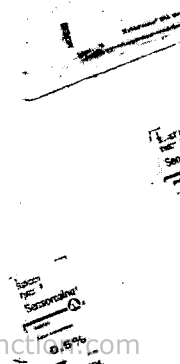
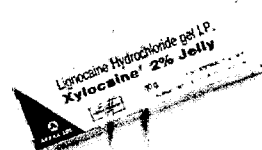
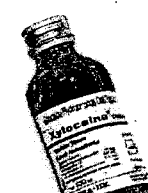
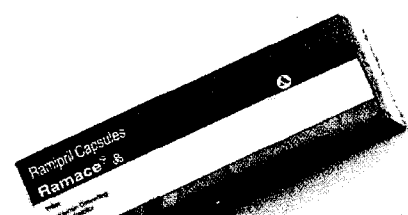
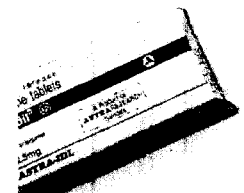
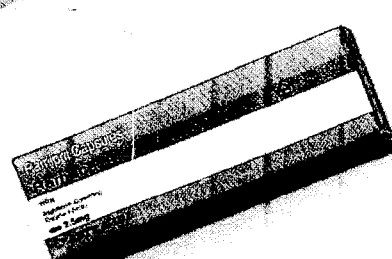
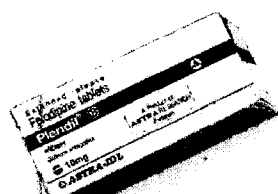
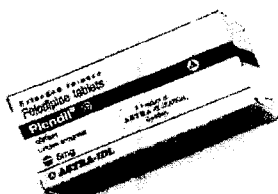
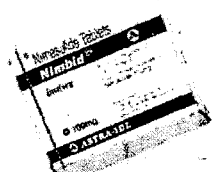
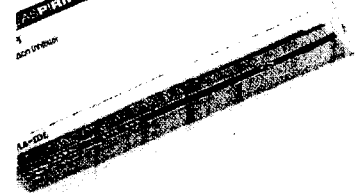
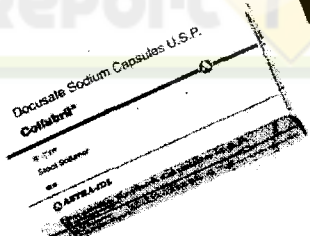
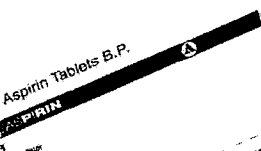
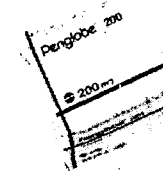
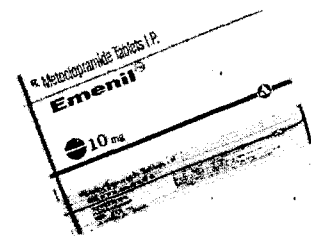
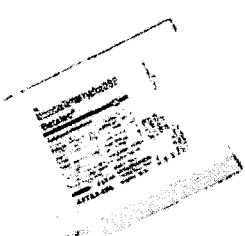
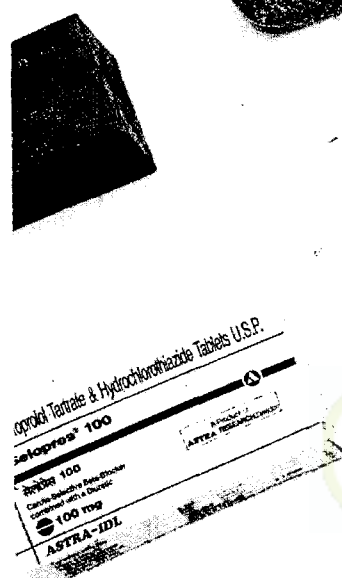
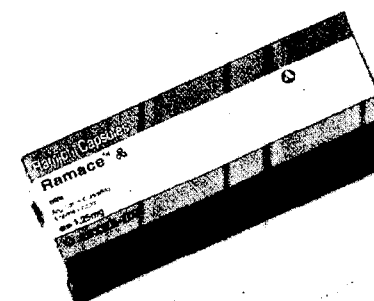
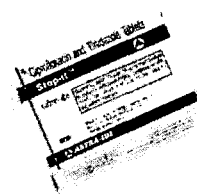
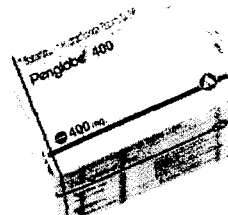
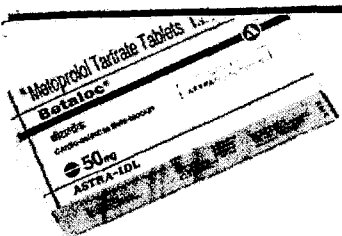


ANNUAL REPORT 1997-98


ASTRA-IDL

Our aim is to cure and prevent disease



Reportjunction.com

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ASTRA-IDL LIMITED

Regd. Office : Crescent Towers, 32/1-2, Crescent Road,
Bangalore 560 001

Dear Shareholder,

3rd August, 1998

Electronic Depository facility for Securities through National Securities Depository Limited (NSDL)

We are pleased to inform you that your Company has entered into an agreement with NSDL to facilitate your holding and trading of Astra-IDL Limited Equity Shares in Electronic form **effective 28th May, 1998.**

All that you have to do, in order to hold and trade your shares in the Electronic form in the Depository System, is to open a beneficiary account with a **Depository Participant (DP)**, which is similar to opening a Savings Bank Account with any Bank.

You may kindly approach any of the **DP** to dematerialise (i.e., conversion of physical form of Share Certificates into Electronic form) your Share Certificate(s) and hold the same in Electronic form.

In order to dematerialise your Share Certificate(s) and convert them into Electronic form you are required to submit a dematerialisation request along with the Share Certificate(s) to a **DP**, with whom you have opened a beneficiary account. The **DP** in turn will send your Share Certificate(s) to our Registrars and Share Transfer Agents, **M/s Alpha Systems Pvt. Ltd., No. 30/1, Leeman's Complex, 4th Floor, Cunningham Road, Bangalore 560 052**, for dematerialisation. Thereafter, you will receive confirmation from the DP that the Shares have been dematerialised and are held in Electronic form.

We are enclosing an Investor's Guide which explains the advantages of holding the Securities through Depository System.

For further clarifications, please feel free to write to us/our Registrars and Share Transfer Agents.

We request you to kindly avail this facility.

Thanking you,

Yours faithfully,

For ASTRA-IDL LIMITED

B GURURAJ

Company Secretary

A GUIDE TO THE INVESTORS

INTRODUCTION

The Company has been making its best endeavours to provide efficient and timely service in share transfers, dividend payments and allied operations to its investors.

With the liberalisation of economy and several pragmatic measures taken by the Government, the Capital Market has undergone a radical change. There has been a significant increase in the number of investors. Market capitalisation on the stock exchanges has also increased manifold. In recent times, an unfortunate trend of frequent interceptions of share certificates/signatures on transfer deeds by unscrupulous persons has emerged and caused avoidable problems for bonafide investors and the concerned companies.

In view of these factors, investor protection/investor service has assumed a new dimension.

As a part of Capital Market Reforms in line with global practice, the depository environment with respect to electronic transactions of securities has also been put in place. This will also ensure a more efficient service in the matter of share transfers and eliminate risk for the investors against theft/fraud etc. while the share certificates are in transit through courier or postal service.

We feel that we should share with you certain suggestions which will help us to serve you better, eliminate avoidable delays and improve our response time to you.

The objective of this booklet, is, therefore, to communicate such suggestions as also to make and endeavour to highlight the salient features and benefits of depository system to the investors.

We have identified the following areas in share transfer and allied operations and wish to draw your kind attention to some procedural aspects :

Transfer of Shares

- ★ Please buy or sell your shares only through recognised share brokers duly registered with stock exchanges and ensure that broker's stamp along with his SEBI registration/code no. is affixed on the reverse of the transfer deed delivered to you. This will safeguard your interests in case the transfer documents delivered by the broker turn out to be a bad delivery.
- ★ To avoid any objection and ensure smooth registration of transfer of shares in your name, please fill in all the columns

of the transfer deed properly, sign the same at appropriate places as transferee and affix share transfer stamps @ 0.5% of the market value of shares on the date of execution of the transfer deed.

- ★ When you receive delivery of shares from your broker, if you find that the transferor has signed through a Constituted Attorney, please ensure that the registration number of the Power of Attorney is mentioned on the reverse of the transfer deed. Such registration number is granted by the Company when an investor seeks registration on the strength of a transfer deed signed by his Constituted Attorney.
- ★ If you as a transferee are seeking transfer of shares in your name on the strength of a transfer deed signed by your Constituted Attorney, please attach the necessary Power of Attorney duly notarised and obtain a registration number from the Company. In case you have already registered such Power of Attorney with the Company in respect of a previous transfer, please mention the registration number of such Power of Attorney in the forwarding letter.
- ★ Please include pin code number while writing your address on the transfer deed and the address should be complete. Incorrect/incomplete address may lead to non-delivery of your dividend warrants or any other communication from the Company.
- ★ Wherever possible, please mention your telephone/fax nos. in the forwarding letter so that we may contact you in case of any minor rectification is required in the transfer documents lodged by you. This may obviate the need for us to return the documents to you under objection.
- ★ It is advisable to register your shares in joint names in order to avoid any procedural difficulties in the unfortunate event of the death of the registered shareholder.
- ★ Please always keep photocopies of share certificates, transfer deeds and other documents, if any, the forwarding letter as also the postal registration slip or hand delivery receipt, as the case may be, when you lodge the shares with the Company for transfer. This will facilitate expeditious disposal of any future query you may have on the subject.
- ★ If you are already having an existing folio with us and are lodging further shares for transfer in the same order of joint holders, please quote your folio number in the transfer deed as

well as in the forwarding letter so that we can register the shares in the same folio.

- ★ Your specimen signature as appearing on the transfer deed and taken on record by us is the only mark of identification while dealing with all further transactions in your folio and, therefore, it is advisable to keep a copy of such signature with you so as to avoid any complication arising out of signature difference in your future instructions/correspondence with us.
- ★ Any change in your specimen signature should be intimated to us immediately with your revised signature duly attested by your banker.
- ★ If you are a non-resident, please attach the approval of the Reserve Bank of India, as applicable, along with the transfer deed and the share certificates while lodging your request for transfer with us. You should also give particulars of your NRO/NRE bank account along with the name and address of the bank to enable us to remit your dividend.
- ★ All transfer requests are processed by us within an average period of 4 weeks. If you do not receive any response from us within 60 days of lodging the transfer request, please write/contact us with details of documents so that necessary investigations can be initiated to protect your interest against any possible loss/interruption during postal transit.

CONVERSION OF SINGLE HOLDINGS INTO JOINT HOLDINGS

Such requests, including transfers within the family, amount to transfer as these lead to a change in the pattern of ownership and, therefore, have to be accompanied by a transfer deed duly executed and stamped along with original share certificates.

TRANSMISSION OF SHARES

- ★ If the shareholding is in joint names, please submit a certified copy of the death certificate of the deceased shareholders along with the relevant share certificates so that the name of the deceased can be deleted from our records as well as the certificates.
- ★ If the shareholding is in single name, the successors or the beneficiaries under a Will executed by the deceased would be persons in whose favour the title of shares would be transmitted. In order to expedite transmission of shares in such cases, please submit the share certificates along with

Succession Certificate of Probate of the Will or Letters of Administration as applicable.

TRANSPOSITION

All requests for transposition i.e. change in the order of names of the registered holders should be signed by all joint holders in respect of the entire holding and original share certificates should be submitted to us. Such requests would not attract any stamp duty.

CHANGE IN THE NAMES OF SHAREHOLDERS

Your request should be accompanied by the following documents:

Individuals

- ★ a copy of notification in Official Gazette or a Newspaper or an affidavit duly sworn on a stamp paper of appropriate value
- ★ the new specimen signature duly attested by your banker

Companies

- ★ A certified copy of the Certificate of Incorporation consequent to Change of Name issued by the Registrar of Companies.

Consequent upon marriage/divorce

- ★ marriage certificate/divorce decree
- ★ new specimen signature duly attested by the banker

CHANGE OF ADDRESS

A written request should be lodged quoting your folio no. for effecting any change in your address. Please ensure that your signature appearing in such request is as per the specimen signature recorded with us. In case of joint holding, all the joint holders should sign such request.

LOSS OF SHARE CERTIFICATES

- ★ Please immediately intimate loss of share certificates giving details of share certificate nos. and distinctive nos. of the shares covered by lost certificates. Such intimation should preferably be supported by a report lodged with the local Police Station where share certificates are lost/suspected to be lost.
- ★ Upon receipt of such intimation, we shall advise you the procedure to be followed for obtaining duplicate share certificates.

CONSOLIDATION OF FOLIOS

We strongly recommend that if you have more than one folio in the same name or with identical names in the same order in case of joint holdings, please write to us immediately alongwith the relevant share certificates to enable us to consolidate such holdings in a single folio. If the shares are jointly held, such requests should be signed by all joint holders.

Such consolidation would avoid multiple communication including dividend warrants from the Company to you and thus reduce the risk of loss/fraudulent interception of share certificates/dividend warrants/other documents during postal transit.

SPLITS/CONSOLIDATIONS

The marketable lot for the Company's shares is 50 and it is advisable that your share certificates are in marketable lots. If you wish to convert any of your share certificates from odd lots into marketable lots, please forward the same to us alongwith a written request, duly signed by all the joint holders in case the shares are held jointly.

DIVIDEND

- ★ In order to protect your interest against any fraudulent interception and encashment of your dividend warrants, we earnestly request you to provide us the name of your bank, branch and the account number, if not already given, to enable us to incorporate the same in your dividend warrants.
- ★ It may be mentioned that in view of the amendments made in the Income Tax Act, 1961, no tax at source is now required to be deducted from the dividend. Therefore, you are no longer required to submit form 15G for exemption towards deduction of tax at source.
- ★ Unclaimed dividends are required to be transferred by the Company to the General Revenue Account of Central Government after the expiry of three years from the date of transfer of unpaid/unclaimed dividend to the separate dividend account of the Company. Such dividend can, thereafter, be claimed from the Registrar of Companies, Karnataka.

Although, before each such transfer, we send reminders to the shareholders whose dividend remain unclaimed, we recommend that in case you have any unclaimed dividend in respect of past three years, please write to us details to enable us to take appropriate action.

Please send all correspondence including requests for transfer, transmission, sub-division, consolidation, change of address, exchange/replacement of certificates etc., and for any assistance in regard to non-receipt of dividends, duplicate/missing share certificates and other matters, to our Registrars and Share Transfer Agents at the following address, quoting your folio/certificate number:

M/s Alpha Systems Pvt. Ltd.
(A/c Astra-IDL Limited)
30/1, Leeman's Complex
4th Floor, Cunningham Road
Bangalore - 560 052.

Investors may also contact the **Company Secretary at the Registered Office** of the Company in Bangalore for any assistance that they may need, at the following address :

Astra-IDL Limited
Crescent Towers
32/1-2, Crescent Road
Bangalore 560 001.

DEPOSITORY SYSTEM

SCRIP-BASED SYSTEM

The present long prevalent scrip-based system in our Country has traditionally involved tremendous paper work involving share certificates in paper form and transfer deeds. The process beginning from buying shares through the stock exchanges till getting the certificates duly endorsed in the buyer's name is indeed quite complex and time-consuming and is riddled with a variety of problems like bad deliveries for several reasons, e.g.

- ★ signature differences of transferors
- ★ mistake in completing the details in transfer deeds
- ★ litigations/disputes in respect of shares purchased
- ★ fake certificates
- ★ tearing/mutilation of certificates
- ★ loss/fraudulent interception of certificates in transit

- ★ delays in postal transit to and from the Company
- ★ processing time taken by Companies in effecting transfers
- ★ cost towards stamp duty @0.5% of the market value of shares
- ★ postal/courier charges etc.

The present system of security transactions, therefore, is not as investor-friendly as it ought to be.

CONCEPT OF DEPOSITORY SYSTEM

Depository system essentially aims at eliminating the voluminous and cumbersome paper work involved in the scrip-based system and offers scope for 'paperless' trading through state-of-the-art technology.

It enables conversion of physical securities in electronic form through a process of 'dematerialisation' (also known as 'demat') of share certificates and facilitates share transactions and transfers electronically without involving any share certificate or transfer deed.

It thus alleviates the hardships currently faced by the investors and also it offers option for converting the shares from electronic to physical or paper form through a process of 'rematerialisation' (also known as 'remat').

Depository system is, indeed, time-tested and long prevalent in many advanced countries and has been playing a significant role in stock markets around the world.

In India, the first depository has been set up by National Securities Depository Limited (NSDL), which is jointly promoted by IDBI, UTI and the National Stock Exchange in accordance with the rules and regulations framed by SEBI.

CONSTITUENTS OF DEPOSITORY SYSTEM

- ★ Depository (NSDL)
- ★ Depository Participants (DPs)
- ★ Company/Registrars
- ★ Investor

ROLE OF NSDL AS A DEPOSITORY

NSDL is an organisation where the securities of an investor are held in electronic form through the medium of DPs. NSDL offers following facilities :

- ★ enable surrender and withdrawal of securities to and from the depository through the process of demat and remat
- ★ maintains investors' holdings in electronic form
- ★ effects settlement of securities traded in depository mode of the stock exchanges
- ★ carries out settlement of trades not done on the stock exchanges (off-market traders)

ROLE OF DEPOSITORY PARTICIPANTS

A DP is your representative in the depository system and as per the SEBI guidelines, financial institutions/banks/custodians/stock brokers etc. can become DPs provided they meet the necessary requirements prescribed by SEBI.

A DP is the first point of contact with the investor and serves as a link between the investor and the Company through NSDL in dematerialisation of shares and other electronic transactions.

You may please note that as per the Scheme of Depository, the Company is not allowed to entertain a demat request from you directly and you have to necessarily initiate the process through a DP.

DEMATERIALISATION

Dematerialisation is a process by which your share certificates are taken back by the Company through your DP, verified and if found in order, demat is confirmed by the Company and then an equivalent number of shares are credited by the DP to your account as electronic holding. The entire process of dematerialisation has to be completed within a period of 15 days.

REMATERIALISATION

Rematerialisation is a process of converting your electronic holdings back into share certificates in paper form. The process of rematerialisation is also carried out through your DP and the process has to be completed within a period of 30 days.

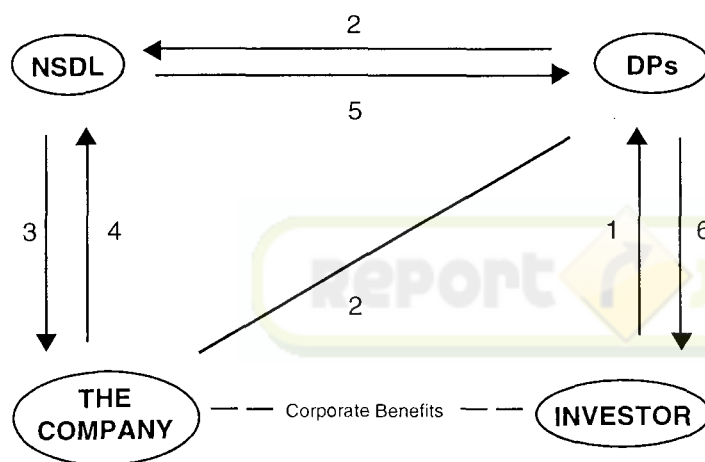
FUNCTIONING OF DEPOSITORY SYSTEM

The depository system functions very much like our banking system. The chart below gives an analogy between the banking and depository system :

BANK	NSDL
★ Holds funds in accounts	★ Holds securities in accounts
★ Transfers funds between accounts	★ Transfers securities between accounts
★ Transfers without handling money	★ Transfers without handling securities
★ Safekeeping of money	★ Safekeeping of securities

SWITCHING FROM SCRIP-BASED SYSTEM TO DEPOSITORY SYSTEM

The diagram below describes the flow process involved in the depository system :



STEP 1

- ★ Approach a DP of your choice and open an account just like we open on account with a bank. A specimen of Account Opening Form as prescribed by NSDL is given in Annexure 'A'.
- ★ With the opening of account, you get an identification number called 'Client ID' which serves as a reference point for all your transactions with the DP.
- ★ Fill up a form called Dematerialisation Request Form (DRF) to be provided by the DP and hand over your share certificates duly cancelled by writing "surrendered for dematerialisation" to them for demat. The DP will accept certificates registered only in your name. A specimen of DRF as prescribed by NSDL is given in Annexure 'B'.

STEP 2

- ★ Upon receipt of DRF along with the original share certificates, the DP sends an electronic request to the Company through NSDL for confirmation of demat and simultaneously surrenders your DRF and share certificates accompanied by a standard letter to the Company for demat confirmation.

STEP 3

- ★ The Registrars are already equipped with the requisite hardware/software facility and is linked to NSDL network through a V-Sat connection. Your DP's request for demat is thus electronically received by the Registrars through NSDL without any delay.

STEP 4

- ★ As soon as the Registrars receives the DRF and your share certificates, necessary verification is done and demat is confirmed to NSDL.

STEP 5

- ★ NSDL further confirms the demat to your DP.

STEP 6

- ★ DP credits your account with the number of shares so dematerialised and thereafter you hold the securities in electronic form.
- ★ Your DP also gives you a statement of holdings and updates your account after each transaction just like your bank account.

ELECTRONIC TRANSACTIONS

- ★ Once you open an account with a DP, you can buy or sell shares in electronic form without any paperwork and without paying any stamp duty of 0.5% as applicable to scrip based transactions.
- ★ The DPs charge you for the services offered by them. It is, therefore advisable for you to get full details of service charges from the DP with whom you wish to open an account.
- ★ You can open your accounts with any number of DPs of your choice just as opening bank accounts with several banks.
- ★ You can trade in depository mode through any broker registered with the National Stock Exchange but you have to provide the details of your account with the DP.

PLEDGE

You can pledge your shares held in electronic form by making an application to your DP. Similarly, you can also request for closure of pledge.

Full details of the process of pledge may be obtained from your DP.

FREEZING OF YOUR ACCOUNT WITH THE DP

If at any time, as a security measure, you wish that no transaction should be effected in your account, you may accordingly advise your DP who shall then ensure that your account is totally frozen until further instructions from you.

OPTIONS OF REMATERIALISATION

You also have the option of converting your electronic holding into share certificates by requesting your DP for a remat and through a similar process, the Company will issue new certificates to you for the shares so rematerialised. A specimen of the Rematerialisation Request Form as prescribed by NSDL is given in Annexure 'C'.

CORPORATE BENEFITS

When the Company announces dividend, NSDL will provide the details of all persons having electronic holding of the Company's shares with reference to the record date/book closure and the Company will disburse the dividend to such holders by sending dividend warrants directly to them as per the practice presently followed in scrip-based system. In case of rights/bonus issues, the distribution of share entitlements will be done in electronic form by NSDL based on the information provided by the Company.

For any discrepancy with regard to corporate benefits, you can always approach your DP/the Company for any assistance or clarification.

NEW PUBLIC ISSUES

It is also possible for the investors to get allotment of shares in a fresh public issue in electronic form. The Application Form itself will have a provision for the investors to indicate the manner in which they would like to get the allotment. For allotment in electronic mode, applicants have to mention their Client ID Number and the name of the DP.

BENEFITS OF THE DEPOSITORY SYSTEM

- ★ As would be evident from the above, electronic transaction of securities eliminates the problems and delays arising out of scrip-based system.
- ★ There is no scope for any risk of loss, theft or fraud with regard to share certificates.
- ★ Bad deliveries are almost eliminated.
- ★ There is no hassle of filling in transfer deeds and lodging/despatching the transfer documents with the Company, thus avoiding a lot of paperwork.
- ★ You no longer have to wait for the shares to be transferred in your name and suffer delays on account of processing time.
- ★ It totally eliminates risks associated with loss/fraudulent interception of share certificates in postal transit.
- ★ When you buy shares in depository mode, you become the owner of those shares in electronic form within a day of the completion of settlement. Similarly, when you sell shares in electronic form, you receive the payment much faster.
- ★ You save on stamp duty @ 0.5% of the market value of shares and although you incur some costs towards DP's service charges, it could still lead to some saving. This, however, needs to be evaluated by the individual investor.
- ★ Investment is highly liquid at all times as there is shorter waiting period.
- ★ The marketable lot for transaction in depository mode has been fixed as one share. Therefore, the problem of odd lots is totally eliminated.
- ★ Once you open an account with the DP for the Company's shares, the same can be utilised by you for transacting securities of other Companies which are a part of the depository system.

It is therefore evident that, depository is a much more safe and user friendly mode of holding and transacting your securities. We would therefore request you to seriously evaluate this option.

We are always available to you for any assistance/clarification.

ANNEXURE "A"

(To be filled in by the Depository Participants)

APPLICATIONS FOR OPENING AN ACCOUNT

(For Individuals Only)

Date (dd-mm-yyyy)

(Please fill all the details in CAPITAL LETTERS only)

I/We request you to open in my/our name an account in your books as an individual/joint account.

	Name of the holder/s (In case of Minor mention guardian's name)	Dateof Birth (if Minor)	Occupation
First/Sole Holder			
Second Holder			
Third Holder			
Telephone No.			
Fax Number			

Address (Local Address)

[illegible]

Status Code		Sub Status Code		Residential Status	
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Investors Bank Particulars

[illegible][illegible]