

# AGM NOTICE

## OPTO CIRCUITS (INDIA) LIMITED

Registered Office: Plot No.83, Electronics City, Bengaluru 560100

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Opto Circuits (India) Limited will be held on Monday, 30th September 2013 at 12.00 noon at Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance sheet as at 31st March 2013 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Thomas Dietiker, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. V Balasubramaniam, who retires by rotation and being eligible, offers himself for re-appointment.
4. Dr. William Walter O'Neill retires by rotation and has expressed his intention not to seek re-appointment. The vacancy caused by his retirement is not proposed to be filled up in this meeting.
5. To appoint Messrs. Anand Amarnath and Associates, Chartered Accountants, the retiring auditors of the Company, as the statutory auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of directors to fix their remuneration.

### SPECIAL BUSINESS

6. To appoint Mr. Bhaskar Bodapati as Director of the Company.

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

**“RESOLVED THAT,** Mr. Bhaskar Bodapati, who was appointed as a Director of the Company by the Board of Directors on 22nd May 2013 and who holds office until the date of this Annual General Meeting in terms of the applicable provisions of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT,** Mr. Vinod Ramnani, Managing Director of the Company, be and is hereby authorized to sign and file necessary documents and forms with Registrar of Companies, Karnataka.”

By order of the Board  
**For Opto Circuits (India) Limited,**

VINOD RAMNANI  
Chairman and Managing Director

Place: Bengaluru  
Date: 13th August 2013

**Registered Office: Plot No.83, Electronics City, Bengaluru 560100**

## 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. 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.** A blank proxy form and attendance slip are enclosed with this notice.
2. Members/Proxies are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
3. 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.
4. Explanatory statement as required under Section 173(2) of the Companies Act, 1956 is annexed herewith.
5. The Register of Members and the Share Transfer Books will remain closed from 26th September 2013 to 30th September 2013 (both days inclusive).
6. 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.
7. 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.

8. Members are requested to address all correspondence to the Registrar and Share Transfer Agent of the Company, M/s. Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad 500 081. E-mail: mailmanager@karvy.com
9. 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, M/s. Karvy Computershare Private Limited. Members are requested to note that dividends not encashed or 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, transferred to the Investor Education and Protection Fund.
10. 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.
11. Pursuant to SEBI notification No.MED/DOP/Circulars/05/2009 dated 20th May 2009, it has become mandatory for transferee(s) to furnish copy of PAN Card to the Company / RTA to enable / affect transfer of shares in physical form.
12. 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.
13. Please register your e-mail id with your Depository Participants for receiving all communications from the Company including Notice of the Annual General Meeting and Annual Reports through electronic mode.
14. Information pursuant to Clause 49 IV (G) of the Listing Agreements about the Directors to be re-appointed are as follows:

Name of the Director	Mr. Thomas Dietiker	Mr. V Balasubramaniam
Date of Birth	13.06.1959	25.11.1957
Date of Appointment	03.04.2000	31.12.2005
Relationship with other Director	NIL	NIL
Expertise in Specific Functional area	The Swiss born Thomas Dietiker, who is an American citizen, is a co-promoter of Opto Circuits (India) Limited established in 1992. Mr. Thomas Dietiker worked with United Detectors Technology, USA as Vice president-Engineering in the year 1990. He co-founded Elekon Industries Pte Ltd at Singapore. His expertise includes implementation of new engineering designs and product marketing plans for the wide range of Opto Electronic Products. He has extensive experience in business development, product marketing, and engineering of Opto Electronic Products and a wide range of related assemblies. Mr.Thomas Dietiker holds a Bachelor of Science Degree in Electronics Engineering from the Technical Institute of Wintherthur, Switzerland. Mr. Thomas Dietiker brings to Opto Circuits extensive experience in business development and a razor sharp sense for M&A. At Opto Circuits (India) Ltd he has been responsible for successful execution of business strategy of targeted marketing and sole source product development. He leads teams across the Group to forge, maintain and renew important OEM relationships.	With over two decades of work experience in International markets, Mr. V Balasubramaniam provides operational and resource management skills to the Company. He is an MBA from Symbiosis Institute of Business Management (Pune), a certified public accountant, a Fellow Chartered Management Accountant (FCMA) and an Associate Member of the Cost and Works Accountants of India.
Qualification	Electronic Engineer	Fellow Chartered Management Accountant, Master in Business Administration and a Member of Institute of Cost and Works Accountants
Directorship in other Companies	Nil	i. Advanced Micronic Devices Ltd ii. Bizpro Solutions Private Ltd iii. Bridge Point Solutions Private Ltd iv. Opto Eurocor Healthcare Ltd
Member of the committee of the Board Committees in all Companies	Nil	Audit Committee of: i. Advanced Micronic Devices Ltd ii. Opto Eurocor Healthcare Ltd iii. Opto Circuits (India) Ltd
Shareholding in the Company*	13,076,150	25,857

\* As on 31st March 2013

Considering the working knowledge, qualifications and experience of Mr. Thomas Dietiker and Mr. V. Balasubramaniam, it would be in the interest of the Company to re-appoint them as Directors of the Company.

By order of the Board

**For Opto Circuits (India) Limited,**

VINOD RAMNANI

Chairman and Managing Director

Place: Bengaluru

Date: 13th August 2013

**Registered Office: Plot No.83, Electronics City, Bengaluru 560100**

## ANNEXURE

### ITEM NO.4:

Dr. William Walter O'Neill was appointed as a Director of the Company on 28th September 2006. He is liable to retire by rotation at the 21st Annual General Meeting. Due to his other commitments and pre-occupation he expressed his desire not to seek re-appointment. The Board places on record its appreciation for the long years of guidance, support and advice rendered by Dr. William Walter O'Neill. The vacancy caused by his retirement is not proposed to be filled up in this meeting.

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

### ITEM NO 6:

Mr. Bhaskar Bodapati was appointed with effect from 22nd May 2013, as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 ('the Act'), read with Article 72 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Mr. Bhaskar Bodapati will hold office up to the date of the ensuing Annual General Meeting. Mr. Bhaskar Bodapati is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act.

Mr. Bhaskar Bodapati is the Senior Director of Finance and Support Services at Bengaluru International Airport Ltd. (BIAL). Having joined the management of the Bangalore International Airport Limited, Mr. Bhaskar Bodapati currently chairs the Executive Committee of the airport and is responsible for the Financial & Accounting, Legal, and Corporate Affairs. Mr. Bhaskar Bodapati is a Chartered Accountant from the Institute of Chartered Accountants of India and having over 29 years of experience. Considering the working knowledge, qualifications and experience of Mr. Bhaskar Bodapati it would be in the interest of the Company to appoint him as a Director of the Company.

It is proposed to appoint Mr. Bhaskar Bodapati as a Director of the Company.

None of the Directors of the Company other than Mr. Bhaskar Bodapati is interested or concerned in the above Resolution.

The Directors propose the Resolution for the approval of shareholders as an Ordinary Resolution.

By order of the Board

**For Opto Circuits (India) Limited**

VINOD RAMNANI

Chairman and Managing Director

