

# L.D.Reddy & Co

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## Company Secretaries

Office : Plot No. 6-2-1/2, Flat No. 504, Afzal Commercial Complex, Beside,

MMTS Rly. Station (South) Lakdi-ka-pool, Hyderabad-500 004, E-mail : l.d.reddy@gmail.com

*L.Dhananjay Reddy*

B.Com.LL.B., ACS.

### Report of Scrutinizer

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,

#### **The Chairman**

Astra Micro Wave Products Limited  
ASTRA TOWERS Survey No:12 (Part),  
Opp. CII Green Building Hitech City Kondapur, Hyderabad- 500038

Dear Sir,

I, L.Dhananjay Reddy, of L.D.Reddy & Co., Company Secretaries, have been appointed by the Board of Directors of M/s. Astra Micro Wave Products Limited as Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e- voting carried as per Provisions of the section 108 of the Companies Act, 2013 read with rule 20 of the Companies(Management and Administration) Rules, 2014 in a fair and transparent manner for the resolutions as contained in the notice of the Twenty Third Annual General Meeting of the Company Scheduled to be held on Thursday, 31<sup>st</sup> July,2014 submit my report as under:

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the notice to the Twenty Third Annual General Meeting of the Company. My responsibility as a scrutinizer for the e- voting process is restricted to make a scrutinizer's report of the votes cast "in favor" "against" or remain "abstain/invalid" on the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited(CDSL), the authorized agency to provide e- voting facility engaged by the company.

1. The e-voting period commenced on, 25th July, 2014 and ends on Sunday, 27th July. 2014 on [www.evotingindia.com](http://www.evotingindia.com)
2. The share holders holding shares as on the cut-off i.e., 13<sup>th</sup> June, 2014 were entitled to vote on the proposed resolution stated in the Notice 23<sup>rd</sup> AGM of the Company.
3. The Votes were unblocked on 28th July, 2014 in the presence of two witnesses Miss. Shruti Gupta and Mr.K.Naresh who are not in the votes being unblocked at their presence.



4. The details containing interalia, list of Equity share holders, who voted "for", "against" or "abstain" on each of the resolution that were put to vote, were generated from the e-voting website of CDSL.

5. Based on the aforesaid the results of the e-voting are as under

**Item No.1**

Ordinary Resolution , to adopt the audited Balance Sheet as at 31<sup>st</sup> March 2014, and Statement of Profit and loss Account as on that date

(i) Voted in favour / Against /Abstain the resolution:

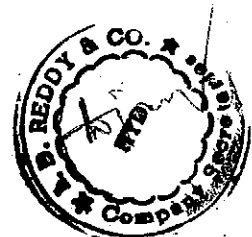
	Number of members voted	Number of cast by them	Votes	% of total Valid Vote Cast
Voted in favour	46	30837785		100%
Voted Against	Nil	--		--
Abstain from Voting	Nil	--		--

**Item No.2**

Ordinary Resolution , to declare Dividend on Equity Shares

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of cast by them	Votes	% of total Valid Vote Cast
Voted in favour	46	30837785		100%
Voted Against	Nil	--		--
Abstain from Voting	Nil	--		--



**Item No.3**

Ordinary Resolution , to appoint a Director in place of Mr.B.Malla Reddy (Din:00003154), who retires by rotation by being eligible offers himself for re-appointment

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

**Item No.4**

Ordinary Resolution , to Appoint M/s. Amar & Raju , Chartered Accountants, (Registration no. 000092S) as Statutory Auditors and to fix their remuneration

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	45	30824010	99.96%
Voted Against	1	13775	0.04%
Abstain from Voting	Nil	--	--



**Item No.5**

Ordinary Resolution , to Appoint Dr.Shibin K Koul (Din:00003360) as Independent Director

(i) Voted in favour / Against /Abstain the resolution:

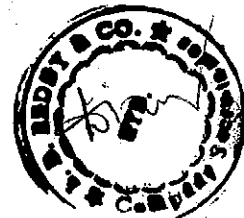
	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

**Item No.6**

Ordinary Resolution , to Appoint Mr. J Venakatadas (Din:00003337) as Independent Director

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	45	30835639	99.997%
Voted Against	1	2146	0.006%
Abstain from Voting	Nil	--	--



**Item No.7**

Ordinary Resolution , to Appoint Mr.T.Ramachandru (Din:02000451) as Independent Director

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

**Item No.8**

Ordinary Resolution , to Appoint Mr.U.K.Kalayanaramudu (Din:05227194) as Director

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--



**Item No.9**

Special Resolution , for approving the payment of Remuneration by way of Commission to Non-Executive Directors

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	45	30837778	99.99997%
Voted Against	1	7	0.00003%
Abstain from Voting	Nil	--	--

**Item No.10**

Special Resolution , for enhancing Borrowing powers of Board of Directors from Rs. 500 Crores to Rs.1000 Crores.

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--



**Item No.11**

Special Resolution, for authorizing the Board of Directors to create charge /Mortgage / Hypothecation on the assets of the company for securing the loan amount not exceeding Rs.1000 Crores.

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

**Item No.12**

Special Resolution, for Increase of Authorized Share Capital from Rs.20 Crores to Rs. 30 Crores

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--



**Item No.13**

Special Resolution , for alteration of Capital Clause IV in Memorandum of Association ,due to increase of Increase in Authorized Share Capital to Rs. 30 Crores.

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

**Item No.14**

Special Resolution, for alteration of Article No.4 of Articles of Association pertaining to Authorized Share Capital

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--





**Item No.15**

Special Resolution, for alteration of Articles of Association for deleting Article Nos.8,15,19.2 to 19.5 and 19.7 to 19.8 of Articles of Association

(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

**Item No.16**

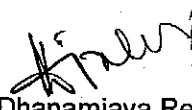
Ordinary Resolution , to Appoint Mrs.G.S. & Associates as the Cost Auditors of the Company for the year 2014-2015

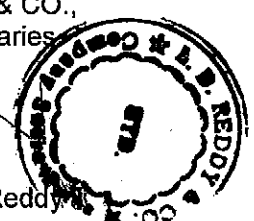
(i) Voted in favour / Against /Abstain the resolution:

	Number of members voted	Number of Votes cast by them	% of total Valid Vote Cast
Voted in favour	46	30837785	100%
Voted Against	Nil	--	--
Abstain from Voting	Nil	--	--

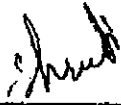
Date: 30.07.2014  
Place: Hyderabad.

For L D REDDY & CO.,  
Company Secretaries

  
L.Dhanamjaya Reddy  
C.P.No. 3752  
M.No- 13104



We the Undersigned witness that the votes were unblock from e-voting website of CDSL([www.evotingindia.com](http://www.evotingindia.com)) in our Presence on 28<sup>th</sup> July , 2014.



Shruti Gupta  
302,Shri Nivas Mahavir Residency,  
Ramkote, Hyderabad-500001



K.Naresh  
504, Afzal Commerical Complex,  
Lakdikapool, Hyderabad-500004

