



## ADVANCED MICRONIC DEVICES LIMITED

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

### NOTICE

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Advanced Micronic Devices Limited will be held on Tuesday, the 28<sup>th</sup> September 2010, at 2.30 p.m. at St. John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100 feet Road, Koramangala, Bengaluru - 560 034 to transact the following business.

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2010 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 Dr. Suleman Adam Merchant, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. V. Bala Subramaniam, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. 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(s) the following Resolution as a Special Resolution :

"RESOLVED THAT, in accordance with the provisions of Section 198, 269, 309, 310, 311 Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, as may be necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Bhaskar Valiveti, as a Whole-Time Director of the Company for a period of one year, with effect from 1<sup>st</sup> January 2010 on the following terms of remuneration.

##### A. SALARY

- Rs.1,75,000/- per month.

##### B. PERQUISITES

- Housing Expenditure by the Company on hiring furnished accommodation subject to a ceiling of Rs.45,000/- per month or in the alternative House Rent allowance of Rs.45,000/- per month.
- Contribution to Provident Fund : The Company shall contribute 12% of the Salary towards Provident Fund.
- Gratuity : 15 days of salary for every year of completed service.
- Medical Expenses : For self and family at actuals.
- Company car with driver & telephone at residence for official purposes.

Total remuneration and perquisites / benefits contemplated as per A and B above payable to the Whole-Time Director of the Company shall not exceed 5% of the profits of the Company calculated in accordance with Section 198 and Section 309 and other applicable provisions, if any, of the Companies Act, 1956.

FURTHER RESOLVED THAT, in absence or inadequacy of profits in any financial year, the remuneration payable to the Whole-Time Director by way of salary or perquisites shall not exceed the maximum limits prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT, certified copies of the above resolution be furnished to the concerned authorities and shall remain in force until notice of modification / cancellation is given in writing to them.

RESOLVED FURTHER THAT, the terms and conditions of the re-appointment of and the remuneration payable to Mr. Bhaskar Valiveti, may be varied, altered, increased, enhanced or widened from time to time by the Board of Directors of the Company as it may in its discretion deem fit within the limits laid down in Sections 198, 269, 309, 310, 311 and all other applicable provisions of the Companies Act, 1956 and the Rules framed there under read with Schedule XIII of the Companies Act, 1956 and subject to the approval of the Central Government, if necessary, and subject to the requisite approvals, if any, being obtained.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

Place : Bengaluru  
Date : 9<sup>th</sup> August 2010

**Rose Chintamani**  
Company Secretary

Regd Off.: A-306, II Floor, Block I, KSSIDC Building,  
Electronic City, Hosur Road, Bengaluru - 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 23<sup>rd</sup> September 2010 to 28<sup>th</sup> September 2010 (both days inclusive).
5. The dividend for the year ended 31<sup>st</sup> March 2010, 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 28<sup>th</sup> September 2010. 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](mailto: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 31<sup>st</sup> March 2002. Shareholders 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 20<sup>th</sup> 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.
16. Information pursuant to Clause 49 IV (G) of the Listing Agreements about the Directors to be re-appointed is as follows:

<b>Name of the Director</b>	<b>Dr. Suleman Adam Merchant</b>	<b>Mr. V. Bala Subramaniam</b>
<b>Date of Birth</b>	22-09-1955	25-11-1957
<b>Date of Appointment</b>	31-12-2005	31-12-2005
<b>Relationship with other Directors</b>	NA	NA
<b>Qualification</b>	Doctor (Radiology)	MBA from Symbiosis Institute of Business Management, Pune & Member of CPA & FCMA
<b>Expertise in Specific Functional area</b>	A well known member of the National & International medical fraternity, Dr. Suleman Merchant brings to the table his vast experience and medical expertise.	Mr. V. Bala Subramaniam has vast experience in International markets. Mr. V. Bala Subramaniam has successfully started & managed a Software company. The company benefits from his operational & resource management skills.
<b>Board membership of other Companies as on 31<sup>st</sup> March 2010</b>	01	01
<b>Chairman / Member of the committee of the Board of Directors of all Companies as on 31<sup>st</sup> March 2010</b>	04	02
<b>No. of Shares held in the Company as on 31<sup>st</sup> March 2010</b>	NIL	NIL

Considering the working knowledge, qualifications and experience of Dr. Suleman Adam Merchant and Mr. V. Bala Subramaniam, 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 : Bengaluru  
Date : 9<sup>th</sup> August 2010

**Rose Chintamani**  
Company Secretary

## ANNEXURE

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

#### Item No.6

The Board of Directors at their meeting held on 24<sup>th</sup> December 2009, re-appointed Mr. Bhaskar Valiveti as Whole-Time Director for a period of one year with effect from 1<sup>st</sup> January 2010 and approved for payment of remuneration of Mr. Bhaskar Valiveti, Whole-Time Director as specified in Employment Agreement dated 29<sup>th</sup> December 2009 pursuant to recommendations made by the remuneration Committee.

Your Directors therefore, recommend the resolution for your approval.

Copy of the Employment Agreement executed between Company and Mr. Bhaskar Valiveti, Whole-Time Director, is open for inspection of the members at the registered office of the Company between 10.00 A.M. to 5.00 P.M. on any working days excluding Saturdays till ensuing Annual General Meeting dated 28<sup>th</sup> September 2010.

Except Mr. Bhaskar Valiveti, Whole-Time Director, none of the other Directors are concerned or interested in the resolution.

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

Place : Bengaluru  
Date : 9<sup>th</sup> August 2010

**Rose Chintamani**  
Company Secretary



## ADVANCED MICRONIC DEVICES LIMITED

**Registered Office :** A-306, II Floor, Block I, KSSIDC Building, Electronic City, Hosur Road, Bengaluru - 560 100.

### ATTENDANCE SLIP

#### TWENTY NINTH ANNUAL GENERAL MEETING - 28<sup>TH</sup> SEPTEMBER 2010

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 NINTH ANNUAL GENERAL MEETING of the Company at St. John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100 feet Road, Koramangala, Bengaluru - 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.

## ADVANCED MICRONIC DEVICES LIMITED

**Registered Office :** A-306, II Floor, Block I, KSSIDC Building, Electronic City, Hosur Road, Bengaluru - 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 NINTH ANNUAL GENERAL MEETING of the Company to be held on 28<sup>th</sup> September 2010 at St. John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100 feet Road, Koramangala, Bengaluru - 560 034 and at any adjournment thereof.

Signed this ..... day of ..... 2010

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.



This page has been left blank intentionally



ADVANCED MICRONIC DEVICES LTD.

29<sup>th</sup> Annual Report  
2009-10





## **ADVANCED MICRONIC DEVICES LTD.**

<b>BOARD OF DIRECTORS</b>	• 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

<b>AUDITORS</b>	• M/s. Anand Amarnath and Associates Chartered Accountants S-2, II Floor, Gem Plaza No. 66, Infantry Road Bengaluru - 560 001
-----------------	---

<b>COMPANY SECRETARY</b>	• Mrs. Rose Chintamani
--------------------------	------------------------

<b>BANKERS</b>	• State Bank of India Bengaluru Commercial Branch Hudson Circle, Bengaluru - 560 001
	• State Bank of Travancore Industrial Finance Branch M.G. Road, Bengaluru - 560 001

<b>REGISTERED OFFICE AND INVESTOR'S SERVICE CELL</b>	• A-306, II Floor, Block I, KSSIDC Building, Electronic City, Hosur Road, Bengaluru - 560 100. Tel : 080-28521634 Fax : 080-41307586 Email : <a href="mailto:investorsservices@amdcorp.com">investorsservices@amdcorp.com</a>
--	---

<b>WEBSITE</b>	• <a href="http://www.amdcorp.com">www.amdcorp.com</a>
----------------	--

### **Annual General Meeting**

Day & Date	: Tuesday, 28 <sup>th</sup> September 2010
Time	: 2.30 P.M.
Venue	: St. John's Medical College Hospital Auditorium Opp. Koramangala BDA Complex 100 feet Road, Koramangala Bengaluru - 560 034.



## COMPANY HIGHLIGHTS

### HEALTH CARE DIVISION :

#### CRITICARE INC, USA

- ◆ The Company is marketing all Patient Monitoring Devices manufactured by M/s. Criticare Inc., a group Company, which were well received by the Indian Medical Market.
- ◆ AMDL - Healthcare division has doubled the Installation base in India over the previous year.
- ◆ Created installation base in institutions like **All India Institute of Medical Sciences (AIIMS)**, Delhi, **LTMG Hospital**, Mumbai and **Vijaya Hospitals**, Chennai.
- ◆ Criticare is introducing state of the art Modular Monitors and Power packed portable Monitors in this year which will complete the entire patient monitoring range. This will enable AMDL to aim for sizable market share in the Patient monitoring business.



#### MEDIAID, USA

- ◆ Our group Company M/s. Mediaid's Pulse Oximeters & Sensors are marketed by AMDL.
- ◆ AMDL is the market leader in Disposable Sensors in India.
- ◆ Pulse Oximeters were sold to all the Government Medical Teaching Institutions across India last year and having huge installation base.



## COMPANY HIGHLIGHTS

### **SPECIALTY AMBULANCES**

- ◆ Created good references in Delhi, Mumbai & Karnataka.
- ◆ Expect good growth in this year from this sector.

### **MODULAR OPERATION THEATRE BUSINESS**

- ◆ The Company had a good year from this business sector and created good installation base in Government & Corporate sector.
- ◆ This business will enable us to meet the prospective clients in advance to market our Patient Monitors & Pulse Oximeters.

### **STRATEGIC ELECTRONIC DIVISION :**

- ◆ Signed major contracts worth ₹2.3 crore with Defence Establishment and \$1 million with Space Agency. The \$1.7 million contract signed with ISTRAC during the previous year is going on schedule and the preliminary design review meeting has been successfully completed.
- ◆ ₹9.00 crore worth Transmission Line survey project received from PGCIL is progressing satisfactorily in the Eastern states. Survey services added many private sector organizations to its client base.
- ◆ Added new products to EDA group to meet the growing market of FPGA design and simulation.
- ◆ Obtained ISO 9001-2008 certificate for the PCB Design and CAM services. The revival of global economy results in substantial increase in the number of designs per month being exported by the CAM Group.
- ◆ As a new venture successfully completed two system integration projects for Building Automation.





## COMPANY HIGHLIGHTS

### **BANK CARD DIVISION :**

Development of the terminals with latest technology is finding more and more new applications. Our terminals are being used in the following areas :

- ❖ Retail Chains for loyalty programs
- ❖ Poultry Products Management
- ❖ Utility billings
- ❖ Time and Attendance Management in Educations Institutions
- ❖ On-line sales billings etc.

The Printers developed with the latest technology and new features including blue tooth and biometrics has gained wide acceptance in the following areas :

- ❖ Retail Industry
- ❖ Healthcare Instrumentation
- ❖ Micro Finance
- ❖ Social Security Schemes
- ❖ Ticketing for Trains, Buses etc.
- ❖ Car parking





## COMPANY HIGHLIGHTS

### ISO CERTIFICATE :

# CERTIFICATE



Management system as per  
ISO 9001 : 2008

In accordance with TÜV INDIA procedures, it is hereby certified that

**ADVANCED MICRONIC DEVICES LIMITED**  
No.65, Arun Complex, DVG Road,  
Basavanagudi, Bangalore – 560 004,  
India



applies a quality system in line with the above standard for the following scope

**PCB Layout Design and Supply of PCBs for Electronic Industries.  
CAM Services for PCB Manufacturers**

Certificate Registration No. **QM 08 00415**  
Audit Report No. **Q 2922/2010**

Valid until **03.06.2013**

TÜV INDIA Certification Body

Mumbai, **04.06.2010**

This certification was conducted in accordance with the TÜV INDIA auditing and certification procedures and is subject to regular surveillance audits.

TUV India Pvt. Ltd., 801, Raheja Plaza – 1, L.B.S. Marg, Ghatkopar (W), Mumbai - 400 086, India [www.tuvindia.co.in](http://www.tuvindia.co.in)

