




ADVANCED MICRONIC DEVICES LTD.

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28th Annual Report
2008-09



ADVANCED MICRONIC DEVICES LIMITED

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

ATTENDANCE SLIP

TWENTY EIGHTH ANNUAL GENERAL MEETING - 29TH SEPTEMBER 2009

Registered Folio No. No. of Shares

Or

DP ID No.

Client ID No.

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Company at St. John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100 feet Road, Koramangala, Bangalore-560 034.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note : Please fill in this Attendance Slip and hand it over at the Entrance of the Meeting Hall. Members are requested to bring their copies of Annual Report to the Meeting.

[Handwritten signature]

ADVANCED MICRONIC DEVICES LIMITED

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

PROXY FORM

Registered Folio No. No. of Shares

Or

DP ID No.

Client ID No.

I / We

of in the district of being members of ADVANCED MICRONIC DEVICES LTD.

hereby appoint

of in the district of or failing him

of in the district of as my / our proxy to vote for me / us on my / our behalf at the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Company to be held on 29th September 2009 at St. John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100 feet Road, Koramangala, Bangalore-560 034 and at any adjournment thereof.

Signed this day of 2009

Signature/s

Affix
Revenue
Stamp
of Re.1

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.





ADVANCED MICRONIC DEVICES LIMITED

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

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Advanced Micronic Devices Limited will be held on Tuesday, the 29th September 2009, at 2.30 p.m. at St. John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100 feet Road, Koramangala, Bangalore - 560 034 to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 and the Profit and Loss account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mrs. Usha Ramnani, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Rajkumar Raisinghani, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Messrs. Anand Amarnath and Associates, Chartered Accountants, retiring Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modification the following Resolution as a Special Resolution :

"RESOLVED that pursuant to the provisions of Section 149 (2A) and other applicable provisions, if any of the Companies Act, 1956, the approval of the Shareholder be and is hereby accorded for commencing and undertaking all of the business and activities embodied in Sub-Clause 25 under Clause III C (other objects) of the Memorandum of Association of the Company as and when deemed fit by the Board of Directors.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

By Order of the Board
For **ADVANCED MICRONIC DEVICES LTD.**,

Place : Bangalore
Date : 18th June 2009

Bhaskar Valiveti
Whole-Time Director

Regd Off.: A-306, II Floor, Block I, KSSIDC Building,
Electronic City, Bangalore - 560 100.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxy in order to be effective must be duly completed and stamped and must reach the Registered Office of the Company not less than 48 hours before the time for the commencement of the aforesaid meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed to this Notice in respect of Special Business.
4. The Register of Members and share transfer books of the Company will be closed from 23rd September 2009 to 29th September 2009 (both days inclusive).
5. The dividend for the year ended 31st March 2009 as recommended by the Board, if approved at the Meeting will be paid within the prescribed time limit, to those members whose names appear in the Company's Register of Members on 29th September 2009. In respect of Shares in electronic form the Dividend will be payable on the basis of beneficial ownership as per the details furnished by the National Securities Depositories Ltd. and Central Depository Services (India) Ltd. for this purpose.
6. Members desiring information as regards accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. Members are requested to notify changes, if any, in their address immediately to the Company / Registrar (for Shares held in physical form) and to Depository Participants (for Shares held in dematerialized form).
8. Members are suggested to inform the details of the Bank Account Numbers, name and branch of the Bank to enable the same to be printed on Dividend Warrants as a measure of abundant caution to minimize loss due to Dividend Warrants falling into improper hand through forgery or fraud.
9. Members / Proxies are requested to bring without fail the attendance slip sent herewith duly filled for attending the Meeting.
10. The Proxy Form and Attendance Slip are attached to this Notice.
11. 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 Slips and to the proxies holding valid proxy forms.
12. Members are requested to address their correspondence including share Transfer matters and change of address to KARVY COMPUTERSHARE PRIVATE LIMITED., No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, HYDERABAD - 500 081. E Mail: mailmanager@karvy.com
13. Pursuant to the provisions of Section 205A of the Companies Act, 1956, Dividends, which remain unclaimed for a period of Seven years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205(C) of the Companies Act, 1956. The Company has already transferred to the IEPF, the Unclaimed Dividend for the year ended upto 31st March 2000. Shareholder who have not so far encashed the Dividends for the subsequent years are requested to get their dividend warrants revalidated or seek issue of duplicate dividend warrant(s) by writing to the Company's Registered office or its Registrar and Transfer Agents.



Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed for a period of Seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

14. In respect of Shares held by Companies, Trusts, Societies, etc. the authorised representatives are requested to bring a duly certified copy of the Board Resolution / Appropriate authorisation with their specimen signature(s) duly attested.
15. 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 / effect transfer of shares in physical form.
16. Information pursuant to Clause 49 IV (G) of the Listing Agreements about the Directors to be re appointed is as follows:

Name of the Director	Mrs. Usha Ramnani	Mr. Rajkumar Raisinghani
Date of Birth	07-03-1957	10-06-1952
Date of Appointment	24-08-2001	31-12-2005
Relationship with other Directors	Mr. Vinod Ramnani, Chairman & Managing Director, Mrs. Usha Ramnani, Director, being husband & wife are related to each other	Nil
Expertise in Specific Functional area	She has over two decades of vast experience in the fields of Administration, Management and Personnel functions.	Mr. Rajkumar Raisinghani owns an Electrical Goods manufacturing unit. He has over 25 years of work experience. He was working in a large manufacturing unit in Mumbai, prior to venturing out on his own.
Qualification	M.Com.	Diploma in Electrical Engineering
Board membership of other Companies as on 31st March 2009	1. Opto Circuits (India) Ltd. 2. Opto Infrastructure Ltd. 3. Opto Heart & Diagnostic Ltd.	1. Opto Circuits (India) Ltd. 2. Opto Infrastructure Ltd.
Chairman / Member of the committee of the Board of Directors of all Companies as on 31st March 2009	Member : 2 (Two) Investor Grievance committees of Opto Circuits (India) Ltd. & Advanced Micronic Devices Ltd.	Member : 4 (Four) Audit Committee : Opto Circuits (India) Ltd. & Advanced Micronic Devices Ltd. Investor Grievance Committee : Opto Circuits (India) Ltd. & Advanced Micronic Devices Ltd.
No. of Shares held in the Company as on 31st March 2009	1775	Nil

Considering the working knowledge, qualifications and experience of Mrs. Usha Ramnani and Mr. Rajkumar Raisinghani, it would be in the interest of the Company to re-appoint them as Directors of the Company.

By Order of the Board
For **ADVANCED MICRONIC DEVICES LTD.,**

Place : Bangalore
Date : 18th June 2009

Bhaskar Valiveti
Whole-Time Director

ANNEXURE

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 6

As per the provisions of Section 149(2A) of the Companies Act, 1956, approval of the shareholders in general meeting is required for commencement of any business as set out in Other Objects Clause of the Memorandum of Association of the Company.

Sub-Clause 25 under Clause III C (other objects) of the Memorandum of Association of the Company enable the Company.

"To carry on the businesses of civil engineers, mechanical engineers, electrical engineers, agricultural engineers, aeronautical engineers, aviation engineers, chemical engineers and engineers in all its branches of work whatsoever known to engineering, covering ferrous, non-ferrous, Chemical, Textile, Jute, Man made fibers industries including explosives or ammunition manufacturers."

Approval of the Shareholders is sought to commence and undertake all or any of the business mentioned above.

The Directors of the Company may be deemed to be concerned or interested in the Resolution to the extent of the shares held by them in the Company.

The Directors recommend the Resolution for adoption.

By Order of the Board
For **ADVANCED MICRONIC DEVICES LTD.,**

Place : Bangalore
Date : 18th June 2009

Bhaskar Valiveti
Whole-Time Director



ADVANCED MICRONIC DEVICES LTD.

BOARD OF DIRECTORS	• Mr. Vinod Ramnani	Chairman and Managing Director
	• Mr. Bhaskar Valiveti	Whole-Time Director
	• Mrs. Usha Ramnani	Director
	• Dr. Suleman Adam Merchant	Independent Director
	• Dr. Anvay Mulay	Independent Director
	• Mr. Rajkumar Raisinghani	Independent Director
	• Mr. V. Bala Subramaniam	Independent Director

AUDITORS	• M/s. Anand Amarnath and Associates Chartered Accountants S-2, II Floor, Gem Plaza No. 66, Infantry Road Bangalore - 560 001
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COMPANY SECRETARY	• Mrs. Rose Chintamani
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BANKERS	• State Bank of India Bangalore Commercial Branch Hudson Circle, Bangalore - 560 001
	• State Bank of Travancore Industrial Finance Branch M.G. Road, Bangalore - 560 001

REGISTERED OFFICE	• A-306, II Floor, Block I, KSSIDC Building, Electronic City, Bangalore - 560 100.
AND	
INVESTOR'S SERVICE CELL	Tel : 080-28521634 Fax : 080-41307586

WEBSITE	• www.amdlcorp.com
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Annual General Meeting

Day & Date	: Tuesday, 29 th September 2009
Time	: 2.30 P.M.
Venue	: St. John's Medical College Hospital Auditorium Opp. Koramangala BDA Complex 100 feet Road, Koramangala Bangalore - 560 034.



COMPANY HIGHLIGHTS

HEALTH CARE DIVISION :

The Division has launched Speciality Critical care and Trauma care Ambulances, fitted with state of the art equipment. Ambulances being developed on turnkey basis are broadly of two types :

◆ BLS (Basic life support) :

A basic life support (BLS) ambulance is one that provides transportation plus the equipment and staff needed,

These ambulances are best suited for :

Basic services as control of bleeding, splinting fractures, treatment for shock etc.

Non-emergency patient transport.

Transport to local hospital for Radiology and Radiation appointment.

Hospital discharges

Visit to physiotherapy and Dialysis appointment.



◆ ALS (Advanced life support) :

The Advanced life support (ALS) ambulance is a fully loaded ambulance to care for all the needs. These vehicles are equipped with specialized life sustaining equipments and include, at a minimum, one two-way voice radio or wireless telephone. These ambulances can transport ventilator – supported patients on long distances.



COMPANY HIGHLIGHTS

These ambulances are recommended for transporting :

Cardiac care patients

Critically ill Patients

Trauma Patients

These ambulances are fitted with the state-of-the-art pre hospital medical equipment almost identical to the hospital ICU's.

Apart from the specifically Critical Care / Trauma Care Ambulances, we also undertake Manufacture and supply of Mobile Medical units for Diagnostics, fitted with all the equipment and services as per the customer needs and specifications.

The Division has also started executing turnkey projects for providing customised solutions for construction of Modular Operation theatres, surgical pendants, Intensive Care Units :

The most complex and challenging area of hospital construction is the operating theatre.

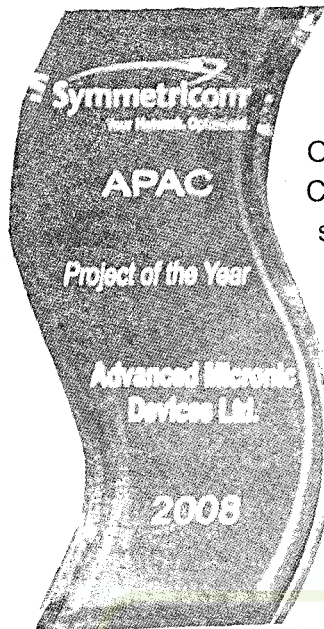
The pre-engineered approach solves the problems of coordination, which may be encountered during the construction or refurbishment of the modern operating theatre department, whilst simultaneously providing a structure of the highest quality and standards.

Pre-fabricated Operating Theatre is a structural steel shell with a joint less sealed coating, which may be supplied as an individual unit or as part of a complete operating theatre.



COMPANY HIGHLIGHTS

STRATEGIC ELECTRONICS DIVISION :



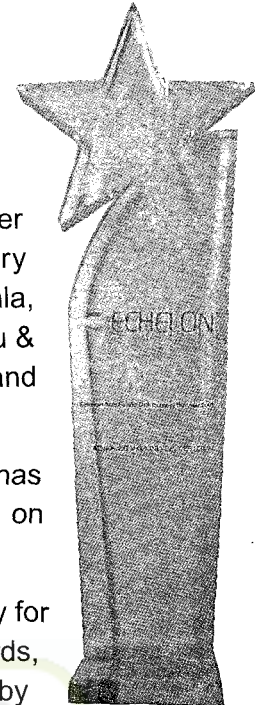
Award Received from
M/s. Symmetricon Inc.
for
"Project for the year 2008"

We have supplied Critical Devices for the Prestigious Chandrayan Project of ISRO and manned Lunar Mission projects of IRNSS.

Our Power line Survey Projects for various Power Corporations across India are running very successfully. We have completed projects in Kerala, Haryana, Punjab, Himachal Pradesh and Jammu & Kashmir. Many projects are under execution and more orders are also in the pipeline.

CAM Design Services for its foreign client has stabilized and designs are being handled on regular basis.

New marketing initiatives using new technology for Building Management has not only won us awards, but is also being considered as a viable solution by Civic bodies and Corporations to improve power efficiency.



Award Received from
M/s. Echelon Corporation
for "Echelon Asia Pacific
Distributor of the year 2008"

BANK CARD DIVISION :

Our development of the Terminal with latest technology is finding more and more new applications. Our Terminals are being used in

- ❖ Retail Chains for loyalty programs
- ❖ Poultry products Management
- ❖ Utility billing
- ❖ Time and Attendance Solutions
- ❖ On-line sales billing etc.

Our Printers developed with the latest technology and new features including blue tooth and biometrics has gained wide acceptance in

- ❖ Retail industry
- ❖ Healthcare instrumentation
- ❖ Micro finance
- ❖ Social Security Schemes
- ❖ Ticketing for Trains buses etc.
- ❖ Car Parking



COMPANY HIGHLIGHTS

RECOGNITION AND AWARDS :

भारतीय अन्तरिक्ष अनुसंधान संगठन

अन्तरिक्ष विभाग

भारत सरकार

अन्तरिक्ष भवन

न्यू बी ई एल रोड, बंगलूर - 560 094, भारत

दूरभाष : +91-80-23415241, 22172333

फैक्स : +91-80-23415328



Indian Space Research Organisation

Department of Space

Government of India

Antariksh Bhavan

New BEL Road, Bangalore - 560 094, India

Telephone : +91-80-23415241, 22172333

Fax : +91-80-23415328

e-mail : chairman@isro.gov.in

G. Madhavan Nair

Chairman

No.SC/CH/M.2/2008

October 31, 2008

Dear Shri. Padmanabhan,

Thank you very much for your warm greetings and appreciation for the Chandrayaan-I i.e. India's first mission to moon. It is through dedicated and committed efforts from people like you which has made this mission possible. I take this opportunity to place on record my sincere appreciation and express my gratitude to you and your team members who have made significant contribution to this mission.

Thanking you once again.

With best wishes.

Yours sincerely,

(G. Madhavan Nair)

Shri. J.Padmanabhan
Sr. Ex. Vice President
Advanced Micronic Devices Ltd.
Bangalore