as notified or may be notified from time to time.

(iii) [4] Four Audit and Risk Management Committee meetings were held during the year 2014-15. The attendance is as follows:

| Name | No of Meetings Attended |
|---------------------------|-------------------------|
| Mr. Balasubramaniam V | 03 |
| Mr. Rajkumar Raisinghani* | 04 |
| Dr. Suleman Adam Merchant | 03 |
| Ms. Suchitra Misra** | NA |

During the year under review, following were the changes in the composition of the Committee:

Mr. Balasubramaniam V, Chairman resigned w.e.f 23.12.2014.

*Mr. Rajkumar Raisinghani designated as Chairman and ** Ms. Suchitra Misra inducted as Member w.e.f March 31, 2015.

The requirements regarding number of meetings to be held, quorum and the time gap between two meetings were in accordance with the requirements of Clause 49 of the Listing Agreement.

NOMINATION REMUNERATION COMMITTEE AND REMUNERATION TO DIRECTORS:

The Company has constituted Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Rules made there under ("the Act") and the Listing Agreement.

Terms of Reference are as follows:

- (i) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, in accordance with the requirements of the Act, relating to the remuneration for the directors, key managerial personnel and other employees.
- (ii) To identify persons who are qualified to become directors and who may be appointed in senior management as per the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (iii) The committee has been empowered to review / recommend remuneration of the directors, key managerial personnel and other employees.

The Nomination and Remuneration Committee of your Company comprises of following members:

| SI No | Name of the Member | Designation |
|-------|---------------------------|-------------|
| 1. | Mr. Rajkumar Raisinghani | Chairman |
| 2. | Dr. Suleman Adam Merchant | Member |
| 3. | Ms. Suchitra Misra | Member |

The Chairman and all the members of the committee are Non-executive, Independent Directors.

Five (5) Nomination and Remuneration Committee meetings were held during the year 2014-15. The attendance is as follows:

| Name | No of Meetings Attended |
|---------------------------|-------------------------|
| Mr. Balasubramaniam V | 03 |
| Mr. Rajkumar Raisinghani* | 05 |
| Dr. Suleman Adam Merchant | 05 |
| Ms. Suchitra Misra** | NA |

During the year under review, following were the changes in the composition of the Committee:

Mr. Balasubramaniam V, Chairman resigned w.e.f 23.12.2014.

*Mr. Rajkumar Raisinghani designated as Chairman and ** Ms. Suchitra Misra inducted as Member w.e.f March 31, 2015.

(iv) Remuneration Policy:

The Nomination Remuneration and Evaluation Policy contain the criteria for evaluation of the Board, Committees and other individual Directors. The policy is also available on the website of the Company and also forms part of the Directors' Report. The main thrust of the policy of the Company is to attract and retain high talented employees best suited for the positions and suitable reward the employees for their success and performance.

- a) The Payment of remuneration to the executive directors, are as per the terms and conditions recommended by the Nomination and Remuneration committee and as approved by the Board.
- b) During the year no payments were made to the Non-Executive directors of the Company.

| Name of the Director | Salary | Perquisites | Total |
|---------------------------|----------------|----------------|----------------|
| Mr. P.V.Chandrasekar | Rs.20.00 Lakhs | Rs.5.00 Lakhs | Rs.25.00 Lakhs |
| Mr. Vivek Malhotra | Rs.15.00 Lakhs | Rs.10.00 Lakhs | Rs.25.00 Lakhs |
| Dr. Suleman Adam Merchant | NIL | NIL | NIL |
| Dr. Anvay Mulay | NIL | NIL | NIL |
| Mr. Rajkumar Raisinghani | NIL | NIL | NIL |
| Ms. Suchitra Misra | NIL | NIL | NIL |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company has constituted Stakeholders Relationship Committee in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and the Rules made there under ("the Act") and the Listing Agreement.

Terms of Reference are as follows:

- (i) The Stakeholders Relationship Committee (erstwhile known as Shareholders and Investors Grievances Committee) of the Board is empowered to oversee the redressal of grievances of security holders of the Company. Addressing complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfers and transmission of shares and other miscellaneous complaints. The committee also considers and approves the transfer/transmission etc., of shares.

The Stakeholders Relationship Committee consists of the following directors:

| | |
|---------------------------|----------|
| Dr. Suleman Adam Merchant | Chairman |
| Mr. Rajkumar Raisinghani | Member |
| Ms. Suchitra Misra* | Member |

*Ms. Suchitra Misra inducted as Member w.e.f March 31, 2015.

During the year, one meeting was held and the attendance was as follows:

| Name of the Member | No of Meeting Attended |
|---------------------------|------------------------|
| Dr. Suleman Adam Merchant | 01 |
| Mr. Rajkumar Raisinghani | 01 |
| Ms. Suchitra Misra | NA |

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted Corporate Social Responsibility Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made there under ("the Act") and the Listing Agreement.

- (i) Terms of Reference are as follows:
- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
 - To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
 - To monitor the CSR policy of the Company from time to time;
 - Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Corporate Social Responsibility Committee consists of the following directors:

| Sl. No | Name | Designation |
|--------|--------------------------|-------------|
| a) | Mr. Rajkumar Raisinghani | Chairman |
| b) | Mr. P.V. Chandrasekar | Member |
| c) | Dr. Anvay Mulay | Member |

During the year, one meeting was held and the attendance was as follows:

| Sl.No | Name | Attendance |
|-------|--------------------------|------------|
| a) | Mr. Rajkumar Raisinghani | 01 |
| b) | Mr. P.V. Chandrasekar | 01 |
| c) | Dr. Anvay Mulay | 01 |

- During the financial year, the total number of complaints received from the Stakeholders was 05.
- Numbers of Complaints replied / attended to the satisfaction of Stakeholders were 05.
- No requests for transfers and for dematerialization were pending for approval as on 31st March 2015.

GENERAL BODY MEETINGS:

(i) & (ii) Location and time, where last three AGMs were held and the special resolutions passed.

| Financial Year | 2011-12 | 2012-13 | 2013-14 |
|----------------------------|--|--|---|
| Date | 29th September 2012 | 30th September 2013 | 30th September 2014 |
| Time | 2.30 PM | 2.30 PM | 2.30 PM |
| Venue | Manipal County No.65, Singasandra Off: Hosur Road Bengaluru – 560 068 | Manipal County No.65, Singasandra Off: Hosur Road Bengaluru – 560 068 | Manipal County No.65, Singasandra Off: Hosur Road Bengaluru – 560 068 |
| Special Resolutions Passed | Amendment of Articles of Association to reflect the increase of the Authorized Share Capital of the Company. | Nil | To Approve the Borrowing powers of the Company. To approve creation of Security by way of mortgage, charge etc., |

(iii)& (iv) There were no special resolutions that were passed through postal ballot during the financial year 2014-15.

Details of Special Resolutions which are required to be passed through Postal Ballot - NIL

4. DISCLOSURES

(i) Basis of Related Party Transaction:

Your Company places all the details with reference to related party transactions before the Audit and Risk Management Committee periodically. No transaction of a material nature has been entered into by the Company with Directors or Management and their relatives etc. that may have a potential conflict with the interest of the Company. All related details are provided in the Notes forming part of the Accounts in accordance with the Accounting Standard 18, issued by the Institute of Chartered Accountants of India.

(ii) There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchange does not arise.

(iii) Whistle Blower policy: The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism and Whistle Blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct to Chief Vigilance Officer and Audit & Risk Management Committee of the Board. The Company further confirms that no personal have been denied access to the Audit & Risk Management Committee.

(iv) All the mandatory requirements of Corporate Governance clause have been complied with by the Company and compliance with non/mandatory requirements have been detailed under the heading Non- Mandatory Requirements at the end of this report.

(v) Disclosure of accounting treatments: your Company has followed all relevant accounting standards while preparing the financial statements.

(vi) Risk Management

The Company over the years has evolved and analyzed the risks associated with its business. Appropriate systems are put in place to reduce and mitigate the risks. The Board and the Audit and Risk Management Committee of the Company also plays a pivotal role in risk management.

(vii) During the year under review, your Company has not raised any funds by way of public issue, etc.,

(viii) During the year, no significant material transaction has been made with the non-executive directors' vis-à-vis the Company.

(ix) The number of shares held by the directors as on 31st March 2015 as follows:

| Name of the Director | No of Shares | % of Shares |
|---------------------------|--------------|-------------|
| Mr. P.V.Chandrashekhar | Nil | Nil |
| Mr. Vivek Malhotra | Nil | Nil |
| Dr. Suleman Adam Merchant | Nil | Nil |
| Dr. Anvay Mulay | 2312 | 0.06 |
| Mr. Rajkumar Raisinghani | Nil | Nil |
| Ms. Suchitra Misra | Nil | Nil |

(x) CEO/CFO Certification

CEO/CFO has given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

5. MEANS OF COMMUNICATION:

- (i) The annual, half-yearly and quarterly financial results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and published in leading national newspapers like Business Standard and other local news papers.
- (ii) The financial results of the Company are displayed on the Company's website www.amdlcorp.com.
- (iii) The official releases or presentation made to the institutional investors and analysts are also displayed on the Company's website www.amdlcorp.com.
- (iv) BSE Corporate compliance and listing centre (The Listing Centre) The BSE Listing Centre is web based application designed for Corporate. All periodical compliance filings like Share holding Patterns, Corporate Governance reports, Press releases, among others are filed electronically on The Listing Centre.
- (v) SEBI Complaints Redress System (SCORES): The Investors Complaints are processed in centralized web based complaints redress systems. The salient features of this system are; Centralized data based for all compliance, on line upload of action taken report (ATRS) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

B. MANAGEMENT DISCUSSION AND ANALYSIS

The management discussions and analysis report forms part of the annual report and is captioned 'Management Discussion and Analysis Report' as one of the Annexure in the Directors Report.

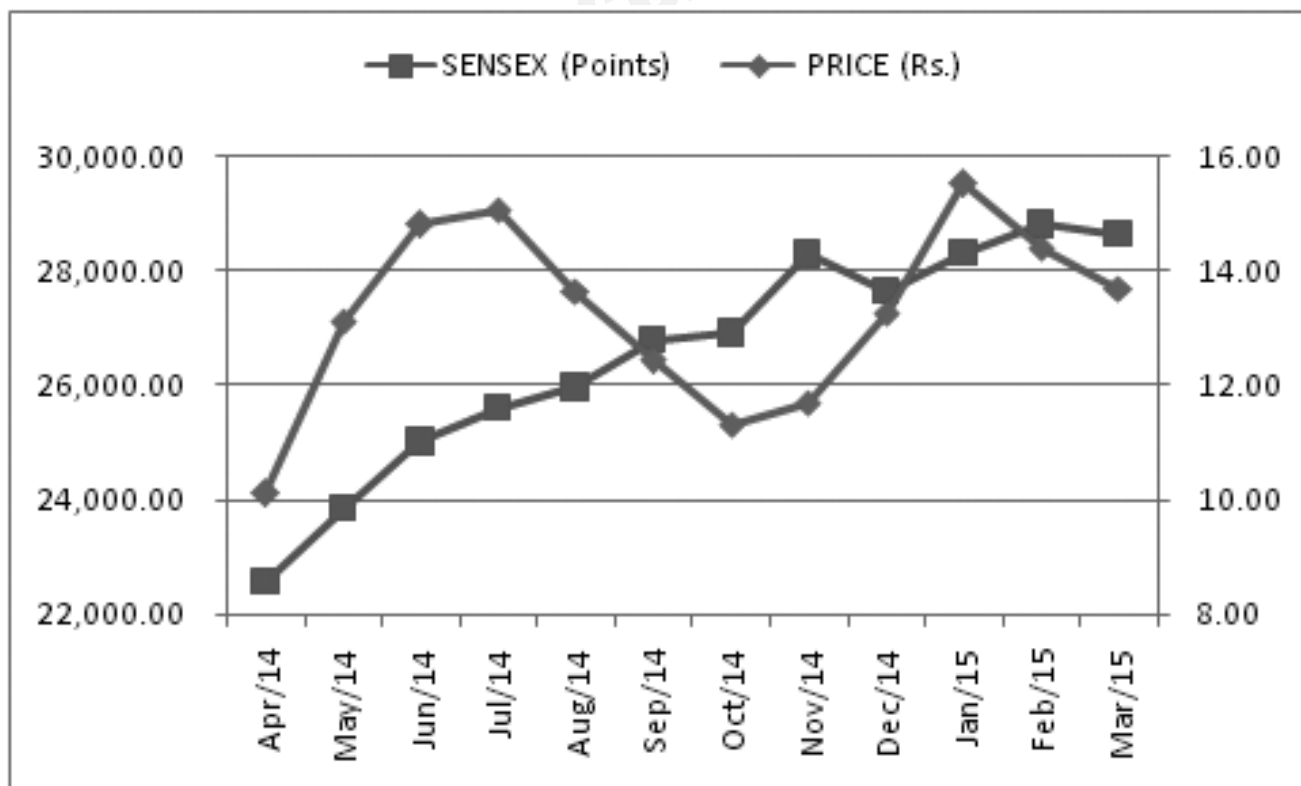
6. GENERAL SHAREHOLDERS INFORMATION

| | |
|--|--|
| (i) Annual General Meeting | |
| Date and Time | Thursday, 31st December 2015 at 12.00 Noon |
| Venue | No. 83, Electronic City, Hosur Road, Bangalore-560100. |
| (ii) Financial Calendar (Tentative) | |
| Results | Reporting |
| Quarter 30th June 2015 | On or before 15th August 2015 |
| Quarter 30th September 2015 | On or before 15th November 2015 |
| Quarter 30th December 2015 | On or before 15th February 2016 |
| Quarter 31st March 2016 | On or before 31st May 2016 |
| AGM for the approval of the Audited accounts for the year 31st March 2016 | On or before 30th September 2016 |
| Financial year | 1st April to 31st March |
| (iii) Details of Book Closure | 29th December 2015 to 31st December 2015 (Both days inclusive) |
| (iv) Dividend Payment Date | Nil |
| (v) Listing of Equity Shares on Stock Exchange | Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 |
| (vi) Stock Code | |
| A. Trading Symbol Bombay Stock Exchange Ltd | Scrip ID: ADVNCMIC Scrip Code: 517552 |
| B. Demat ISIN Numbers in NSDL & CDSL for Equity Shares | INE 903C01013 |
| (viii) CIN | L30007KA1994PLC015445 |

(vii) Stock Market Data: High & Low quotation at Bombay Stock Exchange Limited of Traded:

| Month | High | Low | No of Shares Traded |
|----------------|-------|-------|---------------------|
| April 2014 | 11.49 | 8.70 | 16058 |
| May 2014 | 15.70 | 10.50 | 23853 |
| June 2014 | 16.45 | 13.15 | 18658 |
| July 2014 | 16.78 | 13.35 | 20149 |
| August 2014 | 15.95 | 11.29 | 15552 |
| September 2014 | 13.98 | 10.87 | 10497 |
| October 2014 | 12.38 | 10.22 | 4865 |
| November 2014 | 12.91 | 10.45 | 24042 |
| December 2014 | 14.50 | 12.00 | 17688 |
| January 2015 | 19.40 | 11.61 | 23668 |
| February 2015 | 16.55 | 12.25 | 8267 |
| March 2015 | 15.18 | 12.21 | 12160 |

(vii) The performance of the Company's Stock Exchange quotations in comparison to Bombay Stock Exchange Limited (BSE) Sensex (average of monthly high and low of price/Sensex)



(viii) Registrar & Transfer Agents

| | |
|---|--|
| Share transfer and communication regarding share certificate, dividend and change of address: | Karvy Computershare Pvt Ltd Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Email: mailmanager@karvy.com |
|---|--|

(ix) Share Transfer System

Presently, the share transfers which are received in physical form are processed and the share certificates returned within a period of 15 to 16 days from the date of receipt, subject to the documents being valid and complete in all respects. The Share transfer/transmissions are approved by the Stakeholders Relationship Committee.

(x) Distribution of Shareholding as on 31st March 2015

| No | Category | | Number of Shareholders | % of Shareholders | Amount (in Rs.) | % of Shareholding |
|--------------|----------|---------|------------------------|-------------------|--------------------|-------------------|
| | From | To | | | | |
| 01 | 001 | 500 | 4731 | 89.43 | 6306400.00 | 11.94 |
| 02 | 501 | 1000 | 307 | 5.80 | 2548380.00 | 4.83 |
| 03 | 1001 | 2000 | 127 | 2.40 | 1953160.00 | 3.70 |
| 04 | 2001 | 3000 | 40 | 0.76 | 1015520.00 | 1.92 |
| 05 | 3001 | 4000 | 26 | 0.49 | 938750.00 | 1.78 |
| 06 | 4001 | 5000 | 14 | 0.26 | 671700.00 | 1.27 |
| 07 | 5001 | 10000 | 21 | 0.40 | 1541940.00 | 2.92 |
| 08 | 10001 | & Above | 24 | 0.45 | 37835150.00 | 71.64 |
| Total | | | 5290 | 100.00 | 52811000.00 | 100.00 |

Categories of Shareholders as on 31st March 2015

| No | Description | No. of Shareholders | Shares | % of Equity |
|--------------|--------------------------------|---------------------|----------------|---------------|
| 01 | Clearing Members | 02 | 400 | 0.01 |
| 02 | Foreign Institutional Investor | 03 | 2600 | 0.05 |
| 03 | HUF | 87 | 45629 | 0.86 |
| 04 | Indian Financial Institutions | 01 | 800 | 0.02 |
| 05 | Indian Mutual Funds | 04 | 1100 | 0.02 |
| 06 | Bodies Corporate | 104 | 206138 | 3.90 |
| 07 | Non Resident Indians | 56 | 115979 | 2.20 |
| 08 | Company Promoters | 01 | 3153165 | 59.71 |
| 09 | Resident Individuals | 5032 | 1755289 | 33.24 |
| Total | | 5290 | 5281100 | 100.00 |

(xi) Dematerialization of Shares

As on 31st March 2015, 59.71% of the Company's total paid up capital is held by Opto Circuits (India) Limited., the holding company and public holds the balance 4,897,953 shares representing 92.74% to the paid up capital was held in dematerialized form and the balance 7.26% representing 3,83,147 shares were held physical form.

(xii) There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as on 31st March 2015.

(xiii) ADDRESS FOR CORRESPONDENCE

| | |
|--|---|
| (a) Correspondence for Shares held in physical form. Share transfer and communication regarding share certificate, dividends and change of address | Karvy Computershare Private Limited., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Email: mailmanager@karvy.com |
| (b) For shares held in demat form | To the Depository Participant |
| (c) The Company has designated investorservices@amdcorp.com as the email for the purpose of registering complaints by investors. | |

(d) Disclosures regarding suspense account pursuant to SEBI circular No. SEBI/ cfd/dil/la1/2009/24/04 dated 24th April 2009:

As per the above mentioned Circular Clause 5a stands for shares issued pursuant to the public issues or any other issue which remain unclaimed and / or lying in the Escrow account and any unclaimed benefits like Dividend, Bonus shares etc., which are to be credited to the Demat Suspense Account. There were no shares in unclaimed and / or in escrow account and hence transfer of benefits to suspense account does not arise.

NON-MANDATORY REQUIREMENTS

1. The Company does not have a regular Chairman on its Board
2. The remuneration committee is constituted by the Board, the details of which are provided under the heading "Nomination & Remuneration Committee and Remuneration to Directors".
3. The Company has not adopted the other non-mandatory requirements as specified in Annexure XIII of Clause 49 of the Listing Agreement.

For and on behalf of the Board of Directors

Place : Bengaluru
Date : 3rd December 2015

P V CHANDRASEKAR
Managing Director

VIVEK MALHOTRA
Whole-time Director

CERTIFICATE UNDER CORPORATE GOVERNANCE REPORT

CERTIFICATE RELATED TO CODE OF CONDUCT FOR DIRECTORS/SENIOR MANAGEMENT

This is to certify that as per revised Clause 49 of the Listing Agreement the code of conduct has been laid down for all the Board Members and senior management of the Company. The Board members and senior management personnel have affirmed compliance with Company's code of conduct for the year 2014-15.

Place : Bengaluru

Date : 3rd December 2015

P V CHANDRASEKAR

Managing Director

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To the Members, Advanced Micronic Devices Limited,

We have examined the compliance of the conditions of corporate governance by Advanced Micronic Devices Limited for the year ended 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange in India.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of information and according to the explanations given to us, the Company complied with the conditions of Corporate Governance as stipulated under Clause 49 of the listing Agreement.

For **Anand Amarnath & Associates**

Chartered Accountants

B K Amarnath

Partner

Place : Bengaluru

Date : 3rd December 2015

Membership No: 26536

Firm Registration Number: 000121S

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Advanced Micronic Devices Limited, Bangalore

Report on the Financial Statements

We have audited the accompanying (standalone) financial statements of Advanced Micronic Devices Limited ("the Company") which comprises the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the year then ended, and the cash flow statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) Financial Statements

The company's Board of Directors are responsible for the matters stated in section 134(5) of the companies act 2013 ("the Act") with respect to preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance and cash flow of the Company in accordance with the Accounting Standards referred to under section 133 Of The Companies Act 2013 read with Rule 7 of the companies (Accounts) Rule 2014. This responsibility includes the maintenance of adequate accounting records in accordance with provisions of the act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies ; making judgment and estimates that are reasonable and prudent ; and design, implementation and maintenance of (adequate) internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standard and the matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under subsection 10 of section 143 of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion whether the company has place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Basis for Qualified Opinion

1. During the course of audit we have observed that company has stock of Terminal and Multi Para Patient Monitors were non moving resulted in not being sold aggregating to Rs.18.44 crores.
2. Similarly we have also noticed bills receivable amounting to Rs.17.79 crores are not realised for more than 360 days as on March 2015 continue to be unrealised as on September 2015.

Which includes non-moving stock and unrealized Debtors covered under stock audit report of Subhas Patil & Co , for financial year 2013-14 a firm of independent chartered accountants appointed by State Bank of India . We had qualified our audit report regarding non_moving stock terminals and multi para patient monitors not being sold amounting to Rs.17.47 crores and Rs.19.67 crores long outstanding receivables for more than 180 days for the financial year 2013-14.

In response to our qualification , the management had given reply that they will modify the terminals and multi para patient monitors and sell them in developing countries. On perusal of balance sheet of the company, position remains the same as on the date of report.

Also Company has not obtained confirmation of balances of debtors outstanding as on 31.03.2015.

Accordingly company has not made provision for bad and doubtful debts .

Had the same been accounted for the net loss for the year ended 31.03.2015 would have been higher by Rs.36.23 crores and Networth of the company would have been negative.

3. We also observed that Company has a branch at U S A. This branch has not been audited by any other independent auditors for any financial year and also the company has not produced any records for our verification to check the correctness of the entries. These entries are certified by management, where in the branch share of assets are Rs.5.42 crores Our report in so far it relates to the amount included in respect of the branch is based solely on financial statements certified by the branch management. In the absence of independent audit we are unable to comment on correctness of unaudited results of the above mentioned branch..
4. During financial year 2013-14 , the Indian subsidiary , Advanced Micronic Devices Limited had opted for VCES scheme under service tax act for its service tax liability outstanding for the period October 2007 to December 2012 . This pertains to its Delhi branch and Bangalore branch. However during the survey conducted by sevice tax intelligence at its Delhi branch on 29/6/2013 , it was found that the company had utilized cenvat credit of Rs.0.80 crores for payment of service tax liability of Delhi branch under VCES scheme. This credit was disallowed by service tax intelligence and the company was issued a Show cause notice. The company has filed a reply before Commissioner of Service tax Delhi. If the reply is not favorable to the company , company will be liable to pay interest and penalty on such amount. Under such circumstances they are not eligible for claiming benefit under VCES Scheme.

Whereas in Bangalore branch they have accepted not claiming cenvat credit for payment of service tax liability under VCES scheme. There is variance in two VCES applications. We are Opinion that VCES application may be disallowed at Delhi branch and company may land up in huge penalty. To that extent there is a contingent liability on the company.

5. company has stopped its business operation since July 2015.

All the above conditions raise substantial doubt about the company , ability to continue as a going concern

Qualified Opinion

Subject to above, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements gives the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Profit and Loss Account, of the loss for the year ended on that date.
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal Regulatory Requirement

1. As required by Companies (Auditors Report) Order 2015 (“the order”) issued by the central government of India in terms of section 143(11) of the Act we give in annexure a statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the act, we report that
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and cash flow statement , dealt with by this Report are in agreement with the books of account.
 - d) Subject to qualification in respect of debtor and stock in our opinion the afore said financial statements comply with the Accounting Standards specified of section 133 Of The Companies Act 2013 read with Rule 7 of the companies (Accounts) Rules 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act
 - f) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The company did not have any long term contracts for which there were any material foreseeable losses; and
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For Anand Amarnath and Associates
Chartered Accountants**

B K Amarnath
Partner

Membership No. :026536
FRN: 000121S

Place: Bangalore

Date : 1st December 2015

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in our Report of even date on the accounts of Advanced Micronic Devices Limited, Bangalore
for the year ended 31st March 2015)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification .
2. (a) We are informed that the physical verifications of inventories were conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company has maintained proper records of inventories. Subject to qualification about non moving stock amounting to Rs. 18.44 crores , according to the records produced to us, no discrepancies were noticed on verification between physical stocks and stock records.
3. (a) As per the explanation given to us the Company has not granted any secured or unsecured loans to the Parties listed in the register maintained under section 189 of the Companies Act
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits from the public .
6. Since the company is involved in trading activity only, the Central Government has not prescribed maintenance of cost records under section 148 (1) of the Companies Act, 2013 for any product of the company.
7. (a) On the basis of records produced before us, the Company has generally not been regular in depositing undisputed statutory dues like, Employees State Insurance , Provident Fund, Income Tax, Service Tax, etc. According to the information and explanations given to us, there are no undisputed amounts payable in respect of, Customs Duty, Excise Duty, Income tax except below mentioned statutory dues.

| | (Rs. in crores) |
|--|-----------------|
| Service Tax | 0.11 |
| Dividend distribution tax | 0.31 |
| Provident Fund | 0.01 |
| ESI | 0.07 |
| Tax deducted at source –other than on salary | 0.05 |
| Tax deducted at source on salary | 0.35 |
| VAT | 0.21 |
| Total | 1.11 |

which were outstanding as on 31st March 2015 for a period of more than six months from the date on which they became payable

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax customs duty and excise duty which have not been deposited on account of any disputes.
8. The Company does not have any accumulated loss , but has incurred cash loss of Rs.1.96 crores during the financial year covered by our audit .
9. During the year, the company did not have any outstanding dues to financial institutions and banks.
10. In our opinion and according to the information and explanations given to us, the Company has given any guarantee for any loans.
11. According to the information and explanations given to us company has not obtained any term loans for the period covered under the audit.
12. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For Anand Amarnath and Associates
Chartered Accountants**

B K Amarnath
Partner

Membership No. :026536
FRN: 000121S

Place: Bangalore

Date : 1st December 2015

BALANCE SHEET AS AT 31ST MARCH 2015

| Particulars | Note No. | As at 31.03.2015 (₹) | As at 31.03.2014 (₹) |
|--|----------|-------------------------|-------------------------|
| I EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 52,811,000 | 52,811,000 |
| (b) Reserves and Surplus | 2 | (20,057,539) | 13,217,695 |
| (c) Money received against share warrants | | | - |
| | | 32,753,461 | 66,028,695 |
| (2) Share application money pending allotment | | | |
| | | - | - |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 3 | 200,067,105 | 177,626,797 |
| (b) Deferred tax liabilities (Net) | 4 | 5,084,995 | 5,084,995 |
| (c) Other Long term liabilities | 5 | - | - |
| (d) Long term provisions | 6 | - | - |
| | | 205,152,100 | 182,711,792 |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 7 | 39,785,345 | 63,655,305 |
| (b) Trade payables | 8 | 169,256,383 | 175,403,221 |
| (c) Other current liabilities | 9 | 69,643,048 | 67,747,963 |
| (d) Short-term provisions | 10 | 677,633 | 24,424,325 |
| | | 279,362,409 | 331,230,814 |
| Total | | 517,267,970 | 579,971,301 |
| II ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 11 | 8,760,878 | 59,377,363 |
| (ii) Intangible assets | 12 | | - |
| (iii) Capital work-in-progress | | | - |
| (iv) Intangible assets under development | | | - |
| | | 8,760,878 | 59,377,363 |
| (b) Non-current investments | 13 | 109,000 | 109,000 |
| (c) Deferred tax assets (net) | 14 | | - |
| (d) Long term loans and advances | 15 | | |
| (e) Other non-current assets | 16 | 27,827,806 | 28,066,111 |
| | | 27,936,806 | 28,175,111 |
| (2) Current assets | | | |
| (a) Current investments | 17 | | - |
| (b) Inventories | 18 | 209,013,344 | 230,739,125 |
| (c) Trade receivables | 19 | 243,929,064 | 246,289,050 |
| (d) Cash and Cash Equivalents | 20 | 9,373,734 | 7,792,781 |
| (e) Short-term loans and advances | 21 | 18,254,144 | 7,597,871 |
| (f) Other current assets | 22 | | - |
| | | 480,570,286 | 492,418,827 |
| Total | | 517,267,970 | 579,971,301 |

SEE ACCOMPANYING NOTES (1 TO 29) TO THE FINANCIALS STATEMENTS

For and on behalf of the Board of Directors

 Read with our Report
 For **ANAND AMARNATH & ASSOCIATES**
 Chartered Accountants

P V Chandrasekar
 Director

Vivek Malothra
 Director

B.K.Amarnath
 Partner
M.No. 26536
 Firm No.000121S

 Place : Bangalore
 Date : 29.05.2015

STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2015

| Particulars | Note No. | For the year ended on 31st March, 2015 (₹) | For the year ended on 31st March, 2014 (₹) |
|---|----------|--|--|
| I. Revenue from operations | 23 | 74,869,567 | 125,913,395 |
| II. Other Income | 24 | 49,915,206 | 88,785,074 |
| III. Total Revenue (I + II) | | 124,784,773 | 214,698,469 |
| IV. Expenses: | | | |
| Changes in inventories of Stock-in-Trade | 25 | 23,325,246 | 68,512,335 |
| Employee benefit expense | 27 | 54,978,266 | 84,820,719 |
| Finance costs | 28 | 13,481,897 | 21,260,220 |
| Depreciation and amortization expense | 11 | 37,783,999 | 19,631,364 |
| Other expenses | 29 | 52,580,390 | 88,128,549 |
| Total Expenses | | 182,149,798 | 282,353,187 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | | (57,365,025) | (67,654,718) |
| VI. Exceptional Items | | (19,300,000) | - |
| VII. Profit before extraordinary items and tax (V - VI) | | (38,065,025) | (67,654,718) |
| VIII. Extraordinary Items | | - | - |
| IX. Profit before tax (VII - VIII) | | (38,065,025) | (67,654,718) |
| X. Tax expense: | | | |
| (1) Current tax | | - | 19,300,000 |
| (2) Deferred tax | | - | (1,510,000) |
| XI. Profit(Loss) for the period from continuing operations (VII-VIII) | | (38,065,025) | (85,444,718) |
| XII. Profit/(Loss) from discontinuing operations | | - | - |
| XIII. Tax expense of discontinuing operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (after tax) (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | (38,065,025) | (85,444,718) |
| XVI. Earning per equity share: | | | |
| (1) Basic | | (7.21) | (16.18) |

SEE ACCOMPANYING NOTES (1 TO 29) TO THE FINANCIALS STATEMENTS

For and on behalf of the Board of Directors

P V Chandrasekar
Director

Vivek Malothra
Director

Read with our Report
For **ANAND AMARNATH & ASSOCIATES**
Chartered Accountants

B.K.Amarnath
Partner
M.No. 26536
Firm No.000121S

Place : Bangalore
Date : 29.05.2015

CASH FLOW STATEMENT

Amount in (₹)

| | March 31st 2015 | March 31st 2014 |
|---|---------------------|----------------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax & extraordinary items | (38,065,025) | (67,654,718) |
| Adjustments for non operating items | | |
| Amortisation and other non cash items | 4,532,253 | (5,777,881) |
| Depreciation | 37,783,999 | 19,631,364 |
| Dividend received for the year | - | - |
| Interest paid on borrowings | 13,481,897 | 21,260,220 |
| Interest received on Fixed Deposit | (143,230) | (74,638) |
| (Profit)/Loss on sale of Fixed Assets | (49,771,976) | (87,960,436) |
| (Profit)/Loss on sale of Investment | - | - |
| | (32,182,082) | (120,576,089) |
| Adjustments for working capital | | |
| (Increase)/Decrease in inventories | 21,725,781 | 47,218,056 |
| (Increase)/Decrease in loans & advances | (10,656,273) | 4,416,329 |
| (Increase)/Decrease in sundry debtors | 2,359,986 | 27,265,934 |
| Increase/(Decrease) in current liabilities | (51,868,405) | (39,682,821) |
| Cash operating profit/(loss) before income tax | (70,620,993) | (81,358,591) |
| Income tax | - | (17,790,000) |
| Cash flow from operating activities before extraordinary items | (70,620,993) | (99,148,591) |
| Extraordinary items & Previous years transaction | | |
| Net cash flow from operations | (70,620,993) | (99,148,591) |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Dividend Income | - | - |
| Interest received on Fixed Deposit | 143,230 | 74,638 |
| Proceeds from sale of Fixed Assets | 62,862,000 | 98,384,219 |
| Proceeds from sale of investments(net) | - | - |
| (Increase)/Decrease in Other non-current assets | 238,305 | - |
| Total inflow of cash from investing activities | 63,243,535 | 98,458,857 |
| Purchase of Fixed Assets | - | (114,448) |
| Net cash flow from investing activities | 63,243,535 | 98,344,409 |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from long term borrowings | 8,033,746 | 7,077,967 |
| Net proceeds from short term borrowings | 14,406,562 | 3,742,500 |
| Inflow of cash | 22,440,308 | 11,450,467 |
| Interest paid on borrowings | (13,481,897) | (21,260,220) |
| Dividend paid | - | - |
| Net cash flow from financing activities | 8,958,411 | (9,809,753) |
| Total increase in cash & cash equivalents during the year | 1,580,953 | (10,613,935) |
| Cash & cash equivalents at the beginning of the year | 7,792,781 | 18,406,716 |
| Cash & cash equivalents at the end of the year | 9,373,734 | 7,792,781 |

Note: Figures in brackets represent outflows

For & on behalf of the Board of Directors

Place: Bangalore

Date: 29.05.2015

P V Chandrasekar

Director

Auditor's Certificate

We have examined the above Cash Flow Statement of Advanced Micronic Devices Limited, for the year ended 31st March 2015. The statement has been prepared by the Company in accordance with the requirement under Clause 32 of the Listing Agreement with the Stock Exchanges and is based on and is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company for the year ended 31st March 2015

As per our report of even date
For **ANAND AMARNATH & ASSOCIATES**
Chartered Accountants

Place: Bangalore

Date: 29.05.2015

B.K.Amarnath
Partner

M.No.026536
Firm No.000121S

NOTE

NOTE 1 - SHARE CAPITAL

| PARTICULARS | As at 31.03.2015 (₹) | As at 31.03.2014 (₹) |
|---|----------------------|----------------------|
| Authorised: | | |
| 5,00,00,000(Previous period 5,00,00,000) equity shares of Rs.10/- each. | 500,000,000 | 500,000,000 |
| | 500,000,000 | 500,000,000 |
| Issued: | | |
| 52,81,100(Previous period 52,81,100) equity shares of Rs.10/- each. | 52,811,000 | 52,811,000 |
| | 52,811,000 | 52,811,000 |
| Subscribed and Paid up: | | |
| 52,81,100 (Previous period 52,81,100) equity shares of Rs.10/- each fully paid up. | 52,811,000 | 52,811,000 |
| Total | 52,811,000 | 52,811,000 |

i) Number of shares held by each shareholder holding more than 5% shares in the company are as follows:

| PARTICULARS | Number of shares as at 31st March, 2015 | Number of shares as at 31st March, 2014 |
|-------------------------|---|---|
| Equity Shares: | | |
| Opto Circuits India Ltd | 3,153,165 | 3,153,165 |

vi) Dividend proposed to be distributed to Equity/ Preference Shareholders Rs. Nil

NOTE 2 - RESERVES AND SURPLUS

| PARTICULARS | As at 31.03.2015 (₹) | As at 31.03.2014 (₹) |
|---|----------------------|----------------------|
| Securities Premium Account: | | |
| As per last Balance Sheet | 77,554,261 | 77,554,261 |
| Additions on shares issued during the year | - | - |
| | 77,554,261 | 77,554,261 |
| General Reserve: | | |
| As per last Balance Sheet | 8,855,023 | 8,855,023 |
| Add: Transfer from Profit & Loss Account | - | - |
| | 8,855,023 | 8,855,023 |
| Foreign Currency Transaction Reserve | 12,604,270 | 7,814,479 |
| Surplus: | | |
| As per last Balance Sheet | (81,006,068) | 4,438,650 |
| Add: Profit/(Loss) for the period | (38,065,025) | (85,444,718) |
| Less: Appropriations | | |
| Proposed Dividend | - | - |
| Tax on Proposed Dividend | - | - |
| Transfer to reserves | - | - |
| | (119,071,093) | (81,006,068) |
| Total | (20,057,539) | 13,217,695 |

NOTE 3 - LONG TERM BORROWINGS

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--|-------------------------------|-------------------------------|
| Loans and Advances | | |
| Secured | | |
| Unsecured | 20,862,788 | 20,862,788 |
| | 20,862,788 | 20,862,788 |
| Loans and Advances from related parties | | |
| (Refer Note No.7a for loans and advances from related parties. We are paying interest of 12% PA for fellow subsidiaries and interest free loan and advance from Holding Company) | | |
| Secured | - | - |
| Unsecured | 179,204,317 | 156,764,009 |
| | 179,204,317 | 156,764,009 |
| Total (A + B) | 200,067,105 | 177,626,797 |

NOTE 4 - (i) Break up of deferred tax liability as at year end :

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|---|-------------------------------|-------------------------------|
| Nature of timing difference | | |
| Provision for Depreciation | - | (1,510,000) |
| (ii) Break up of deferred tax asset as at year end: | | |
| Carried forward of credits | (5,084,995) | (6,594,995) |
| (iii) Deferred tax asset/(liability) net: | 5,084,995 | 5,084,995 |
| NOTE 5 - OTHER LONG TERM LIABILITIES | - | - |
| NOTE 6 - LONG- TERM PROVISIONS | - | - |

NOTE 7 - SHORT TERM BORROWINGS

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--|-------------------------------|-------------------------------|
| Loans repayable on demand - from Banks | | |
| Secured | - | 51,792,691 |
| (The Company has obtained a working capital from State Bank of India and State Bank of Travancore. This borrowings are repayable on demand and secured against hypothecation of Stock, Debtors and Corporate Gaurantee given by Holding Company M/s Opto Circuits India Ltd. These loans bears interest rate between 14.75% PA to 15.25% PA) | - | - |
| (The Company has taken Vehicle loan from ICICI Bank Ltd and HDFC Bank Ltd The ICICI Bank Ltd Vehicle loan repayable within one year and HDFC Bank Ltd vehicle loan repayable before January 2015 and secured against vehicles. These loans bears interest rate between 10% PA to 13% PA) | - | 51,792,691 |
| Loans and Advances from related parties | | |
| (Refer Note No.7a for loans and advances from related parties. We are paying interest of 12% PA to fellow subsidiaries) | | |
| Secured | - | - |
| Unsecured | 24,900,578 | 10,494,016 |
| | 24,900,578 | 10,494,016 |
| Other loans and advances (specify nature) | | |
| Secured | - | - |
| Unsecured | 14,884,767 | 1,368,598 |
| | 14,884,767 | 1,368,598 |
| Total | 39,785,345 | 63,655,305 |

NOTE 7a - Related Party Disclosures:

| | |
|--|---|
| Holding Company Fellow Subsidiaries | Opto Circuits (India) Ltd Medиаid Inc., USA Eurocor GmbH, Germany Devon Innovations Pvt Ltd Ormed Medical Technology Ltd Criticare Systems Inc., USA Opto Infrastructure Ltd Maxcor Lifescience Inc., USA N S Remedies Private Limited Opto Circuits (Malayasia) Sdn. Bhd Unetixs Vascular Inc, USA Cardiac Science Corporation, USA Opto Cardiac Care Ltd Opto Eurocor Healthcare Ltd |
| Key Management Personnel: Mr. P V Chandrasekar Mr. Vivek Malothra | Director Director |

Details of related party transactions during the year ended 31 March, 2015 and(balances outstanding as at 31 March, 2014)

| | Holding Company | Subsidiaries | Fellow Subsidiaries | Associates | KMP | Total |
|------------------------|-----------------|--------------|---------------------|------------|-----|------------|
| Purchase of goods | - | | | | | - |
| | - | | | | | - |
| Sale of goods | - | | | | | - |
| | - | | | | | - |
| Interest paid | - | | 30.52 | | | 30.52 |
| | - | | (22.50) | | | (22.50) |
| Rental income | - | | - | | | - |
| | - | | (7.50) | | | (7.50) |
| Rendering of services | - | | | | - | - |
| | - | | | | - | - |
| Trade receivables | - | - | - | - | - | - |
| | (1.54) | - | - | - | - | (1.54) |
| Loans and advances Dr. | - | - | 8.22 | - | - | 8.22 |
| | - | - | (8.22) | - | - | (8.22) |
| Loans and advances Cr. | 1,494.56 | | 881.26 | | | 2,375.82 |
| | (1,342.49) | | (631.30) | | | (1,973.79) |
| Other Payables | - | | | | | - |

NOTE 8 - TRADE PAYABLES

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|----------------------|-------------------------------|-------------------------------|
| Trade payables - SME | 5,048,635 | 6,356,070 |
| - Others | 164,207,748 | 169,047,151 |
| Total | 169,256,383 | 175,403,221 |

NOTE 8a

- (a) Principal amount payable to Micro and Small Enterprises (to the extent identified by the company from available information and relied upon by the auditors) as at 31st March, 2015 is Rs.50.48 Lacs(Previous year - Rs 63.56 Lacs) including unpaid amount of Rs.50.48 Lakhs outstanding for more than 30/ 45 days. Estimated interest thereon is Rs. NIL (Previous Year - Rs.NIL)

NOTE 9 - OTHER CURRENT LIABILITIES

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|------------------------------|-------------------------------|-------------------------------|
| Other Statutory Dues Payable | 10,435,583 | 24,031,292 |
| Liabilities for Expenses | 54,859,031 | 38,984,907 |
| Unclaimed dividend | 1,236,269 | 1,619,599 |
| Dividend Tax | 3,112,165 | 3,112,165 |
| Total | 69,643,048 | 67,747,963 |

NOTE 10 - SHORT-TERM PROVISIONS

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--------------------------|-------------------------------|-------------------------------|
| Gratuity Payable | 677,633 | 4,165,849 |
| Proposed Dividend | - | - |
| Tax on proposed dividend | - | - |
| Tax provision | - | 20,258,476 |
| Total | 677,633 | 24,424,325 |

NOTE 11 - FIXED ASSETS

| PARTICULARS | Cost | | | | | | Depreciation / Amortization/ Diminution | | | | Net Block | |
|-------------------------|-----------------------------|----------------------------------|-----------------------------------|--------------------|-------------------------------|-----------------------------|---|-----------------------|--------------------|------------------------------|-------------------------------|-------------------------------|
| | As on 1st April 2014 (₹) | Additions during the year (₹) | Deductions during the year (₹) | Adjustments (₹) | As at 31st March, 2015 (₹) | As on 1st April 2014 (₹) | For the year (₹) | On Deductions* (₹) | Adjustments (₹) | Upto 31st March, 2015 (₹) | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
| TANGIBLE ASSETS | | | | | | | | | | | | |
| Land - Free hold | - | - | - | - | - | - | - | - | - | - | - | - |
| Buildings | 25,070,387 | - | 17,648,947 | - | 7,421,440 | 6,068,758 | 329,774 | 4,558,923 | - | 1,839,609 | 5,581,831 | 19,001,629 |
| Plant & Equipment | 49,540,751 | - | - | - | 49,540,751 | 32,862,848 | 16,677,903 | - | - | 49,540,751 | - | 16,677,903 |
| Furniture & Fixtures | 12,864,238 | - | - | - | 12,864,238 | 7,296,517 | 5,567,721 | - | - | 12,864,238 | - | 5,567,721 |
| Vehicles | 11,478,006 | - | - | - | 11,478,006 | 8,270,403 | 1,123,881 | - | - | 9,394,284 | 2,083,722 | 3,207,603 |
| Office Equipment | 3,676,109 | - | - | - | 3,676,109 | 2,067,153 | 1,608,956 | - | - | 3,676,109 | - | 1,608,956 |
| Electrical Installation | 2,608,757 | - | - | - | 2,608,757 | 632,482 | 1,976,275 | - | - | 2,608,757 | - | 1,976,275 |
| Overseas assets | 34,910,602 | - | - | 1,446,500 | 36,357,102 | 23,573,326 | 10,499,489 | - | 1,188,962 | 35,261,777 | 1,095,325 | 11,337,276 |
| Total | 140,148,850 | - | 17,648,947 | 1,446,500 | 123,946,403 | 80,771,487 | 37,783,999 | 4,558,923 | 1,188,962 | 115,185,525 | 8,760,878 | 59,377,363 |
| Previous year | 161,055,031 | 114,448 | 24,337,322 | 3,316,693 | 140,148,850 | 73,425,607 | 19,631,364 | 13,913,539 | 1,628,055 | 80,771,487 | 59,377,363 | 87,629,425 |

NOTE 19 - TRADE RECEIVABLES

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--|-------------------------------|-------------------------------|
| (Unsecured, considered good unless otherwise stated) | | |
| 1) Debts due for a period exceeding six months | | |
| Considered Good | 177,918,710 | 175,997,422 |
| Considered Doubtful | - | - |
| | 177,918,710 | 175,997,422 |
| 2) Other Debts: | | |
| Considered Good | 66,010,354 | 70,291,628 |
| Considered Doubtful | - | - |
| | 66,010,354 | 70,291,628 |
| Total | 243,929,064 | 246,289,050 |

NOTE 20 - CASH AND CASH EQUIVALENTS

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--------------------------|-------------------------------|-------------------------------|
| Balances with banks in - | | |
| Margin Money | 5,209,873 | 3,213,553 |
| Current Accounts | 4,096,307 | 4,545,731 |
| Cash on hand | 67,554 | 33,497 |
| Total | 9,373,734 | 7,792,781 |

NOTE 21 - SHORT TERM LOANS AND ADVANCES

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--|-------------------------------|-------------------------------|
| (Unsecured, considered good unless otherwise stated) | | |
| Others (specify nature) | | |
| Considered Good | 18,254,144 | 7,597,871 |
| Considered Doubtful | - | - |
| Total | 18,254,144 | 7,597,871 |

NOTE 23 - REVENUE FROM OPERATIONS

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|---------------------|-------------------------------|-------------------------------|
| Sale of products | 61,770,496 | 108,411,267 |
| Commission received | 218,337 | 2,111,636 |
| Total | 61,988,833 | 110,522,903 |

NOTE 23a - EARNINGS IN FOREIGN EXCHANGE

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--------------------|-------------------------------|-------------------------------|
| USA Branch | 12,880,734 | 15,390,492 |
| Total | 12,880,734 | 15,390,492 |
| Grand Total | 74,869,567 | 125,913,395 |

NOTE 24 - OTHER INCOME

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|-----------------|-------------------------------|-------------------------------|
| Interest income | 143,230 | 74,638 |
| Dividend income | 49,771,976 | 87,960,436 |
| Rental Income | - | 750,000 |
| Total | 49,915,206 | 88,785,074 |

25. Value of imported and indigenous raw materials, spare parts and components consumed:

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|--------------------|-------------------------------|-------------------------------|
| Materials Consumed | 23,325,246 | 68,512,335 |
| Total | 23,325,246 | 68,512,335 |

Note 25a Cost of materials consumed

| PARTICULARS | As at 31st March, 2015 (₹) | As at 31st March, 2014 (₹) |
|---------------------------|-------------------------------|-------------------------------|
| Opening stock | 230,739,125 | 277,957,181 |
| Add: Purchases | 1,599,465 | 21,294,279 |
| Less: Closing stock | 209,013,344 | 230,739,125 |
| Cost of material consumed | 23,325,246 | 68,512,335 |

NOTE 25b. Value of imported and indigenous raw materials, spare parts and components consumed:

| PARTICULARS | For the year ended on 31.03.2015 | | For the year ended on 31.03.2014 | |
|-----------------------|-------------------------------------|----------------|-------------------------------------|----------------|
| | Value (₹) | Percentage | Value (₹) | Percentage |
| Imported | 18,642,335 | 79.92% | 43,911,297 | 64.09% |
| Indigenously obtained | 4,682,911 | 20.08% | 24,601,038 | 35.91% |
| Total | 23,325,246 | 100.00% | 68,512,335 | 100.00% |

Note 25 c. CIF Value of Imports

| PARTICULARS | For the year ended 31.03.15 (₹) | For the year ended 31.03.14 (₹) |
|----------------------------|---------------------------------------|---------------------------------------|
| Raw materials | 30,159,417 | 31,751,791 |
| Components and Spare Parts | - | |
| Capital Goods | - | - |
| Total | 30,159,417 | 31,751,791 |

Note 26. Changes in inventories of finished goods, work-in-progress and stock-in-trade

| PARTICULARS | For the year ended 31.03.15 (₹) | For the year ended 31.03.14 (₹) |
|--|---------------------------------------|---------------------------------------|
| <u>Inventories at the end of the year:</u> | | |
| Stock-in-trade | 209,013,344 | 230,739,125 |
| <u>Inventories at the beginning of the year:</u> | | |
| Stock-in-trade | 230,739,125 | 277,957,181 |
| Net (increase) / decrease | 21,725,781 | 47,218,056 |

NOTE 27 - EMPLOYEE BENEFIT EXPENSES

| PARTICULARS | For the year ended 31.03.15 (₹) | For the year ended 31.03.14 (₹) |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Salaries and wages | 50,398,499 | 80,092,366 |
| Contribution to provident and ESI | 2,708,405 | 3,515,955 |
| Staff welfare expenses | 1,871,362 | 1,212,398 |
| Total | 54,978,266 | 84,820,719 |

NOTE 28 - FINANCE COSTS

| PARTICULARS | For the year ended 31.03.15 (₹) | For the year ended 31.03.14 (₹) |
|-----------------------------|---------------------------------------|---------------------------------------|
| Interest on Working capital | 5,268,741 | 17,393,873 |
| Interest on Vehicle Loan | 6,959 | 7,059 |
| Interest on others | 7,447,987 | 2,280,000 |
| Bank charges | 758,210 | 1,579,288 |
| Total | 13,481,897 | 21,260,220 |

NOTE 29 - OTHER EXPENSES

| PARTICULARS | For the year ended 31.03.15 (₹) | For the year ended 31.03.14 (₹) |
|----------------------------------|---------------------------------------|---------------------------------------|
| Advertisement | 210,187 | 410,374 |
| AGM Expenses | 11,597 | 28,709 |
| Commission paid | 570,379 | 2,461,111 |
| Conveyance & Vehicle Maintenance | 3,605,521 | 5,244,404 |
| Discount Allowed | 760,154 | 962,894 |
| Electricity & Water Charges | 536,669 | 1,057,728 |
| Freight Charges | 951,143 | 2,563,887 |
| Insurance | 130,328 | 481,436 |
| Membership & Subscription Fees | 115,665 | 10,955 |
| Non Moving stock written off | 9,908,436 | 32,881,224 |
| Non recoverable EMD | 3,458,996 | |
| Office Maintenance | 1,082,061 | 2,889,847 |
| Packing materials | - | 15,217 |
| Postage, Telegraph & Telephones | 1,738,348 | 3,056,375 |
| Printing & Stationery | 189,822 | 914,297 |
| Professional & Consultancy fees | 4,018,649 | 5,103,349 |
| Prior period expenses | 8,223,904 | 958,476 |
| Rent, Rates & Taxes | 10,728,220 | 20,666,880 |
| Repair & Maintenance | 1,181,804 | 872,953 |
| Sales Promotion | 170,640 | 540,794 |
| Security charges | 664,476 | 823,041 |
| Seminor Expenses | - | 96,857 |
| Statutory Audit fees | 1,368,000 | 1,348,320 |
| Tender Expenses | - | 80,775 |
| Travelling Expenses - Staff | 2,955,391 | 4,658,646 |
| - Director | - | - |
| Total | 52,580,390 | 88,128,549 |

NOTE 29a - MISCELLANEOUS EXPENSES INCLUDE PAYMENT TO AUDITORS (NET OF SERVICE TAX)

| PARTICULARS | For the year ended 31.03.15 (₹) | For the year ended 31.03.14 (₹) |
|----------------|---------------------------------------|---------------------------------------|
| Audit fees | 1,083,000 | 1,067,420 |
| Tax Audit fees | 285,000 | 280,900 |
| Total | 1,368,000 | 1,348,320 |

Segment Information :

Primary segments - Business Segments

| | PARTICULARS | Health Care | | Information Technology | | Total Amount | |
|----------|---|---------------------|----------------------|------------------------|----------------------|---------------------|----------------------|
| | | Current Year (₹) | Previous Year (₹) | Current Year (₹) | Previous Year (₹) | Current Year (₹) | Previous Year (₹) |
| a | Segment Revenue | | | | | | |
| | Sales to External Customers | 29,862,831 | 60,576,980 | 45,006,736 | 65,336,415 | 74,869,567 | 125,913,395 |
| | Segment Expenses | 57,837,503 | 124,931,980 | 109,450,801 | 134,783,958 | 167,288,304 | 259,715,938 |
| | Segmental Operating Income | (27,974,672) | (64,355,000) | (64,444,065) | (69,447,543) | (92,418,737) | (133,802,543) |
| | Less: Unallocated Corporate Expenses | | | | | 1,379,597 | 1,377,029 |
| | Interest Expenses | | | | | 13,481,897 | 21,260,220 |
| | Extraordinary item | | | | | 0 | 0 |
| | Add: Other Income | | | | | 49,915,206 | 88,785,074 |
| | Profit before tax | | | | | (57,365,025) | (67,654,718) |
| | Income taxes | | | | | (19,300,000) | 19,300,000 |
| | Deferred Tax | | | | | 0 | (1,510,000) |
| | Fringe benefit tax | | | | | | |
| | Profit after tax | | | | | (38,065,025) | (85,444,718) |
| c | Segment Assets | 229,755,099 | 289,666,879 | 245,326,970 | 287,255,440 | 475,082,069 | 576,922,319 |
| | Unallocated Corporate Assets | | | | | 33,316,023 | 33,076,873 |
| d | Segment Liabilities | 132,472,892 | 107,994,874 | 111,873,471 | 100,027,445 | 244,346,363 | 208,022,319 |
| | Unallocated Corporate liabilities | | | | | 235,083,151 | 327,557,647 |
| e | Segment Capital Expenditure | | 7,788,984 | 0 | 5,842,610 | 0 | 13,631,594 |
| | Unallocated Corporate Capital Expenditure | | | | | 8,760,878 | 45,745,769 |

(B) Secondary segments - Geographical Segments

| PARTICULARS | Domestic | | International | | Total | |
|---------------------|---------------------|----------------------|---------------------|----------------------|---------------------|----------------------|
| | Current Year (₹) | Previous Year (₹) | Current Year (₹) | Previous Year (₹) | Current Year (₹) | Previous Year (₹) |
| Segment revenue | 61,988,833 | 110,522,903 | 12,880,734 | 15,390,492 | 74,869,567 | 125,913,395 |
| Segment Asset | 472,440,941 | 472,440,941 | 68,821,433 | 48,043,997 | 541,262,374 | 520,484,938 |
| Segment Liability | 465,390,075 | 465,390,075 | 52,940,111 | 43,467,536 | 518,330,186 | 508,857,611 |
| Capital Expenditure | 7,665,553 | 48,040,087 | 1,095,325 | 11,337,276 | 8,760,878 | 59,377,363 |

| Reconciliation | Primary Segments | | | |
|----------------|------------------|--------------|---------------|--------------|
| | P1 (₹) | P2 (₹) | Others (₹) | Total (₹) |
| Segment profit | (46,849,662) | (60,430,569) | 49,915,206 | (57,365,025) |

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

a. Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally accepted Accounting principles (GAAP) under the historical cost convention on the accrual basis except for some financial instruments which are measured at fair value. GAAP comprises of accounting standards notified under section 211 (3C) of the Companies Act, 1956 (“the 1956 Act”) [which continues to be applicable in respect of section 133 of the Companies Act, 2013 (“the 2013 Act”) in terms of general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs] and the relevant provision of the 1956 Act/2013 Act as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to existing accounting standards requires a change in the accounting policy hitherto in use.

b. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

c. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses. Cost comprises purchase price, duties, levies and any other costs relating to the acquisition and installation of the assets. Interest and financing charges on borrowed funds, if any, used to finance the acquisition of fixed assets, until the date the assets are ready for use are capitalized and included in the cost of the asset.

d. Depreciation

Depreciation is calculated on the basis of estimated useful life of that asset for both inside and outside india.

e. Deferred Tax

Deferred Tax Assets & Liabilities are recognized for the estimated future tax consequences of temporary differences between the carrying value of the assets and liabilities and their respective tax bases. Deferred Tax Asset in the nature of unabsorbed depreciation and losses are recognized only if there is virtual certainty of realization. The effect on deferred tax asset and liabilities of a change in rates is recognized in the income statement in the period of enactment of the change.

f. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against expenditure Lease management fees, legal charges and other initial direct costs are capitalised.

Operating Lease: Office premises are obtained on operating lease. The lease term varies from 11 months to 36 months and is renewable for further period at the option of the company. Each lease agreement is bound by specific escalation clause. There is no restrictions imposed by lease agreements. There are no sub-lease.

g. Investments

Current investments are valued at lower of cost or fair market value.

h. Inventories

Inventories are valued as follows : Raw materials, components, stores and spares - Lower of cost and net realizable value. Cost is determined on a weighted average basis.

Finished goods - Lower of cost and net realizable value. Cost includes direct materials and labour. Cost of finished goods includes excise duty.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

i. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods : Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

Interest : Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends : Revenue is recognised on actual receipt of Dividend.

j. Foreign currency translation

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transactions. Foreign currency assets and liabilities are translated into rupees at the exchange rates prevailing on the balance sheet date. Exchange differences in translation of foreign currency assets and liabilities and realized gains and losses on foreign exchange transactions, are recognized in the profit and loss account.

k. Retirement benefits

- i. The Company's liability on accrual basis towards retirement benefit in the form of Provident fund, gratuity and earned leave encashment are provided for and charged to revenue expenditure.
- ii. The company contributes to the Employee Provident fund maintained under the EPF scheme of the Central Government.
- iii. The Gratuity liability was provided and charged off as revenue expenditure based on Actuarial valuation.
- iv. Actuarial gains/losses at the time of settlement are immediately taken to the profit and loss account and are not deferred.

l. Statutory Levies & Taxes

The Company follows mercantile system of accounting with respect to transactions in the normal course of business. However, with respect to the effect of the outcome of tax assessments, appeals & proceedings, the Company records the same on determination or completion & disposal.

Deferred Tax Assets & Liabilities are recognized for the estimated future tax consequences of temporary differences between the carrying value of the assets & liabilities and their respective tax bases. Deferred Tax Asset in the nature of unabsorbed depreciation and losses are recognized only if there is virtual certainty of realization. The effect on deferred tax asset & liabilities of a change in rates is recognized in the income statement in the period of enactment of the change.

m. Segment Reporting Policies

Identification of segments : The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment Transfers : The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

n. Earnings Per Share

The basic earning per share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the period. Diluted earnings per share have not been computed, as the Company has not issued any Dilute Potential Equity Shares.

o. Cash flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

For and on behalf of the Board of Directors

As per our report of even date
For ANAND AMARNATH & ASSOCIATES
Chartered Accountants

P.V Chandrasekar
Director

Vivek Malothra
Director

B.K.Amarnath
Partner
M.No. 26536
Firm No.000121S

Place : Bangalore

Date : 29.05.2015

PAINTENTIONALLY LEFT BLANKCS

ADVANCED MICRONIC DEVICES LIMITED**CIIN L30007KA1994PLC015445**

Registered Office: A-306, II Floor, Block I, KSSIDC Building, Electronics City, Bangalore-560100.
Website: www.amdlcorp.com, Email: info@amdlcorp.com, Email: investorservices@amdlcorp.com
Tel: 080-22540500 Fax: 080-22540545

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Advanced Micronic Devices Limited will be held on Thursday 31st December 2015, at 12.00 Noon at Plot No.83, Electronic City, Bangalore – 560 100 to transact the following business:

ORDINARY BUSINESS:

1. 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 Director's and the Auditors thereon.
2. To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, appointment of Messrs Anand Amarnath and Associates, Chartered Accountants (Firm Registration No. 000121S), as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company be and is hereby ratified."

SPECIAL BUSINESS:**3. Appointment of Mr. P.V. Chandrasekar as Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT Mr. P.V. Chandrasekar (DIN:07073777), who was appointed as an Additional Director of the Company with effect from February 13, 2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company,."

4. Appointment of Mr. P.V. Chandrasekar as Managing Director of the Company:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the Company hereby approves the appointment of Mr. Panchagnula Venkata Chandrasekar (DIN 07073777) as Managing Director of the Company for a period of three years with effect from February 13,2015 on a remuneration of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per annum

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from the government departments, if any, required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Panchagnula Venkata Chandrasekar (DIN 07073777) Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs. 25,00,000/-(Rupees Twenty Five Lakhs only) per annum."

5. Appointment of Mr. Vivek Kumar Malhotra as Director of the Company:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT Mr. Vivek Kumar Malhotra (DIN:07065198), who was appointed as an Additional Director of the Company with effect from February 13, 2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

6. Appointment of Mr. Vivek Kumar Malhotra as Whole time Director of the Company:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the Company hereby approves the appointment of Mr. Vivek Kumar Malhotra (DIN 07065198) as Whole time Director of the Company for a period of three years with effect from February 13,2015 on a remuneration of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per annum

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, if any, required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Vivek Kumar Malhotra (DIN 07065198) as Whole time Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per annum.”

7. Appointment of Ms. Suchitra Misra as Non-Executive Director, liable to retire by rotation:

To consider and if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

“RESOLVED THAT Ms. Suchitra Misra (DIN 02254365), who was appointed as an Additional Director of the Company with effect from March 31,2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. Appointment of Dr. Anvay Mulay as Independent Director.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment thereof and any Rules made there under, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Anvay Mulay (DIN: 01479415),Director of the Company, whose office is liable to retirement by rotation as per the Companies Act 1956 and who has submitted a declaration that he meets criteria of independence under Section149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the company whose term shall not be subject to retirement by rotation, to hold office for the term up to the conclusion of the 37th Annual General Meeting of the Company.”

**By order of the Board
For Advanced Micronic Devices Limited.,**

**P.V. Chandrasekar
Managing Director
DIN 07073777**

Place : Bengaluru
Date : December 03,2015.

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 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 sent herewith duly filled for attending the Meeting along with their copy of Annual Report 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. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect of business under item nos. 3 to 8 as set out in the Notice is annexed hereto.
7. Pursuant to provisions of Section 91 of Companies Act, 2013, The Register of Members and the Share Transfer Books will remain closed from December 29, 2015 to December 31, 2015 (both days inclusive).
8. 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.
9. 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.
10. Members are requested to address all correspondence to the Register and Share Transfer Agent of the Company, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 E mail : mailmanager@karvy.com.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company or the Registrar and Share Transfer Agents of the Company, Karvy Computershare Private Limited. Members are requested to note that dividends not en cashed or not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, as per Section 205A of the Companies Act, 1956, (Section 124 of the Companies Act, 2013) be transferred to the Investors Education and Protection Fund.
12. 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.
13. The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number, (PAN) by every participant in the securities market members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the Company.
14. 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 proxy forms.

15. With a view to using natural resources responsibly, we request share holders to register their e-mail id with Depository Participants for receiving all communications from the Company including Notice of the Annual General Meeting and Annual Reports through electronic mode.
16. All documents refer to in the Notice will be available for the inspection at the Company's registered office during normal Business hours on a normal working days up to the date of AGM.
17. Members may also note that the notice of the 34th Annual General Meeting and the Annual Report 2014-15 will be available on the Company's web site, www.amdlcorp.com.
18. 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.
19. In compliance with section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, substituted by Companies (Management and Administration) Amendment Rules 2015 and Clause 35 B of the Listing Agreement, the Company has 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 Paper that may take place at the meeting venue on December 31, 2015. 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.
20. Additional information pursuant to Clause 49 of the Listing Agreement, in respect of the Directors seeking appointment at the AGM is as follows:

| Name of the Director | Mr. P.V. Chandrasekar | Mr. Vivek Kumar Malhotra | Ms. Suchitra Misra | Dr. Anvay Mulay |
|---------------------------------------|---|--|---|--|
| Date of Birth | 27.07.1952 | 23.07.1970 | 04.02.1960 | 03.05.1961 |
| Date of appointment | 13.02.2015 | 13.02.2015 | 31.03.2015 | 31.12.2005 |
| Relationship with other Director | Nil | Nil | Nil | NIL |
| Expertise in Specific Functional area | Mr. P. V. Chandrasekar brings with him over four decades of proven experience in the industry and has worked with companies like Mecotronics and Toshniwal, Chennai. He is associated with the Company since 1986 and has held various leadership positions | Vivek Malhotra is associated with the Company since 1986 and held various leadership positions in Product management & marketing functions of AMDL & group companies. He has been instrumental in bringing newer product lines in the healthcare domain and manages sales & marketing function in the company. | Dr Suchitra Kaul Misra is a Doctor of Philosophy from Mysore University. The focus of her research has been therapeutic humor and its application as a powerful energy. She did her Bachelor of Arts with English Honors from Nowrosjee Wadia College. She topped her Masters of Arts with gold medals in English Literature from Lucknow University. | Dr. Anvay Mulay runs his own private clinic & is affiliated to Hospitals like: Dinnath Mangeshkar Hospital (Pune) and Ruby Hall Hospital (Pune). He has worked extensively in the US & UK before he settled in India. He headed the Department of Cardiac Surgery at The Caribbean Heart Care Hospital in Trinidad and Tobago for three years. He brings to the table his acumen in the area of medicine, in general and cardiac and intensive care, in particular |

| | | | | |
|--|---|---|--|---|
| Qualification | BE (ECE) 1975 PSG Tech Coimbatore Madras univ: Dip in Mgt From AIMA DELHI | Bachelor Degree in Electronics & Industrial Electronic from University of Pune | Bachelor of Arts with English Honors & Master of Arts in English, Doctorate in Philosophy from Mysore University. | Dr. Anvay Mulay (MCh) is a Cardio Thoracic & Vascular Surgeon |
| Directorship in other companies | Nil | Nil | Opto Circuits (India) Ltd Devon Innovations Pvt Ltd | Opto Circuits (India) Ltd Opto Eurocor Healthcare Ltd Opto Cardiac Care Ltd |
| Membership of the Committees of the Board Committees in all Companies | Membership: 01 (One) Corporate Social Responsibility (CSR) Committee Advanced Micronic Devices Limited | Nil | Membership: 04 (Four) Audit & Risk Management Committee: Opto Circuits (India) Ltd Advanced Micronic Devices Ltd Stakeholders Relationship Committee: Advanced Micronic Devices Ltd Nomination and Remuneration Committee Advanced Micronic Devices Limited. | Chairmanship: 01 (One) Audit & Risk Management Committee: Opto Cardiac Care Ltd., Membership: 04 (Four) Audit & Risk Management Committee: Opto Circuits (India) Ltd., Opto Eurocor Healthcare Ltd., Stakeholders Relationship Committee: Opto Eurocor Healthcare Ltd., Corporate Social Responsibility (CSR) Committee Advanced Micronic Devices Limited |
| Shareholding in the Company* | Nil | Nil | Nil | Nil |

*As on 31st March 2015.

Considering the working knowledge, qualifications and experience of above directors, it would be in the interest of the Company to appoint them as Directors of the Company

**By order of the Board
For Advanced Micronic Devices Limited.,**

**P.V. Chandrasekar
Managing Director
DIN 07073777**

Place : Bengaluru

Date : December 03,2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No 3 to 6

Mr. P. V. Chandrasekar (DIN: 07073777) and Mr. Vivek Kumar Malhotra (DIN:07065198), who have been appointed as an Additional Directors of the Company under Section 161(1) of the Companies Act, 2013 effective February 13, 2015 holds office up to the date of this Annual General Meeting, and are eligible for appointment as Directors. Respective Notice has been received from Member proposing the candidature of Mr. P. V. Chandrasekar and Mr. Vivek Kumar Malhotra for the office of Director.

The Board had also appointed Mr. P. V. Chandrasekar as the Managing Director and Mr. Vivek Kumar Malhotra as Whole- time Director for the period of three years with effect from February 13, 2015, with remuneration subject to the approval of the Members.

The principal terms and conditions and Remuneration payable are as follows:

| Mr. P. V. Chandrasekar | Mr. Vivek Malhotra |
|--|--|
| Period of appointment: | Period of appointment: |
| Three years beginning February 13, 2015 and ending February 12, 2018 subject to the retirement policy applicable to the Board of Directors of the Company | Three years beginning February 13, 2015 and ending February 12, 2018 subject to the retirement policy applicable to the Board of Directors of the Company. |
| Remuneration: | Remuneration: |
| 1. Salary: Rs. 12.00 Lakhs Per Annum | 1. Salary: Rs. 6,00,000 Per Annum |
| 2. Allowances and Other benefits: Amounting to Rs. 13.00 Lakhs Per Annum consisting of House rent allowance, Medical reimbursement / allowance Leave travel concession / allowance, City Allowance, City Compensatory Allowance as per the Rules of the Company and including Performance Linked Incentive, Up to a maximum of Rs. 5 Lakhs P.A, at the discretion of the Board the payment may be made on an annual basis or partly monthly or partly on annual basis. | 2. Allowances and Other benefits: Amounting to Rs. 19,00,000 Per Annum consisting of House rent allowance, Medical reimbursement / allowance Leave travel concession / allowance, City Allowance, City Compensatory Allowance as per the Rules of the Company and including Performance Linked Incentive, Upto a maximum of Rs. 10 Lakhs P.A, at the discretion of the Board the payment may be made on an annual basis or partly monthly or partly on annual basis. |
| As the Company has no profits the proposed remuneration of Rs.25 Lakhs, is within the limits of Section II of Part II of Schedule V of the Companies Act, 2013. | As the Company has no profits the proposed remuneration of Rs.25 Lakhs, is within the limits of Section II of Part II of Schedule V of the Companies Act, 2013. |
| Other terms and conditions of the appointment | Other terms and conditions of the appointment |
| 1. If, at any time, P. V. Chandrasekar ceases to be the Director of the Company, he shall ipso-facto cease to be a Managing Director of the Company. | 1. If, at any time, Mr. Vivek Kumar Malhotra ceases to be the Director of the Company, he shall ipso-facto cease to be a Whole - time Director of the Company. |
| 2. P. V. Chandrasekar shall perform such duties as may from time to time be entrusted to him by the Board, subject to the superintendence and control of the Board. | 2. Mr. Vivek Kumar Malhotra shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board |
| 3. P. V. Chandrasekar shall not be entitled to any sitting fees for attending Board or Committee meetings thereof. | 3. Mr. Vivek Kumar Malhotra shall not be entitled to any sitting fees for attending Board or Committee meetings thereof. |

| | |
|---|---|
| 4. Leaves: (a) Casual leave As per Company's policy. (b) Ordinary leave (Privilege) Twenty One days per annum. (c) Sick leave As per Company's policy. | 4. Leaves: (a) Casual leave As per Company's policy. (b) Ordinary leave (Privilege) Twenty One days per annum. (c) Sick leave As per Company's policy. |
| 5. Termination - The appointment can be terminated by P. V. Chandrasekar or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed. | 5. Termination - The appointment can be terminated by Mr. Vivek Kumar Malhotra or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed. |

The terms of appointment of Mr.P. V. Chandrasekar as Managing Director and Mr.Vivek Kumar Malhotra as Whole- time Director, as stated in the Notice may be treated as abstract under section 190 of the Companies Act, 2013. The copies of the relevant resolutions of the Board in respect of the above appointments are available for inspection by the members at the registered office of the company during working hours on any working day till the date of this Annual General Meeting.

Except Mr.P. V. Chandrasekar and Mr.Vivek Malhotra, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise; in the resolution set out at item no 3,4, 5 and 6.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Keeping in view their rich and varied experience in the Industry and involvement in the operations of the Company over a long period of time; it would be in the interest of the Company to appoint Mr. P. V. Chandrasekar as Managing Director and Mr.Vivek Malhotra as Whole Time Director of the Company.

The Board commends the resolutions as set out in item No 3,4, 5 and 6 for the shareholders approval.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry - The Company is engaged in the business of Electronic Measuring Devices, Medical Equipments, Printed Circuit Boards, Point of Sale Machines and Sale of Computers.
2. Date or expected date of commencement of commercial production: 1993
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

| Particulars | Current year | previous year |
|--|---------------------|----------------------|
| Total Income | 1247.85 | 2146.98 |
| Expenditure other than Interest and Depreciation | 1308.84 | 2414.62 |
| Profit before Interest, Depreciation and Tax | (60.99) | (267.64) |
| Interest (net) | 134.82 | 212.60 |
| Profit before depreciation and tax | (195.81) | (480.24) |
| Depreciation | 377.84 | 196.31 |
| Profit before Tax and exceptional items | (573.65) | (676.55) |
| Provision for Current Tax | - | - |
| Net Profit | (573.65) | (676.55) |

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaboration during the last year.

II. Information about the Appointee:

1. Background Details:

- a) Mr. P. V. Chandrasekar aged about 63 years is a BE in Electronics and Communication Engineering (ECE) from PSG College of Technology, Coimbatore, Madras University, also Post Graduate Diploma In Management from AIMA, Delhi.
- b) Mr. Vivek Kumar Malhotra aged about 45 years is a BE in Electronics & Industrial Electronic from University of Pune.

2. Past remuneration: During the financial year ended March 31, 2014, a sum of Rs. 25 Lakhs each was paid as remuneration to Mr. P. V. Chandrasekar and Mr. Vivek Kumar Malhotra

3. Recognition and Awards: NIL

4. Job profile Suitability:

Mr. P. V. Chandrasekar brings with him over four decades of proven experience in the industry and has worked with companies like Mecotronics and Toshniwal, Chennai. He is associated with the Company since 1986 and has held various positions and

Mr. Vivek Kumar Malhotra is associated with the Company since 1986 and has held various leadership positions in Product management & marketing and has been instrumental in bringing newer product lines in the healthcare domain and manages sales & marketing function in the company.

5. Remuneration proposed: As detailed above under 'the principal terms and conditions and Remuneration'.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. P. V. Chandrasekar and Mr. Mr. Vivek Kumar Malhotra the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. P. V. Chandrasekar and Mr. Vivek Kumar Malhotra they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors

III. Other Information:

1. Reasons of loss or inadequate profits: Reduction in the level of business as a result of change in technology, loss of certain line of business as the same were withdrawn from certain markets.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:
Company is working on introduction of new generation of products in indian market to review the revenues lost.
- IV. Disclosures: The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading 'Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2015.

Item No.7

The Company had appointed Dr. Anvay Mulay, as Non-executive Director, liable to retire by rotation under Companies Act, 1956. This Director is also Independent Director pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

Dr. Anvay Mulay is liable to retire by rotation at the ensuing AGM.

In accordance with the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every Listed Public Company is required to have at least one-third of the total number of directors as Independent Directors who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Independent Director for a term of consecutive three years, to hold office upto conclusion of 37th Annual General Meeting of the Company. The Company has received consent from the Independent Director and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement with the Stock Exchange. Notice has been received from Member proposing his candidature for the office of Director of the Company. In this opinion of the Board, Dr. Anvay Mulay, fulfill the conditions specified in the Companies Act, 2013 and Rules made there under, for his appointment as an independent Director of the company and is Independent of the management. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered office of the Company during normal business hours on any working day till the date of this Annual General Meeting.

The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail the service as Independent Director. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Except Dr. Anvay Mulay, and his relatives, none of the Directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in item number 7 of this Notice.

The Board recommends the Ordinary Resolution as set out at item number 7 of the Notice for approval by the shareholders.

Item No.8

Ms.Suchitra Misra who has been appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 effective March 31, 2015 holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director. Notice has been received from Member proposing the candidature of Ms. Suchitra Misra for the office of Director.

The Board considers that her continued association would be of immense benefits to the Company and it is desirable to continue to avail the service as Director. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Except Ms.Suchitra Misra, and her relatives, none of the Directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in item number 8 of this Notice.

The Board recommends the Ordinary Resolution as set out at item number 8 of the Notice for approval by the shareholders.

**By order of the Board
For Advanced Micronic Devices Limited.,**

**P.V. Chandrasekar
Managing Director
DIN 07073777**

Place : Bengaluru
Date : December 03,2015.

ADVANCED MICRONIC DEVICES LIMITED

CIN L30007KA1994PLC015445

Registered Office: A-306, II Floor, Block 1, KSSIDC Building, Electronic City, Bangalore – 560 100
Website: www.amdIcorp.com, E mail: info@amdIcorp.com, Email: investorsservices@amdIcorp.com
Tel: 080 – 42991800 Fax: 080 42991824

ATTENDANCE SLIP**Venue of the meeting:** Plot No 83, Electronics City, Bangalore 560 100**Date & Time:** Thursday 31st December 2015, at 12.00 Noon**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETNG VENUE**

| | |
|-------------------|--|
| Name | |
| Address | |
| DP Id* | |
| Client ID* | |
| Folio No | |
| No of Shares held | |

*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 34th Annual General Meeting of the Company held on Thursday 31st December 2015, at 12.00 Noon at No.83, Electronic City, Bangalore – 560 100

Signature of Member / Proxy

- Note :**
1. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email 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 2015 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 email id is not registered.

ADVANCED MICRONIC DEVICES LIMITED

CIN L30007KA1994PLC015445

Registered Office: A-306, II Floor, Block 1, KSSIDC Building, Electronic City, Bangalore – 560 100

Website: www.amdIcorp.com, E mail: info@amdIcorp.com, Email: investorsservices@amdIcorp.com

Tel: 080 – 42991800 Fax: 080 42991824

Form No. MGT – 11

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Venue of the meeting: No.83, Electronic City, Bangalore – 560 100

Date & Time: Thursday 31st December 2015, at 12.00 Noon

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

| | |
|-------------------|--|
| Name | |
| Address | |
| DP Id* | |
| Client ID* | |
| Folio No | |
| No of Shares held | |

*Applicable for investors holding shares in Electronic Form.

I/We.....

of..... being a member/members of Equity Share of Advanced Micronic Devices Limited hereby appoint 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;

31. Name: Mr/Mrs.....

Registered address.....

Email Id..... Signature or Failing him/her;

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

| SI No | Resolutions | For | Against |
|-------|--|-----|---------|
| 01 | Adoption of Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year ended together with the Reports of the Directors' and Auditors thereon. | | |
| 03 | Appointment of M/s. Anand Amarnath and Associates, Chartered Accountants as Statutory Auditors of the Company. | | |
| 04 | Appointment of Mr. P.V. Chandrasekar as Director | | |
| | Appointment of Mr. P. V. Chandrasekar as Managing Director | | |
| 05 | Appointment of Mr. Vivek Kumar Malhotra as Director | | |
| 06 | Appointment of Mr. Vivek Kumar Malhotra as Whole-time Director | | |
| 07 | Appointment of Ms. Suchitra Misra as Non - Executive Director | | |
| 08 | Appointment of Dr. Anvay Mulay as Independent Director. | | |

This is optional. Please put a tick mark 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 be 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 the Resolution.

| | |
|--|--|
| Signature(s) Member(s) 1. _____ 2. _____ 3. _____ Signed this Day of 2015. | <div style="border: 1px solid black; padding: 10px; width: fit-content; margin: 0 auto;"> Affix One Rupee Revenue Stamp </div> |
|--|--|

Notes:

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than 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 be 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 votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28-12-2015 at 9.00 AM and ends on 30-12-2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23-12-2015, 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.
- (iii) Click on Shareholders.
- (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 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:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. 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. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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). |

- (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 for the relevant **ADVANCED MICRONIC DEVICES LIMITED** on which you choose 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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 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.
 - 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 should be mailed to 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

INTENTIONALLY LEFT BLANK
PARAMOUNT COLOR GRAPHICS

PAINTENTIONALLY LEFT BLANK



A-306, KSSIDC Complex, II Floor, I Block, Electronics City,
Bengaluru – 560 100, India. Phone: 91-80-2254 0500,
Fax- : 91-80-2254 0545 www.amdcorp.com