

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 advise 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

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

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

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

Particulars for the year-ended March 31st	₹ in Lacs	
	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

Particulars for the year-ended March 31st	₹ in Lacs	
	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.

RESULTS OF OPERATIONS

PROFIT AND LOSS ACCOUNT - STANDALONE

The following table sets forth selected financial data from our audited Standalone Profit and Loss statement, the components of which are also expressed as a percentage of our Total Income for the periods indicated:

₹ in Lacs

Particulars for the year ended March 31st	2013	% of Total Income	2012	% of Total Income
INCOME				
Sales	69,925.35	100.33	66,974.17	99.80%
Other Income	(227.27)	(0.33)	133.83	0.20%
TOTAL	69,698.08	100.00%	67,108.00	100.00%
EXPENDITURE				
Manufacturing Expenses	40,529.12	-	38,155.14	-
Increase / Decrease in WIP & FG	(398.88)	-	(1,345.65)	-
Net Manufacturing Expenses	40,130.24	57.58%	36,809.49	54.85%
Administrative & Selling Expenses	2,219.07	3.18%	2,230.80	3.33%
Financial Expenses	2,200.26	3.16%	3,665.47	5.46%
Depreciation	661.15	0.95%	605.19	0.90%
TOTAL	45,210.72	64.87%	43,310.95	64.54%
Profit before Tax	24,487.36	35.13%	23,797.04	35.46%
Provision for Taxation	382.99	0.55%	320.51	0.48%
Profit after Tax	24,104.37	34.58%	23,476.54	34.98%

INCOME

Total Turnover

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Sales	69,925.35	66,974.17
Other Income	(227.27)	133.83
Total Income	69,698.08	67,108.00

Sales increase of 4.41% FY 2013 over FY 2012 is driven by a strong growth in the supply of consumable sales to OEM partners and for the Mediaid and Criticare brands of patient monitors.

OTHER INCOME

Other Income which was ₹ 133.83 lakhs in FY 2012 is ₹(227.27) lakhs in FY 2013. Major components of other income comprise of income/loss from foreign exchange fluctuations.

EXPENDITURE

NET MANUFACTURING EXPENSES

Particulars	31.03.2013	31.03.2012
Manufacturing Expenses	39,589.92	37,701.89
Less: (Inc)/Dec in WIP & Finished Goods	(398.88)	(1,345.65)

₹ in Lacs

Factory Expenses	939.20	453.25
Total Expenses	40,130.24	36,809.49
Total Expenses as % of Income	57.58%	54.85%

Factory expenses of ₹ 939.20 lacs in FY 2013 vs ₹ 453.25 lacs in FY 2012 is due to increase in expenses towards Research & Development.

ADMINISTRATIVE AND SELLING EXPENSES

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Administrative Expenses	799.12	899.39
Staff Expenses	953.36	825.49
Selling Expenses	466.60	505.92
Total Expenses	2,219.07	2,230.80
Total Expenses as % of Income	3.18%	3.33%

FINANCIAL EXPENSES

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Financial charges	2,200.26	3,665.47
Total	2,200.26	3,665.47
Total Expenses as % of Income	3.16%	5.46%

In FY 2013, financial expenses largely comprised interest cost on working capital.

PROFIT BEFORE DEPRECIATION, INTEREST AND TAX (PBDIT)

Particulars	₹ in Lacs	
	31.03.2013	31.03.2012
Profit before Depreciation, Interest & Tax	27,348.77	2,8067.71
Profit before Depreciation, Interest & Tax as % of Total Income	39.24%	41.82%

NET PROFIT AFTER TAX

Particulars	₹ in Lacs	
	31.03.2013	31.03.2012
Net Profit after Tax	24,104.37	23,476.54
Net Profit after Tax as % of Total Income	34.58%	34.98%

BALANCE SHEET- STAND ALONE

Particulars	₹ in Lacs	
	As at March 31 2013	As at March 31 2012
EQUITY AND LIABILITIES		
Share Holders Funds		
(a) Share Capital	24,231.94	24,231.94
(b) Reserve and Surplus	1,21,183.26	97,078.88
	1,45,415.20	12,1310.82
Non -Current Liabilities		
(a) Long Term Borrowings	0.63	800.40
	0.63	800.40
Current Liabilities		
(a) Short- term borrowings	80,078.03	6,4124.48
(b) Trade payables	5,440.73	1,212.60
(c)Other Current Liabilities	16,473.42	4,587.04
(d) Short-term provisions	103.59	8,523.18
	1,02,095.77	78,447.30
Total	2,47,511.61	200,558.52
ASSETS		
Non-Current Assets		
(a) Fixed Assets		
(i)Tangible assets	12,090.02	7,389.33
(ii)Intangible assets	-	0.49
(iii)Capital work-in-progress	128.83	128.39
(iv)Intangible assets under development	0	0
	12,218.85	7,518.21
(b) Non-current investments	38,166.46	38,166.46
(c) Deferred tax assets (net)	34.89	30.19
(d) Other non-current assets	736.58	15,468.14
	38,937.93	53,664.80
Current Assets		
(a) Inventories	36,052.72	26,544.73
(b) Trade Receivables	58,426.22	25,733.40
(c) Cash and Cash Equivalent	216.03	4,559.74
(d) Short-term-loans and advances	1,01,638.83	82,537.64
(e) Other current assets	21.02	
	1,96,354.82	139,375.51
Total	2,47,511.61	200,558.52

NET WORTH

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Share Capital	24,231.94	24,231.94
Reserves & Surplus	121,183.26	97,078.88
Net Worth	145,415.20	121,310.82

The Increase in networth is Rs. 24,104.38 lacs.

LOAN FUNDS

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Short Term Borrowings	80,078.03	64,124.48
Long Term Borrowings	1,275.34	1,624.07
Total Loan Funds	81,353.37	65,748.55

FIXED ASSETS

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Total Net Block	12,218.85	7,518.21

RAW MATERIAL INVENTORY

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Raw Materials & Consumables	27,331.46	18,222.35
Number of days to consumption	252	176

FINISHED GOODS [FG] AND
WORK-IN-PROCESS[WIP]

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Finished Goods and WIP	8,721.26	8,322.39
Number of days to sales	46	45

DEBTORS

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Debtors	58,426.22	25,733.40
Number of days to sales	305	140

Delay in receiving payments from distributors in Europe & Asia, because of difficult market conditions has increased the debtor's days.

CURRENT LIABILITIES

₹ in Lacs

Particulars	31.03.2013	31.03.2012
Trade payables	5,440.73	1,212.60
Other current liabilities	15,198.71	3,763.37
Short-term provisions	103.59	8,523.18
Total Current Liabilities	20,743.04	13,499.15
Number of days to sales	108	74

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

PROFIT & LOSS ACCOUNT - CONSOLIDATED

Particulars for the year ended March 31st	2013	% of Total Income	2012	% of Total Income
INCOME				
Sales	239,935.47	99.70%	235,685.43	99.43%
Other Income	730.92	0.30%	1,356.15	0.57%
TOTAL	240,666.39	100.00%	237,041.59	100.00%
EXPENDITURE				
Cost of materials consumed	138,900.36	-	134,077.56	-
Increase/Decrease in W I P & Finished Goods	(42,501.22)	-	(2,163.50)	-
Net Manufacturing Expenses	134,650.14	55.95%	131,914.06	55.65%
Employee benefit expense	19,969.34	8.30%	18,658.94	7.87%
Financial Cost	10,923.55	4.54%	5,919.75	2.50%
Depreciation/Amortisation	9,595.14	3.99%	5,462.75	2.30%
Other Expenses	25,830.95	10.73%	23,462.49	9.90%
Extraordinary Items	1,148.90	0.48%	-	-
TOTAL	202,118.01	83.98%	185,417.99	78.22%
Profit for the year before Tax	38,548.38	16.02%	51,623.59	21.78%
Provision for Taxation	312.19	0.13%	(5,716.42)	-2.41%
Profit After Tax	38,236.19	15.89%	57,340.02	24.19%

INCOME

Total Turnover

Particulars	31.03.2013	31.03.2012
Sales	239,935.47	235,685.43
Other Income	730.92	1,356.15
Total Income	240,666.39	237,041.59

FINANCIAL EXPENSES

Particulars	31.03.2013	31.03.2012
Financial Charges	10,923.55	5,919.75
Total	10,923.55	5,919.75
Financial expense as % of Income	4.54%	2.50%

EXPENDITURE

MANUFACTURING EXPENSE

Particulars	31.03.2013	31.03.2012
Manufacturing Expenses	138,900.36	134,077.56
Less: (Inc)/Dec in WIP & Finished Goods	(4,250.22)	(2,163.50)
Total expense	134,650.14	131,914.07
Total expense as % of Income	55.95%	55.65%

DEPRECIATION & AMORTISATION

Particulars	31.03.2013	31.03.2012
Depreciation & Amortisation	9,595.14	5,462.75
Total	9,595.14	5,462.75
Depreciation & Amortisation as % of Income	3.99%	2.30%

STAFF & OTHER EXPENSE

Particulars	31.03.2013	31.03.2012
Staff Expenses	19,969.34	18,658.94
Other Expenses	25,830.95	23,462.49
Total	45,800.29	42,121.43
Total expense as % of Income	19.03%	17.77%

PROFIT BEFORE DEPRECIATION, INTEREST AND TAX (PBDIT)

Particulars	31.03.2013	31.03.2012
Profit before Depreciation, Interest & Tax	59,067.06	63,006.10
PBDIT as % of Income	24.54%	26.58%

CASH PROFIT AFTER TAX

Particulars	31.03.2013	31.03.2012
Cash Profit after Tax	47,831.33	62,802.77
Cash profit after Tax as % of Income	19.87%	26.49%

NET PROFIT

Particulars	31.03.2013	31.03.2012
Net Profit after Tax	38,236.19	57,340.02
Net Profit as % of Income	15.89%	24.19%

BALANCE SHEET- CONSOLIDATED

Particulars	As at March 31 2013	As at March 31 2012
EQUITY AND LIABILITIES		
(a) Share Capital	24,231.94	24,231.94
(b) Reserves and Surplus	183,960.69	145,700.76
	208,192.63	169,932.70
Minority Interest	2,058.89	1,804.17
Non-Current Liabilities		
(a) Long-term borrowings	22,574.94	29,686.90
(b) Deferred tax liabilities (Net)	-	-
(c) Long term provisions	274.63	292.20
	22,849.57	29,979.09
Current Liabilities		
(a) Short-term borrowings	109,467.70	76,446.03
(b) Trade payables	40,841.73	20,672.36
(c) Other current liabilities	42,833.32	32,710.00
(d) Short-term provisions	7,027.50	21,581.26
	200,170.25	151,409.64
Total	433,271.34	353,125.61
ASSETS		
Non-current assets		
(a) Fixed assets		
(i) Tangible assets	51,793.94	45,645.41
(ii) Intangible assets	20,056.63	25,459.72
(iii) Capital work-in-progress	4,445.63	4,294.97
	76,296.20	75,400.10
Goodwill on Consolidation	44,913.35	44,913.35
(a) Non-current investments	1.09	1.09
(b) Deferred tax assets (net)	6,367.60	5,816.29
(c) Long term loans and advances	8.34	8.34
(d) Other non-current assets	5,684.61	25,259.75
	12,061.65	31,085.48
Current assets		
(a) Inventories	74,430.49	51,177.05
(b) Trade receivables	158,940.22	84,657.33
(c) Cash and Cash Equivalents	4,316.90	17,430.58
(d) Short-term loans and advances	60,089.17	44,603.71
(e) Other current assets	2,223.37	3,858.01
	300,000.15	201,726.68
Total	433,271.34	353,125.61

NET WORTH

Particulars	31.03.2013	31.03.2012
Share Capital	24,231.94	24,231.94
Reserves & Surplus	183,960.69	145,700.76
Net Worth	208,192.63	169,932.70

LOAN FUNDS

Particulars	31.03.2013	31.03.2012
Total Loan Funds	145,327.60	117,232.07

FIXED ASSETS

Particulars	31.03.2013	31.03.2012
Net block of Tangible Assets	51,793.94	45,645.41
Net block of Intangible Assets	20,056.63	25,459.72
Total Net Block	71,850.57	71,105.13

GOODWILL

Particulars	31.03.2013	31.03.2012
Opening Balance	44,913.35	62,643.13
Additions during the year net of Capital Reserve		(17,729.78)
Closing Balance	44,913.35	44,913.35

RAW MATERIAL INVENTORY

Particulars	31.03.2013	31.03.2012
Raw Materials & Consumables	58,733.42	39,730.21
Number of days to Consumption	182	118

FINISHED GOODS AND WORK IN PROCESS

Particulars	31.03.2013	31.03.2012
Finished Goods	2,803.36	3,041.71
Work in Process	12,327.31	8,405.13
Stock of Finished Goods and Work in Process	15,130.67	11,446.84
Number of days to Sales	23	18

DEBTORS

Particulars	31.03.2013	31.03.2012
Debtors	158,940.22	84,657.33
Number of days to Sales	242	131

CURRENT LIABILITIES

Particulars	31.03.2013	31.03.2012
Current Liabilities	77,380.76	63,864.47
Number of days to Sales	118	99

CONVERSATION OF ENERGY

The Company does not fall under the category of power intensive industries. However, sustained efforts are taken to reduce energy consumption. The organization is an ISO 14001 certified Company which is an international Environment Management System Standard. The environmental policy of the Company aims at conservation of natural resources and minimization of pollution.

During the year, the Bengaluru unit of the Company is using CFL lamps for general lighting purposes; this has resulted in savings of 14,000 units of electrical energy per annum. Further, the Company has also taken measures to save water; 75% of water consumed in the Company is now recycled and reused for landscaping purposes.

FOREIGN EXCHANGE EARNINGS

The Company earned ₹ 37,700.62 lacs in foreign exchange in the year under review.

PARTICULARS OF EMPLOYEES

Information as per Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules 1975, as amended, is as follows

Name	Mr. Vinod Ramnani	Ms. Usha Ramnani
Designation and Nature of Duties	Chairman and Managing Director / Managerial	Executive Director / Managerial
Remuneration Received	₹ 5,247,024 perquisites ₹ 2,623,512	₹ 4,809,772 perquisites ₹ 2,404,886
Qualification and Experience	Bachelor of Engineering / 34 years	Masters in Commerce / 30 years
Date of commencement of employment	08.06.1992	08.06.1992
Age	57 years	56 years
Last employment held	Elekon Industries Pte Limited	United India Insurance Company Limited

Ms. Usha Ramnani ceased to be an executive Director with effect from 1st March 2013.

Apart from above there were no employees were covered

under the provisions of Section 217 (2A)(a)(iii) of the Companies Act, 1956.

Mr. Vinod Ramnani and Ms. Usha Ramnani, being husband and wife, are related to each other.

CORPORATE GOVERNANCE REPORT

Corporate Governance Report, and Certificate dated 13th August 2013 from the auditors of your Company regarding compliance to the conditions for Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the stock exchanges are enclosed.

DIRECTOR'S RESPONSIBILITY STATEMENTS

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to the Directors Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the Annual Accounts for the financial year ended 31st March 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b) That the Directors have selected such appropriate accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that financial year.
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts on a going concern basis.

LISTING OF SECURITIES

The Company's securities are listed on The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE).

FIXED DEPOSITS

The Company has not accepted any fixed deposits from the public during the financial year under review.

DIRECTORS

Mr. Thomas Dietiker, Mr. V Balasubramaniam and Dr. William Walter O' Neill, Directors of the Company, Liable to retire by

rotation in the ensuing Annual General Meeting. Mr. Thomas Dietiker and Mr. V Balasubramaniam being eligible, offers themselves for re-appointment as Directors and Dr. William Walter O' Neill has not offered himself for re-appointment.

Ms. Usha Ramnani ceased to be a Director of the Company with effect from 1st March 2013. Mr. Bhaskar Bodapati was appointed as an Additional Director with effect from 22nd May 2013 who would hold the office upto the date of the ensuing Annual General Meeting. Further, it is proposed to appoint Mr. Bhaskar Bodapati as a Director of the Company in the forthcoming Annual General Meeting.

AUDITORS

The Auditors, M/s. Anand Amaranth & Associates, Chartered Accountants, Bengaluru, retire at the conclusion of the ensuing Annual General Meeting. Your Company has received a letter from them to the effect that that their appointment, if made, will be in accordance with the provisions of Section 224(1B) of the Companies Act 1956.

AUDITORS OBSERVATION

The Board of Directors of the Company would like to give following explanation and clarification with respect to observations made by the Auditors in their report dated 30th May 2013 in point (a) and (b) under heading Opinion

- (a) The Auditors remark on the MAT is self explanatory.
- (b) The Company will clear the dividend dues shortly.

The observation made under item No.11 of Annexure to the Audit Report, the Board of Directors would like to state that, the Company has made the payment subsequently.

The Board of Directors of the Company would like to give following explanation and clarification with respect to observations made by the Auditors in their Report on the Consolidated Financial Statements dated 30th May 2013 in point (c) under heading Opinion:

1. Advanced Micronic Devices Limited is working on liquidation of Terminals and Multi Para Patient Monitors, which are most slow moving and the Company is confident of liquidating the same by modifying the products in the current financial year.
 2. We confirm that, receivables of Rs.1522.54 Lakhs over a period of 180 days in Advanced Micronic Devices Limited are good and the Company is confident of recovering it shortly.
- Cost Audit

In conformity with the directives of the Central Government contained in the Ministry of Corporate Affairs circular

No.15/2011 dated 11 April 2011, as amended, the Company is accordingly required to get its cost accounting records in respect of the financial year 2012-13 audited by a Cost Auditor. The Cost Audit Report is required to be filed within 180 days from the end of the financial year. The due date for filing the Cost Audit Report for the financial year 2012-13 is 30th September 2013. The Company has not appointed Cost Auditor for the financial year 2011-12 and has not filed the cost audit report as required under above said circular.

ACKNOWLEDGEMENTS

Your Directors greatly appreciate the commitment and dedication of employees at all levels that have contributed to the growth and success of the Company. We would also thank all our stakeholders, customers, vendors, investors, bankers and other business associates for their continued support and encouragement during the year.

For and on behalf of the Board

VINOD RAMNANI

Chairman & Managing Director

Place: Bengaluru

Date: 13th August 2013

REPORT ON CORPORATE GOVERNANCE

The report on Corporate Governance in compliance with Clause 49 of the Listing Agreement with Stock Exchanges is as follows:

1. PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

Opto Circuits (India) Limited which endeavors to implement the best Corporate Governance practices by adhering to the well defined policy framework, continuously reviews its policies and practices of Corporate Governance with a clear goal, not merely to comply with statutory requirements in letter and spirit, but also to implement the best international practices of Corporate Governance in the overall interest of all stakeholders. The Company's philosophy on Corporate Governance is to meet the aspirations and expectations of all stakeholders. The cardinal principles such as accountability, independence, trust, responsibility, transparency, fair and timely disclosures, etc., serve as the means of implementing the philosophy of Corporate Governance.

Your Company has constantly striven to implement the best Corporate Governance practices and we believe that it shall go beyond adherence to the regulatory framework. Your Company's corporate structure, business and disclosure practices have been aligned to its Corporate Governance philosophy. We will continuously endeavor to improve in these aspects on an ongoing basis.

2. BOARD OF DIRECTORS

(i) Composition and provisions as to Board and Committees

The Board of Directors of the Company comprises 9 (nine) directors. Mr. Vinod Ramnani is the Chairman & Managing Director. During the year 2012-13, 15 (fifteen) Board Meetings were held on:

Sl. No.	Date of Meeting	Sl. No.	Date of Meeting	Sl. No.	Date of Meeting
01	04.04.2012	02	22.05.2012	03	06.06.2012
04	09.06.2012	05	11.06.2012	06	18.06.2012
07	14.08.2012	08	07.09.2012	09	29.09.2012
10	12.11.2012	11	03.12.2012	12	20.12.2012
13	16.01.2013	14	12.02.2013	15	01.03.2013

(ii) (iii) & (iv) The details of the directors as on 31st March 2013 and their attendance at the Board / Last Annual General Meeting are as follows:

Name & Category	Date of Appointment	No. of Board Meetings Attended	No. of Memberships on the Board of other Companies	Memberships of Board Committees in all Companies*	Chairmanship of Board Committees in all Companies**	Whether last AGM Attended
Mr. Vinod Ramnani Promoter	08.06.1992	15	4	2	NIL	YES
Ms. Usha Ramnani *** Promoter	08.06.1992	15	3	1	NIL	YES
Mr. Jayesh C Patel Promoter	03.04.2000	10	1	NIL	NIL	YES
Mr. Thomas Dietiker Promoter	03.04.2000	4	NIL	NIL	NIL	YES
Dr. Suleman Adam Merchant Independent	20.08.2001	12	1	2	2	YES
Mr. Rajkumar Raisinghani Independent	31.12.2005	13	3	5	1	YES

Name & Category	Date of Appointment	No. of Board Meetings Attended	No. of Memberships on the Board of other Companies	Memberships of Board Committees in all Companies*	Chairmanship of Board Committees in all Companies**	Whether last AGM Attended
Mr. V. Balasubramaniam Independent	31.12.2005	6	2	NIL	3	YES
Dr. Anvay Mulay Independent	31.12.2005	14	3	1	NIL	YES
Dr. William Walter O' Neill Independent	28.09.2006	NIL	NIL	NIL	NIL	NO

*Membership across all companies excluding private companies, foreign companies and companies under Section 25 of the Companies Act, 1956.

**Chairmanship and membership of audit committee and shareholders/investors grievance committee only.

*** Ms.Usha Ramnani ceased to be a Director of the Company with effect from 1st March 2013.

@ Mr. Bhaskar Bodapati was appointed as a Director with effect from 22nd May 2013.

Pursuant to the provisions of the Companies Act, 1956, Mr.Thomas Dietiker, Mr. V Balasubramaniam and Dr. William Walter O' Neill retire by rotation at the ensuring Annual General Meeting. Mr.Thomas Dietiker and Mr. V Balasubramaniam being eligible, offers themselves for re-appointment as Directors and Dr. William Walter O' Neill has not offered himself for re-appointment.

Relationship between directors:

Mr. Vinod Ramnani and Ms. Usha Ramnani being husband and wife are related to each other.

Code of Conduct:

The Board of Directors of your Company have laid down a Code of Conduct ("the Code") applicable to all Board members and senior management. A declaration from the Chairman & Managing Director to the effect that all the Board members and senior management personnel have affirmed compliance with "the Code" forms a part of this report.

3. AUDIT COMMITTEE

(i) & (ii) The Company has a qualified and independent audit committee with three members. During the year 2012-13, Mr. V Balasubramaniam was the Chairman of the Committee and Rajkumar Raisinghani and Dr. Suleman Adam Merchant were the members of the Committee. During the year

2012-2013 the members of the committee were as follows:

Name of the Member	Designation
Mr. V Balasubramaniam	Chairman
Dr. Suleman Adam Merchant	Member
Mr. Rajkumar Raisinghani	Member

All the members of the Committee including the Chairman are independent directors.

The Audit Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee includes the following:

1. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are fairly stated.
2. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
3. Reviewing the internal audit system and scope of internal audit.
4. Reviewing with the management the annual financial statement before submission to the Board with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement in the Board's Report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.

- e. Compliance with the listing and other legal requirements relating to financial statements.
- f. Disclosure of related party transactions.
- g. Qualifications in the draft audit report.
5. Reviewing, with management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer documents / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this manner.
7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audits.
9. Discussion with internal auditors on any significant findings and follow up thereon.
10. Reviewing the findings of any internal investigations, by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
11. Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same exists.
14. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

(iii) Five audit committee meetings were held during the year 2012-2013. The attendance is as follows:

Name	No. of Meetings Attended
Mr. V Balasubramaniam	04
Dr. Suleman Adam Merchant	05
Mr. Rajkumar Raisinghani	04

The requirements regarding number of meetings to be held, quorum and the time gap between two meetings were in accordance with the requirements of Clause 49 of the Listing Agreement.

4. REMUNERATION COMMITTEE AND REMUNERATION TO DIRECTORS

(i)(ii)&(iii) The Board has constituted a remuneration committee to determine on their behalf and on behalf of the shareholders, the Company's policy on specific remuneration packages for executive directors including pension rights and any other compensation. The committee reviews and decides the overall remuneration of the key employees of the Company and executive directors.

Mr. V Balasubramaniam is the Chairman of the Committee and Dr. Suleman Adam Merchant and Mr. Rajkumar Raisinghani are members. The Chairman and all the members of the committee are non-executive, independent directors.

The committee has been empowered to review/recommend remuneration of the executive and non-executive directors.

(iv) Remuneration policy:

Payment of remuneration to the executive directors is in accordance with the service contracts entered into with them, the terms and conditions of which are approved by the remuneration committee, the Board as well as shareholders of the Company. No sitting fee is paid to the directors of the Company for attending the Board/Committee meetings.

The remuneration policy of the Company is aimed at motivating the employees to excel in their performance. It also recognizes the contribution of the employees and aims to retain talent in the organization and reward merit. The remuneration paid is commensurate with industry standards.

(v) (a) The details of the remuneration paid to the Directors during the year 2012-13 are given below:

Amount in ₹

Name of the Director	Salary	Perquisites	Total
Mr. Vinod Ramnani	5,247,024	2,623,512	7,870,536
Ms. Usha Ramnani*	4,809,772	2,404,886	7,214,658
Mr. Jayesh C Patel	Nil	Nil	Nil
Mr. Thomas Dietiker	Nil	Nil	Nil
Dr. Suleman Adam Merchant	Nil	Nil	Nil
Dr. Anvay Mulay	Nil	Nil	Nil
Mr. V. Balasubramaniam	Nil	Nil	Nil
Mr. Rajkumar Raisinghani	Nil	Nil	Nil
Dr. William Walter O' Neill	Nil	Nil	Nil

* Ms. Usha Ramnani, ceased to be a Director of the Company with effect from 1st March 2013.

(b) During the year no payments were made to the non-executive directors of the Company.

(c) Apart from the above fixed components, no performance linked incentives are paid to Mr. Vinod Ramnani and Ms. Usha Ramnani.

(d) Mr. Vinod Ramnani, Chairman & Managing Director, has entered into service contracts with the Company. The notice period and the severance fee applicable to him are as follows:

- I. No notice for termination needs be given by the Company within two years from the date of appointment. But, severance compensation of twelve months remuneration is to be given by the Company.
- II. Six months notice or payment in lieu of notice for termination by the Company is to be given after two years from the date of employment with no severance compensation.
- III. However, if the termination is for "cause" no notice or payment in lieu of notice needs be given by the Company.
- IV. The Chairman and Managing Director may resign after two years from the date of appointment by giving three months notice to the Company.

services rendered by Ms. Usha Ramnani. Mr. Vinod Ramnani was appointed as the member of the Committee with effect from 1st March 2013.

The shareholders/investors grievance committee consists of the following directors:

Dr. Suleman Adam Merchant	Chairman
Mr. Vinod Ramnani*	Member
Mr. Rajkumar Raisinghani	Member

*Mr. Vinod Ramnani was appointed as a member of the Committee with effect from 1st March 2013.

During the year, one meeting was held and the attendance was as follows:

Name of the Member	No of Meetings Attended
Dr. Suleman Adam Merchant	1
Ms. Usha Ramnani	1
Mr. Rajkumar Raisinghani	1

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

(i) The shareholders and investors grievance committee of the Board is empowered to oversee the redressal of investors' complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfers and transmission of shares and other miscellaneous complaints. The committee also approves the transfer/transmission etc., of shares. Subsequent, to Ms. Usha Ramnani stepping down from the Board of Directors of the Company, she ceased to be the member of the shareholders/investors grievance committee with effect from 1st March 2013. The members of the Committee placed on record their appreciation for the

(ii) Mr. Srinatha A.N, Company Secretary, acts as a Compliance Officer.

(iii) (iv) & (v) During the year, the total numbers of complaints received and replied / attended to the satisfaction of the shareholders were 291. There was one 1 (one) outstanding complaint as on 31st March, 2013, since settled. No requests for transfers and for dematerialisation were pending for approval as on 31st March 2013.

6. GENERAL MEETINGS:

(i) & (ii) Location and time where last three AGMs were held and the Special Resolutions passed.

Financial Year	2009-10	2010-11	2011-12
Date, time and venue	28th September 2010 12.00 Noon St John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100ft Road, Koramangala, Bengaluru 560 034	28th September 2011 12.00 Noon St John's Medical College Hospital Auditorium, Opp. Koramangala BDA Complex, 100ft Road, Koramangala, Bengaluru 560 034	29th September 2012 12.00 Noon Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068
Special Resolutions passed	NIL	Increase in the Foreign Institutional investors investment limit upto 49% in the paid-up equity share capital of the Company.	(i) Approval of Employee Stock Option Scheme for the eligible employees of the Company. (ii) Approval of Employee Stock Option Scheme for eligible employees of the subsidiary Companies.

(iii) & (iv) Results of postal ballot

During the year, the Company sought the approval of its members through postal ballot, for issuance of share warrants to Mr. Vinod Ramnani, promoter of the Company, on preferential basis. The Board of Directors of the Company in its meeting held on 20th December 2012 appointed Mr. V Jayagopal as the Scrutinizer for conducting the voting through postal ballot. All postal ballot forms received up to the close of working hours of 28th February 2013, being the last date for receiving the postal ballot forms from the members were considered for scrutiny. The Company announced the results of the Postal Ballot on 1st March 2013:

No.	Brief description of the matter put to vote	For	Against
1	Special Resolution for issue of Share warrants to promoter on preferential basis	11,76,13,137	4,81,199

7. DISCLOSURES:

(i) "Basis of related party transaction"

Your Company places details with respect to related party transactions before the audit committee periodically.

No transaction of a material nature has been entered into by the Company with Directors or Management and their relatives etc., that may have a potential conflict with the interest of the Company.

(ii) There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.

(iii) Whistle Blower policy is at present not adopted by the Company.

(iv) All the mandatory requirements of Corporate Governance clause have been complied with by the Company and compliance with non-mandatory requirements have been detailed under Sl. No.10 of this report.

(v) Disclosure of accounting treatments

Your Company has followed all relevant accounting standards while preparing the financial statements.

(vi) Risk management

The Company has laid down risk assessment and minimization procedures which are in line with the best practices in the industry and as per its experience and objectives. The risk management system is reviewed periodically and updated.

(vii) Proceeds from public issues, rights issues and preferential issues etc.:

Proceeds from the follow on public issue made during 2006 have been fully utilized.

(viii) No significant material transaction has been made with the non-executive directors vis-à-vis the Company.

(ix) The number of shares held by the Directors as on 31st March 2013 are as follows:

Name	No. of shares	% of holding
Mr. Vinod Ramnani	340,43,581	14.05
Mr. Jayesh C Patel	118,15,983	4.88

Name	No. of shares	% of holding
Mr. Thomas Dietiker	130,76,150	5.40
Dr. Suleman Adam Merchant	280,160	0.12
Mr. V. Balasubramaniam	25,857	0.01
Mr. Rajkumar Raisinghani	24,700	0.01
Dr. Anvay Mulay	4,325	0.00
Dr. William Walter O' Neill	Nil	Nil

(x) CEO/CFO certification

CEO/CFO has given a certificate to the Board as contemplated in Clause 49 the Listing Agreement.

8 A. MEANS OF COMMUNICATION

(i) & (ii) The annual, half yearly and quarterly financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and published in leading newspapers like The Economic Times, Business Standard and other local newspapers.

(iii) The financial results of the Company are displayed on the Company's website www.optocircuits.com.

(iv) & (v) The official presentations made to the institutional investors and the analysts are also displayed on the Company's website www.optocircuits.com.

B. MANAGEMENT DISCUSSION AND ANALYSIS

The management discussion and analysis report is part of the Annual Report and is captioned "Management Discussion and Analysis" in the Directors Report.

9. GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting	
Date and time	Monday, 30th September 2013 at 12.00 noon
Venue	Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560 068
(ii) Financial Calendar (Tentative)	
Results	Reporting
Quarter 30th June 2013	On or before 15th August 2013
Quarter 30th September 2013	On or before 15th November 2013
Quarter 31st December 2013	On or before 15th February 2014
Quarter ended 31st March 2014	On or before 31st May 2014

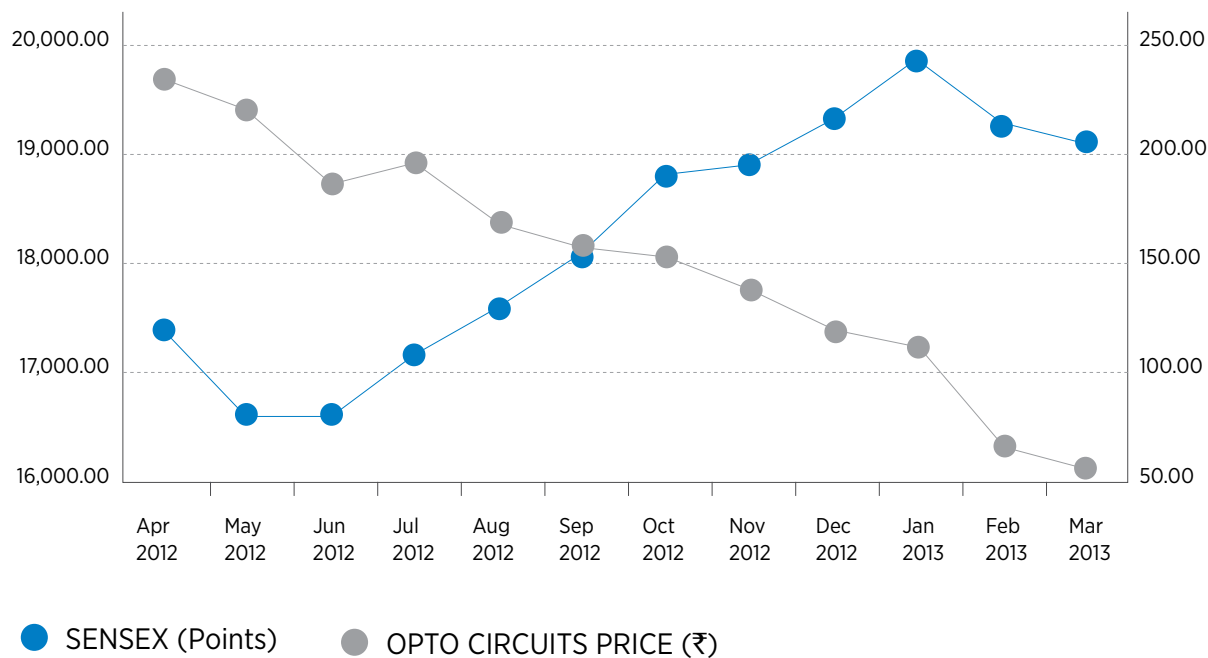
AGM for approval of the Audited accounts for the year ended 31st March 2014	On or before 30th September 2014
Financial year	1st April to 31st March
(iii) Details of Book closure	From 26th September 2013 to 30th September 2013 (Both days inclusive)
(iv) Dividend payment	Nil
(v) Listing of Equity Shares on Stock Exchanges	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400001 National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai 400051
(vi) Stock code	
a. Trading code/symbol Bombay Stock Exchange code National Stock Exchange code	532391 OPTOCIRCU
b. Demat ISIN Number in NSDL and CDSL for equity shares	INE808B01016
Listing fee	Paid

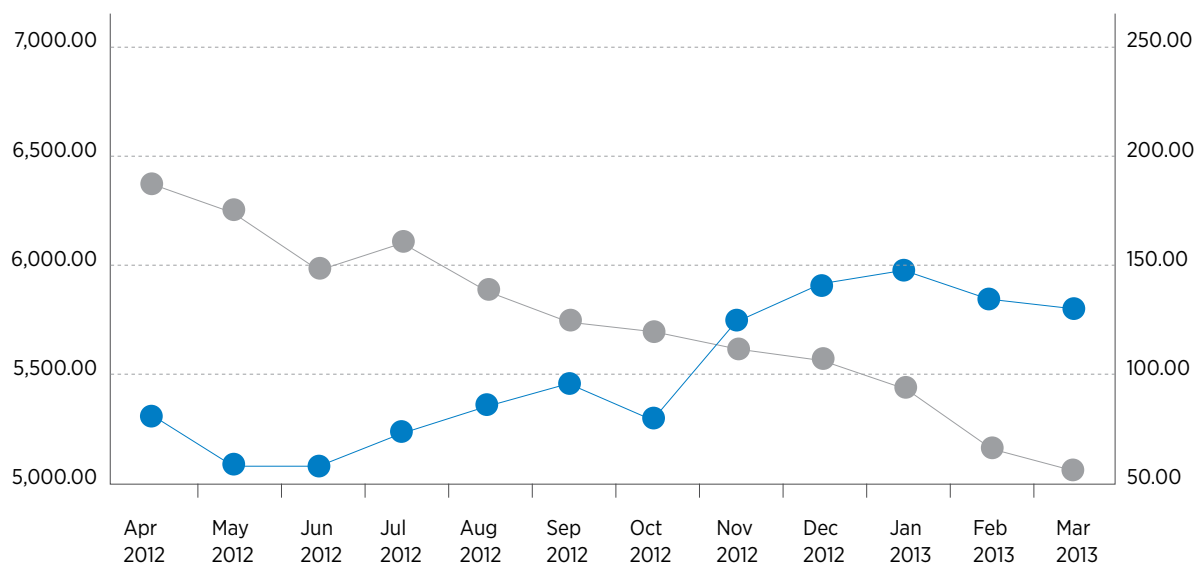
(vii) Stock Market Data:

High and low quotation at Bombay Stock Exchange and National Stock Exchange and number of shares traded:

Month	BSE prices			NSE prices		
	High	Low	No. of shares	High	Low	No. of shares
April 2012	203.80	174.50	1,854,199	203.85	158.00	9,549,786
May 2012	190.00	160.50	1,542,375	187.60	160.50	9,501,435
June 2012	161.90	139.60	2,378,255	161.70	139.10	18,485,238
July 2012	165.55	149.50	1,297,908	165.50	146.00	8,720,776
August 2012	161.60	114.70	18,938,790	171.00	114.50	73,842,360
September 2012	143.60	118.45	7,939,025	143.65	117.10	38,051,175
October 2012	141.65	115.10	5,259,911	141.55	115.05	24,042,433
November 2012	128.50	97.25	7,226,517	128.35	97.30	34,659,346
December 2012	112.35	100.60	6,847,110	112.40	100.60	29,431,183
January 2013	113.90	78.10	13,333,477	113.85	77.95	49,159,102
February 2013	81.80	43.15	29,503,243	81.85	43.20	111,106,060
March 2013	64.00	46.65	19,822,284	64.05	46.70	70,580,828

(viii) The performance of the Company's shares at Stock Exchanges (quotation) in comparison to Broad based indices i.e. BSE SENSEX and NSE Nifty are as follows (Average of monthly high/low prices/indices)





● NIFTY (Points) ● OPTO CIRCUITS PRICE (₹)

(ix) Registrar & Transfer Agents

Share transfer and communication regarding share certificate, dividends and change of address:

Karvy Computershare Pvt. Ltd.,
 No.17 to 24, Near Image Hospital, Vittal Rao Nagar,
 Madhapur, Hyderabad 500081
 Ph: 040 23420815 to 828, Fax: 040 23420814,
 Email: mailmanager@karvy.com

(x) Share Transfer System

Presently the share transfers which are received in physical form are processed and the share certificates returned within a period of 15 to 16 days from the date of receipt, subject to the documents being valid and complete in all respects. The share transfers/transmissions are approved by shareholders/investors grievance committee.

(xi) Distribution of Shareholding as on 31st March 2013

Sl. No.	Category		No. of Shareholders	% of Shareholders	Amount in ₹	% of Shareholding
	From	To				
01	01	500	67,181	81.17	93,132,880.00	3.84
02	501	1000	7,302	8.82	54,679,130.00	2.27
03	1001	2000	4,084	4.93	60,249,960.00	2.49
04	2001	3000	1,361	1.64	34,174,180.00	1.41
05	3001	4000	743	0.90	26,199,550.00	1.08
06	4001	5000	406	0.50	18,764,620.00	0.77
07	5001	10000	860	1.04	61,178,310.00	2.52
08	10001	Above	826	1.00	2,074,815,440.00	85.62
	Total		82,763	100.00	2,423,194,070.00	100.00

Categories of Shareholders as on 31st March 2013

Sl. No.	Description of Holders	No. of Shareholders	No. of Shares	% of Equity
1	Banks	7	442,469	0.18
2	Clearing Members	341	1,687,431	0.70
3	Employees	5	2,326	0.00
4	Foreign Institutional Investors	90	85,412,661	35.25
5	Foreign Nationals	1	39	0.00
6	Foreign Promoters	1	13,076,150	5.40
7	Hindu Undivided Family	1674	1,468,908	0.61
8	Indian Financial Institutions	6	3,676,294	1.52
9	Indian Promoters	3	55,194,740	22.77
10	Bodies Corporate	1264	10,641,186	4.39
11	Mutual Funds	3	77,592	0.03
12	Non Resident Indians	1,825	19,373,743	8.00
13	Resident Individuals	77,537	51,261,005	21.15
14	Trusts	6	4,863	0.00
	Total	82,763	242,319,407	100.00

(xii) Dematerialization of Shares and Liquidity

As on 31st March 2013, 98.71% of the Company's total paid up capital, representing 239,193,224 shares, were held in dematerialized form and the balance 1.29%, representing 3,126,183 shares, were held in physical form.

Secretarial Audit: As stipulated by the Securities and Exchange Board of India, a qualified Practicing Company Secretary carries out the Secretarial Audit and provides a report to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The audit, inter alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(xiii) There were no outstanding GDRs / ADRs etc., as on 31st March 2013.

(xiv) The Company's plants are located at:

(a) Plot No.83, Electronics City, Hosur Road, Bengaluru - 560 100

(b) Shed No.15, VSEZ Duuvada, SDF-1 Building, Vadlapudi post, Vishakapatnam, AP 530 046.

(xv) Address for correspondence:

(a) Correspondence for shares held in physical form: Share transfer and communication regarding share certificate, dividends and change of address

Karvy Computershare Pvt. Ltd.,
No.17 to 24, Near Image Hospital, Vittal Rao Nagar,
Madhapur, Hyderabad 500081
Ph: 040 23420815 to 828, Fax: 040 23420814,
Email: mailmanager@karvy.com

(b) For shares held in demat form to the depository participant.

(c) The Company has designated investorsservices@optoindia.com as the e-mail for the purpose of registering complaints by investors.

(d) Disclosures regarding suspense account pursuant to SEBI circular No.SEBI/CFD/DIL/LA1/2009/24/04 dated 24th April 2009.

As per the above mentioned circular, Clause 5A stands for shares issued pursuant to the public issues or any other issue which remains unclaimed and / or lying in the escrow account and any unclaimed benefits like dividend, bonus shares, etc., which are to be credited to the demat suspense account. There were no shares in unclaimed and / or lying in the escrow account and hence transfer of benefits to suspense account does not arise.

10. NON-MANDATORY REQUIREMENTS

1. The Company has an Executive Chairman on its Board.
2. The remuneration committee is constituted by the Board, the details of which are provided under the heading “Remuneration Committee and Remuneration to Directors”.
3. The Company has not adopted the other non-mandatory requirements as specified in Annexure 1D of Clause 49 of Listing Agreement.

For and on behalf of the Board

VINOD RAMNANI

Chairman & Managing Director

Place: Bengaluru

Date: 13th August 2013

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT
CERTIFICATE RELATING TO THE CODE OF CONDUCT FOR DIRECTORS/SENIOR MANAGEMENT

This is to certify that as per revised Clause 49 of the Listing Agreement the code of conduct has been laid down for the all the Board members and senior management of the Company. The Board members and senior management have affirmed compliance with Company's code of conduct for the year 2012-13.

VINOD RAMNANI

Chairman & Managing Director

Place: Bengaluru

Date: 13th August 2013

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To the members of Opto Circuits (India) Limited,

We have examined the compliance of the conditions of Corporate Governance by Opto Circuits (India) Limited for the year ended 31st March 2013, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated under the Clause 49 of the Listing Agreement.

For ANAND AMARNATH & ASSOCIATES

Chartered Accountants

B.K. AMARNATH

Partner

Membership Number: 26536

Firm Registration Number: 000121S

Place: Bengaluru

Date: 13th August 2013

AUDITOR'S REPORT

To,
The Members of
OPTO CIRCUITS (INDIA) LIMITED, BENGALURU

Report on the Financial Statements

We have audited the accompanying financial statements of Opto Circuits (India) Ltd, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. Management's Responsibility for the Financial Statements.

Management is responsible for the preparation of these financial statements

that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

(a) "The Company has filed a petition in High Court of Karnataka on the ground that the income accrued or arising from business carried on by them as SEZ developer or unit are exempted from applicability of MAT as provided under sub-section 6 of section 115 JB and sub-section 6 of section 115-O of the Income Tax Act. Accordingly during the year the company has not provided for MAT of ₹ 48.99 crores.

(b). "The Company has defaulted in payment of dividend to the shareholder to the tune of ₹ 11.90 crores".

Subject to above In our opinion and to the best of our information and according to the explanations given to us, the financial statements gives the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

AUDITOR'S REPORT

c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) Subject to qualification in audit report in respect of MAT in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

FOR ANAND AMARNATH & ASSOCIATES

Chartered Accountants

FRN:000121S

B K AMARNATH

Partner

Membership Number: 26536

Firm Registration Number: 000121S

Place: Bengaluru

Date: 30th May 2013

ANNEXURE TO AUDITORS REPORT

(Referred to in paragraph 3 of our Report of even date on the accounts of Opto Circuits (India) Limited for the year ended 31st March 2013)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) Physical verification of Fixed Assets is performed by the management in a regular programme for verification once in a year. In our opinion, the frequency of verification is reasonable, having regard to the size and the nature of its business.

(c) There was no substantial disposal of fixed assets during the year.

2. (a) We are informed that the physical verification of inventories except inventories lying with the third parties were conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company has maintained proper records of inventories, according to the records produced to us, no discrepancies were noticed on verification between physical stocks and stock records.

3. (a) As per the explanation given to us the Company has given unsecured loans to the parties listed in the register maintained under section 301 of the Companies Act 1956., the rate of interest and other terms and conditions on such loans given are not prejudicial to the interest of the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken interest free loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 .

4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of

the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.

5. a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding ₹ 5,00,000 in respect of each party during the year have been made at prices which are reasonable having regard to the prevailing market price at the relevant time

6. The Company has not accepted any deposits from the public covered under section 58A of the Companies Act, 1956.

7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.

8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act 1956 for the products of the company. Accordingly provisions of Clause 4 (viii) are complied with. However, the Company has not appointed a cost auditor and not filed cost audit report for the financial year 2011-12 as required by the Ministry of Corporate affairs circular No.15/2011 dt 11th April 2011, as amended from time to time.

9. On the basis of records produced before us, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Customs Duty, Excise Duty and Service Tax. Subject to qualification in auditors report with respect to MAT according to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Sales Tax, Customs Duty, Excise Duty, Service Tax and Income Tax which were outstanding as on 31st March 2013 for a period of more than six months from the date on which they became payable.

ANNEXURE TO AUDITORS REPORT

10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.

11. During the year, the company has not taken any additional Term Loan from Banks/Financial Institutions. However the company has defaulted in repayment of one of the instalment payable to DBS bank amounting to \$7,77,700.

12. In our opinion and according to the information and explanations given to us, and based on the documents and records produced to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities

13. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special status applicable to Chit-Fund and Nidhi/Mutual Benefit Fund/Societies, accordingly clause 4 (xii) of the order is not applicable.

14. In our opinion, the Company is not dealing or trading in shares, securities, debentures or other investments and hence, the requirement of Clause 4 (xiv) of the order is not applicable to the company.

15. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantee for loans taken by its subsidiaries from a bank are not prima-facie prejudicial to the interest of the Company.

16. In our opinion and based on information and explanations given to us by the management, term loans have been applied for the purpose for which they were obtained.

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term

basis have been used for long term purpose. No long-term funds have been used to finance short-term assets except permanent working capital.

18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies Act 1956,

19. During the year the company has not issued debentures during the financial year.

20. The Company has not raised any money by public issue during the year.

21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

FOR ANAND AMARNATH & ASSOCIATES

Chartered Accountants
FRN:000121S

B K AMARNATH

Partner
Membership Number: 26536
Firm Registration Number: 000121S

Place: Bengaluru
Date: 30th May 2013

BALANCE SHEET AS AT 31.03.2013

Amount in ₹

Sl.No.	Particulars	Note No.	As at 31.03.2013	As at 31.03.2012
I	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	(a) Share capital	2	2,423,194,070	2,423,194,070
	(b) Reserves and surplus	3	12,118,326,034	9,707,888,363
			14,541,520,104	12,131,082,433
2	Non-Current Liabilities			
	(a) Long-term borrowings	4	63,010	80,039,896
			63,010	80,039,896
3	Current Liabilities			
	(a) Short-term borrowings	5	8,007,802,580	6,412,447,690
	(b) Trade payables	6	544,073,062	121,259,709
	(c) Other current liabilities	7	1,647,342,398	458,704,147
	(d) Short-term provisions	8	10,359,391	852,318,039
			10,209,577,431	7,844,729,585
	Total		24,751,160,545	20,055,851,914
II	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	1,209,002,280	738,932,614
	(ii) Intangible assets		Nil	49,425
	(iii) Capital work-in-progress		12,883,084	12,839,212
			1,221,885,364	751,821,251
2	(a) Non-current investments	10	3,816,646,423	3,816,646,423
	(b) Deferred tax assets (net)	11	3,488,818	3,019,342
	(c) Other non current assets	12	73,658,125	1,546,814,199
			3,893,793,366	5,366,479,964
3	Current assets			
	(a) Current investments		Nil	Nil
	(b) Inventories	13	3,605,272,023	2,654,473,461
	(c) Trade receivables	14	5,842,621,777	2,573,339,567
	(d) Cash and cash equivalents	15	21,602,712	455,974,156
	(e) Short-term loans and advances	16	10,163,883,162	8,253,763,514
	(f) Other current assets	17	2,102,141	Nil
			19,635,481,815	13,937,550,699
	Total		24,751,160,545	20,055,851,914

See accompanying notes (1 To 31) to The Financial statements

For and on behalf of the Board of DirectorsVINOD RAMNANI
Chairman & Managing DirectorJAYESH PATEL
DirectorSRINATHA A.N.
Company SecretaryPlace: Bengaluru
Date: 30th May 2013**As per our report of even date**FOR ANAND AMARNATH & ASSOCIATES
Chartered AccountantsB K AMARNATH
PartnerMembership Number: 26536
Firm Registration Number: 000121S

OPTO CIRCUITS (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2013

Amount in ₹

Sl. No.	Particulars	Note No.	For the year ended on 31.03.2013	For the year ended on 31.03.2012
I	Revenue from operations	18	6,992,535,292	6,697,416,955
II	Other Income	19	(22,726,846)	13,382,864
III	Total revenue (I + II)		6,969,808,446	6,710,799,819
IV	EXPENSES			
	Cost of materials consumed	20	3,958,992,343	3,770,189,209
	Purchase of Stock-in-Trade		Nil	Nil
	Changes in inventories of FG, WIP & Stock-in-Trade	21	(39,887,665)	(134,564,510)
	Employee benefit expense	22	95,335,974	82,548,556
	Finance costs	23	220,025,935	366,546,853
	Depreciation and amortization expense	9	66,114,885	60,519,487
	Other expenses	24	220,490,799	185,855,957
	Total Expenses		4,521,072,271	4,331,095,551
V	Profit before exceptional and extraordinary items and tax (III - IV)		2,448,736,175	2,379,704,268
VI	Exceptional Items		Nil	Nil
VII	Profit before extraordinary items and tax (V - VI)		2,448,736,175	2,379,704,268
VIII	Extraordinary Items		Nil	Nil
IX	Profit before tax (VII - VIII)		2,448,736,175	2,379,704,268
X	Tax expense:	25		
	(1) Current tax		38,767,980	31,067,124
	(2) Deferred tax		(469,476)	983,503
XI	Profit / (Loss) for the period from continuing operations (IX-X)		2,410,437,671	2,347,653,641
XII	Profit/(Loss) for the period (XI + XIV)		2,410,437,671	2,347,653,641
XIII	Earning per equity share:	27		
	(1) Basic		9.95	9.68
	(2) Diluted		Nil	Nil

See accompanying notes (1 to 31) to the financial statements

For and on behalf of the Board of DirectorsVINOD RAMNANI
Chairman & Managing DirectorJAYESH PATEL
DirectorSRINATHA A.N.
Company SecretaryPlace: Bengaluru
Date: 30th May 2013**As per our report of even date**FOR ANAND AMARNATH & ASSOCIATES
Chartered AccountantsB K AMARNATH
PartnerMembership Number: 26536
Firm Registration Number: 000121S

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2013

Amount in ₹

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
I. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax & extraordinary items	2,448,736,175	2,379,704,268
Adjustments from non operating items		
Amortisation and other non cash items	(469,476)	983,503
Depreciation	66,114,885	60,519,487
Dividend Received for the year	Nil	(3,153,165)
Interest paid on borrowings	220,025,935	366,546,853
Interest received on Fixed Deposit	(265,621)	(776,776)
Profit / (Loss) on sale of Fixed Asset	540,015	91,130
	2,734,681,913	2,803,915,299
Adjustments for Working Capital		
(Increase)/Decrease in Inventories	(9,50,798,562)	(202,329,738)
(Increase)/Decrease in loans & advances	(7,83,740,714)	(1,770,121,742)
(Increase)/Decrease in Sundry Debtors	(32,69,282,210)	(285,570,332)
(Increase)/Decrease in Current Liabilities	1,378,077,955	(808,867,094)
Cash operating profit/ (loss) before income tax	(891,061,618)	(262,973,607)
Income Tax	(38,298,504)	(32,050,627)
Cash flow from operating activities before extraordinary items	(929,360,122)	(295,024,234)
Extra ordinary items and previous year transactions	Nil	Nil
Net cash flow from operations	(929,360,122)	(295,024,234)
II. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend Income	Nil	3,153,165
Interest received on Fixed Deposit	265,621	776,776
Proceeds from Sale of Fixed Assets	5,600,101	83,750
Proceeds from sale/(Purchase) of Investments (Net)	344,675,000	1,460,637,565
Total inflow of cash from investments	350,540,722	1,464,651,256
(Purchase)/Sale of Fixed Assets	(542,275,240)	(6,744,741)
Payment/(Receipt) towards Capital Work in Progress	(43,872)	(888,172)
Net Cash Flow from investing activities	(191,778,390)	1,457,018,343

OPTO CIRCUITS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2013 (CONTD.)

Amount in ₹

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
III. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	559,198,630
Proceeds/(Payment) from issue of Share premium	-	(559,198,630)
Proceeds/(Repayment) of Secured Loans	1,214,147,110	(544,941,708)
Proceeds/(Repayment) of UnSecured Loans	301,230,894	(130,364,691)
Inflow of Cash	1,515,378,004	(675,306,400)
Interest paid on borrowings	(220,025,935)	(366,546,853)
Dividend & Dividend Tax	(608,585,000)	(838,806,856)
Net cash flow from financing activities	686,767,069	(1,880,660,108)
Total Increase in cash & cash equivalents during the year	(434,371,443)	(718,666,000)
Cash & cash equivalents at the beginning of the year	455,974,156	1,174,640,156
Cash & cash equivalents at the end of the year	21,602,712	455,974,156

For and on behalf of the Board of Directors

VINOD RAMNANI
Chairman & Managing Director

JAYESH PATEL
Director

SRINATHA A.N.
Company Secretary

Place: Bengaluru
Date: 30th May 2013

As per our report of even date

FOR ANAND AMARNATH & ASSOCIATES
Chartered Accountants

B K AMARNATH
Partner

Membership Number: 26536
Firm Registration Number: 000121S

SIGNIFICANT ACCOUNTING POLICIES

1. SYSTEM OF ACCOUNTING

The Financial statements have been prepared to comply in all material respects with the mandatory accounting standards issued by the Institute of Chartered Accountants of India ('ICAI') and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those applied in the previous year.

2. REVENUE RECOGNITION

Revenue from sale of products are recognized on dispatch of goods to customers and are net of sales tax, discounts, rebates for price adjustments, rejections and shortage in transit.

3. FIXED ASSETS

Fixed assets are stated at cost, less accumulated depreciation. Cost prices include purchase price, duties, levies and any other cost relating to the acquisition and installation of the assets. Interest and financing charges on borrowed funds, if any, used to finance the acquisition of fixed assets, until the date the assets are ready for use are capitalized and included in the cost of the asset.

4. DEPRECIATION

Depreciation is provided on the straight line method at the rates specified under schedule XIV of the Companies Act, 1956 and on prorata basis on the additions made during the year.

5. INVENTORIES

Valuation of inventories is at the lower of cost or market value as certified by the management. Cost of inventories are computed on a weighted average/FIFO basis

Raw Materials including stores and spares	Valued at lower of Cost and net realizable value
Work-in-Progress	Valued at lower of cost and net realizable value Work in process includes costs incurred up to the stage of completion
Finished Goods	Valued at lower of cost and net realizable value Finished goods include cost of conversion and cost incurred for bringing the same to the location or storage of completion

6. RETIREMENT BENEFITS TO EMPLOYEES

The company's liability towards retirement benefit in the form of provident fund is fully funded and charged to revenue expenditure. The company contributes to the employee provident fund maintained under the employees provident fund scheme run by the Central Government. The gratuity liability is provided and charged off as revenue expenditure based on actuarial valuation. The company has subscribed to the group gratuity scheme policy of LIC of India. Unavailed encashable earned leave is accounted on accrual basis.

7. INVESTMENTS

The investments are stated at cost.

8. DEFERRED TAX

Deferred Tax Asset in the nature of unabsorbed depreciation and losses are recognized only if there is virtual certainty of realization. Other deferred tax assets are recognized if there is reasonable certainty of realization. Tax expenses towards deferred tax asset for UNIT II has been recognized and tax liability for the SEZ UNIT do not arise as the the income is covered under section 10AA of the Income Tax Act, 1961. The effect on Deferred Tax Asset & Liabilities of a change in rates is recognized in the income statement in the period of enactment of the change.

9. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Foreign currency of assets & liabilities and realized gains and losses on foreign exchange transactions, other than those relating to fixed assets are recognized in the profit and loss account. Exchange difference arising on liabilities incurred for the purpose of acquiring fixed assets are adjusted in the carrying value of the respective fixed assets.

10. PROVISION FOR TAXATION AND MAT

Provision is made for Income Tax annually based on the Tax Liability computed after considering Tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. The company is not charging off MAT on SEZ profit, as the MAT payment is in the nature of advance tax which will be set off against liability arising in future years. The unclaimable MAT amount will be written off as expenditure in the year in which carry forward/adjustment is not permissible.

11. EARNINGS PER SHARE

The basic earnings per share is computed by dividing net profit after tax by the number of equity shares outstanding for the period.

For and on behalf of the Board of Directors

VINOD RAMNANI
Chairman & Managing Director

JAYESH PATEL
Director

SRINATHA A.N.
Company Secretary

Place: Bengaluru
Date: 30th May 2013

As per our report of even date

FOR ANAND AMARNATH & ASSOCIATES
Chartered Accountants

B K AMARNATH
Partner

Membership Number: 26536
Firm Registration Number: 000121S

NOTE 2 – SHARE CAPITAL

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Authorised:		
300,000,000 Equity Shares of ₹ 10 each (PY 300,000,000 Equity Shares of ₹ 10/- each)	3,000,000,000	3,000,000,000
	3,000,000,000	3,000,000,000
Issued:		
242,581,307 Equity Shares of ₹ 10/- each (PY. 242,581,307 Equity Shares of ₹ 10/- each)	2,425,813,070	2,425,813,070
	2,425,813,070	2,425,813,070
Subscribed and Paid up:		
242,319,407 Equity Shares of ₹ 10/- Each fully paid up (PY. 242,319,407 equity shares of ₹ 10.00 each)	2,423,194,070	2,423,194,070
Total	2,423,194,070	2,423,194,070

NOTE 2A

Amount in ₹

Particulars	As at March 31, 2013	As at March 31, 2012
	No. of shares	No. of shares
Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:		
No of shares outstanding at the beginning of the year	242,319,407	186,399,544
Add: Bonus Shares issued during the reporting period	Nil	55,919,863
No. of shares outstanding at the end of the year	242,319,407	242,319,407

NOTE 2B – NUMBER OF SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES IN THE COMPANY ARE AS FOLLOWS

Particulars	As on 31.03.2013		As on 31.03.2012	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Equity Shares:				
(1) Vinod Parasram Ramnani	34,043,581	14.05%	34,023,581	14.04%
(2) HSBC Global Investment Funds A/c HSBC Global Investment Funds	16,592,408	6.85%	8,799,874	3.63%
(3) Genesis Indian Investment Company - General Sub Fund	13,806,399	5.70%	13,878,525	5.73%
(4) Thomas Dietiker	13,076,150	5.40%	13,076,150	5.40%
	As on 31.03.2013		As on 31.03.2012	
	No. of shares		No. of shares	
Equity Shares allotted as fully paid bonus shares during the last five years	122,677,123		154,067,723	

NOTES:

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31st March 2013, the amount of share dividend recognised distributed to equity shareholders was ₹ NIL (31st March 2012: ₹ 3.00)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

NOTE 3 – RESERVES AND SURPLUS

Amount in ₹

Particulars	As at March 31, 2013	As at March 31, 2012
Capital Reserves:		
As per last Balance Sheet	-	82,057,500
Additions during the year	-	-
Less: Bonus Issue of Shares	-	82,057,500
	-	-
Securities Premium Account:		
As per last Balance Sheet	4,117,137,076	4,594,278,207
Less: Bonus Issue of Shares	-	(477,141,131)
	4,117,137,076	4,117,137,076
General Reserve:		
As per last Balance Sheet	1,016,987,752	776,987,752
Add: Transfer from Profit & Loss Account	250,000,000	240,000,000
	1,266,987,752	1,016,987,752
Surplus:		
As per last Balance Sheet	4,573,763,535	3,310,998,912
Add: Profit/(Loss) for the period	2,410,437,671	2,347,653,641
Less: Appropriations	-	-
Proposed Dividend	-	726,958,221
Tax on Proposed Dividend	-	117,930,798
Transfer to reserves	250,000,000	240,000,000
	6,734,201,206	4,573,763,535
Total	12,118,326,034	9,707,888,363

NOTE 3A – REMITTANCES IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

Particulars	Paid in Current year	Paid in Previous Year
	2012-13	2011-12
Amount Remitted	3,263,637	33,230,642
Dividend Related to financial year	2011-12	2010-11
Number of non-resident shareholders	2	8
Number of shares	1,087,879	7,384,587

NOTE 4 – LONG TERM BORROWINGS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Term Loans		
- from Banks		
Secured	63,010	80,039,896
Unsecured	Nil	Nil
Total	63,010	80,039,896

NOTE 4A – DETAILS OF REPAYMENT OF TERM LOANS

Nature of Facility	Lendor	Amount (₹)
Term Loan from Bank on Specific Fixed Assets (ECB Loan)	DBS Bank Limited	126,933,748
Term Loan from Bank on Hypothecation of Vehicles	ICICI Bank Limited	345,411
Term Loan from Bank on Hypothecation of Vehicles	Axis Bank Limited	255,236

1) In March 2009, Opto Circuits India Limited had borrowed US\$ 7,000,000 from DBS Bank Limited. The interest rate was fixed @ 6.60% P.A. and is secured by specified movable fixed assets. The loan is repayable in 8 half yearly installment of US\$ 777,700 and one final balance installment of US\$ 778,400. The first installment was on March 2010 and final installment is slated for March 2014.

2) Opto Circuits India Ltd has borrowed Vehicle loans from ICICI Bank and Axis Bank Limited. The current outstanding balance with ICICI Bank Limited is ₹ 345,411 and Axis Bank Limited is ₹ 255,236 which will be repaid in monthly installments. The final installment of ICICI Bank Limited is slated for June 2013 and of Axis Bank for July 2014.

NOTE 5 - SHORT TERM BORROWINGS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Loans repayable on demand		
- from Banks		
Secured	7,554,555,346	57,34,294,160
Unsecured	Nil	526,137,190
	7,554,555,346	6,260,431,350
- from other parties		
Unsecured	453,247,234	152,016,340
	453,247,234	152,016,340
Total	8,007,802,580	6,412,447,690

OPTO CIRCUITS (INDIA) LIMITED

NOTE 5A - SHORT TERM BORROWINGS**Notes:-**

- 5.1.A) Company has working capital facilities with State Bank of India. Hypothecation of Company's present and future movable fixed assets and current assets like stocks, raw materials, semi finished and finished goods, book debts, receivables, outstanding monies, bills, stores, components, furniture and fittings; other movables, plant and machinery, vehicles and assets to be purchased out of bank finance. Pari Passu First Charge on the assets of the company. Equitable Mortgage on all the piece and parcel of land known as Sy. No.62 part within the village limits of Doddathogur, Begur Hobli, Bangalore District containing by admeasuring 1.50 acre.
- 5.1.B) Company has obtained loans from DBS Bank Limited Hypothecation of the whole of the present and future stocks of raw materials, work in process, finished goods, semi finished goods, book debts, outstanding monies receivables, claims, bills, contracts, engagements, securities, investments, rights and assets belonging to the company, by way of first charge.
- 5.1.C) Company has working capital facilities with Indusind Bank Limited. These facilities are repayable on demand, secured by pari-passu charge on Stocks and Book Debts of the Company.
- 5.1.D) Company has working capital facilities with Standard Chartered Bank by hypothecation of the whole of the present and future stocks of raw materials, work in process and finished goods, book debts, outstanding monies, receivables, claims, bills, etc belonging to the company by way of paripassu charge. The company has also given the additional security of immovable property of its step down subsidiary M/s. Altron Hotels Private Limited comprising of all that piece and parcel of land measuring 0.90 Acres (3682.61 Smts) bearing V.P Khata No.309, from out of land bearing Plot No.24, Sy. No.14 of Konapaana Agrahara, Begur Hobli, Bangalore South Taluk 560100 together with buildings and structures standing thereon with all easement right, common right ingress and egress thereon.
- 5.1.E) Company has working facilities with Yes Bank Limited by hypothecation of Pari Passu charge on Current Assets of the borrower to cover loan amount plus costs, expenses, interest and other incidentals. Hypothecation of the whole of the Current Assets of raw material, semi finished & finished goods, stores and spares including consumable stores and spares relating to plant and machinery and other movables both present and future stored at Plot No.83, Electronics city, Bangalore South or wherever else in India and bills receivables and Book debts belonging to the Company.
- 5.1.F) Company has working capital facilities with The Bank of Nova Scotia by hypothecation of the whole of the present and future stocks of raw materials, work in process and finished goods, book debts, outstanding monies, receivables, claims, bills, etc belonging to the company by way of paripassu charge. The company has also given the security of immovable property of its Subsidiary Opto Infrastructure Limited comprising on all that piece and parcel of land known as Plot No's 2A1, 2A2, 2A3, 2A3(P3), 2B1, 2B2, 2C1, 2C2, 3,4,5,6,7,8,9 and 10 in survey numbers in the Hassan Sector Specific Hard Ware Zone Industrial area within the limits of villages Doddabasavanahalli.
- 5.2) The short term secured borrowings of ₹ 755,45,55,346 includes Cash credit facility of ₹ 164,97,04,023 with interest rate in the range of 11% p.a to 13% p.a, Preshipment Credit in Foreign Currency and bill discounting/Postshipment credit in Foreign currency facility of ₹ 562,05,16,714 with interest rate in the range of 2% p.a to 9% p.a, Overdraft of ₹ 28,43,34,609 with interest rate of 8 to 14%.
- 5.3) The short term interest free unsecured loans of ₹ 26,16,65,612 is from the Directors of the Company, ₹ 12,35,82,072 from the Subsidiaries director. The company has also borrowed ₹ 6,80,00,000 from the private finance with the interest rate of 15% to 24% which are repayable on short term basis.

NOTE 6 - TRADE PAYABLES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Trade payables	425,681,858	102,685,530
Sundry Creditors for Subsidiaries	118,391,204	18,574,179
Total	544,073,062	121,259,709

NOTE 6A - DISCLOSURES UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT 2006

The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises as at 31st March 2013 where the outstanding amount payable to them beyond 45 days are as under:

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
The total amount due to such enterprises beyond 45 days	2,546,062	2,773,026

There is no interest payments for such delayed payments

NOTE 7 - OTHER CURRENT LIABILITIES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Current maturities of long-term debt	127,471,385	82,367,450
Interest accrued but not due on borrowings	Nil	2,755,994
Salary & Wages Payable	10,084,058	6,452,571
Advance received from Customers	288,091	270,967
Inter Corporate Deposit received from Subsidiaries	983,970,773	25,760,619
Inter Corporate Deposit received from others	9,472,195	9,472,195
Provision for Dividend & Dividend Tax	500,207,909	263,903,890
Sundry Creditors for Capital goods	1,821,186	602,342
Unclaimed Dividends	7,938,386	63,642,714
Statutory Dues Payable	6,088,415	3,475,405
Total	1,647,342,398	458,704,147

There are no amounts due for payment to the Investor Education and Protection Fund under 205 (c) of the Companies Act, 1956.

OPTO CIRCUITS (INDIA) LIMITED

NOTE 7A - CONTINGENT LIABILITY

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Income Tax matters - The income tax department has raised a demand for tax for the AY 2004-05 for which the company has preferred an appeal before the Commissioner of Income Tax (Appeal) III. Pending disposal of this, the company has not provided liability for income Tax.	1,416,000	1,416,000
Guarantees		
Corporate Guarantee has been given to Advanced Micronic Devices Limited (Company holding 59.71% of shares)	170,400,000	170,100,000
Corporate Guarantee has been given to Opto Cardiac Care Limited (Company holding 100% of shares)	500,000,000	Nil
Corporate Guarantee has been given to Eurocor Gmbh on behalf of Opto Eurocor Health Care Limited (Company holding 96.85% of shares)	556,350,400	546,720,000
Corporate Guarantee has been Given to Eurocor Asia Sdn Bhd on behalf of Opto Eurocor Health Care Limited (Company holding 96.85% of shares)	1,221,369,128	Nil
Corporate Guarantee has been given to Cardiac Science Corporation on behalf of Opto Cardiac Care Limited (Company holding 100% of shares)	2,991,411,500	2,813,607,500
Corporate Guarantee has been given to Opto Cardiac Care Limited (Company holding 100% of shares)	1,631,679,000	1,534,695,000
Bank Guarantees issued on behalf of the Company by Banks	12,500,000	12,500,000

NOTE 8 - SHORT-TERM PROVISIONS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Provision for Leave Encashment	7,222,542	5,725,871
Provision for Gratuity	3,136,849	1,703,149
Proposed Dividend	Nil	726,958,221
Tax on proposed dividend	Nil	117,930,798
Total	10,359,391	852,318,039

NOTE 9 - FIXED ASSETS

Amount in ₹

Particulars	Cost				Depreciation/Amortization/Diminution				Net Block	
	As at 1st April 2013	Additions during the year	Deductions during the year	As at 31st March 2013	Upto 31st March, 2012	For the year	On Deductions	Upto 31st March 2013	As at 31st March 2013	As at 31st March, 2012
TANGIBLE ASSETS										
Land	10,970,600			10,970,600	-			-	10,970,600	10,970,600
Bore Well	73,655			73,655	-			-	73,655	73,655
Office Building	4,347,218			4,347,218	1,492,655	70,860		1,563,515	2,783,703	2,854,563
Building	29,138,619			29,138,619	9,881,253	973,230		10,854,483	18,284,136	19,257,366
Apartment	12,685,605			12,685,605	3,588,909	423,699		4,012,608	8,672,997	9,096,696
GH Furniture & Fittings	657,328			657,328	116,176	21,955		138,151	519,197	541,152
Plant & Machinery	194,083,482	1,497,004	(13,042,195)	182,538,291	73,874,866	8,782,211	(6,902,079)	75,754,998	106,783,293	120,208,616
Furnitures & fittings	15,653,380	4,975,376		20,628,756	7,302,225	987,452		8,289,677	12,339,079	8,351,154
Computers	9,766,423	2,199,385		11,965,807	7,917,334	1,775,885		9,693,219	2,272,588	1,849,088
Office Equipments	3,145,270	4,661,452		7,806,722	1,068,148	291,810		1,359,958	6,446,764	2,077,122
Electrical Installations	10,093,154	1,064,023		11,157,177	4,277,537	498,041		4,775,578	6,381,599	5,815,617
Vehicles	49,064,774			49,064,774	33,080,776	4,648,418		37,729,194	11,335,580	15,983,998
Computers	88,000			88,000	88,000	-		88,000	-	-
Furnitures & fittings	233,562			233,562	137,956	14,511		152,467	81,095	95,606
SEZ UNIT										
Plant & Machinery	559,131,579	527,828,000		1,086,959,579	57,140,311	39,022,100		96,162,411	990,797,168	501,991,268
Furnitures & fittings	7,501,956			7,501,956	961,166	466,095		1,427,261	6,074,695	6,540,790
Computers	49,468,939			49,468,939	17,943,736	7,997,005		25,940,741	23,528,198	31,525,203
Office Equipments	177,723	50,000		227,723	14,845	10,047		24,892	202,831	162,878
Electrical Installations	1,652,605			1,652,605	146,409	78,284		224,693	1,427,912	1,506,196
Vehicles	40,710			40,710	9,663	3,857		13,520	27,190	31,047
Total	957,974,582	542,275,240	(13,042,195)	1,487,207,626	219,041,965	66,065,460	(6,902,079)	278,205,346	1,209,002,280	738,932,614
Previous year	951,632,696	6,744,741	(402,856)	957,974,581	165,753,901	53,516,042	(227,976)	219,041,967	738,932,614	785,878,795
Capital Work in progress	12,839,212	43,872		12,883,084				-	12,883,084	11,951,040
INTANGIBLE ASSETS										
Software Development Expenses	35,017,228			35,017,228	34,967,803	49,425		35,017,228	(0)	7,052,870
Total	35,017,228	-	-	35,017,228	34,967,803	49,425	-	35,017,228	(0)	7,052,870
Previous year	35,017,228	-	-	35,017,228	27,964,357	7,003,446	-	34,967,803	49,425	7,052,870

OPTO CIRCUITS (INDIA) LIMITED

NOTE 10 - NON CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
NON CURRENT INVESTMENTS (Unquoted) (Trade/Non-trade)		
INVESTMENTS IN EQUITY SHARES (Quoted)		
Advanced Micronic Devices Limited 31,53,165 E.shares of ₹ 10.00 fully paid up (aggregate cost of Quoted Investment ₹ 52,461,254 Market value ₹ 60,225,452 as on 31.03.2013 or as on last quoted date)	52,461,254	52,461,254
INVESTMENTS IN EQUITY SHARES (UNQUOTED)		
Mediaid Inc.,	445,549,475	445,549,475
Opto Eurocor Healthcare Limited	644,497,714	644,497,714
Devon Innovations Private Limited	31,250,000	31,250,000
Ormed Medical Technologies Limited	8,501,430	8,501,430
Opto Infrastructure Limited	187,536,500	187,536,500
Opto Circuits (Malaysia) Sdn Bhd,	446,300,000	446,300,000
Opto Cardiac Care Limited	2,000,550,050	2,000,550,050
Total	3,816,646,423	3,816,646,423

NOTE 11 - BREAK UP OF DEFERRED TAX ASSET AS AT YEAR END

Amount in ₹

Nature of timing difference	As at 31.03.2013	As at 31.03.2012
Provision for Depreciation	3,488,818	3,019,342
Deferred tax asset/(liability) net:	3,488,818	3,019,342

NOTE 11-A

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the current year and is quantified using the tax rates for Unit II. For the SEZ unit, deferred tax assets has not been recognised as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available for such deferred tax asset to be set off. Tax expenses towards deferred tax liability do not arise for SEZ unit as income is covered under section 10AA of the Income Tax Act, 1961.

NOTE 12 - OTHER NON CURRENT ASSETS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Advances for Supply of Captial goods - Subsidiary	59,360,319	1,048,567,956
Advances for Supply of Captial goods - Others	14,297,806	498,246,243
Total	73,658,125	1,546,814,199

NOTE 13 - INVENTORIES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
(At lower of cost and net realisable value)		
Raw materials	2,733,145,770	1,822,234,873
Work - in - Progress	872,126,253	832,238,588
Total	3,605,272,023	2,654,473,461

NOTE 14 – TRADE RECEIVABLES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
(Unsecured, considered good unless otherwise stated)		
1) Debts due for a period exceeding six months		
Considered Good	783,526,882	428,460,558
	783,526,882	428,460,558
2) Other Debts:		
Considered Good	5,059,094,895	2,144,879,009
	5,059,094,895	2,144,879,009
Total	5,842,621,777	2,573,339,567

NOTE 15 - CASH AND CASH EQUIVALENTS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Balances with banks in -		
Current Account	15,714,142	368,594,658
EEFC (Exchange Earners Foreign Currency Account)	-	18,430,606
Earmarked balance with bank (Unpaid Dividend)	-	62,815,511
Margin Money	5,657,100	5,657,100
	21,371,242	455,497,875
Cash on hand	231,470	476,281
Total	21,602,712	455,974,156

NOTE 16 - SHORT TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
(Unsecured, considered good unless otherwise stated)		
Loans and Advances to related parties (giving details thereof)		
Advances to Suppliers & Services - Subsidiaries	1,015,447,447	1,099,991,530
Inter corporate Deposits - Subsidiaries	6,877,238,823	5,167,725,655
	7,892,686,270	6,267,717,185
Others		
Considered Good		
Advances to Suppliers & Services - Others	2,035,363,869	1,815,433,719
Other Advances & Deposits	15,262,613	106,668,139
	2,050,626,482	1,922,101,858
Taxes paid in advance less provisions (current tax)	220,570,410	63,944,471
Total	10,163,883,162	8,253,763,514

NOTE 17 - OTHER CURRENT ASSETS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Prepaid Expenses	2,102,141	-
Total	2,102,141	-

OPTO CIRCUITS (INDIA) LIMITED

NOTE 18 - REVENUE FROM OPERATIONS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Sale of products	6,992,535,292	6,697,416,955
Total	6,992,535,292	6,697,416,955

NOTE 18A - EARNINGS IN FOREIGN EXCHANGE

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Sales	3,770,062,325	6,947,066,182
Total	3,770,062,325	6,947,066,182

NOTE 19 - OTHER INCOME

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Interest income	265,621	776,776
Dividend from subsidiary companies	-	3,153,165
Net gain on foreign currency transaction and translation	(22,992,467)	9,452,923
Total	(22,726,846)	13,382,864

NOTE 20 - COST OF MATERIALS CONSUMED

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Opening stock	1,822,234,873	1,754,469,645
Add: Purchases	4,869,903,240	3,837,954,437
Less: Closing stock	2,733,145,770	1,822,234,873
Cost of Materials Consumed	3,958,992,343	3,770,189,209

NOTE 20A - VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED

Amount in ₹

Particulars	For the year ended on 31.3.2013		For the year ended on 31.3.2012	
	Value (₹)	Percentage (%)	Value (₹)	Percentage (%)
Imported	3,797,221,371	95.91%	3,423,985,321	90.82%
Indigenously obtained	161,770,972	4.09%	346,203,888	9.18%
Total	3,958,992,343	100%	3,770,189,209	100%

NOTE 20B - CIF VALUE OF IMPORTS

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Raw materials	4,734,456,855	3,482,665,792
Components and Spare Parts	1,675,413	2,862,103
Capital Goods	532,340,667	431,942
Total	5,268,472,935	3,485,959,837

NOTE 21 - (INCREASE)/DECREASE IN STOCK OF FINISHED GOODS AND WORK-IN-PROGRESS

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Inventories at the end of the year:		
Finished goods	-	-
Work-in-progress	872,126,253	832,238,588
	872,126,253	832,238,588
Inventories at the beginning of the year:		
Finished goods	-	-
Work-in-progress	832,238,588	697,674,078
	832,238,588	697,674,078
Net (increase) / decrease	(39,887,665)	(134,564,510)

NOTE 22 - EMPLOYEE BENEFIT EXPENSES

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Salaries and wages	78,161,035	64,064,264
Contribution to provident and other funds	6,992,994	5,461,559
Staff welfare expenses	10,181,945	13,022,733
Total	95,335,974	82,548,556

NOTE 23 - FINANCE COSTS

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Interest expense	157,446,695	317,361,687
Other borrowing costs	3,502,922	154,770
Bank Charges	59,076,318	49,030,396
Total	220,025,935	366,546,853

NOTE 23A - FINANCE COST

During the year company has recovered from subsidiaries towards interest on the loan extended to them amounting to ₹ 4124.35 lakhs which is arrived based on the average rate of interest paid to Bank on the amount borrowed by the company.

OPTO CIRCUITS (INDIA) LIMITED

NOTE 24 - OTHER EXPENSES

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
MANUFACTURING AND OPERATING COST:		
Insurance	4,299,408	5,771,367
Labour Charges & Job Work	14,024,057	12,183,513
Power & Fuel	9,277,682	9,068,545
R&D, Product Development Expenses	62,981,289	11,942,423
Repairs & Maintenance - Building	109,558	2,399,561
Repairs & Maintenance - Electricals & Others	828,471	2,095,095
Repairs & Maintenance - Plant & Machinery	2,244,099	1,885,507
Tooling Charges	154,948	28,779
Total A	93,919,512	45,374,790
ADMINISTRATIVE EXPENSES:		
Share Transfer charges	229,274	265,751
Advertisement & Trade Shows	3,195,715	3,516,857
Directors Remuneration	15,085,194	15,741,072
Electricity & Water Charges	2,744,601	2,776,491
General Expenses	1,245,480	959,439
Membership, Books & Periodicals	45,271	79,365
Miscellaneous expenses	6,398,878	6,228,715
Net loss on sale of assets	540,015	91,130
Office Maintenance	5,413,261	2,613,001
Postage, Telephone & Fax Charges	3,983,942	4,409,929
Printing & Stationery	7,228,971	7,259,898
Prior Period Expenses	9,546,960	8,306,193
Professional Consultancy Charges	8,241,652	7,524,945
Rates & Taxes	2,749,153	7,762,737
Rent	2,046,476	3,083,782
Travelling & Conveyance	11,216,850	19,270,160
Total B	79,911,693	89,889,465
SELLING EXPENSES:		
Business Promotion Expenses	297,903	359,150
Clearing Charges	7,483,529	6,101,641
Freight & Handling Charges	33,751,089	34,700,800
Packing Materials	5,127,073	9,430,111
Total C	46,659,594	50,591,702
Total (A+B+C)	2,20,490,799	1,85,855,957

1. The prior period expenses of ₹ 9,546,960 which consists of professional expenses of ₹ 365,800 Postage expenses of ₹ 5,311 Tax expenses along with interest of ₹ 8,909,217 and Freight of ₹ 266,632.

2. Product Development Expenses: The expenses incurred with respect to product development is written off in the year it has incurred and the entire amount is charged off in the Profit and Loss account.

NOTE 24A - MISCELLANEOUS EXPENSES INCLUDE PAYMENT TO AUDITORS

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Audit fees	4,500,000	3,792,150
Tax Audit fees	1,500,000	1,264,050
Taxation matters	-	551,500
Other services	398,878	545,985
Out of pocket expenses reimbursed	-	75,030
Total	6,398,878	6,228,715

NOTE 24B - EXPENDITURE IN FOREIGN CURRENCY

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Interest	8,206,743	14,104,952
Travel Expenses	545,793	2,377,391
Legal & Professional Charges	-	65,270
Total	8,752,536	16,547,613

NOTE 25 - PROVISION FOR TAX

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Current Tax	38,767,980	31,067,124
Deferred Tax	(469,476)	983,503
Total	38,298,504	32,050,627

NOTE 26 - COMPUTATION OF NET PROFIT UNDER SECTION 198 READ WITH SECTION 349 AND SECTION 350 OF THE COMPANIES ACT, 1956 FOR THE YEAR ENDED MARCH 31, 2013.

Amount in ₹

Particulars	For the year ended on 31.3.2013	For the year ended on 31.3.2012
Profits Before Taxation	2,448,736,175	2,379,704,268
Add:		
Managerial Remuneration to Directors	15,085,194	15,741,072
Loss on Sale of Fixed Assets	540,015	91,130
Depreciation as per accounts	66,114,885	60,519,487
	2,530,476,269	2,456,055,956
Less:		
Depreciation as per Section 350 of the companies Act	66,114,885	60,519,487
Net Profits as per 349 of the Companies Act, 1956	2,464,361,384	2,395,536,470
Remuneration to Managing and Wholetime Directors @ 10 % of the Net Profits (maximum)	246,436,138	239,553,647
Remuneration to Wholetime Directors (Salary & Perquisites)	15,085,194	15,741,072

Note: As per the AGM approval dated 28.09.2010 Whole time Directors are eligible for Salary, Perquisites & Commission @ 3 % on Net Profits. Commission has not been paid.

OPTO CIRCUITS (INDIA) LIMITED

NOTE 27- EARNINGS PER SHARE

Amount in ₹

Particulars	For the year ended on 31.3.2013		For the year ended on 31.3.2012	
Profit after tax		2,410,437,671		2,347,653,641
Basic and Weighted average number of Equity Shares outstanding during the period		242,319,407		242,319,407
Nominal Value of Equity Shares		10		10
Basic Earnings per Equity Shares		9.95		9.69

EPS for previous year has been restated.

NOTE 28 - DETAILS OF FOREIGN CURRENCY EXPOSURES THAT ARE NOT HEDGED BY A DERIVATIVE INSTRUMENT OR OTHERWISE.

Amount in ₹

Particulars	Amount in Foreign Currency		Equivalent amount in ₹	
	Current Year	Previous Year	Current Year	Previous Year
Sundry Creditors				
US\$	8,184,346	1,601,225	445,140,829	71,494,698
Euro	40,826	51,166	2,839,210	3,235,743
Loans and Advances received US\$	1,361,948	277,077	74,075,405	12,371,505
Bank Borrowings US\$	105,672,448	92,519,295	5,747,450,476	4,130,986,509
Sundry Debtors US\$	107,422,265	50,303,277	5,842,621,798	2,246,041,298
Bank Balances US\$	-	360,279	-	16,086,451
Loans and Advances Paid				
US\$	42,607,022	49,383,434	2,317,366,111	2,204,970,347
Euro	599,991	1,640,978	41,725,670	103,775,418
SG\$	20,452	20,452	894,732	913,191

NOTE 29 – SEGMENT INFORMATION NOTE 29A – PRIMARY SEGMENTS – BUSINESS SEGMENTS

Amount in ₹

Particulars	Sensors		Monitors		Others		Total Amount	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
A SEGMENT REVENUE								
Sales Revenue	3,068,784,396	3,812,464,320	3,223,418,872	1,998,673,747	700,332,024	886,278,887	6,992,535,292	6,697,416,955
Other income							(22,726,846)	13,382,864
B SEGMENT RESULTS								
Profit/(Loss) after considering other income and before interest and tax	1,291,634,652	1,771,270,556	1,229,672,104	837,209,828	250,603,189	284,145,537	2,771,909,945	2,892,625,921
Interest expenses and other borrowing cost							220,025,936	366,546,853
Other Un-allocable Expenditure							103,147,835	146,374,800
Profit before tax	1,291,634,652	1,771,270,556	1,229,672,104	837,209,828	250,603,189	284,145,537	2,448,736,174	2,379,704,268
C SEGMENT ASSETS								
Unallocated Corporate Assets	5,233,526,678	3,576,999,683	4,577,335,260	1,820,357,309	858,917,222	582,277,287	10,669,779,160	5,979,634,279
Total Assets	5,233,526,678	3,576,999,683	4,577,335,260	1,820,357,309	858,917,222	582,277,287	14,081,381,380	14,076,217,634
D SEGMENT LIABILITIES								
Unallocated Corporate liabilities	270,164,663	24,730,496	240,781,269	65,712,865	44,287,549	31,689,656	555,233,481	122,133,018
Total Liabilities							9,654,406,960	7,802,636,463
E SEGMENT CAPITAL EXPENDITURE								
Segment fixed assets	810,837	2,441,458	527,828,000	1,911,288	13,680,275	2,391,995	542,319,112	6,744,741
F DEPRECIATION / AMORTISATION								
	30,807,738	34,450,354	29,329,823	18,060,502	5,977,323	8,008,631	66,114,885	60,519,487

OPTO CIRCUITS (INDIA) LIMITED

NOTE 29B – SECONDARY SEGMENTS - GEOGRAPHICAL SEGMENTS

Amount in ₹

Particulars	Current Year	Previous Year
(i) Sales revenue by geographical location of customers (Net of Excise Duty)		
Within India	-	-
Outside India	6,992,535,292	6,697,416,955
(ii) Carrying Amount of Segment Assets		
Within India	24,751,160,540	20,055,851,914
Outside India	-	-
(iii) Capital Expenditure		
Within India	542,319,112	6,744,741
Outside India	-	-
(iv) Sales revenue by geographical market		
India	-	-
Asia	6,596,825,272	6,435,001,277
America	266,269,870	137,739,812
Europe	129,440,150	124,628,502
Others	-	47,362

NOTE 29C – BUSINESS SEGMENT INFORMATION

The Company has considered business segment as the Primary Segment for disclosure. The product included in each of the reported domestic business segments are as follows:

- a. Sensors
- b. Monitors
- c. Others

NOTE 29D – THE GEOGRAPHICAL SEGMENTS CONSIDERED FOR DISCLOSURE ARE AS FOLLOWS

- a. Sales within India includes sales to customers located within India.
- b. Sales outside India includes sales to Customer located outside India.
- c. The carrying amount of Segments assets in India and outside India is based on Geographical location of assets.

NOTE 30 – RELATED PARTY DISCLOSURE**NOTE 30A - NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP WHERE CONTROL EXISTS**

Name of Related Party	Nature of Relationship	% of Holding
1) Advanced Micronic Devices Limited	Subsidiary Company	59.71%
2) Mediaid Inc, USA	Subsidiary Company	100.00%
3) Devon Innovations Private Limited	Subsidiary Company	100.00%
4) Ormed Medical Technology Limited	Subsidiary Company	100.00%
5) Opto Infrastructure Limited	Subsidiary Company	87.20%
6) Maxcor Lifescience Inc, USA	Subsidiary Company	100.00%
7) Opto Circuits (Malaysia) Sdn, Bhd.	Subsidiary Company	100.00%
8) Opto Cardiac Care Limited	Subsidiary Company	100.00%

NOTE 30A – NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP WHERE CONTROL EXISTS (CONTD.)

Name of Related Party	Nature of Relationship	% of Holding
9) Opto Eurocor Healthcare Limited	Subsidiary Company	96.85%
10) Cardiac Science Corporation	Stepdown Subsidiary company	NA
11) Criticare System Inc,	Stepdown Subsidiary company	NA
12) Unetixs Vascular Inc	Stepdown Subsidiary company	NA
13) Eurocor Gmbh	Stepdown Subsidiary company	NA
14) Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	NA
15) Eurocor (S) Pte. Ltd.	Stepdown Subsidiary company	NA
16) N S Remedies Private Limited	Stepdown Subsidiary company	NA

Key Management Personnel	
Name of Related Party	Relationship
1) Vinod Ramnani	Key Management Personnel
2) Usha Ramnani	Key Management Personnel
3) Jayesh C Patel	Key Management Personnel
4) Thomas Dietiker	Key Management Personnel
5) Srinivas M	Key Management Personnel
6) Bhaskar Valiveti	Key Management Personnel

NOTE 30B – RELATED PARTY TRANSACTIONS

Amount in ₹

Nature of Transactions & Name of Related Party	Description of Relationship	Amount of Transaction	
		2012-13	2011-12
PURCHASES			
Raw Materials & Consumables			
Cardiac Science Corporation	Stepdown Subsidiary company	279,205	100,415
Mediaid Inc	Subsidiary Company	324,216	4,112,807
Criticare System Inc	Stepdown Subsidiary company	478,843	3,150,930
SALES			
Finished Goods			
Mediaid Inc	Subsidiary Company	-	3,164,894
Criticare System Inc	Stepdown Subsidiary company	27,360,174	247,000
Advanced Micronic Devices Limited	Subsidiary Company	88,000	-
Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	436,224	-
Unetixs Vascular Inc	Stepdown Subsidiary company	4,239,407	-
Cardiac Science Corporation	Stepdown Subsidiary company	43,789,581	-
Dividend Received/Receivable			
Advanced Micronic Devices Limited	Subsidiary Company	-	3,153,165
Loans & Advances (Debit Balance)			
Advanced Micronic Devices Limited	Subsidiary Company	132,516,065	88,225,813
Opto Eurocor Healthcare Limited	Subsidiary Company	1,038,310,027	969,660,843
Opto Infrastructure Limited	Subsidiary Company	-	1,107,417,241
Criticare System Inc,	Stepdown Subsidiary company	11,837,757	41,919,709

OPTO CIRCUITS (INDIA) LIMITED

NOTE 30B – RELATED PARTY TRANSACTIONS (CONTD.)

N S Remedies Private Limited	Stepdown Subsidiary company	42,163,197	38,270,578
Opto Cardiac Care Limited	Subsidiary Company	6,152,257,475	4,743,320,956
Mediaid Inc	Subsidiary Company	292,692,794	189,703,111
Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	109,842,053	
Eurocor GmbH	Stepdown Subsidiary company	112,104,691	110,164,647
Devon Innovations Private Limited	Subsidiary Company	-	2,232,623
Loans & Advances (Credit Balance)			
Cardiac Science Corporation	Stepdown Subsidiary company	13,525,750	112,544
Devon Innovations Private Limited	Subsidiary Company	119,487,725	-
Ormed Medical Technology Limited	Subsidiary Company	9,900,000	400,000
Opto Infrastructure Limited	Subsidiary Company	780,795,734	-
Vinod Ramnani	Key Management Personnel	156,163,584	80,003,584
Usha Ramnani	Key Management Personnel	66,501,578	33,012,756
Jayesh C Patel	Key Management Personnel	39,000,000	39,000,000
Srinivas M	Key Management Personnel	10,377,704	-
Bhaskar Valiveti	Key Management Personnel	113,204,368	-
Sundry Debtors (Balances)			
Mediaid Inc	Subsidiary Company	3,855,253	3,654,739
Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	437,344	-
Sundry Creditors (Balances)			
Advanced Micronic Devices Limited	Subsidiary Company	707,331	27,331
Criticare System Inc,	Stepdown Subsidiary company	2,506,490	9,563,884
Cardiac Science Corporation	Stepdown Subsidiary company	4,134	112,544
Mediaid Inc	Subsidiary Company	115,173,250	8,870,420
Management Contracts including for Deputation of Employees			
Directors Remuneration			
Vinod Ramnani	Key Management Personnel	7,870,536	7,870,536
Usha Ramnani	Key Management Personnel	7,214,658	7,870,536

NOTE 31

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

VINOD RAMNANI
Chairman & Managing Director

JAYESH PATEL
Director

SRINATHA A.N.
Company Secretary

Place: Bengaluru
Date: 30th May 2013

As per our report of even date

FOR ANAND AMARNATH & ASSOCIATES
Chartered Accountants

B K AMARNATH
Partner

Membership Number: 26536
Firm Registration Number: 000121S

REPORT OF THE AUDITORS TO

THE BOARD OF DIRECTORS OF OPTO CIRCUITS (INDIA) LIMITED

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of OPTO CIRCUITS (INDIA) LIMITED and its subsidiaries (the Group) which comprise the consolidated balance sheet as at 31st March, 2013, the consolidated statement of Profit and loss and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India including accounting standard referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control

relevant to the Groups preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

- (a) Opto Circuits(india) Ltd has filed a petition in the High court of Karnataka on the ground that income accrued or arising from business carried on by them as SEZ developer or unit are exempted from the applicability of MAT as provided under sub-section 6 of section 115 JB and sub-section 6 of section 115-O of the Income Tax Act. Accordingly, during the year the company has not provided for MAT of ₹ 4,900 lacs.
- (b). Opto Circuits(india) Ltd and its subsidiary Advanced Micronic Devices Ltd have defaulted in payment of dividend to the shareholders to the tune of ₹ 1,190 lacs, and ₹ 31.53 lacs respectively.
- (c). During March 2013 State Bank of India appointed M/s B&N Pai&Co., a firm of independent Chartered Accountants, to conduct stock audit in one of its subsidiaries, Advanced Micronic devices Ltd.

1. During the course of stock audit, auditors have observed that stock of Terminal and Multi Para Patient Monitor were non-moving, resulting in not being sold aggregating to ₹ 1,685.18 lacs. The company has not assessed realisable value of the non-moving stock out of ₹ 1685.18 lacs. Accordingly the company has not provided for loss on non-moving stock.

2. Stock auditors have also notified bills receivable amounting to ₹ 1522.54 lacs as not realised for more than 180 days. The company has not made proper assessment of the amount realisable from the above mentioned debtor. Accordingly

OPTO CIRCUITS (INDIA) LIMITED

company has not made provision for bad and doubtful debts. (d). We also observed that one of the subsidiaries Advanced Micronic Devices Ltd has a branch at USA. This branch had not been audited by any other independent auditors and also the company has not produced any records for our verification to check the correctness of the entries. These entries are approved by management. The branch share of profit aggregate to ₹ 92.80 lacs and assets ₹ 856.27 lacs. Our report in so far it relates to the amount included in respect of the branch is based solely on such approved financial statements.

Subject to above, based on our audit as aforesaid, in our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors on the financial statements / financial information referred to below in other matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the consolidated balance sheet, of the state of affairs of OPTO CIRCUITS (INDIA) LIMITED Group as at 31st March, 2013.
- b) In the case of the consolidated profit and loss account, of the profit for the year ended on that date.
- c) In the case of the consolidated cash flow statement of the cash flows of the group for the year ended on that date.

Other Matters

Below mentioned audited financial statements which have been audited by other independent auditors and unaudited financial statements of subsidiaries and step-down subsidiaries have been consolidated.

Audited Financial statements:

₹ in Lacs

Name	Relationship with Opto Circuits (India) Ltd	Contribution Towards Assets	Contribution Towards Revenue
Eurocor Singapore Pte Ltd, (subsidiary Of Opto Eurocor Health Care Ltd)	Step-down subsidiary	24,414.26	4,801.09
N.S.Remedies, (subsidiary Of Opto Eurocor Health Care Ltd)	Step-down subsidiary	724.47	64.49
Unitexs Vascular Inc.,USA, (subsidiary Of Opto Cardiac Care Ltd)	Step-down subsidiary	4,531.31	3,634.99
Total (a)		29,670.04	8,500.57

Unaudited financial statements

₹ in Lacs

Name	Relationship with Opto Circuits (India) Ltd	Contribution Towards Assets	Contribution Towards Revenue
Mediaid Inc U.S.A	Subsidiary	23,587.91	14,701.35
Cardiac Science Corporation, USA (subsidiary Of Opto Cardiac care Ltd)	Step-down subsidiary	81,996.02	65,724.44
Criticare Systems Inc, USA, (subsidiary Of Opto Cardiac Care Ltd)	Step-down subsidiary	44,268.92	25,455.02
Eurocor Asia Sdn Bhd, (subsidiary Of Opto Eurocor Health Care Ltd)	Step-down subsidiary	38,747.05	33,010.92
Opto Circuits (Malaysia)	Subsidiary	9,185.39	3,868.87
Eurocor Poland Sp Z.oo, (Step down subsidiary Of Opto Eurocor Health Care Ltd)	Step-down subsidiary	190.86	380.42
Eurocor GmbH, (subsidiary Of Opto Eurocor Health Care Ltd)	Step-down subsidiary	26,751.85	4,465.09
Total (b)		224,728.00	147,606.11

To sum up, these above mentioned subsidiaries reflects total assets and total revenue as against the consolidated total assets and total revenue as mentioned below:

₹ in Lacs

	Audited Financial statements	Unaudited financial statements	Consolidated financial statements (Opto circuits(india) Ltd group)
Revenue	8500.57	147606.1	239935.47
Assets	29670.04	224728	433271.34

We have relied on the above unaudited financial statements of subsidiaries. These unaudited financial statements as approved by the respective Chief executive officers/key management personnel of these companies have been furnished to us by the management and our report in so far it relates to the amount included in respect of the subsidiaries is based solely on such approved unaudited financial statements and in the absence of independent audit we are unable to comment on unaudited results of the above mentioned companies.

We report that the consolidated financial statements have been prepared by OPTO CIRCUITS (INDIA) LTD's management in accordance with the requirements of Accounting Standard 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India.

For ANAND AMARNATH & ASSOCIATES

Chartered Accountants

B.K. AMARNATH

Partner

Membership Number: 26536

Firm Registration Number: 000121S

Place: Bengaluru

Date: 30th May 2013

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2013

Amount in ₹

Sl.No.	Particulars	Note No.	As at 31.03.2013	As at 31.03.2012
I	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	(a) Share Capital	1	2,423,194,070	2,423,194,070
	(b) Reserves and Surplus	2	18,396,068,636	14,570,076,103
			20,819,262,706	16,993,270,173
2	Minority Interest		205,889,251	180,417,322
3	Non-Current Liabilities			
	(a) Long-term borrowings	3	2,257,493,970	2,968,689,930
	(b) Long term provisions	5	27,462,948	29,219,556
			2,284,956,918	2,997,909,486
4	Current Liabilities			
	(a) Short-term borrowings	6	10,946,770,106	7,644,602,927
	(b) Trade payables	7	4,084,173,430	2,067,235,628
	(c) Other current liabilities	8	4,283,331,726	3,270,999,750
	(d) Short-term provisions	9	702,750,132	2,158,125,536
			20,017,025,394	15,140,963,841
	Total		43,327,134,269	35,312,560,822
II	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	10	5,179,393,769	4,564,540,990
	(ii) Intangible assets		2,005,663,450	2,545,972,184
	(iii) Capital work-in-progress		444,562,621	429,496,957
			7,629,619,840	7,540,010,131
	Goodwill on Consolidation		4,491,334,918	4,491,334,918
	(b) Non-current investments	11	109,000	109,000
	(c) Deferred tax assets (net)	4	636,760,477	581,628,939
	(d) Long term loans and advances	12	834,480	834,480
	(e) Other non-current assets	13	568,460,564	2,525,975,452
			1,206,164,521	3,108,547,871
2	Current assets			
	(a) Inventories	14	7,443,048,888	5,117,704,844
	(b) Trade receivables	15	15,894,022,428	8,465,733,223
	(c) Cash and Cash Equivalents	16	431,689,955	1,743,058,157
	(d) Short-term loans and advances	17	6,008,916,670	4,460,370,504
	(e) Other current assets	18	222,337,049	385,801,174
			30,000,014,990	20,172,667,903
	Total		43,327,134,269	35,312,560,822

See accompanying notes (1 to 38) to the financials statements

For and on behalf of the Board of DirectorsVINOD RAMNANI
Chairman & Managing DirectorJAYESH PATEL
DirectorSRINATHA A.N.
Company SecretaryPlace: Bengaluru
Date: 30th May 2013**As per our report of even date**FOR ANAND AMARNATH & ASSOCIATES
Chartered AccountantsB K AMARNATH
PartnerMembership Number: 26536
Firm Registration Number: 000121S

OPTO CIRCUITS (INDIA) LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2013

Amount in ₹

Sl.No.	Particulars	Note No.	For the year ended on	
			31.03.2013	31.03.2012
I.	Revenue from operations	19	23,993,547,473	23,568,543,425
II.	Other Income	20	73,091,982	135,615,368
III.	Total Revenue (I +II)		24,066,639,455	23,704,158,794
	Expenses:			
	Cost of materials consumed	21	138,90,036,776	13,407,756,230
	Changes in inventories of finished goods, Work-in-progress and Stock-in-Trade	22	(425,022,700)	(216,350,160)
	Employee benefit expense	23	1,996,934,248	1,865,893,552
	Finance costs	24	1,092,354,551	591,975,115
	Depreciation and amortization expense	10	959,513,962	546,275,131
	Other expenses	25	2,583,095,203	2,346,249,467
IV.	Total Expenses		20,096,912,039	18,541,799,334
V.	Profit before exceptional and extraordinary items and tax (III - IV)		3,969,727,416	5,162,359,459
VI.	Exceptional Items		-	-
VII.	Profit before extraordinary items and tax (V - VI)		3,969,727,416	5,162,359,459
VIII.	Extraordinary Items		114,889,765	-
IX.	Profit before tax (VII - VIII)		3,854,837,651	5,162,359,459
X.	Tax expense:	26		
	(1) Current tax		47,807,860	268,136,866
	(2) Deferred tax		(16,589,187)	(839,779,276)
XI.	Profit(Loss) for the period after Tax (IX-X)		3,823,618,977	5,734,001,869
XII.	Share of Minority Interest		25,471,929	15,206,637
XIII.	Profit/(Loss) for the period (XI - XII)		3,798,147,048	5,718,795,232
XIV.	Earning per equity share:	27		
	(1) Basic		15.67	23.60
	(2) Diluted		-	-

See accompanying note (1 to 38) to the financials statements

For and on behalf of the Board of DirectorsVINOD RAMNANI
Chairman & Managing DirectorJAYESH PATEL
DirectorSRINATHA A.N.
Company SecretaryPlace: Bengaluru
Date: 30th May 2013**As per our report of even date**FOR ANAND AMARNATH & ASSOCIATES
Chartered AccountantsB K AMARNATH
PartnerMembership Number: 26536
Firm Registration Number: 000121S

CONSOLIDATED CASH FLOW AS ON 31ST MARCH 2013

Amount in ₹

Sl.No.	Particulars	March 31st 2013	March 31st 2012
I	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit before tax & extraordinary items	3,969,727,416	5,162,359,458
	Adjustments for non operating items		
	Amortisation and other non cash items	(52,757,983)	(819,144,800)
	Depreciation	959,513,962	546,275,131
	Dividend received for the year	-	(583)
	Interest paid on borrowings	1,092,354,551	591,975,115
	Interest received on Fixed Deposit	(8,401,894)	(7,808,272)
	Profit / (Loss) Sale of Fixed Assets	5,577,838	7,031,889
		5,966,013,890	5,480,687,939
	Adjustments for working capital		
	(Increase)/Decrease in inventories	(2,325,344,043)	(792,511,449)
	(Increase)/Decrease in loans & advances	572,432,847	(1,842,868,727)
	(Increase)/Decrease in sundry debtors	(7,428,289,206)	(1,681,532,554)
	Increase/(Decrease) in current liabilities	1,960,585,519	(468,575,441)
	Cash operating profit/(loss) before income tax	(1,254,600,992)	695,199,767
	Income tax	(31,218,674)	571,642,410
	Cash flow from operating activities before extraordinary items	(1,285,819,665)	1,266,842,177
	Extraordinary items Previous year transaction	(114,889,765)	-
	Net cash flow from operations	(1,400,709,431)	1,266,842,177
II.	CASH FLOW FROM INVESTING ACTIVITIES		
	Dividend Income	-	583
	Interest received on Fixed Deposit	8,401,894	7,808,272
	Proceeds from Sale of Fixed Assets	(5,577,838)	(7,031,889)
	Change in Minority Interest	25,471,929	(38,525,861)
	Total inflow of cash from investing activities	28,295,984	(37,748,895)
	Purchase of Fixed Assets	(1,034,058,006)	(3,245,388,363)
	Payment towards Capital Work in Progress	(15,065,665)	(89,854,456)
	Net cash flow from investing activities	(1,020,827,686)	(3,372,991,714)
III.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds/(Repayment) of Term Loans	(488,930,777)	1,377,153,084
	Proceeds from Issue of Share Capital - Share Premium/ Capital Reserve	-	215,482,080
	Proceeds/(Repayment) of Working Capital Loans	1,893,738,974	1,328,403,097
	Proceeds/(Repayment) of Unsecured Loans	1,408,428,205	20,357,642

OPTO CIRCUITS (INDIA) LIMITED

CONSOLIDATED CASH FLOW AS ON 31ST MARCH 2013 (CONTD.)

Amount in ₹

Sl.No.	Particulars	March 31st 2013	March 31st 2012
	Inflow of cash	2,813,236,402	2,941,395,903
	Interest paid on borrowings	(1,092,354,551)	(591,975,115)
	Dividend	(610,712,936)	(841,998,758)
	Net cash flow from financing activities	1,110,168,915	1,507,422,030
	Total increase in cash & cash equivalents during the year	(1,311,368,202)	(598,727,506)
	Cash & cash equivalents at the beginning of the year	1,743,058,157	2,341,785,664
	Cash & cash equivalents at the end of the year	431,689,955	1,743,058,158

Note: Figures in brackets represent outflows

For and on behalf of the Board of Directors

VINOD RAMNANI
Chairman & Managing Director

JAYESH PATEL
Director

SRINATHA A.N.
Company Secretary

Place: Bengaluru
Date: 30th May 2013

As per our report of even date

FOR ANAND AMARNATH & ASSOCIATES
Chartered Accountants

B K AMARNATH
Partner

Membership Number: 26536
Firm Registration Number: 000121S

NOTES FORMING PART OF CONSOLIDATED ACCOUNTS

COMPANY OVERVIEW:

Opto Circuits (India) Limited group is engaged in the manufacture and trading of invasive and non invasive medical equipments. Opto Circuits (India) Limited, parent Company is located in Bengaluru and manufacturing plant in Vishakapatnam.

SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF CONSOLIDATION & PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historic cost convention on the accrual basis except for certain financial instruments which are measured at fair value. GAAP comprises of mandatory accounting standards prescribed by the Companies (Accounting Standards) Amendment Rules, 2011 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to existing accounting standards requires a change in the accounting policies hitherto in use.

The consolidated financial statements include the financial statements of the holding Company, its subsidiaries and the step-down subsidiaries. The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, "Consolidated Financial Statements".

The Consolidated Financial statements have been combined on a line-by-line basis by adding together book value of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and the un-realised gain/loss. The Consolidated Financial statements have been consolidated applying uniform accounting policies in use at the Group. Minority interests have been excluded. Minority interest represents that part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company.

• Use of Estimates

The preparation of the financial statements is in conformity

with GAAP which requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as on the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage-of-completion which requires the Group to estimate the efforts expended to date as a proportion of the total efforts to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the net selling price and the value in use which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset, other than goodwill is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized.

The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in previous years.

2. REVENUE RECOGNITION

Revenue from sale of products are recognized on dispatch of goods to customers and installation. Such revenue is recorded at net of sales tax/VAT, trade discounts, rebates for price adjustments, rejections and shortage in transit. Interest

income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend is recognized as and when the Company's right to receive payment is established. Revenue from service charges is recognized on rendering of the related services in accordance with the terms of the agreement.

3. PROVISIONS AND CONTINGENT LIABILITIES:

Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimates can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the Financial statements.

4. FIXED ASSETS INCLUDING GOODWILL, INTANGIBLE ASSETS AND CAPITAL WORK-IN-PROGRESS

Fixed Assets are stated at cost, less accumulated depreciation and impairments, if any. Direct costs are capitalized until fixed assets are ready for use. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use at the reporting date. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation and impairment.

5. DEPRECIATION AND AMORTIZATION

Depreciation on fixed assets is provided on the straight-line method based on useful lives of assets as estimated by the management. Depreciation for assets purchased/sold during the period is proportionately charged. Intangible assets are amortised over their respective individual estimated economic useful lives on a straight line basis commencing from the date the asset is available to the Group for its use. Leasehold improvements are written off over the lower of the remaining primary period of lease or the life of the asset.

6. LICENSE RIGHTS AND PATENTS

License rights and patents are evaluated for impairment when events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable through the

estimated undiscounted future cash flows resulting from the use of these assets. When any such impairment exists, the related assets will be written down to fair value.

7. PRODUCT WARRANTIES

Estimated costs for product warranties are accrued for and charged to operations, as revenues for the related products are recognized.

8. ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Accounts receivable are customer obligations due under normal trade terms. The Company sells its products to distributors, OEMs, and end users in medical facilities such as hospitals, surgery centers, nursing homes and physician offices. The Company performs the credit evaluation of its customers' financial condition and although does not require a collateral, letters of credit will be required from the customers in certain circumstances.

Management reviews accounts receivable on a monthly basis to determine if any receivables will potentially be uncollectible. The Company includes any accounts receivable balances that are determined to be uncollectible, along with a general reserve, in its overall allowance for doubtful accounts. Based on the information available, the Company believes its allowance for doubtful accounts as of now is adequate. However, actual write-offs might exceed the recorded allowance.

9. INVENTORIES

Valuation of inventories is on the following basis as certified by the management. Cost of inventory is computed on FIFO/ Standard cost basis.

Type of Inventory	Method of valuation
Raw Materials including stores and spares	Valued at lower of cost and market value.
Work in Process	Valued at lower of cost and market value Work in Process includes cost incurred up to the stage of completion.
Finished Goods	Valued at lower of cost and market value Finished goods include costs of conversion and costs incurred up to bringing the same to the location or stage of completion.

10. RETIREMENT BENEFITS

The Company's liability towards retirement benefit in the form of Provident fund, Gratuity and Earned Leave encashment are provided for on accrual basis and charged to revenue expenditure. The Company contributes to the Employee Provident Fund under the Employee Provident Fund Scheme of the Central Government. The gratuity liability is provided and charged off as revenue expenditure based on actuarial valuation. The Company has subscribed to the group gratuity scheme policy of LIC of India. All overseas subsidiaries provide for retirement benefits under respective laws and regulations.

11. TAXES ON INCOME

• Income Tax

A Provision is made for Income Tax annually based on the Tax Liability computed after considering Tax allowances and exemptions. Provisions are recorded when it is estimated that the liability due to disallowances of other matters is probable. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income Tax Liability is considered as asset, if there is convincing evidence that the Company will pay normal tax after the tax holiday period. Accordingly it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

• MAT Provision

The Company is not charging off MAT on SEZ profit, as the MAT payment is in the nature of advance tax which will be set off against liability arising in future years. The unclaimable MAT amount will be written off as expenditure in the year in which carry forward/adjustment is not permissible.

• Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying value of the assets and liabilities and their respective tax bases.

Deferred tax asset in the nature of unabsorbed depreciation and losses are recognized only if there is a virtual certainty of realization. Other deferred tax assets are recognized if there is a reasonable certainty of realization. The effect on deferred assets and liabilities of a change in rates is recognized in the income statements in the period of enactment of the change. Deferred tax assets and liabilities are computed on the timing difference at the reporting date between carrying

amount of assets and liabilities and their respective tax base. Deferred Tax assets are recognized based on management estimates of available tax liability and assessing its certainty. Under US GAAP, Valuation allowance is made to provide for that portion which is not `more likely than not` realizable. Also classification as current or non-current is based on the classification of related non-tax assets or liability.

12. FOREIGN CURRENCY TRANSLATIONS

Foreign currency transaction is recorded at the rates of exchange prevailing on the date of transaction. Foreign currency translation on assets & liabilities and realized gains / losses on foreign exchange transactions, other than those relating to fixed assets are recognized in the profit and loss account. Exchange difference arising on liabilities incurred for the purpose of acquiring fixed assets are adjusted in the carrying value of the respective fixed assets.

While translating the financial statements of non integral foreign subsidiaries the exchange difference arising on translation of assets / liabilities and income / expenses is disclosed as foreign currency translation reserve.

The Goodwill/Capital reserve arising out of acquisition of subsidiaries are stated at closing rate and difference in translation are disclosed in foreign currency translation reserve. Monetary assets and liabilities and loans denominated in foreign currency as at Balance sheet date are converted at the exchange rate prevailing on such date. Non-monetary item are carried at historical cost. Items of income and expense are converted at average exchange rate.

13. GOODWILL ON CONSOLIDATION

Goodwill comprise the excess of purchase consideration over the book value of net assets of the acquired enterprise. Goodwill arising on consolidation is stated at cost and any impairment is recognised wherever applicable.

14. RESEARCH & DEVELOPMENT

Research and development costs, including technical know-how fees, incurred for development of products are expensed as and when incurred, except for development costs which relate to the design and testing of new or improved materials, products or processes which are recognized as an intangible asset to the extent that it is expected that such assets will generate future economic benefits. Research and Development expenditure of a capital nature are shown as intangible assets and any expenditure is carried forward and amortized over the estimated useful life of assets.

15. INVESTMENTS

Investments other than investments in associates are valued at cost.

16. EARNINGS PER SHARE

The basic & diluted earnings per shares is calculated proportionately on the outstanding equity shares.

17. LEASES

Leases that do not transfer substantially all of the risks and rewards of ownership are classified as operating leases and recorded as expenses as and when payments are made over the lease term.

For and on behalf of the Board of Directors

VINOD RAMNANI
Chairman & Managing Director

JAYESH PATEL
Director

SRINATHA A.N.
Company Secretary

Place: Bengaluru
Date: 30th May 2013

As per our report of even date

FOR ANAND AMARNATH & ASSOCIATES
Chartered Accountants

B K AMARNATH
Partner

Membership Number: 26536
Firm Registration Number: 000121S

CONSOLIDATED NOTES TO ACCOUNTS

NOTE 1 – SHARE CAPITAL

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Authorised:		
300,000,000 (PY 300,000,000) equity shares of ₹ 10 each	3,000,000,000	3,000,000,000
	3,000,000,000	3,000,000,000
Issued:		
242,581,307 Equity Shares of ₹ 10/- each (P.Y. 242,581,307 Equity Shares of ₹ 10/- each)	2,425,813,070	2,425,813,070
	2,425,813,070	2,425,813,070
Subscribed and Paid up:		
242,319,407 Equity Shares of ₹ 10/- each (P.Y. 242,319,407 Equity Shares of ₹ 10/- each)	2,423,194,070	2,423,194,070
Total	2,423,194,070	2,423,194,070

OUT OF THE ABOVE:

242,319,407 Equity Shares (PY 242,319,407) of Rs 10/- each fully paid-up allotted otherwise than for cash which includes Bonus shares of 1,22,677,123 allotted during the year 2011-12.

1,164,620 Equity Shares of Rs 10/- Each fully paid up on a Preferential basis during the year 2011-12.

A. RECONCILIATION OF THE NO. OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR

Particulars	As at 31.03.2013 No. of shares	As at 31.03.2012 No. of shares
No of shares outstanding at the beginning of the year	242,319,407	186,399,544
Add: Bonus Shares issued during the reporting period	-	55,919,863
No of shares outstanding at the end of the year	242,319,407	242,319,407

B - NUMBER OF SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES IN THE COMPANY ARE AS FOLLOWS

Particulars	As on 31.03.2013		As on 31.03.2012	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Equity Shares:				
(1) Vinod Parasram Ramnani	34,043,581	14.05%	34,023,581	14.04%
(2) HSBC Global Investment Funds A/c HSBC Global Investment Funds	16,592,408	6.85%	8,799,874	3.63%
(3) Genesis Indian Investment Company - General Sub Fund	13,806,399	5.70%	13,878,525	5.73%
(4) Thomas Dietiker	13,076,150	5.40%	13,076,150	5.40%
	As on 31.03.2013		As on 31.03.2012	
	No. of shares		No. of shares	
Equity Shares allotted as fully paid bonus shares during the last five years	122,677,123		154,067,723	

NOTES:

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31st March 2013, the amount of share dividend recognised distributed to equity shareholders was ₹ NIL (31st March 2012: ₹ 3.00).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

OPTO CIRCUITS (INDIA) LIMITED

NOTE 2 – RESERVES AND SURPLUS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Capital Reserves:		
As per last Balance Sheet	-	82,057,500
Additions during the year	-	-
Less: Transfer to Bonus share	-	(82,057,500)
	-	-
Securities Premium Account:		
As per last Balance Sheet	4,344,718,356	4,606,377,407
Additions on shares issued during the year	-	215,482,080
Less: Bonus Issue of Shares	-	(477,141,131)
	4,344,718,356	4,344,718,356
General Reserve:		
As per last Balance Sheet	1,020,342,775	780,342,775
Add: Transfer from Profit & Loss Account	-	240,000,000
	1,020,342,775	1,020,342,775
Foreign Currency Translation Reserve		
As per last Balance Sheet	851,819,085	(99,222,711)
Add: Adjustment for translation of Non Integral Foreign Operations	362,699,078	951,041,797
	1,214,518,163	851,819,086
Surplus:		
As per last Balance Sheet	8,018,342,293	6,435,050,775
Impact of Restructuring of investment in Opto Cardiac Care Ltd and Opto Eurocor Healthcare Ltd as per AS -21	-	(2,712,776,573)
Net Surplus	8,018,342,293	3,722,274,202
Add: Profit/(Loss) for the period	3,798,147,048	5,718,795,232
Less: Appropriations	-	-
Proposed Dividend	-	(729,086,156)
Tax on Proposed Dividend	-	(118,787,392)
Transfer to reserves	-	(240,000,000)
	11,816,489,341	8,353,195,886
Total	18,396,068,636	14,570,076,103

NOTE 3 – LONG TERM BORROWINGS

Particulars	As at 31.03.2013	As at 31.03.2012
Term Loans		
- from Banks		
Secured	2,252,608,152	2,966,554,344
	2,252,608,152	2,966,554,344
- from other parties		
Unsecured	1,476,000	1,576,000
	1,476,000	1,576,000

NOTE 3 – LONG TERM BORROWINGS (CONTD.)

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Long term maturities of finance lease obligations		
Unsecured	2,821,782	-
	2,821,782	-
Other loans and advances		
Secured	488,035	488,035
Unsecured	100,000	71,551
	588,035	559,586
Total	2,257,493,970	2,968,689,930

NOTE 3A**Opto Circuits India Limited Term loans**

1) In March 2009, Opto Circuits India Limited had borrowed US\$ 7,000,000 from DBS Bank Limited. The interest rate was fixed @ 6.60% P.A. and is secured by specified movable fixed assets. The loan is repayable in 8 half yearly installment of US\$ 7,77,700 and one final balance installment of US\$ 7,78,400. The first installment was on March 2010 and final installment is slated for March 2014.

2) Opto Circuits India Ltd has borrowed Vehicle loans from ICICI Bank and Axis Bank Limited. The current outstanding balance with ICICI Bank Limited is ₹ 3,45,411 and Axis Bank Limited is ₹ 2,55,236 which will be repaid in monthly installments. The final installment of ICICI Bank Limited is slated for June 2013 and of Axis Bank for July 2014.

Opto Cardiac Care Ltd and its subsidiaries Term loans

(i) Cardiac Science Corporation had loan of ₹ 16,316.79 lacs (\$30 million) with DBS Bank Ltd. The outstanding loan balance as of March 31st 2013 was ₹ 14,277.19 Lacs (\$26.25 million). Interest on borrowings is based on Libor plus 3.5% p.a. The loan is secured by pledging the shares of Cardiac Science Corporation USA, Hypothecation of Assets (movable and immovable) and Corporate guarantee given by Opto Circuits India Ltd. The company did not make scheduled payment of ₹ 2,039.60 Lacs (\$ 3.75 million) due in November 2012.

(ii) Opto Cardiac Care Ltd has a loan of ₹ 16,316.79 lacs (\$30 million). The outstanding loan balance as of March 31, 2013 was ₹ 14,277.19 Lacs (\$26.25 million). Interest on borrowings is based on Libor plus 3.5% p.a. The loan is secured by pledging the shares of Cardiac Science Corporation USA, Hypothecation of Assets (movable and immovable) and Corporate guarantee given by Opto Circuits India Ltd. The company did not make scheduled payment of ₹ 2,039.60 Lacs (\$ 3.75 million) due in November 2012.

(iii) Cardiac Science Company has obtained ₹ 8,158.40 (\$15 million) loan from HDFC Bank. The outstanding balance as on 31st March 2013 is ₹ 4,079.20 (\$ 7.5 million). Interest rate is 3 months LIBOR plus 350 bps. This loan is secured by paripasu charge on Cardiac Science Corporation Current assets including Inventory, Debtors, Fixed assets including Plant equipment and Intangible assets.

(iv) Criticare System has obtained loan from Waukesha Bank USA by pledging its manufacturing Plant and Office Building. Equated Monthly Instalments is \$10,580 till May 2013 and final balloon payment of all outstanding principal and interest will be made in May 2013. Interest rate is 5.25% PA. The loan outstanding as on 31st March 2013 is ₹ 775.73 Lacs (\$1.43 million).

Opto Eurocor Healthcare Ltd and its subsidiaries Term Loans

(i) Eurocor Asia Sdn Bhd., a subsidiary of OEHL group has a loan of ₹ 1,154.63 Lacs (MYR 6.58 million) which is secured by a first fixed charge over the company's property, plant and equipment and bills receivables and guaranteed by ultimate holding company, Opto Circuits (India) Ltd. and repayment over 36 months. Repayment is made in 8 equal quarterly installment commencing from May 2013. Interest at 5.5% PA is charged. The loan outstanding as on 31.03.2013 is ₹ 1,154.63 Lacs (MYR 6.58 million)

(ii) The Long term maturities of finance lease obligations of ₹ 28,21,782 (MYR 160,736) represent the lease facilities granted by CIMB to Eurocor Asia, in relation to its Plant & Equipment which was acquired by hire purchase. The company has substantially assumed all the benefits and risk of ownership.

OPTO CIRCUITS (INDIA) LIMITED

Term Loans from Others: Interest free unsecured loans taken from others are repayable on longterm basis. obtained vehicle loan from ICICI bank. Loan carries interest rate of 11.20% PA and is secured by vehicle. Equated Monthly

Other loans and advances: Opto Infrastructure Ltd has Instalments is ₹ 1,65,137 which matures on June 2013.

NOTE 4 – BREAKUP OF DEFERRED TAX ASSET (LIABILITY) AT THE END OF YEAR

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Net operating loss carried forward	4,033,339,386	3,793,265,781
Depreciation/Amortization	(1,465,687)	(507,500)
Income tax credits	535,486,937	485,475,844
Others (net of all taxable and deductible timing differences including provisions/expenditure allowable under warranties, trade receivable , inventory etc)	358,728,822	337,358,133
Deferred Tax Assets	4,926,089,459	4,615,592,257
Valuation Allowance	4,289,328,983	4,033,963,318
Deferred tax asset/(liability) net:	636,760,477	581,628,939

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the current year and is quantified using the tax rates prevailing for the current period. For the SEZ unit, deferred tax assets has not been recognised as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available for such deferred tax asset to be set off. Tax expenses towards deferred tax liability do not arise for SEZ unit as income is covered under section 10AA of the Income Tax Act, 1961. Deferred tax assets are recognised and carried forward to the extent that there is a reasonable / virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. The effect on deferred tax assets and liabilities resulting from change in tax rates is recognized in the income statement in the period of enactment of the change.

Opto cardiac care Group recognised deferred tax assets on carry forward losses in subsidiaries after assessing the availability of the same towards set-off against future taxable income. Relevant valuation allowances are recorded against such deferred tax assets after evaluating the expected realisation of such deferred tax assets . The Group offsets deferred tax assets and liabilities where there is a legally enforceable right and where the taxes are governed by the same tax laws/authority.

NOTE 5 – LONG- TERM PROVISIONS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Provision for Leave Encashment	682,722	474,741
Provision for Gratuity	-	258,583
Provision for Warranty	23,117,000	24,823,007
Other Provisions	3,663,226	3,663,226
Total	27,462,948	29,219,556

5 (a). In Criticare system, subsidiary of Opto Cardiac Care Limited, the warranty costs are accrued at the time of sale of products. The provision are made based on past experience, which is discharged over the warranty period of 18 months from the date of sale.

NOTE 5 – LONG- TERM PROVISIONS (CONTD.)

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Warranty liability, beginning of the period	24,823,007	18,039,895
Warranties issued	8,175,310	8,096,743
Settlements	(10,961,402)	(3,400,983)
Changes in pre-existing warranties	-	(805,684)
Difference in Exchange rate fluctuations	1,080,085	2,893,036
Warranty liability, end of the period	23,117,000	24,823,007

5 (b). Other Provisions contain provision for impending loss, contract completion accruals etc

NOTE 6 – SHORT TERM BORROWINGS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Loans repayable on demand		
From Banks		
Secured	9,353,502,440	6,933,996,266
Unsecured	369,990	526,137,190
	9,353,872,431	7,460,133,456
From other parties		
Secured	28,256,436	-
Unsecured	1,423,428,911	-
	1,451,685,347	-
Loans and Advances from related parties		
Unsecured	95,592,068	153,941,623
	95,592,068	153,941,623
Other loans and advances		
Unsecured	45,620,260	30,527,848
Total	10,946,770,106	7,644,602,927

6.1 Opto Circuits (India) Ltd. working capital borrowings

- 6.1.a) The company has working capital facilities with State Bank of India by way of hypothecation of Opto Circuits India Ltd's present and future movable fixed assets and current assets like stocks, raw materials, semi finished and finished goods, book debts, receivables, outstanding monies, bills, rights, stores, components, furniture and fittings; other movables, plant and machinery, vehicles and assets to be purchased out of bank finance, Pari Passu First Charge on the assets of the company. Equitable Mortgage on all the piece and parcel of land known as Sy. No. 62 part within the village limits of Doddathogur, Begur Hobli, Bangalore District containing by admeasuring 1.50 acre.
- 6.1.b) The company has obtained loans from DBS Bank Limited by hypothecation on the whole of the present and future stocks of raw materials, work in process, finished goods, semi finished goods, book debts, outstanding monies receivables, claims, bills, contracts, engagements, securities, investments, rights and assets belonging to the company by way of first charge.
- 6.1.c) The company has working capital facilities with Indusind Bank Limited. These facilities are repayable on demand and secured by pari-passu charge on Stocks and Book Debts of the Company.
- 6.1.d) The Company has working capital facilities with Standard Chartered Bank by hypothecation of the whole of the present and future stocks of raw materials, work in process and finished goods, book debts, outstanding monies, receivables, claims, bills, etc belonging to the company by way of paripassu charge. The company has also given the additional security of immovable property to its step down subsidiary belonging to Opto Infrastructure Ltd. M/s. Altron Hotels Private Limited comprising of all that piece and parcel of land measuring 0.90 Acres (3682.61 Smts) bearing V.P Khata No. 309, from out of land bearing Plot No.24, Sy. No.14 of Konapaana Agrahara, Begur Hobli, Bangalore South Taluk 560100 together with buildings and structures standing thereon with all easement right, common right ingress and egress thereon.
- 6.1.e) Company has working facilities with Yes Bank Limited by hypothecation of Pari Passu charge on Current Assets of the borrower to cover loan amount plus costs, expenses, interest and other incidentals. Hypothecation of the whole of the Current Assets of raw material, semi finished & finished goods, stores and spares including consumable stores and spares relating to plant and machinery and other movables both present and future stored at Plot No.83, Electronics city, Bangalore South or wherever else in India and bills receivables and Book debts belonging to the Company.

- 6.1.f) Company has working capital facilities with The Bank of Nova Scotia by hypothecation of the whole of the present and future stocks of raw materials, work in process and finished goods, book debts, outstanding monies, receivables, claims, bills, etc belonging to the company by way of paripassu charge. The company has also given the security of immovable property of its Subsidiary Opto Infrastructure Limited comprising on all that piece and parcel of land known as Plot No's 2A1, 2A2, 2A3, 2A3(P3), 2B1, 2B2, 2C1, 2C2, 3,4,5,6,7,8,9 and 10 in survey numbers in the Hassan Sector Specific Hard Ware Zone Industrial area within the limits of villages Doddabasavanahalli and Chikkabasavanahalli, shantigrama Hobli, Hassan Taluk, Hassan dist. Measuring an total extent of 250 acres.
- 6.1.g) The short term secured borrowings of ₹ 755,45,55,346 includes Cash credit facility of ₹ 164,97,04,023 with interest rate in the range of 11% p.a to 13% p.a, Preshipment Credit in Foreign Currency and bill discounting/Postshipment credit in Foreign currency facility of ₹562,05,16,714 with interest rate in the range of 2% p.a to 9% p.a ,Overdraft of ₹ 28,43,34,609 with interest rate of 8 to 14%.
- 6.1.i) The short term interest free unsecured loans of ₹ 26,16,65,612 is from the Directors of the Company, ₹ 12,35,82,072 from the Subsidiaries director. The company has also borrowed ₹ 6,80,00,000 from the private finance with the interest rate of 15% to 24% which are repayable on short term basis.

OEHL and its subsidiaries group working capital borrowings

- 6.2.a). Eurocor GmbH has obtained a working capital facility from Commertz Bank amounting to ₹ 5172.85 lacs (Euro 8 Million) secured against accounts receivable and Inventories at an Interest rate of 5.5 %.PA. Opto Circuits (India) Ltd has extended a Corporate Guarantee in this regard.
- 6.2.b). Amount due from a related company and others are unsecured and without fixed terms of repayment.
- 6.2.c). Eurocor Asia has obtained bank facilities from Standard Chartered Bank of ₹ 4299.47 lacs (MYR 24.49 million) secured by a first fixed charge over the company's property, plant and equipment and bills receivables and guaranteed by ultimate holding company, Opto Circuits (India) Ltd. The effective interest rates range from 5.5% to 6.5% per annum.
- 6.5 Other Loans and advances includes interest free unsecured advances received from other corporates on long term.

OCCL and its subsidiaries group working capital borrowings

- 6.3.a). Criticare System has obtained a working capital borrowing from Waukesha bank. The borrowing is repayable on demand and secured by qualified accounts receivable. The loan bears interest at prime with a floor of 3.25% and collateralized by a general business security agreement. The outstanding balance of the loan at March 31, 2013 was ₹ 76,566,211 (\$1,407,744).
- 6.3.b). Cardiac Science Corporation entered into a credit agreement with US Bank with a maturity date of 19th September, 2013. The credit line of ₹ 13,597.32 Lacs (\$25million) is covered by standby letter of credit issued by ICICI Bank. The current utilization of the standby letter of credit is ₹ 5,438.93 Lacs (\$10 million) which expires at least 15 days beyond the last day of this credit agreement. As of March 31,2013, the Company had an outstanding balance of 1,992.06 Lacs (\$ 3,662,607). Interest on borrowings is annual average rate equal to 2.18% plus the one-month LIBOR.
- 6.3.c). Unetixs has obtained working capital borrowing from bank. This borrowing are secured by qualified accounts receivable. This loan bears interest at prime with a floor of 3.25% and collateralised by a general business security agreement. The outstanding balance of the loan at March 31, 2013 is ₹ 312.08 Lacs (\$ 573,797)

Advanced Micronic Device Ltd working capital borrowings

- 6.4 a). Advanced Micronic Device Ltd has obtained a working capital ₹ 1,058 Lacs and ₹ 201.37 Lacs from State Bank of India and State Bank of Travancore respectively. This borrowings are repayable on demand and secured against hypothecation of Stock, Debtors and Corporate Guarantee given by Holding Company Opto Circuits (India) Ltd. The loan carries interest rate ranging from 14.75% PA to 15.25% PA.
- 6.4 b). Advanced Micronic Device Ltd has taken Vehicle loan of ₹ 2.35 Lacs from ICICI Bank Ltd and HDFC Bank Ltd. Vehicle loan by ICICI Bank Ltd is repayable within one year and vehicle loan from HDFC Bank Ltd is repayable before January 2015 and secured against Vehicles. The loans bears interest rate in the range of 10% PA to 13% PA
- 6.5 Other Loans and advances includes interest free unsecured advances received from other corporates/Directors on shortterm

NOTE 7 - TRADE PAYABLES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Trade payables	4,084,173,430	2,067,235,628
Total	4,084,173,430	2,067,235,628

NOTE 8 - OTHER CURRENT LIABILITIES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Current maturities of long-term debt (refer note 3a)	1,331,317,426	1,109,914,018
Current maturities of finance lease obligations	861,775	-
Interest accrued but not due on borrowings	-	19,881,707
Interest accrued and due on borrowings	4,745,537	-
Advance from Customers	622,949,998	551,968,139

NOTE 8 – OTHER CURRENT LIABILITIES (CONTD.)

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Unpaid dividends	505,183,380	1,865,796
Unclaimed dividends	7,938,386	63,642,714
Statutory Dues Payables	274,825,751	54,233,303
Sundry Creditors for Capital goods	14,132,358	46,057,399
Sundry Creditors for Expenses	1,521,377,116	1,423,436,675
Total	4,283,331,726	3,270,999,750

Statutory dues payable includes provident fund, employees state insurance, professional tax, withholding taxes and other indirect taxes. There are no amounts due for payment to the Investor Education and Protection Fund u/s 205(c) of the Companies Act, 1956

NOTE 9 – SHORT-TERM PROVISIONS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Income Tax provision less payments	250,454,092	374,174,702
Provision for Leave Encashment	7,222,542	5,785,999
Provision for Gratuity	12,933,136	2,726,375
Provision for Warranty	214,709,045	206,008,762
Proposed Dividend	-	729,086,156
Tax on proposed dividend	-	382,691,282
Provisions for AED Field Updates	215,261,866	457,652,260
Other provisions	2,169,452	-
Total	702,750,132	2,158,125,536

9(a). In Cardiac Science Corporation, subsidiary of Opto Cardiac Care Limited, warranty costs are accrued at the time of sale of products. The Company's estimates are based on its warranty claims history and its cost to perform warranty service.

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Warranty liability, beginning of the period	206,008,762	179,965,489
Charged to product cost of revenues, net	117,213,551	87,876,983
Warranty expenditures	(121,531,477)	(88,047,135)
Difference in Exchange rate fluctuations	13,018,208	26,213,425
Warranty liability, end of the period	214,709,045	206,008,762

9(b). Provision for voluntary field corrective action liability of AED's

The movement in the provision for voluntary field corrective action liability is as follows

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Beginning of the Period	455,635,681	623,510,549
Reserve	(224,516,551)	-
Expenditure	(83,015,324)	(242,270,482)
Difference in Exchange rate fluctuations	28,792,666	74,395,614
End of the Period	176,896,472	455,635,681

The costs of these voluntary corrective actions are estimates. The Company believes its remaining accrued corrective action liabilities will be sufficient to fund the remaining expected costs of these matters.

9 (c)Other Provisions contains provision for impending loss, contract completion accruals etc

NOTE 10 – CONSOLIDATED FIXED ASSETS

Amount in ₹

Particulars	Cost				Depreciation / Amortization				Net Block			
	As at 01.04.2012	Additions during the year	Deductions during the year	Adjustments	As on 31.03.2013	As on 01.04.2012	For the year	On Deductions	Adjustments	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
TANGIBLE ASSETS												
Land	476,922,835	36,227,535	-	2,596,200	515,746,570	-	-	-	-	-	515,746,570	476,922,836
Leasehold Premises	177,741,518	37,154,981	(5,300,608)	21,854,005	231,449,896	135,544,746	18,848,397	(5,143,084)	11,973,432	161,223,491	70,226,405	42,196,760
Borewell	73,655	-	-	-	73,655	-	-	-	-	-	73,655	73,655
Buildings	465,799,490	-	-	17,126,005	482,925,495	50,004,149	9,727,495	-	1,839,158	61,570,802	421,354,693	415,795,341
Apartments	12,685,605	-	-	-	12,685,605	3,588,909	423,699	-	-	4,012,608	8,672,997	9,096,696
Office Buildings	4,347,218	-	-	-	4,347,218	1,492,655	70,860	-	-	1,563,514	2,783,704	2,854,563
GH Furniture & Fixture	657,328	-	-	-	657,328	116,176	21,955	-	-	138,131	519,197	541,152
Plant & Equipment	3,942,345,994	760,533,522	(183,292,679)	175,806,687	4,695,393,524	712,450,123	313,398,060	(86,216,458)	42,545,473	982,177,197	3,713,216,384	3,229,895,882
Furniture & Fixtures	245,653,331	39,189,763	(27,505,576)	12,521,977	269,859,495	190,370,176	11,681,245	(25,393,464)	10,423,563	187,081,519	82,777,975	55,283,154
Computers	656,480,132	17,393,965	(210,213,186)	36,525,449	500,186,360	431,154,964	80,674,962	(203,938,993)	21,724,450	329,615,383	170,570,976	225,325,167
Electrical Installation	219,987,853	123,254,852	(42,295,948)	15,007,065	315,953,822	198,178,622	27,754,297	(40,796,146)	11,550,581	196,687,353	19,266,469	21,809,231
Vehicles	84,659,792	2,938,267	(1,307,492)	571,304	86,861,871	53,698,035	6,716,143	(324,310)	1,634,949	61,724,818	25,137,053	30,961,731
Office Equipment	123,433,113	16,246,892	(22,199,169)	(4,108,156)	113,372,680	96,770,881	7,625,358	(20,648,529)	2,508,117	86,255,828	27,116,852	26,662,230
Overseas Assets	29,555,050	-	-	2,038,879	31,593,909	2,432,427	6,852,463	-	378,181	9,663,071	21,930,838	27,122,592
Total	6,440,342,892	1,032,939,777	(492,114,658)	279,939,416	7,261,107,428	1,875,801,863	483,794,934	(382,460,984)	104,577,904	2,081,713,717	5,179,393,769	4,564,540,990
Previous year	3,749,987,478	2,678,164,142	(231,899,104)	244,090,367	6,440,342,883	1,477,118,995	232,039,530	(178,945,209)	345,588,576	1,875,801,893	4,564,540,991	2,272,868,483
INTANGIBLE ASSETS												
(Other than internally generated)												
Goodwill	6,000,000	-	-	-	6,000,000	-	-	-	-	-	6,000,000	6,000,000
Brands/ trademarks	765,761,649	4,235,788	-	48,390,286	818,387,722	-	-	-	-	-	818,387,722	765,761,649
Computer Software	35,017,228	700,806	-	-	35,718,034	34,967,803	213,707	-	5,032	35,186,541	531,492	49,425
Copyrights, Patents, IPR	442,606,038	11,192,378	(19,036,220)	27,940,207	462,702,403	195,801,852	33,260,218	(18,206,615)	22,300,915	233,156,369	229,546,034	246,804,183
Recipes, formulae, models, designs and prototypes	2,649,446,596	-	(223,450,744)	122,246,247	2,548,242,099	1,230,119,198	367,505,555	(9,185,324)	40,549,110	1,629,162,465	919,079,634	1,419,327,398
Customer Relationship	1,137,20,560	-	(122,919,592)	71,895,248	1,086,696,216	1,029,691,024	74,739,547	(113,727,392)	63,874,470	1,054,577,649	32,118,567	108,029,529
Total	5,036,552,070	16,128,972	(365,406,556)	270,471,988	4,957,746,474	2,490,579,877	475,719,028	(141,119,331)	126,729,527	2,952,083,024	2,005,663,450	2,545,972,184
Previous year	3,771,046,802	870,990,527	(107,668,751)	502,183,492	5,036,552,070	1,632,515,333	314,235,601	303,271,307	240,557,646	2,490,579,886	2,545,972,184	2,138,531,470
Capital WIP	429,496,957	34,981,518	(18,715,854)	(1,200,000)	444,562,621	-	-	-	-	-	444,562,621	429,496,956

NOTE 11 – NON CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
NON CURRENT INVESTMENTS (Trade / Non Trade)		
Investments in Equity Shares		
- Centum Electronics Ltd. (Quoted) 233 Shares	7,000	7,000
- Microland Ltd. (Unquoted) 10 Shares	102,000	102,000
Total	109,000	109,000

Aggregate cost of Quoted Investments ₹ 7000 Market value ₹ 12,000 (P.Y. 22,205) as on 31st March 2013 or as on last Quoted date. Unquoted Investment ₹ 1,02,000 market value as certified by the directors.

NOTE 12 – LONG TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Taxes paid in advance less provisions	834,480	834,480
Total	834,480	834,480

NOTE 13 – OTHER NON CURRENT ASSETS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
a) Deposits with more than 12 months maturity	53,334,117	75,240,022
b) Miscellaneous Expenses* (to the extent not written-off / adjusted)	12,303,302	3,469,685
c) Other Loans and Advances	-	7,077,758
d) Advance towards Capial Goods	482,547,493	2,426,435,764
e) Taxes paid in advance less provisions	20,275,653	13,752,224
Total	568,460,564	2,525,975,452

13(a) *Opto Cardiac Care Limited has incurred Preliminary expenses which will be written off 1/10th every year and Product development Expenses will be written of 1/5th every year. Balance amount not written off is shown as Miscellaneous expenditure.

NOTE 14 – INVENTORIES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
(At lower of cost and net realisable value)		
Raw materials	5,873,342,030	3,973,020,686
Work-in-Progress	1,232,730,526	840,512,742
Finished Goods	280,336,449	304,171,416
Stores and spares	5,255	-
Others (specify nature)	56,634,628	-
Total	7,443,048,888	5,117,704,844

OPTO CIRCUITS (INDIA) LIMITED

NOTE 15 – TRADE RECEIVABLES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
(Unsecured, considered good unless otherwise stated)		
1) Debts due for a period exceeding six months		
Considered Good	2,233,708,188	882,907,282
Considered Doubtful	33,725,050	3,256,413
	2,267,433,238	886,163,695
2) Other Debts:		
Considered Good	13,627,251,742	7,580,232,079
	13,627,251,742	7,580,232,079
Less: Provision for Doubtful Debts	662,552	662,552
Total	15,894,022,428	8,465,733,223

NOTE 16 – CASH AND CASH EQUIVALENTS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Balances with banks in -		
Margin Money	16,076,360	17,915,400
Other commitments	-	27,931,449
Earmarked balances	9,300,553	62,815,511
Current Accounts	405,769,904	1,631,847,931
	431,146,817	1,740,510,291
Cash on hand	543,138	2,547,867
Total	431,689,955	1,743,058,157

Cardiac Science corporation, which is the stepdown subsidiary of Opto Circuits India Ltd has other Commitments including Restricted cash deposits ₹ 93,00,553 (\$171000) which is held for an irrevocable standby letter of credit for computer leasing program, CD for credit card purchase program, security deposit, Security coverage for one month's interest against the bank credit limit and deposit into the general account. All these are treated as Cash and Cash Equivalents.

NOTE 17 – SHORT TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
(Unsecured, considered good unless otherwise stated)		
Loans and Advances to related parties		
Considered Good	81,134,663	-
	81,134,663	-
Staff advance	3,764,763	1,358,238
Others Advances	59,464,375	274,553,597
Advances to suppliers & services	5,615,536,458	4,102,536,460
Advances to Capital Goods	14,297,806	-
	5,693,063,402	4,378,448,295
Taxes paid in advance less provisions (current tax)	231,057,432	71,301,769
Tax paid in advance less provision (fringe benefit tax)	224,559	11,565
Balances with Central Excise, Customs, Port trust, etc.	3,436,615	10,608,876
Total	6,008,916,670	4,460,370,504

17(a). Advances to Supplier and services are given in the normal course of business operations.

17(b). Other advances consists of advances towards purchase of land in Mysore, contractors payment etc.

NOTE 18 – OTHER CURRENT ASSETS

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Deposits (3 months to 12 months maturity)	8,958,704	46,927,888
Prepaid Expenses	213,378,345	338,873,286
Total	222,337,049	385,801,174

NOTE 19 – REVENUE FROM OPERATIONS

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Revenue from		
Products	23,152,905,216	22,690,985,403
Services	823,193,020	865,698,720
Other operating revenues	17,449,236	11,859,302
Total	23,993,547,472	23,568,543,425

NOTE 20 – OTHER INCOME

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Interest income received from Bank	8,401,894	7,808,272
Dividend income	-	583
Net gain on sale of assets	68,468	787,001
Net gain on foreign currency transaction and translation	6,758,188	51,473,289
Sundry provisions and credit balances no longer required	732,227	12,624,118
Other non-operating income	57,131,206	62,922,106
Total	73,091,983	135,615,368

Other non-operating Income consist of Rebate, Refund, insurance compensation received.

NOTE 21 – COST OF MATERIALS CONSUMED

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Opening stock	3,973,020,686	3,396,859,414
Add: Purchases	13,893,010,978	12,911,295,447
Less: Closing stock	5,873,342,030	3,973,020,686
Cost of material consumed	11,992,689,634	12,335,134,175

NOTE 22. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Inventories at the end of the year:		
Finished goods	280,336,449	304,171,416
Work-in-progress	1,232,730,526	840,512,742
Stock-in-trade	56,639,883	
	1,569,706,858	1,144,684,158
Inventories at the beginning of the year:		
Finished goods	304,171,416	5,342,220
Work-in-progress	840,512,742	919,069,231
Stock-in-trade	-	3,922,547
	1,144,684,158	928,333,998
Net (increase) / decrease	(425,022,700)	(216,350,160)

OPTO CIRCUITS (INDIA) LIMITED

NOTE 23 – EMPLOYEE BENEFIT EXPENSE

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Salaries and wages	1,837,586,978	1,731,881,059
Contribution to provident and other funds	43,618,999	10,515,426
Staff welfare expenses	115,728,271	123,497,067
Total	1,996,934,248	1,865,893,552

NOTE 24 – FINANCE COSTS

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Interest expense	902,506,669	492,493,153
Other borrowing costs	72,937,603	353,618
Bank Charges	116,903,431	99,128,345
Net gain/(loss) on foreign currency transactions & translation	6,848	-
Total	1,092,354,551	591,975,116

NOTE 25 – OTHER EXPENSE

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
MANUFACTURING AND OPERATING COST		
Consumption of stores and spare parts	10,169,683	349,151
Customs Duty & Supervision Charges	1,640,429	-
Freight, Handling, Octroi and Others	41,946,670	63,014,107
Insurance	59,426,463	50,758,016
Labour Charges & Job Work	690,428,386	751,131,773
Power & Fuel	13,046,050	13,501,338
Production Supplies	7,269,716	23,041,095
R&D,Product Development Expenses	981,046,614	11,942,423
Repairs & Maintenance - Building	9,688,988	7,359,370
Repairs & Maintenance - Electricals & Others	49,276,652	59,208,192
Repairs & Maintenance - Plant & Machinery	5,421,996	29,056,232
Service Charges	12,023,029	50,421,494
Spares - materials	11,211,814	7,650,906
Tooling Charges	4,520,503	4,446,459
Warranty Purchases	230,150	741,500
Total A	1,897,347,142	1,072,622,056
ADMINISTRATIVE EXPENSES:		
Audit Fee	18,870,644	14,012,569
Advertisement & Trade Shows	147,517,230	235,017,645
Bad Debts	81,075,720	110,083,400
Commission	539,464,352	429,224,760
Discount	10,006,608	3,389,802
Directors Remuneration	26,287,546	18,633,072
Donation	3,480,504	4,123,966
Electricity & Water Charges	51,284,304	32,161,357
General Expenses	20,405,434	49,417,278

NOTE 25 – OTHER EXPENSE (CONTD.)

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Membership, Books & Periodicals	15,894,888	28,636,272
Miscellaneous expenses	21,893,760	9,577,545
Net loss on foreign currency transaction and translation	-	51,751,084
Net loss on sale of assets	5,646,306	7,818,890
Office Maintenance	18,398,429	28,963,308
Outside Labour	110,567,668	11,209,290
Postage, Telephone & Fax Charges	91,290,176	98,634,484
Printing & Stationery	18,175,084	19,302,893
Prior period items	9,546,960	11,175,655
Professional Consultancy Charges	507,549,597	299,440,742
Quality Certification, Patent & FDA Expenses	5,070,090	53,884,604
Rates & Taxes	126,218,548	107,309,335
Rent	177,888,280	122,125,293
Travelling & Conveyance	337,960,352	383,278,962
Total B	2,344,492,480	2,129,172,207
SELLING EXPENSES:		
Business Promotion Expenses	129,063,362	106,625,606
Clearing Charges	8,799,135	6,101,641
Freight & Handling Charges	89,186,215	91,911,531
Packing Materials	10,521,166	12,435,300
Transportation	1,032,844	3,182
Total C	238,602,722	217,077,260
Total (A+B+C)	4,480,442,344	3,418,871,522

25A - PRIOR PERIOD EXPENSE CONSIST OF FOLLOWING ITEMS

Professional Expense	365,800	324,722
Building Maintenance	5,311	64,382
Advertisement	-	165,382
Interest	8,909,217	7,704,707
Freight expense	266,632	47,000
Tax provision		2,869,462
Total	9,546,960	11,175,656

OPTO CIRCUITS (INDIA) LIMITED

NOTE 25B – PAYMENT TO AUDITORS (NET OF SERVICE TAX)

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Audit fee	10,469,980	4,915,750
Tax Audit fees	7,469,980	7,858,124
Taxation matters	449,440	551,500
Other services	444,718	545,985
Out of pocket expenses reimbursed	36,526	141,210
Total	18,870,644	14,012,569

NOTE 26 – PROVISION FOR TAX

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Current Tax	47,807,860	268,136,866
Deferred Tax	(16,589,187)	(839,779,276)
Total	31,218,674	(571,642,410)

Provision is made for Income tax annually based on the Tax liability computed after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowance or other matters is probable. The company is not charging off MAT on SEZ profit, which will be set off against liability arising in future years. In the event of non-set off due to the effect of not carrying forward, it will be written off in that financial year.

NOTE 27 – EARNINGS PER SHARE

Amount in ₹

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Net Profit after tax	3,798,147,048	5,718,795,232
Basic and Weighted average number of Equity Shares outstanding during the period	242,319,407	242,319,407
Nominal Value of Equity Shares	10	10
Basic Earnings per Equity Shares*	15.67	23.60

*EPS for previous year has been restated.

NOTE 28 – RETIREMENT BENEFITS

The company's liability towards retirement benefit in the form of provident fund, gratuity and earned leave encashment are provided for on accrual basis and charged to revenue expenditure. The company contributed to the employee provident fund under the Employee's provident fund scheme of the central government. The gratuity liability is provided and charged off as revenue expenditure on actuarial valuation. The company has subscribed to the group gratuity scheme policy of LIC of India. The company has complied with the Provident fund and Employee state Insurance wherever applicable

Overseas subsidiaries provide for retirement benefits under respective laws and regulations. In OCCL group, 401(k) Plan includes provision for an employee deferral of up to 50% of pre-tax compensation to the maximum deferral allowed

under Internal Revenue Code guidelines, and up to 50% of compensation for after-tax deferral. On behalf of eligible employees, the group may make matching contribution equal to a discretionary percentage of the elective deferral up to the Plan's established limits and is subject to the Plan's vesting schedule. In OEHL group, eligible employees receive benefit from a provident fund which is a defined benefit plan. Both employee and the company make monthly contribution to the provident fund plan equal to a specified percentage of the covered employees salaries.

NOTE 29 CONVERSION RATES USED FOR FOREIGN FINANCIAL ON 31ST MARCH 2013 ARE AS FOLLOWS

Particulars	Opening rate (₹)	Average Rate (₹)	Closing Rate (₹)
USD	51.16	52.77	54.39
Euro	68.34	68.94	69.54
MYR	16.90	17.23	17.56
SGD	41.24	42.49	43.75

NOTE 30 – CONTINGENT LIABILITY

Amount in ₹

Particulars	As at 31.03.2013	As at 31.03.2012
Income Tax matters - The income tax department has raised a demand for tax for the AY 2004-05 for which the company has preferred an appeal before the Commissioner of Income Tax (Appeal) III. Pending disposal of this, the company has not provided liability for income Tax.	1,416,000	1,416,000
GUARANTEES		
Corporate Guarantee is extended to State Bank of India and State Bank of Travancore for the credit facility availed by Advanced Micronic Devices Limited	170,400,000	170,100,000
Corporate Guarantee is extended to ICICI Bank for the credit facility availed by Opto Cardiac Care Limited	500,000,000	-
Corporate Guarantee is extended to Indusind Bank for credit facility availed by Eurocor GmbH (subsidiary of Opto Eurocor Health Care Limited,	556,350,400	546,720,000
Corporate Guarantee is extended to DBS bank and HDFC bank for credit facility availed by Cardiac Science Corporation (Subsidiary of Opto Cardiac Care Limited)	2,991,411,500	2,813,607,500
Corporate Guarantee has been Given to Eurocor Asia Sdn Bhd on behalf of Opto Eurocor Health Care Limited (Company holding 96.85% of shares)	1,221,369,128	-
Corporate Guarantee is extended to DBS bank for credit facility availed by Cardiac Science corporation (subsidiary of Opto Cardiac Care Limited)	1,631,679,000	1,534,695,000
Bank Guarantees issued on behalf of the Company by Banks	12,500,000	12,500,000

During F.Y. 2009-10, The Commissioner of Service Tax, Audit Section, Bangalore conducted the Audit and served the demand on AMDL for an amount of ₹ 201.31 lacs. The Company has paid ₹ 44.04 lacs and is contesting for the balance amount. Income Tax department has issued a demand for tax of ₹ 14.16 lacs for the AY 2004-05 for which Opto Circuits India Ltd has preferred an appeal before the Commissioner of Income Tax (Appeal) III. Pending disposal of the appeal, Company has not provided for the liability.

NOTE 31 RESEARCH AND DEVELOPMENT

Research and development costs are expensed as and when incurred except for certain items which are capitalized and amortized based on estimated life. During the year ₹ 9840.16 Lacs has been spent.

NOTE 32 DISCONTINUED OPERATION

Cardiac Science has sold the Cardiac Diagnostic monitor division. Financial statement 2012-13 includes Gross assets relating to the DCAR line of products worth \$13.79 mn usd and Gross liabilities relating to the DCAR line of products worth \$ 9.84 mn usd were sold for the determinate base consideration of \$ 12 mn usd. However Cardiac Science Corporation's financials has not recognized this transaction as a sale because the complete consideration is not determinate at this point of time and has not been received fully.

OPTO CIRCUITS (INDIA) LIMITED

NOTE 33 SEGMENT REVENUE

The Group has only two Business Segments consisting of Health Care & Information Technology.

₹ in Lakh

Particulars	International 31.03.2013	Domestic 31.03.2013	Total 31.03.2013
1. SEGMENT REVENUE			
a. Health Care	236,382.02	2,162.25	238,544.27
b. Information Technology	-	1,304.92	1,304.92
c. Others	174.49	5,237.57	5,412.06
Total	236,556.51	8,704.74	245,261.25
Less: Inter Segment Revenue	(54.20)	(4,178.62)	(4,232.82)
Net Sales/Income From Operations	236,502.31	4,526.12	241,028.43
2. SEGMENT RESULTS (PROFIT BEFORE INTEREST & TAX)			
a. Health Care	49,391.72	73.51	49,465.23
b. Information Technology	-	(37.40)	(37.40)
c. Others	-	-	-
Total	49,391.72	36.12	49,427.83
Less: Interest	10,709.35	170.09	10,879.44
Total Profit Before Tax	38,682.37	(133.97)	38,548.39

NOTE 34 RELATED PARTY DISCLOSURES**NAME OF THE RELATED PARTY AND NATURE OF RELATIONSHIP WHERE CONTROL EXISTS**

Sl.No	Name of Related Party	Nature of Relationship	% of Holding
1	Advanced Micronic Devices Limited	Subsidiary Company	59.71%
2	Mediaid Inc, USA	Subsidiary Company	100.00%
3	Devon Innovations Private Limited	Subsidiary Company	100.00%
4	Ormed Medical Technology Limited	Subsidiary Company	100.00%
5	Opto Infrastructure Limited	Subsidiary Company	87.20%
6	Maxcor Lifescience Inc, USA	Subsidiary Company	100.00%
7	Opto Circuits (Malaysia) Sdn, Bhd.	Subsidiary Company	100.00%
8	Opto Cardiac Care Limited	Subsidiary Company	100.00%
9	Opto Eurocor Healthcare Limited	Subsidiary Company	96.85%
10	Cardiac Science Corporation	Stepdown Subsidiary company	NA
11	Criticare System Inc,	Stepdown Subsidiary company	NA
12	Unetixs Vascular Inc	Stepdown Subsidiary company	NA
13	Eurocor GmbH	Stepdown Subsidiary company	NA
14	Eurocor Asia Sdn Bhd	Stepdown Subsidiary company	NA
15	Eurocor (S) Pte. Ltd.	Stepdown Subsidiary company	NA
16	N S Remedies Private Limited	Stepdown Subsidiary company	NA

KEY MANAGEMENT PERSONNEL

Sl.No	Name of Related Party	Relationship
1	Vinod Ramnani	Key Management Personnel
2	Usha Ramnani	Key Management Personnel
3	Jayesh C Patel	Key Management Personnel
4	Thomas Dietiker	Key Management Personnel

NOTE 35 IMPAIRMENT OF ASSETS

Cardiac Science company has recorded impairment charges of \$ 11.14 mn related to plant and machinery used in the production of Cardiac diagnostic products that was not included in Assets purchase agreement. The impairment was not included in financial statements as the transaction is subject to the transition service agreement.

NOTE 36 EXTRA ORDINARY ITEMS

The financial statement contains Extraordinary items pertaining to a fire at Advanced Micronic Devices Ltd. Delhi branch office, the estimated loss of Stock & Fixed Assets is ₹ 125.59 Lacs, which is net of estimated Insurance claim yet to receive. Criticare System Inc., a subsidiary of Opto Cardiac Care Ltd., had project related assets to the extent of ₹ 1023.32 Lacs which were discarded during the year. These have been classified as Extraordinary Item.

NOTE 37 OTHER COMMITMENTS

a) The company has purchase obligation of ₹ 154,73,43,658 (\$ 28,449,413) consisting of outstanding purchase order issued in normal course of business.

NOTE 38

The previous years figures have been regrouped/restated wherever necessary to conform with current years classification.

For and on behalf of the Board of Directors	As per our report of even date
VINOD RAMNANI Chairman & Managing Director	FOR ANAND AMARNATH & ASSOCIATES Chartered Accountants
JAYESH PATEL Director	B K AMARNATH Partner
SRINATHA A.N. Company Secretary	Membership Number: 26536 Firm Registration Number: 000121S
Place: Bengaluru Date: 30th May 2013	

SUMMARISED STATEMENT OF FINANCIALS OF SUBSIDIARY COMPANIES PURSUANT TO GENERAL CIRCULAR NUMBER 2/2011 ISSUED BY MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA

₹ in Lacs

Sl No.	Name of the Subsidiary	Reporting Currency	Capital	Securities Premium Account	Reserves	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit before Taxation after Prior Period Adjustments	Provision for Taxation	Profit After Taxation	Proposed Dividend & Dividend Tax	Country
1	Advanced Micronic Devices Limited	INR Lacs	528.11	-	1,027.52	6,976.29	5,421.75	1.09	4,534.77	(472.16)	16.67	(488.83)	-	India
2	Mediaid Inc.,	INR Lacs	4,455.49	-	14,764.24	23,587.91	4,368.17	-	14,701.35	5,450.21	(298.76)	5,748.97	-	USA
3	Opto Euorcor Healthcare Limited	INR Lacs	6,608.24	-	36,284.89	85,760.21	42,867.08	-	42,048.59	14,290.83	143.25	141,147.58	-	India
4	Devon Innovations Private Limited	INR Lacs	10.00	-	550.13	1,808.26	1,248.13	-	588.97	72.19	14.94	57.25	-	India
5	Ormed Medical Technology Limited	INR Lacs	25.00	-	299.78	428.04	103.27	-	435.27	48.50	14.68	33.81	-	India
6	Opto Infrastructure Limited	INR Lacs	2,067.45	-	2,186.89	18,606.56	14,352.22	-	-	-	-	-	-	India
7	Opto Circuits (Malaysia) Sdn Bhd	INR Lacs	4,463.00	-	3,279.94	9,185.39	1,442.44	-	3,902.66	2,375.35	-	2,375.35	-	Malaysia
8	Opto Cardiac Care Limited	INR Lacs	5,005.50	15,000.00	28,834.35	185,770.42	136,930.57	-	104,997.30	(7,691.91)	38.41	(7,730.33)	-	India

NOTE :

The above information has been drawn to correlate with the consolidated financial statements.

SAFE HARBOUR

Statements made in this Annual Report describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulation and are based on the currently held beliefs and assumptions of our management, which are expressed in good faith and in their opinion, reasonable. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include, without limitation, economic conditions affecting demand and acceptance of Company's products and services, raw material price changes, supply and price conditions in the domestic and overseas markets in which the Company operates, consequences of competing factors including ability to attract and retain customers, Company's success in attracting and retaining key personnel, integration and restructuring activities, general business and economic conditions beyond the Company's control, changes in the government regulations, tax laws and other statutes and other incidental factors. Because such statements deal with future events, they are subject to various risks and uncertainties and actual results may differ materially from the Company's current expectations. You are cautioned not to place undue reliance on these forward-looking statements.

The Company undertakes no obligation to revise or update forward-looking statements, whether as a result of new information, future events or otherwise.

NOTES

NOTES

OPTO CIRCUITS (INDIA) LIMITED
#83, Electronics City, Bengaluru 560100, Karnataka, India

OPTO CIRCUITS (INDIA) LIMITED

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

ATTENDANCE SLIP

TWENTY FIRST ANNUAL GENERAL MEETING – 30TH SEPTEMBER 2013

Registered Folio No. / DP ID:

Client ID :

No. of Shares:

I certify that I am a Member / Proxy for the member of the Company.

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company at Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru – 560 068.

Member's / Proxy's Name in Block Letters:

Member's / Proxy's Signature:

Note: Please fill in this Attendance Slip and hand it over at the Entrance of the Meeting Hall. Members are requested to bring their copies of Annual Report to the Meeting.



OPTO CIRCUITS (INDIA) LIMITED

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

PROXY FORM

TWENTY FIRST ANNUAL GENERAL MEETING– 30TH SEPTEMBER 2013

Registered Folio No. / DP ID:

Client ID : No. of Shares :

I / We.....ofin the district ofbeing a Member / Members of OPTO CIRCUITS (INDIA) LIMITED hereby appointof..... in the district of or failing him/her of in the district ofas my / our proxy to vote for me / us on my / our behalf at the TWENTY FIRST ANNUAL GENERAL MEETING to be held on 30th September 2013 at Manipal County, No.65, Singasandra, Off Hosur Road, Bengaluru 560068 and at any adjournment thereof.

Signed thisday of2013

Signature(s)

Affix Revenue Stamp of Re.1/-

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hrs before commencement of the aforesaid meeting.

