

# AGM NOTICE

## OPTO CIRCUITS (INDIA) LIMITED

CINL85110KA1992PLC013223

Registered Office: Plot No.83, Electronics City, Bengaluru – 560 100

Website: www.optoindia.com Email id: oci@optoindia.com, Email: investor's relations id- investorservices@optoindia.com

Tel: 080-28521040-41-42 Fax: 080-28521094

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of OPTO CIRCUITS (INDIA) LIMITED will be held on Tuesday, the 30th September, 2014 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, 2014 and the Statement of Profit and Loss for the year ended and the Report of the Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Jayesh Chandrakant Patel (DIN: 01338843), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Thomas Dietiker (DIN: 01424625), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company:  
"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Anand Amarnath and Associates, Chartered Accountants (Firm Registration No. 000121S), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Fifth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of re-appointment by the members at every AGM held after this AGM) at such remuneration as may be determined by the Board of Directors of the Company."

### SPECIAL BUSINESS

5. Appointment of Mr. Rajkumar Tulsidas Raisinghani as an Independent 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 pursuant to the provisions of Sections 149,150,152,160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment thereof and any Rules made there under, for the time being in force) and Clause 49 of the Listing Agreement, Mr.Rajkumar Tulsidas Raisinghani (DIN: 01411084), Director of the Company, whose office is liable to retirement by rotation as per the Companies Act 1956 and who has submitted a declaration that he meets criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, 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 the term up to 30th September 2017."

6. Appointment of Dr.Anvay Vinayak Mulay as an Independent 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 pursuant to the provisions of Sections 149,150,152,160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications or re-enactment thereof and any Rules made there under, for the time being in force) and Clause 49 of the Listing Agreement, Dr.Anvay Vinayak Mulay (DIN: 01479415), Director of the Company, whose office is liable to retirement by rotation as per the Companies Act 1956 and who has submitted a declaration that he meets criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, 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 the term up to 30th September 2017."

7. To approve Borrowing Powers of the Company.

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

"RESOLVED THAT in supersession of the Resolution passed by the Members of the Company at the 17th Annual General Meeting of the Company held on September 29,2009 and Pursuant to Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013(corresponding to Section 293(1)(d) of the Companies Act 1956) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, for the purpose of the Company on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves, provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs.1500 Crores (Rupees One thousand Five Hundred Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements as maybe required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem fit, necessary or proper."

8. To approve creation of security by way of mortgage, charge etc.

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

“RESOLVED THAT in supersession of the Resolution passed by the Members of the Company at the 17th Annual General Meeting of the Company held on September 29,2009 and Pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013(corresponding to Section 293(1)(a) of the Companies Act 1956) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “the Board”, which term shall include its committees constituted for the purpose) to create mortgages/charges on all or any of the movable and or immovable properties and assets , both present and future or on the whole or substantially the whole of the undertaking or undertakings of the Company, exclusively or ranking *pari-passu* with or second or subservient or subordinate to the mortgages /charges, if any, already created or to be created in future by the Company, for securing any loans and/or advances and /or issue of debentures /bonds and /or guarantees and /or any financial assistance or obligations obtained /undertaken /made or that may be obtained/undertaken/made by the Company and / or any one or more of its subsidiary/group company both present and that which may be established or acquired by the Company in future, in India or abroad, with power to take over the management, business and undertaking of the Company in certain events of defaults, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total outstanding amount at any time so secured together with interest thereon, and further interest, costs, expenses remuneration and other monies payable in connection therewith shall not exceed Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores only) over and above the paid up capital and free reserves and

RESOLVED FURTHER THAT the mortgages/charges created by the Company so far be and are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to and cause to prepare, finalize, approve and execute on behalf of the Company all documents, deeds, agreements, declarations, undertakings and writings as may be necessary and /or expedient for giving effect to the foregoing resolution and to vary and /or alter the terms and conditions of the security created/ to be created as aforesaid as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the above powers to a Committee of Directors or any one of the Executives or any Principal Officer of the Company and generally to do all acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

By order of the Board

**For OPTO CIRCUITS (INDIA) LIMITED,**

**Vinod Ramnani**

Chairman & Managing Director

**Place:** Bengaluru

**Date:** August 12, 2014

Registered Office: Plot No.83, Electronic City, Bengaluru – 560 100

CIN L85110KA1992PLCO13223

Website: www.optoindia.com Email id: oci@optoindia.com

Email: investor's relations id- investorservices@optoindia.com

## 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.  
Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with applicable Rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the company carrying voting right, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
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 pursuant to Section 102 of the Companies Act, 2013 with respect of business under Item Nos. 5 to 8 as set out in the Notice is annexed hereto.
5. Pursuant to the provisions of Section 91, the Companies Act, 2013 The Register of Members and the Share Transfer Books will remain closed from 26th September 2014 to 30th September 2014 (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(5) and 205(C ) 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. 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.
15. Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35 B of the listing agreement, we are providing facility of e-voting to all members as per the applicable Regulations relating to e-voting. 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 voting that may take place at the meeting venue on September 30, 2014.
16. Information pursuant to Clause 49 IV (G) of the Listing Agreements about the Directors to be re-appointed is as follows:

Name of the Director	Mr.Jayesh Chandrakant Patel	Mr.Thomas Dietiker
Date of Birth	11.12.1961	13.06.1959
Date of Appointment	03.04.2000	03.04.2000
Relationship with other Director	Nil	Nil
Expertise in Specific Functional area	Mr. Jayesh C Patel brings with him more than two decades of engineering and R&D expertise to the Company's product line. He has been instrumental in the product design and conception of a multitude of Opto Electronic Products.	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 of 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.
Qualification	BS in Electronic Engineering	Electronic Engineer
Directorship in other Companies	Opto Eurocor Healthcare Limited	Nil
Member of the committee of the Board Committees in all Companies	Nil	Nil
Shareholding in the Company*	11815983	13076150

\*- As on 31st March 2014

Considering the working knowledge, qualifications and experience of Mr.Jayesh Chandrakant Patel and Mr. Thomas Dietiker 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 & Managing Director

**Place:** Bengaluru  
**Date:** August 12, 2014  
Registered Office: Plot No.83, Electronic City, Bengaluru – 560 100  
CIN L85110KA1992PLC013223  
Website: www.optoindia.com Email id: oci@optoindia.com  
Email: investor's relations id- investorservices@optoindia.com

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Item No. 5 to 6

The Company had appointed Mr. Rajkumar Tulsidas Raisinghani and Dr.Anvay Vinayak Mulay, as Non-Executive Directors, liable to retire by rotation under the Companies Act, 1956. These Directors are also Independent Directors pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

Mr. Rajkumar Tulsidas Raisinghani and Dr.Anvay Vinayak Mulay are liable to retire by rotation at the ensuing AGM.

In accordance with the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every Listed Public Company is required to have at least one-third of the total number of directors as Independent Directors who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors for a term of consecutive three years with effect from the date of Annual General Meeting i.e. September 30, 2014. The Company has received consent from these Independent Directors and also declaration confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement with the Stock Exchanges.

Notices have been received from Members proposing their candidature for the office of Directors of the Company.

In the opinion of the Board, Mr. Rajkumar Tulsidas Raisinghani and Dr.Anvay Vinayak Mulay, fulfill the conditions specified in the Companies Act,2013 and Rules made there under, for their appointment as Independent Directors of the Company and are independent of the management. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that their continued association would be of immense benefits to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution for appointment of Mr. Rajkumar Tulsidas Raisinghani and Dr.Anvay Vinayak Mulay as Independent Directors. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Except Mr.Rajkumar Raisinghani and Dr.Anvay Mulay, and their relatives, none of the Directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in item numbers 5 to 6 of this Notice.

The Board recommends the Ordinary Resolutions as set out at item numbers 5 to 6 of the Notice for approval by the shareholders.

Brief profile along with other details of the Independent Directors are provided herewith:

Name of the Director	Mr. Rajkumar Tulsidas Raisinghani	Dr.Anvay Vinayak Mulay
Date of Birth	10.06.1952	03.05.1961
Date of Appointment	31.12.2005	31.12.2005
Relationship with other Director	Nil	Nil
Expertise in Specific Functional area	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.	A renowned cardio-thoracic and vascular surgeon. He has been contributing to this specialized field for more than two decades. Currently, he is Senior Consultant Cardiac Surgeon at Fortis Hospitals Ltd, Mulund, Mumbai. He has headed the Department of Audit Cardiac Surgery at the Kokila Ben Hospital, Mumbai and the Department of Cardiac Surgery at the Caribbean Heart Care Hospital in Trinidad and Tobago for three years. He has also been Director of Cardiac Surgery at Mahavir Heart Hospital, Surat and National Heart Institute in Pune. Dr. Anvay Mulay completed his MBBS and Master of Science (General Surgery) from Mumbai University and Master of Chirurgy (MCh)-Cardiovascular and Thoracic Surgery from Mumbai University. He received a fellowship in Cardiac Surgery at St Vincen't in Portland Oregon, USA. He worked as a Consultant Cardiac Surgeon in Leeds General Infirmary, Leeds UK.
Qualification	Diploma in Electrical Engineering	MBBS,MS(General Surgery).
Directorship in other Companies	1. Advanced Micronic Devices Ltd 2. Opto Infrastructure Ltd 3. Opto Eurocor Healthcare Ltd	1. Advanced Micronic Devices Ltd 2. Opto Eurocor Healthcare Ltd 3. Opto Cardiac Care Ltd
Member of the committee of the Board Committees in all Companies	Membership: 7 (Seven) Audit Committee: 3 (Three) Opto Circuits (India) Ltd Advanced Micronic Devices Ltd Opto Eurocor Healthcare Ltd Stakeholders Relationship Committee: Membership: 2 (Two) Opto Circuits (India) Ltd Advanced Micronic Devices Ltd Chairmanship: 1 (One) Opto Eurocor Healthcare Ltd Nomination & Remuneration Committee: Membership: 2 (Two) Opto Circuits (India) Ltd Advanced Micronic Devices Ltd	Membership: 1 (one) Stakeholders Relationship Committee: Opto Eurocor Healthcare Ltd
Shareholding in the Company*	24700	4325

\*As on 31st March 2014

Item No.7 & 8

The Members of the Company at their 17th Annual General Meeting held on September 29, 2009 approved the Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 authorizing the Board of Directors of the Company to borrow up to Rs 1000 Crores (Rupees One Thousand Crores only) and also approved creation of security for such borrowings under section 293 (1) (a) of the Companies Act,1956.

The corresponding provisions i.e. Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 are effective from September 12, 2013 which require approval of the Shareholders by way of Special Resolutions.

According to the Ministry of Corporate Affairs' General circular No 04/2014 dated: - March 25, 2014, the aforementioned Resolutions passed under the Companies Act, 1956 is valid up to one year from the commencement of new provisions.

Hence it is proposed to seek fresh approval from the Shareholders by way of Special Resolutions in terms of provisions of the Section 180(1)(c) and 180(1)(a), Companies Act, 2013 and with an enhanced limit up to, not exceeding Rs.1500 Crores. The additional borrowing as proposed is towards the operational needs and business purposes of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolutions set out at Item No. 7 & 8 of the Notice

By order of the Board

**For OPTO CIRCUITS (INDIA) LIMITED,**

**Vinod Ramnani**

Chairman & Managing Director

**Place:** Bengaluru

**Date:** August 12, 2014

Registered Office: Plot No.83, Electronic City, Bengaluru - 560 100

CIN L85110KA1992PLC013223

Website: www.optoindia.com Email id: oci@optoindia.com

Email: investor's relations id- investorservices@optoindia.com

## OPTO CIRCUITS (INDIA) LIMITED

CINL85110KA1992PLC013223

Registered Office: Plot No.83, Electronics City, Bengaluru – 560 100

Website: www.optoindia.com Email id: oci@optoindia.com

Email: investor's relations id- investorsservices@optoindia.com

Tel: 080-28521040-41-42 Fax: 080-28521094

### ATTENDANCE SLIP

Venue of the meeting: Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068

Date & Time: 30th September 2014, at 12.00 Noon

#### PLEASE FILL 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 22nd Annual General Meeting of the Company held on 30th September 2014, at 12.00 Noon at Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068.

\_\_\_\_\_  
Signature of Member / Proxy

Note: 1. Electronic copy of the Annual Report for 2014 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 2014 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 or have requested for a hard copy.



# OPTO CIRCUITS (INDIA) LIMITED

CINL85110KA1992PLC013223

Registered Office: Plot No.83, Electronics City, Bengaluru - 560 100

Website: www.optoindia.com Email id: oci@optoindia.com

Email: investor's relations id- investorsservices@optoindia.com

Tel: 080-28521040-41-42 Fax: 080-28521094

## 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: Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068

Date & Time: 30th September 2014, at 12.00 Noon

### PLEASE FILL 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 Shares of Opto Circuits (India) 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 vote (for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on 30th September 2014, at 12.00 Noon and at any adjournment thereof).

\*\* I / We direct my / our proxy to vote on the resolution(s) in the manner as indicated below:

SI. No.	Resolutions	For	Against
1.	Adoption of Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended together with the Reports of the Directors' and Auditors thereon.		
2.	Re-appointment of Mr. Jayesh Chandrakant Patel as Director.		
3.	Re-appointment of Mr. Thomas Dietiker as Director.		
4.	Appointment of M/s. Anand Amarnath and Associates, Chartered Accountants as Statutory Auditors of the Company.		
5.	Appointment of Mr. Rajkumar Tulsidas Raisinghani as an Independent Director.		
6.	Appointment of Dr. Anvay Vinayak Mulay as an Independent Director.		
7.	To approve borrowing powers of the Company.		
8.	To approve creation of security by way of mortgage, charge etc.		

Signed this..... day of..... 2014

Affix a One  
Rupee Revenue  
Stamp

Signature of shareholder

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

**NOTES:**

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or member.
5. 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.
6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
7. In case a member wishes his / her votes to be used differently, he / she should indicate the number of shares under the column "For" or "Against" as appropriate against any or all the Resolutions, the proxy will be entitled to vote in the manner he / she thinks appropriate.

\*\* This is optional. Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he /she thinks appropriate.