

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fourth Annual General Meeting of the Members of **Astra Microwave Products Limited** will be held at Swagath-De-Royal Hotel, 2-36, Kothaguda X Roads, Kondapur, Hyderabad on Thursday, the 30th July, 2015 at 12.30 P.M for the transaction of the following business:-

## ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Prakash Anand Chitrakar (holding DIN 00003213), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Atim Kabra (holding DIN 00003366), who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and fix their remuneration and in this regard, to consider and if though fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s Amar & Raju, Chartered Accountants (Registration No.000092S), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

## SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the Shareholders be and is hereby accorded to the reappointment of Mr. B.Malla Reddy, (DIN: 00003154) as Managing Director of the Company for a further period of five years with effect from 1st April, 2015 on the terms and conditions as follows:

- a. Basic salary: Rs.2,00,000/- per month.
- b. Performance bonus: 2% of profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.
- c. Perquisites and allowances:
  - i) Housing: House rent allowance of 40% of basic salary.
  - ii) Medical reimbursement: Reimbursement of actual expenses for self and Family and / or allowance subject to a maximum of one basic salary per year.
  - iii) Leave Travel allowance of one basic salary per year.
  - iv) Club fees: Fees payable subject to maximum of two clubs.
- d. Earned / privilege leave: As per the rules of the Company.
- e. Company's contribution to provident fund to the extent is not taxable under the Income tax Act.

- f. Gratuity: Payable at a rate of fifteen days salary for each completed year of service.
- g. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr. B.Malla Reddy, Managing Director shall always be subject to the overall ceilings fixed under Schedule V part 2 sections I and II of the Companies Act, 2013 amended from time to time.

Minimum Remuneration:

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed under Section II, Part II of Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the Shareholders be and is hereby accorded to the reappointment of Mr. P.A.Chitrakar, (DIN: 00003213) as Whole Time Director designated as Chief Operating Officer (COO) of the Company for a further period of five years with effect from 1st April, 2015 on the terms and conditions as follows:

- a. Basic salary: Rs.2,00,000/- per month.
- b. Performance bonus: 2% of profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.
- c. Perquisites and allowances:
  - i) Housing: House rent allowance of 40% of basic salary.
  - ii) Medical reimbursement: Reimbursement of actual expenses for self and family and / or allowance subject to a maximum of one basic salary per year.
  - iii) Leave Travel allowance of one basic salary per year.
  - iv) Club fees: Fees payable subject to maximum of two clubs.
- d. Earned / privilege leave: As per the rules of the Company.
- e. Company’s contribution to provident fund to the extent is not taxable under the Income tax Act.
- f. Gratuity: Payable at a rate of fifteen days salary for each completed year of service.
- g. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr. P.A.Chitrakar, Whole Time Director designated as Chief Operating Officer (COO) shall always be subject to the overall ceilings fixed under Schedule V part 2 sections I and II of the Companies Act, 2013 amended from time to time.

Minimum Remuneration:

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed under Section II, Part II of Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the Shareholders be and is hereby accorded to the reappointment of Mrs. C.Prameelamma, (DIN: 00003243) as Whole Time Director designated as Director (Technical) of the Company for a further period of five years with effect from 1st April, 2015 on the terms and conditions as follows:

- a. Basic salary: Rs.2,00,000/- per month.
- b. Performance bonus: 2% of profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.
- c. Perquisites and allowances:
  - i) Housing: House rent allowance of 40% of basic salary.
  - ii) Medical reimbursement: Reimbursement of actual expenses for self and family and / or allowance subject to a maximum of one basic salary per year.
  - iii) Leave Travel allowance of one basic salary per year.
  - iv) Club fees: Fees payable subject to maximum of two clubs.
- d. Earned / privilege leave: As per the rules of the Company.
- e. Company’s contribution to provident fund to the extent is not taxable under the Income tax Act.
- f. Gratuity: Payable at a rate of fifteen days salary for each completed year of service.
- g. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mrs. C. Prameelamma, Whole Time Director designated as Director (Technical) shall always be subject to the overall ceilings fixed under Schedule V part 2 sections I and II of the Companies Act, 2013 amended from time to time.

Minimum Remuneration:

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed under Section II, Part II of Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)”

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, the approval of the Members be and is hereby granted for alteration of the Incidental Objects Clause of the Memorandum of Association of the Company by inserting New Clause no. 1A after the existing Clause no. 1 under “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS” as follows:

Clause III (B):

- 1A. “To invest in solar, wind and other renewable energy resources for Captive consumption and also to sell the surplus power to the State grid”

RESOLVED FURTHER THAT Mr. B. Malla Reddy, Managing Director of the Company be and is hereby authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

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

“RESOLVED that the decision to pay a Remuneration of Rs.1,40,000/- (Rupees One Lakh Forty Thousand only) to M/s. DZR & Co, the Cost Auditors of the Company for the year 2015-16, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board  
**For Astra Microwave Products Limited**

**Mr. B. Malla Reddy**  
Managing Director  
DIN: 00003154

Place: Hyderabad  
Date: 30.04.2015

## NOTES

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.
2. The instrument appointing the proxy must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. The Authorised Representatives of the Corporate Members are requested to bring a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 duly authorizing them to attend and vote at the Annual General Meeting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
6. The register of members and share transfer books of the Company will remain closed from 23.07.2015 to 30.07.2015 (both days inclusive).
7. The dividend of Rs.1.20/- per share for the year ended March 31, 2015 as recommended by the Board, if sanctioned at the Annual General Meeting, will be payable to those members whose names appear on the Company's register of members on 30th July, 2015. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL and CDSL for this purpose.
8. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends. While members holding shares in physical form, may write to the Registrar and Transfer Agent for any change in their addresses immediately so as to enable the Company to dispatch dividend warrants at their correct addresses.
9. Members wishing to claim dividends, which remain unclaimed are requested to correspond with the Company Secretary, at the Company's registered office. 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 as per Section 125 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
10. Members are requested to send their queries, if any, on the accounts and operations of the Company, to the Company Secretary at least 7 days before the meeting.
11. A Member or his/her proxy is requested to bring the annual report to the meeting as extra copies will not be distributed.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc., from the Company electronically.
13. The Board of Directors in their meeting held on 30th April 2015 appointed Mr. L. Dhanamjay Reddy, Practicing Company Secretary Hyderabad of M/s. L.D. Reddy & Co., as a Scrutinizer to the voting process (e-voting, postal ballot and poll) in a fair and transparent manner.
14. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the Companies (Management & Administration) rules, 2014 and clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically.

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 27th July, 2015 (i.e. 10:00 A.M. IST) and ends on 29th July, 2015. (i.e. 5:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date of 24th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company

on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant ASTRA MICROWAVE PRODUCTS LIMITED on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board  
**For Astra Microwave Products Limited**

**Mr. B. Malla Reddy**  
 Managing Director  
 DIN: 00003154

Place: Hyderabad  
 Date: 30.04.2015

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.6

Mr. B. Malla Reddy was reappointed as Managing Director of the Company by the Board of Directors for a further period of five years in their meeting held on 31st January, 2015. The resolution is put for members approval as per the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013.

Save and except Mr. B. Malla Reddy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at item No.6 of the Notice for approval by the shareholders.

### Item No.7

Mr. P.A.Chitrakar was reappointed as Whole Time Director designated as Chief Operating Officer (COO) of the Company by the Board of Directors for a further period of five years in their meeting held on 31st January, 2015. The resolution is put for members approval as per the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013.

Save and except Mr. P.A.Chitrakar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at item No.7 of the Notice for approval by the shareholders.

### Item No.8

Mrs. C. Prameelamma was reappointed as Whole Time Director designated as Director (Technical) of the Company by the Board of Directors for a further period of five years in their meeting held on 31st January, 2015. The resolution is put for members approval as per the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013.

Save and except Mrs. C. Prameelamma and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at item No.8 of the Notice for approval by the shareholders.

### Item No.9

The Management of your Company is proposing to invest in Solar Power, Wind power and other renewable energy resources which would be used mainly for captive consumption. Any excess power generated and remaining unutilized by the Company would be sold to the State Power Grid. To enable the management to carry on above objects, it is proposed to change the "The Objects incidental or ancillary to the attainment of the above main Objects" of the Company. It is proposed to insert the new Ancillary objects clause (III) (B) 1A after the existing Clause no. 1 as mentioned in the Item No. 9 of the Notice.

Amendment of incidental objects requires the approval of shareholders by way of special resolution.



The Board commends the Special Resolution set out at item No.9 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**Item No.10**

At the Board Meeting held on the 30th April, 2015, after considering the recommendation of the Audit Committee, the Director have appointed M/s. DZR & Co, as the Cost Auditors of the company for the year 2015-16 on a remuneration of Rs.1,40,000/- (Rupees One Lakh Forty Thousand only) Pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board commends the Ordinary Resolution set out at item No.10 of the Notice for approval by the members.

By order of the Board  
**For Astra Microwave Products Limited**

Place: Hyderabad  
Date: 30.04.2015

**Mr. B. Malla Reddy**  
Managing Director  
DIN: 00003154