

ANAND SHENOY & CO.

Chartered Accountants

205, BARTON CENTRE, IInd Floor
No. 84, M. G. ROAD
BANGALORE - 560 001
Ph : 5091708

M/s. OPTO CIRCUITS (INDIA) LIMITED

Plot No. 83, Electronics City, Hosur Road,
BANGALORE-561 229

Dear Sirs,

July 19, 2000

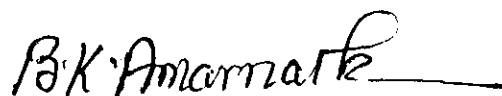
CERTIFICATE OF SOURCES AND DEPLOYMENT OF FUNDS AS ON 18.07.2000**Sources of Funds****(Rs. in Lacs)**

Particulars	Amount
Share Capital	39.80
Share Premium	159.20
Total	199.00

Deployment of Funds**(Rs. in Lacs)**

Particulars	Amount
Additional working capital margin	199.00
Total	199.00

For Anand Shenoy & Co.,
Chartered Accountants


PARTNER.

OFFICE AT : ENKAY COMPLEX, First Floor, Above Vijaya Bank, Keshwapur, Hubli-580023.

☎ : 264590 : 266490 Fax:0836-352492

OPTO CIRCUITS (INDIA) P

NOTICE

Notice is hereby given that the Eight Annual General Meeting of the company ~~will be held on~~ Saturday the 26th Day of April 2000 at 10AM. at the Registered office of the Company at No.53, Electronics City, Hosur Road, Bangalore - 561 229 to transact the following business:

As Ordinary Business:

To approve and adopt the audited statement of accounts together with the Auditors Report and the Directors Report.

To appoint auditors to hold office ~~up to~~ the conclusion of the next annual general meeting and fix their remuneration.

As Special Business:

To consider and if thought fit to pass, with or without modification, the following Resolution, as a special resolution.

RESOLVED that the status of the company be changed from Private to Public.

Further RESOLVED that the Articles of Association of the Company be and are hereby amended by substituting the new set of Articles in place of the existing Articles as per the draft circulated and placed at the meeting.

To consider and if thought fit to pass, with or without modification, the following Resolution, as an ordinary resolution.

RESOLVED that Mr. THOMAS DIETIKER be and is hereby appointed as the director of the company.

To consider and if thought fit to pass, with or without modification, the following Resolution, as an ordinary resolution.

RESOLVED that Mr. JAYESH PATEL be and is hereby appointed as the director of the company.

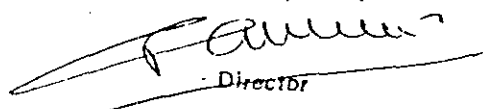
By the Order of the Board

PLACE: Bangalore
Date: 03/04/2000.

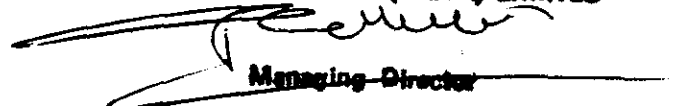
Sd/-
VINOD RAMNANI
DIRECTOR.

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For OPTO CIRCUITS (INDIA) LIMITED


Director

For OPTO CIRCUITS (INDIA) LIMITED


Managing Director

ANNEXURE TO THE NOTICE

Explanatory Statement Under Section 173 of the Companies Act.

The following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying notice.

Item No. 3.

The Board has decided to convert the company into a public limited company by deleting the restrictive clauses in the Articles of Association that are applicable to private limited companies and a new set of Articles is being adopted in place of the existing Articles. The draft of the new set of Articles is enclosed. None of the Directors of the company is interested in the Resolution.

Item No. 4.

Mr. THOMAS DIETIKER be appointed as an additional Director of the company by the Board on 03/04/2000 Under Section 260 of the Companies Act, 1956, he holds office up to the ensuing Annual General Meeting. Mr. Thomas Dietiker bring with him over 17 years Experience in Business development, product Marketing and Engineering of Optoelectronic products and a wide range of related electronic assemblies. Therefore it is proposed to appoint him as a Director of the company. Mr. Thomas Dietiker is interested in the resolution. None of the other Directors of the company is interested in the Resolution.

Item No. 5.

Mr. JAYESH PATEL be appointed as an additional Director of the company by the Board on 03/04/2000 Under Section 260 of the Companies Act, 1956, he holds office up to the ensuing Annual General Meeting. Mr. Jayesh Patel bring with him over 16 years Experience in product design and conception of a multitude of optoelectronic products for the company. Therefore it is proposed to appoint him as a Director of the company. Mr. Jayesh Patel is interested in the resolution. None of the other Directors of the company is interested in the Resolution.

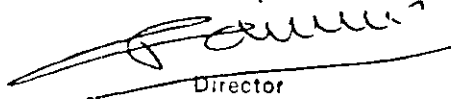
By the Order of the Board

Sd/-
VINOD RAMNANI
DIRECTOR.

PLACE: Bangalore.
DATE: 03/04/2000.

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For OPTO CIRCUITS (INDIA) LIMITED


Director

OPTO CIRCUITS (INDIA) PRIVATE LIMITED.

Directors Report to the Share Holders

Your Directors have pleasure in presenting the Eighth Annual Report of the Company along with the Audited Statement of accounts for the year ending 31/03/2000.

FINANCIAL HIGHLIGHTS:

During the year under review the company registered a turnover of Rs. 1341 lakhs compared to Rs.1367 Lakhs in the previous year. The company has earned a Net Profit Rs.343.16 Lakhs (Previous year Net Profit of Rs.101.11 lakhs) after charging depreciation of Rs.40.88 lakhs (Previous year Rs. 37.62 lakhs). Your directors are confident of achieving better results in the coming years.

DIVIDEND:

As the funds are required by the company for expansion plans, your directors do not propose to declare any dividend for the period under review.

AUDITORS:

The retiring auditors M/s. ANAND SHENOY & CO., Chartered Accountants, who retire at this Annual General Body Meeting, are eligible for re-appointment.

PARTICULAR OF EMPLOYEES U/S 217(2A) OF THE COMPANIES ACT, 1956:

There are 2 nos employees when employed through out the financial year who were in receipt of remuneration aggregating to Rs.6,00,000/- or more Per Annum or when employed for any part of the year who were in receipt of remuneration of Rs.50,000/- or more Per Month

INFORMATION REQUIRED U/S 217(1)(e) OF THE COMPANIES ACT, 1956:**A. CONSERVATION OF ENERGY:**

The company's operations involve low energy consumption, wherever possible, energy conservation measures have been implemented through two generators installed by the Company.

B. TECHNOLOGY ABSORPTION:

The company is employing innovative methods and upto date techniques. No research and development expenditure are incurred on Capital or Revenue Account. The company does not contemplate any technical foreign collaboration, but it will be developing and utilising the inhouse technology.

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For OPTO CIRCUITS (INDIA) LIMITED


Director

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C. FOREIGN EXCHANGE OUTFLOW AND EARNING:

During the year company earned foreign exchange inflow of Rs.13,44,17,769/-. Foreign Exchange out flow during the year was Rs.13,48,12,493/-.

D. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation and thanks to all those engaged in the company to bring it upto this level. They expect continued co-operation in future also.

By the Order of the Board.

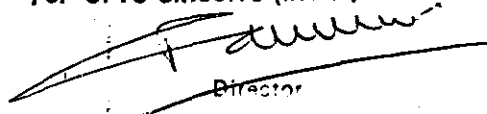
Place: Bangalore
Date: 03/04/2000

Sd/-
VINOD RAI/NANI
DIRECTOR

Report Junction.com

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For OPTO CIRCUITS (INDIA) LIMITED


Director

AUDITORS REPORT

TO THE SHARE HOLDERS OF OPTO CIRCUITS (INDIA) PRIVATE LIMITED.,

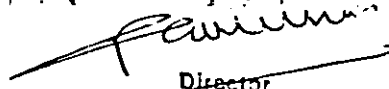
We have audited the attached Balance Sheet of OPTO CIRCUITS (INDIA) PRIVATE LIMITED, as on 31-03/2000 and the Profit & Loss Account for the year ended on that date annexed thereto and report that:-

1. We have obtained all the informations and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion proper books of account as required by law have been maintained by the company so far as it appears from our examination of the books.
3. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
4. In our opinion, the Balance Sheet and the Profit & Loss Account dealt with by this report are in compliance with the Accounting Standards (AS) referred to in Section 211(3C) of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to explanations given to us, the said accounts read together with notes thereon give the information as required under the Companies Act, 1956, in the manner so required and gives a true and fair view:-
 - a) In the case of the Balance Sheet, of the State of Affairs of the company, as on 31/03/2000. and
 - b) In the case of the Profit and Loss account, of the Profit of the Company, for the period ending 31/03/2000.

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For, OPTO CIRCUITS (INDIA) LIMITED,


Director

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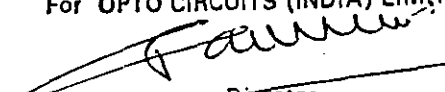
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0. As required by the Manufacturing and other Companies (Auditors Report) order, 1988 u/s 227 (4A) of the Companies Act, 1958, we further report that:

- A) The company has maintained proper records of the Fixed Assets to show full particulars including quantitative details and situations thereof. These fixed assets have been physically verified by the management at reasonable intervals. There were no material discrepancies noticed on such verification.
- B) None of the fixed assets have been revalued during the year.
- C) The physical verification of the finished goods, stores, spare parts and raw materials have been conducted by the management at reasonable intervals.
- D) As per the informations and explanations obtained, the procedure of physical verification of stock followed by the management are reasonable and are adequate in relation to the size of the company and the nature of its business.
- E) There are no material discrepancies noticed on physical verification of stocks as compared to book records.
- F) In our opinion the valuation of the above mentioned stock is fair and proper and in accordance with the normally accepted accounting principles.
- G) The Company has taken unsecured loans from parties listed in the register maintained u/s 301 of the Companies Act, 1958. The company is paying interest on these unsecured loans as per the terms and conditions of the Company. And also the company has taken loan from Directors on which it is not paying any interest. Other than the above, the company has not taken any loans secured or unsecured from any other company or firm as listed in the register maintained under section 301 of the Companies Act, 1958 or from Companies under the same management as defined u/s 370(1B) of the Companies Act, 1958.

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For OPTO CIRCUITS (INDIA) LIMITED


Director

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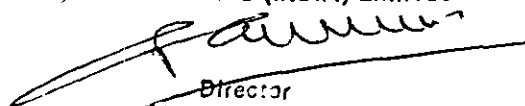
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- H) The Company has granted loans secured or unsecured to the companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956 or to companies under the same management within the meaning of section 370 (1B) of the Companies Act, 1956. Terms and conditions on these loans are prima facie not prejudicial to the interest at the company.
- I) No Advances in the nature of Loans have been given to other parties other than to staff who are repaying the principal as stipulated, and no interest is charged on these advances.
- J) In our opinion and according to the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of stores, raw-materials including components, plant and machinery, equipment and other assets and for the sale of goods.
- K) According to the information and explanations given to us, there are purchase and sale of goods and materials to parties as listed in the register maintained u/s 301 of the Companies Act, 1956, aggregating during the period to Rs. 50,000/- or more in value in respect of each such party. However, these have been made at the prevailing market prices.
- L) As explained to us there were no unserviceable and damaged stores held by the company at the close of the period. Hence, no provision has been made for the same.
- M) The company has not accepted any deposits from the public to which the provisions of section 50 A of the Companies Act, 1956 and the rules made there under apply.
- N) According to the explanations given to us, there are no scrap or by-products generated by the company.

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For, OPTO CIRCUITS (INDIA) LIMITED


Director