

AGM NOTICE

OPTO CIRCUITS (INDIA) LIMITED

Registered Office: Plot No.83, Electronics City, Bengaluru 560100

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Opto Circuits (India) Limited will be held on Monday, 30th September 2013 at 12.00 noon at Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance sheet as at 31st March 2013 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Thomas Dietiker, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. V Balasubramaniam, who retires by rotation and being eligible, offers himself for re-appointment.
4. Dr. William Walter O'Neill retires by rotation and has expressed his intention not to seek re-appointment. The vacancy caused by his retirement is not proposed to be filled up in this meeting.
5. To appoint Messrs. Anand Amarnath and Associates, Chartered Accountants, the retiring auditors of the Company, as the statutory auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of directors to fix their remuneration.

SPECIAL BUSINESS

6. To appoint Mr. Bhaskar Bodapati as Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT, Mr. Bhaskar Bodapati, who was appointed as a Director of the Company by the Board of Directors on 22nd May 2013 and who holds office until the date of this Annual General Meeting in terms of the applicable provisions of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Vinod Ramnani, Managing Director of the Company, be and is hereby authorized to sign and file necessary documents and forms with Registrar of Companies, Karnataka.”

By order of the Board
For Opto Circuits (India) Limited,

VINOD RAMNANI
Chairman and Managing Director

Place: Bengaluru
Date: 13th August 2013

Registered Office: Plot No.83, Electronics City, Bengaluru 560100

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. 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.** A blank proxy form and attendance slip are enclosed with this notice.
2. Members/Proxies are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
3. 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.
4. Explanatory statement as required under Section 173(2) of the Companies Act, 1956 is annexed herewith.
5. The Register of Members and the Share Transfer Books will remain closed from 26th September 2013 to 30th September 2013 (both days inclusive).
6. 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.
7. 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.

8. Members are requested to address all correspondence to the Registrar and Share Transfer Agent of the Company, M/s. Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad 500 081. E-mail: mailmanager@karvy.com
9. 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 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, transferred to the Investor Education and Protection Fund.
10. 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.
11. 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 / affect transfer of shares in physical form.
12. 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.
13. Please register your e-mail id with your Depository Participants for receiving all communications from the Company including Notice of the Annual General Meeting and Annual Reports through electronic mode.
14. Information pursuant to Clause 49 IV (G) of the Listing Agreements about the Directors to be re-appointed are as follows:

Name of the Director	Mr. Thomas Dietiker	Mr. V Balasubramaniam
Date of Birth	13.06.1959	25.11.1957
Date of Appointment	03.04.2000	31.12.2005
Relationship with other Director	NIL	NIL
Expertise in Specific Functional area	The Swiss born Thomas Dietiker, who is an American citizen, is a co-promoter of Opto Circuits (India) Limited established in 1992. Mr. Thomas Dietiker worked with United Detectors Technology, USA as Vice president-Engineering in the year 1990. He co-founded Elekon Industries Pte Ltd at Singapore. His expertise includes implementation of new engineering designs and product marketing plans for the wide range of Opto Electronic Products. He has extensive experience in business development, product marketing, and engineering of Opto Electronic Products and a wide range of related assemblies. Mr.Thomas Dietiker holds a Bachelor of Science Degree in Electronics Engineering from the Technical Institute of Wintherthur, Switzerland. Mr. Thomas Dietiker brings to Opto Circuits extensive experience in business development and a razor sharp sense for M&A. At Opto Circuits (India) Ltd he has been responsible for successful execution of business strategy of targeted marketing and sole source product development. He leads teams across the Group to forge, maintain and renew important OEM relationships.	With over two decades of work experience in International markets, Mr. V Balasubramaniam provides operational and resource management skills to the Company. He is an MBA from Symbiosis Institute of Business Management (Pune), a certified public accountant, a Fellow Chartered Management Accountant (FCMA) and an Associate Member of the Cost and Works Accountants of India.
Qualification	Electronic Engineer	Fellow Chartered Management Accountant, Master in Business Administration and a Member of Institute of Cost and Works Accountants
Directorship in other Companies	Nil	i. Advanced Micronic Devices Ltd ii. Bizpro Solutions Private Ltd iii. Bridge Point Solutions Private Ltd iv. Opto Eurocor Healthcare Ltd
Member of the committee of the Board Committees in all Companies	Nil	Audit Committee of: i. Advanced Micronic Devices Ltd ii. Opto Eurocor Healthcare Ltd iii. Opto Circuits (India) Ltd
Shareholding in the Company*	13,076,150	25,857

* As on 31st March 2013

Considering the working knowledge, qualifications and experience of Mr. Thomas Dietiker and Mr. V. Balasubramaniam, it would be in the interest of the Company to re-appoint them as Directors of the Company.

By order of the Board
For Opto Circuits (India) Limited,

VINOD RAMNANI
Chairman and Managing Director

Place: Bengaluru
Date: 13th August 2013

Registered Office: Plot No.83, Electronics City, Bengaluru 560100

ANNEXURE

ITEM NO.4:

Dr. William Walter O'Neill was appointed as a Director of the Company on 28th September 2006. He is liable to retire by rotation at the 21st Annual General Meeting. Due to his other commitments and pre-occupation he expressed his desire not to seek re-appointment. The Board places on record its appreciation for the long years of guidance, support and advice rendered by Dr. William Walter O'Neill. The vacancy caused by his retirement is not proposed to be filled up in this meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO 6:

Mr. Bhaskar Bodapati was appointed with effect from 22nd May 2013, as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 ('the Act'), read with Article 72 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Mr. Bhaskar Bodapati will hold office up to the date of the ensuing Annual General Meeting. Mr. Bhaskar Bodapati is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act.

Mr. Bhaskar Bodapati is the Senior Director of Finance and Support Services at Bengaluru International Airport Ltd. (BIAL). Having joined the management of the Bangalore International Airport Limited, Mr. Bhaskar Bodapati currently chairs the Executive Committee of the airport and is responsible for the Financial & Accounting, Legal, and Corporate Affairs. Mr. Bhaskar Bodapati is a Chartered Accountant from the Institute of Chartered Accountants of India and having over 29 years of experience. Considering the working knowledge, qualifications and experience of Mr. Bhaskar Bodapati it would be in the interest of the Company to appoint him as a Director of the Company.

It is proposed to appoint Mr. Bhaskar Bodapati as a Director of the Company.

None of the Directors of the Company other than Mr. Bhaskar Bodapati is interested or concerned in the above Resolution.

The Directors propose the Resolution for the approval of shareholders as an Ordinary Resolution.

By order of the Board
For Opto Circuits (India) Limited

VINOD RAMNANI
Chairman and Managing Director



SENSING TECHNOLOGY

ANNUAL REPORT

2012-13

BOARD OF DIRECTORS

Vinod Ramnani, Chairman & Managing Director

Jayesh C Patel, Director

Thomas Dietiker, Director

Dr. Suleman Adam Merchant, Director

V. Balasubramaniam, Director

Dr. Anvay Mulay, Director

Rajkumar Raisinghani, Director

Dr. William Walter O'Neill, Director

Bhaskar Bodapati, Director

BANKERS

State Bank of India

United Bank of India

IndusInd Bank Ltd.

DBS Bank Ltd.

Standard Chartered Bank

HDFC Bank Ltd.

YES Bank Ltd.

ICICI Bank Limited

The Bank of Nova Scotia

COMPANY SECRETARY

Srinatha A.N.

REGISTERED OFFICE

83, Electronics City,

Bengaluru 560 100, Karnataka, India

AUDITORS

Anand Amarnath & Associates

Chartered Accountants,

S-2, II Floor, Gem Plaza,

No. 66, Infantry Road,

Bengaluru 560 001

21ST ANNUAL GENERAL MEETING

Day & Date: Monday, 30th September 2013

Time: 12:00 Noon

Venue: Manipal County

No.65 Singasandra, Off Hosur Road,

Bengaluru 560 068

COMPANY CO-ORDINATES FOR INVESTORS

9am IST- 5pm IST, Weekdays

83, Electronics City,

Bengaluru 560 100, Karnataka, India

T: 91 80 2852 1040/41/42

F: 91 80 2852 1094

E-mail: investorsservices@optoindia.com |

ir@optoindia.com

GROUP WEBSITES

www.optoindia.com | www.amdlcorp.com |

www.cardiacscience.com | www.csiusa.com |

www.devoncath.com | www.eurocor.de |

www.mediaidinc.com | www.nsremedies.com |

www.optoeurocor.com | www.ormedortho.com |

www.unetixs.com |

CHAIRMAN'S STATEMENT

Dear Shareholders,

We have entered the twenty second year of operations of your Company. Our revenues in FY2013 have been at ₹ 2,400 crores. The past year has been a difficult year for your Company and the economy as a whole, with slowdowns seen in Europe, America, Middle East and in the Indian Subcontinent too. Here I am reminded of the famous quote, "When the going gets tough the tough get going."

Every business goes through varying business cycles and your Company being no exception has seen some slowdown in the last financial year. Most down turns are caused by a weakening demand of products; however, in our case the major cause is the stretched working capital cycle which has impacted our cash flows. The silver lining is the excellent order backlog that we enjoy from our loyal customers inspite of acute competition.

The stretched working capital cycle is being addressed through aggressive debtor collections. The credit policy has been tightened to reduce the working capital cycle. We are closely monitoring the recovery status and we see things are getting better and we expect substantial improvement quarter on quarter over the next four quarters. We are also aggressively rationalising our distribution network to improve the working capital cycle further. The asset portfolios are actively reviewed to divest divisions which are not so profitable. We must highlight here that our bankers have been extremely supportive through this difficult phase and are working closely with us on the various short term and long term solutions to address the issues.

Looking forward, our R&D team in Bengaluru along with our global R&D team in the U.S are developing innovative low cost products, suitable for the developing economies. Since the low cost economies like Africa, parts of Asia, parts of Middle East & the Indian subcontinent are the fastest growing markets; these low cost products will bring in the highly sophisticated products at affordable prices to these markets. We see yet another avenue of growth in the new product launches in the Invasive and Non-Invasive segments of our business.

Going ahead, our priority is to consolidate and grow. Consolidation of management structure and manufacturing

bases would be the key to our growth process. The performance linked actions that we expect will benefit the future results of the Company are: ongoing cost reduction, restructuring initiatives across our operations, and divesting of non-core operations.

I am happy to announce that one of our subsidiaries, Eurocor GmbH has entered into a licensing agreement with a leading manufacturer of stenting products to sell our Drug Eluting Balloon range of products through their distribution channels, thereby widening our footprint in these markets. Eurocor's partner - Micell Technologies has received CE Mark Approval for MiStent® SES - Sirolimus Eluting Absorbable Polymer Coronary Stent System. It is a thin - strut stent that features elimination of the coating from the stent in 45-60 days and the complete absorption of the polymer coating within 90 days.

Your Company has high aspirations, which is supported by a robust business model backed by over 100 certified products and over 20 internationally recognized brands, which together have an addressable market opportunity of over US\$ 20 Bn. This will help your Company grow organically for the next few years and regain its past glory.

On this note, I would like to thank all of you for the continued support and also would like to thank our bankers, employees, and all other stakeholders for their excellent support in these difficult times. I am confident that with all this support and our efforts, team Opto will attain greater heights in the years to come.

Sincerely,

VINOD RAMNANI

Chairman and Managing Director

DIRECTOR'S REPORT TO THE SHAREHOLDERS

To
The Members,

We are pleased to present the 21st Annual Report on the business and operations of Opto Circuits (India) Limited, together with the audited financial statements and the Auditor's Report of your Company for the financial period 1st April 2012 to 31st March 2013

FINANCIAL HIGHLIGHTS: OPTO CIRCUITS – STANDALONE

₹ in Lacs

Particulars for the year-ended March 31st	2013	2012
TOTAL REVENUES	69,698.08	67,108.00
Expenditure	45,210.72	43,310.95
Profit before Depreciation	25,148.51	24,402.23
Depreciation	661.15	605.19
Profit before Tax	24,487.36	23,797.04
Provision for Taxation	382.99	320.51
Profit for the year	24,104.37	23,476.54
APPROPRIATIONS		
Proposed Dividend		7,269.58
Tax on Dividend		1,179.31
Surplus carried to Balance Sheet	24,104.37	15,027.65

OPERATIONS

Standalone Total Revenues are at ₹ 69,698.08 lacs for the year ended 31st March, 2013 as against ₹ 67,108.00 lacs for the corresponding period of FY2012, a growth of 3.86%. Standalone Profit after Tax for the year ended 31st March, 2013 is at ₹ 24,104.37 lacs, as against ₹ 23,476.54 for the corresponding period of FY2012.

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year 2012-13 and the date of this report.

DIVIDENDS

Your Directors have not recommended any dividend for the year ended 31st March 2013.

ISSUE OF PREFERENTIAL SHARES

During the year, the Company had approved to issue and allot upto 20,00,000 (Twenty Lakh) share warrants to Mr. Vinod Ramnani, promoter of the Company, on Preferential

basis. Each share warrant convertible into one equity share of the Company. Pursuant to Sec 192A of the Companies Act, 1956, read with the Companies (Passing of the Postal Ballot) Rules, 2011 approval of the shareholders was sought through Postal Ballot in respect to issuance of share warrants to Mr. Vinod Ramnani, promoter of the Company. The said resolutions had been passed by the Shareholders of the Company with the requisite majority. Due to non-receipt of in-principal approval from Stock Exchange, the Company has not issued Share warrants to Mr. Vinod Ramnani.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 2,500 lacs to General Reserves out of the amount available for appropriation. An amount of ₹ 67,342.01 lacs is proposed to be retained in the Profit and Loss Account.

GROUP FINANCIAL HIGHLIGHTS: OPTO CIRCUITS – CONSOLIDATED

₹ in Lacs

Particulars for the year-ended March 31st	2013	2012
TOTAL REVENUES	240,666.39	237,041.59
Expenditure	192,522.88	179,955.24
Profit before Depreciation	48,143.52	57,086.35
Depreciation	9,595.14	5,462.75
Profit before Tax	38,548.38	51,623.60
Provision for Taxation	312.19	-5,716.42
Profit for the year	38,236.19	57,340.02
APPROPRIATIONS		
Proposed Dividend	0	7,290.86
Tax on Dividend	0	1,187.87
Minority Interest	254.72	152.07
Surplus carried to Balance Sheet	37,981.47	48,709.22

As stipulated in the listing agreement with the stock exchanges, the consolidated financial statements have been prepared by the Company in accordance with the relevant accounting standards issued by the Institute of Chartered Accountants of India. The audited consolidated financial statements, together with the Auditor's Report, thereon, form part of the Annual Report.

OPERATIONS

Consolidated revenue are at ₹ 240,666.39 lacs for the year ended 31st March, 2013 as against ₹ 237,041.59 lacs for the corresponding period of FY2013, a growth of 1.52%. Consolidated Profit after Tax for the year ended 31st March, 2013 is at ₹ 38,236.19 lacs, as against ₹ 57,340.02 lacs for the corresponding period of FY2012 a degrowth of 33%. Earnings per Share for the year-ended 31st March 2013 is at ₹ 15.67 (Basic).

INVESTMENT BY OPTO CIRCUITS (INDIA) LTD.

As on 31st March 2013, your Company had nine direct subsidiary companies, listed as under:

Sl. No.	Name of the Company	Country of Incorporation	% Holding
1.	Advanced Micronic Devices Ltd.	India	59.71%
2.	Opto Eurocor Healthcare Ltd.	India	96.85%
3.	Mediaid Inc.	USA	100%
4.	Ormed Medical Technology Ltd.	India	100%
5.	Devon Innovations Pvt. Ltd.	India	100%
6.	Opto Infrastructure Ltd.	India	87.20%
7.	Opto Circuits (Malaysia) Sdn. Bhd	Malaysia	100%
8.	Maxcor LifeScience Inc	USA	100%
9.	Opto Cardiac Care Ltd.	India	100%

SUBSIDIARY COMPANY ACCOUNTS

Ministry of Corporate Affairs, Government of India, in their vide General Circular No.2/2011, dated 8th February 2011, granted a general exemption from attaching various documents in respect of subsidiary companies, as set out in sub-section (1) of Section 212 of the Companies Act, 1956. Accordingly, the Balance Sheet, Profit and Loss Accounts and other documents of the subsidiary companies are not being attached with the Annual Report of the Company. Financial information of the subsidiary companies, as required under the said Circular, is disclosed in the Annual Report.

The Company will make available the annual accounts of subsidiary companies and the related detailed information to any investor, of holding and of subsidiary companies, seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept open for inspection by any investor at the registered office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements presented by the Company include financial results of its subsidiaries.

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

The medical device industry consists of firms that produce a wide range of products used for diagnosis and treatment of ailments. The medical device industry comprises surgical, cardiovascular, home healthcare, patient monitoring & general medical devices. The industry is highly fragmented, and North America dominates with over 40% of the global market.

The demand for medical devices in the developed countries like US, Europe, Japan, Canada, and the US remains steady, while low cost economies like Africa, China, Brazil, parts of Asia, parts of Middle East and the Indian Subcontinent are growing very fast. The populous low cost economies that are fast growing are promising target markets for medical devices.

India shows potential for the medical device sector due to its strong private healthcare system, growing middle class with increasing income levels, change in the disease profiles (lifestyle diseases), greater penetration of health insurance, government focus on healthcare infrastructure development and rising awareness of personal healthcare.

The medical device market continues to be a highly dynamic industry undergoing constant change. Last year has been a challenging year for the medical device industry because of the macroeconomic factors in European Union, US and parts of Far East and Middle East.

As per industry analysts, global Medical Device market is expected to reach \$440Bn by 2018. The main factors contributing to this growth are the ageing population and lifestyle related diseases which are driving medical device demand worldwide, making the industry fairly recession proof.

On the flip side, the MedTech industry is currently beleaguered by several issues including the 2.3% medical device excise tax in U.S on account of Affordable care Act, pricing concerns,

declines in hospital admission and procedural volume from economic uncertainties, medicare reimbursement issues and regulatory overhang. Consequently, for the long term stability of the medical device manufacturing companies, cutting costs and internal resource management have become more critical to market viability than just growing top line.

Given the macroeconomic and regulatory factors addressed herein, only companies who are able to adapt in order to provide clinically superior products in a cost effective manner to the market will succeed. Innovation is the lifeline for the medical device companies.

Fortunately, Opto Circuits is strategically positioned to continue going from strength to strength, by focusing on both developed and emerging economies with its diverse product portfolio and organic growth initiatives for the foreseeable future supported by its R&D team designing products for the developing economies.

COMPANY OVERVIEW

Opto Circuits India Ltd. (OCIL) is a multinational medical device Company headquartered out of Bengaluru, India. The Company is into designing, developing, manufacturing, marketing and distributing a range of medical products that are used by healthcare establishments in more than 150 countries. It is a vertically integrated group that specializes in primary, acute and critical care products for the global markets.

Opto's Group companies such as Cardiac Science, Criticare, Eurocor, and Unetixs Vascular are leaders in emergency cardiac care equipment, vital signs monitors, sensing technologies and vascular treatments.

OCIL run facilities and offices in North America, Europe and Asia. The Company's USFDA listed and CE marked products are marketed in - European Union, North and South America, Middle East, Asia and Asia-Pacific through a set of approx 1,300 distributors which indicates a Strong Global Distribution network of the Company. The Company also sells through direct and indirect sales channels across many emerging and developing economies.

The Company has almost 100 certified products, over 20 internationally recognized brands, which together have an addressable market opportunity of over US\$ 20 Bn.

Company's competitive strength lies in its strong business model, low cost structure, strong IPs, wide product portfolio, highly respected internationally recognized brands, diversified geographical presence and de-risked manufacturing in three countries.

The Company acquired 11 companies in last decade which not only added to the revenue streams and contributed to growth but has increased the addressable market significantly and gave extremely lucrative opportunities to leverage the global distribution network.

Going forward, the Company is aggressively working on cost cutting measures by integrating operations and relocating manufacturing to low cost centers like India and Malaysia. We have also tightened the credit policies to our distributors to shorten the working capital cycle.

These and other efforts over the next few quarters will help in creating the intrinsic value for the Company in the coming years.