

ADVANCED MICRONIC DEVICES LIMITED**CIN:L30007KA1994PLC015445**

Registered Office: A-306, II Floor, KSSIDC Building, Electronic City, Bangalore – 560 100
Website: www.amdlcorp.com, Email: info@amdlcorp.com, Email: investorsservices@amdlcorp.com
Tel: 080-22540500 Fax: 080-22540545

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting on the Members of Advanced Micronic Devices Limited, will be held on Tuesday, 5th September 2017, at 12.30 PM at Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the financial year ended as on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider appointment of a Director in place of Mr.Vivek Kumar Malhotra (DIN: 07065198) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to appoint Messrs B.V. Swami &Co., Chartered Accountants, Bangalore (Registration Number 009151S) as Statutory Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company, subject to ratification of their appointment by Members at every Annual General Meeting for audit of the financial statements, at a remuneration to be decided by the Audit and Risk Management Committee of the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:**4. Re-appointment of Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084) as an Independent Director;**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of 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 re-enactment thereof for the time being in force), Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084), Independent Director of the Company whose period of office is liable to expire on conclusion of ensuing Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years, to hold office up to the conclusion of the 41st Annual General Meeting of the Company and the term shall not be subject to retirement by rotation.

5. Fees for delivery of any document through a particular mode of delivery to a Member;

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

“RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed there under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 10/- (Rupees Ten Only) per sheet, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the documents to be paid in advance.”

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

**Vivek Kumar Malhotra
Whole-Time Director
DIN:07065198**

Place: Bengaluru

Date: August 01, 2017

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 no 04 - 05 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 31st August 2017 to 5th September 2017 (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 encashed 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 normal working days up to the date of AGM.
17. Members may also note that the notice of the 36th Annual General Meeting and the Annual Report 2016-17 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 cast in favor or against, if any forthwith to Chairman or designated Director or KPM 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 not 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 to 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 papers that may take place at the meeting venue on Tuesday, September 05,2017. 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	Mr. Vivek Kumar Malhotra	Mr.Rajkumar Raisinghani
Date of Birth	23.07.1970	10.06.1952
Date of appointment	13.02.2015	31.12.2005
Relationship with other Director	Nil	NA
Expertise in Specific Functional area	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.	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	Bachelor Degree in Electronics & Industrial Electronic from University of Pune.	Diploma in Electrical Engineering
Directorship in other companies	Nil	1. Opto Circuits (India) Ltd 2. Opto Infrastructure Ltd
Membership of the Committees of the Board Committees in all Companies	Nil	Chairmanship 4 (four) Audit & Risk Management Committee: Advanced Micronic Devices Ltd Opto Infrastructure Ltd Stakeholders Relationship Committee: Opto Circuits (India) Ltd Advanced Micronic Devices Ltd Membership Audit & Risk Management Committee: Opto Infrastructure Ltd
Shareholding in the Company*	Nil	NIL

*As on 31st March 2017.

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.,**

**Vivek Kumar Malhotra
Whole-Time Director
DIN:07065198**

**Place: Bengaluru
Date: August 01, 2017**

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice

Item No. 4

At the 33rd Annual General Meeting held on September 30, 2014, Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084), was appointed as an Independent Director of the Company to hold office till the conclusion of Annual General Meeting to be held in year 2017. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have approved, subject to

Members' approval, re-appointment of Mr. Rajkumar Tulsidas Raisinghani as the Independent Director for a second term of five years to hold office up to the conclusion of the 41st Annual General Meeting of the Company, based on his experience, knowledge and outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the board of a company, and shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in board's report.

In the opinion of the Board of Directors, Mr. Rajkumar Tulsidas Raisinghani fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, for his reappointment as an Independent Director of the Company and is independent of the Management. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member proposing the candidature of Mr. Rajkumar Tulsidas Raisinghani, to be reappointed as Independent Director as per the provisions of the Companies Act, 2013.

Except Mr. Rajkumar Tulsidas Raisinghani being the appointee, or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of a Special Resolution.

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.

Item No. 5

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member

requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommends the Ordinary Resolution at Item no. 5 of this Notice for approval by the Shareholders of the Company.

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.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned in this Resolution.

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

**Vivek Kumar Malhotra
Whole Time Director
DIN:07065198**

Place: Bengaluru

Date: August 01, 2017

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Tel: 080-22540500 Fax: 080-22540545

ATTENDANCE SLIP**Venue of the meeting:** Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100.**Date & Time:** Tuesday, 5th September 2017 at 12.30 PM**PLEASE FILL A ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.**

Name	
Address	
DP ID*	
Client ID*	
Folio No	

*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 36th Annual General Meeting of the Company held on Tuesday, 5th September 2017 at 12.30 PM at Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100.

Signature of Member / Proxy**Note:**

1. Electronic copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail 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 2017 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 e mail id is not registered.

ADVANCED MICRONIC DEVICES LIMITED

CIN:L30007KA1994PLC015445

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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: Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100.

Date & Time: Tuesday, 5th September 2017 at 12.30 PM

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

Name	
Address	
DP ID*	
Client ID*	
Folio No	

*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.....

Registeredaddress.....

EmailId.....Signature

or Failing him/her;

2.Name: Mr/Mrs.....

Registeredaddress.....

EmailId.....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 36th Annual General Meeting of the Company to be held on Tuesday, 5th September 2017 at 12.30 PM at Plot No.83, Electronic City, Hosur Road, Bangalore – 560 100, any adjournment their off in respect of such Resolutions as are indicated below:

SI No	Resolutions	For	Against
01	Adoption of Audited Financial Statements for the year ended 31 March 2017 and reports of the Directors and Auditors thereon		
02	Re-appointment of Mr. Vivek Kumar Malhotra, (DIN:07065198) who retires by rotation		
03	Appointment of Messrs B.V. Swami & Co., Chartered Accountants, Bangalore as Statutory Auditors of the Company		
04	Re-appointment of Mr. Rajkumar Tulsidas Raisinghani (DIN: 01411084) as an Independent Director		
05	Fees for delivery of any document through a particular mode of delivery to a Member		

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 2017.	<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:

- The Proxy to be effective should be deposited at the Registered Office of the Company not less than 48 (FORTY EIGHT HOURS) before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- 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.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her vote's t 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 1st September 2017 at 9.00 AM and ends on 4th September 2017 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 29th August 2017, 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 of the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant ADVANCED MICRONIC DEVICES LIMITED on which you chose to vote.