

ADVANCED MICRONIC DEVICES LIMITED**CIN L30007KA1994PLC015445**

Registered Office: A-306, II Floor, Block I, KSSIDC Building, Electronics City, Bangalore-560100.

Website: www.amdlcorp.com, Email: info@amdcorp.com, Email: investorsservices@amdcorp.com

Tel: 080-22540500 Fax: 080-22540545

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Advanced Micronic Devices Limited., will be held on Wednesday, September 7th 2016, at 1.30 PM at Plot No.83, Electronic City, Bangalore – 560 100 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with the Board's Report including Secretarial Audit Report and Auditors Report.
2. To consider appointment of a Director in place of Dr. Suchitra Misra, (Holding DIN:02254365) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To consider and approve appointment of Auditors and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, consent of the Members of the Company be and is hereby accorded to appoint M/s. B.V. Swami & Co., Chartered Accountants, Bangalore (Registration Number 009151S with the Institute of Chartered Accountants of India) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company for audit of financial statements for the financial year 2016-17, at a remuneration to be decided by the Audit, Risk Management Committee of the Board of Directors ("Committee") in consultation with the Auditors."

SPECIAL BUSINESS:**4. Appointment of Mr. Somadas G C as an Independent Director of the Company.**

To consider and if thought fit, to pass with the following resolution as an Ordinary Resolution:

"RESOLVED THAT that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Somadas G.C (Holding DIN: 00678824) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective April 26, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Somadas G.C (Holding DIN: 00678824) as a candidate for the office of Director of the Company, 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 a term up to the conclusion of the Thirty Eight 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 : 29th July 2016**

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 and 4 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 September 05, 2016 to September 07, 2016 (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, M/s. 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. M/s. 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 35TH Annual General Meeting and the Annual Report 2015-16 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. Mr. Vijayakrishna KT, Practicing Company Secretary, Bangalore (Membership No. 1788) has been appointed as Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
20. The Scrutinizer shall within a period of not exceeding Forty Eight hours from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to Chairman or designated Director or KMP of the Company.
21. The results of Annual General Meeting shall be declared Forty Eight hours from the conclusion of the Annual General Meeting. The e-voting along with the Scrutinizer's Report shall be placed on the Company's website www.amdlcorp.com and on the website of Karvy. The results will also be communicated to the Stock Exchange(s) where the Shares of the Company are listed.
22. Further, members may note the following:
 - a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.
23. 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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 September 07, 2016. 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.
24. Additional information pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment / re-appointment at the AGM is as follows:

Name of the Director	Dr. Suchitra Misra	CA. Somadas GC
Date of Birth	04/02/1960	08/09/1952
Date of appointment	31/03/2015	26/04/2016
Relationship with other Director	NA	NA

Expertise in Specific Functional area	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.	Mr.G.C.Somadas has a vast experience, as a practicing Chartered Accountant for over four decades and has a wide exposures in areas of Statutory Audits, Internal Audit, Stock Audit, Revenue Audits and C&AG audits, Tax Audit and various representation before IT Appellate Authorities, Company Law Board, Stock Exchange / SEBI adjudication or arbitration proceeding, RBI & related statutory authorities.
Qualification	Bachelor of Arts with English Honors & Master of Arts in English, Doctorate in Philosophy from Mysore University.	BSc., FCA,
Directorship in other companies	Opto Circuits (India) Ltd., Devon Innovations Pvt Ltd., Puravankara Projects Ltd.,	Opto Circuits (India) Ltd.,
Membership of the Committees of the Board Committees in all Companies	Membership: 7 (Seven) Opto Circuits (India) Ltd., Audit & Risk Management Committee, Nomination & Remuneration Committee Advanced Micronic Devices Ltd., Audit & Risk Management Committee Nomination & Remuneration Committee, Stakeholders Relationship Committee Puravankara Projects Ltd., Audit Committee, Nomination & Remuneration Committee.	Membership: 2 (Two) Chairman of Audit & Risk Management Committee of Opto Circuits (India) Ltd., & Chairman of Audit & Risk Management Committee of Advanced Micronic Devices Ltd.,
Shareholding in the Company*	41,950	NIL

*As on 31st March 2016.

Considering the working knowledge, qualifications and experience of above directors, it would be in the interest of the Company to appoint/re-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 : 29th July 2016

Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No. 3:

Though not statutorily required, the following is being provided as additional information to the members.

Based on the recommendation of Audit and Risk Management Committee, the Board of Directors appointed M/s B.V. Swami & Co, Chartered Accountants, Bangalore as Statutory Auditors for the Financial Year 2015- 2016, to fill up the casual vacancy in place of M/s Anand Amaranth & Associate, Chartered Accountants, Bangalore, with effect from May 30th 2016.

Casual vacancy caused by the reason other than resignation of auditors can be filled up by the Board and Auditor appointed by Board shall hold office till the conclusion of ensuing Annual General Meeting.

As the term of M/s B.V. Swami & Co, Statutory Auditor, comes to an end at the conclusion of ensuing Annual General Meeting, approval of members is sought at the ensuing 35th Annual General Meeting to appoint M/s B.V. Swami & Co, Chartered Accountants, Bangalore as Statutory Auditors for the Financial Year 2016- 17.

M/s B.V. Swami & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company.

Accordingly, ordinary resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key managerial persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4

The Board of Directors vide its resolution dated April 26, 2016 appointed Mr. Somadas GC (DIN: 00678824) as Additional Director of the Company, in the capacity of Independent Director. Mr. Somadas GC holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member proposing the candidature of Mr. Somadas G.C for appointment as Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013. Mr. Somadas G.C has given declarations to the Board of Directors of the Company, meeting the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Somadas G.C fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Independent Director of the Company and is independent of the management.

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.

Except Mr. Somadas G.C, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members.

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

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

Place : Bengaluru

Date : 29th July 2016

ADVANCED MICRONIC DEVICES LIMITED

CIN L30007KA1994PLC015445

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

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

Tel: 080 – 22540500 Fax: 080 22540545

ATTENDANCE SLIP**Venue of the meeting:** Plot No 83, Electronics City, Hosur Road, Bangalore 560 100**Date & Time:** 7th September 2016 at 1.30 PM**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 certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company held on 7th September 2016 at 1.30 PM at No.83, Electronic City, Hosur Road, Bangalore – 560 100.

Signature of Member / Proxy**Note :**

1. Electronic copy of the Annual Report for 2016 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 2016 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 for have requested for a hard copy.

ADVANCED MICRONIC DEVICES LIMITED

CIN L30007KA1994PLC015445

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

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Form No. MGT – 11

FORM OF PROXY

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: 7th September 2016 at 1.30 PM

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;

3. Name: Mr/Mrs.....

Registered address.....

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

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company to be held on Wednesday, September 07, 2016 at 1.30 PM at Plot No.83, Electronic City, Hosur Road, Bangalore – 560100, any adjournment their off in respect of such Resolutions as are indicated below:

SI No	Resolutions	For	Against
01.	Adoption of the audited financial statement of the Company for the financial year ended March 31, 2016 and the Board's Report including Secretarial Audit Report and the Auditors Report thereon		
02.	Re-appointment of Dr. Suchitra Misra, retiring by rotation		
03.	Appointment of Statutory Auditors of the Company.		
04.	Appointment of Mr. Somadas G.C as an 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 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 2016.	<div style="border: 1px solid black; padding: 10px; width: fit-content; margin: 0 auto;"> Affix One Rupee Revenue Stamp </div>
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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 vote's 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 4th September 2016 at 9.00 AM and ends on 6th September 2016 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 31st August 2016, 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. 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
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. E.g. 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	<p>Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in or 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 o the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant ADVANCED MICRONIC DEVICES LIMITED on which you chose 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 LINE” 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 your ‘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 and 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 e-mailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance used should be created using the admin login and password. The Compliance used would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdest.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 favor 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 to helpdesk.evoting@cdslindia.com.