

Moving ahead with progress



Astra Microwave Products Limited



Astra Microwave Products Limited

Vision

To be at the forefront of the telecommunication revolution through research and development.

Investing in technologies that can lead to leadership.

Employing the finest talent to reach the top through excellence.

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QUICK INFORMATION

Board of Directors	: Dr. Shibani K Koul, Chairman Mr. B. Malla Reddy, Managing Director Mr. P.A. Chitrakar, COO Mrs. C. Prameelamma, Director (Technical) Mr. Atim Khabra Mr. J. Venkatadas Mr. S. Gurunatha Reddy (w.e.f. 29.04.2013) Mr. Maram Venkateshwar Reddy (w.e.f. 29.04.2013)
Company Secretary	: Mr. T. Anjaneyulu
Auditors	: M/s. Amar & Raju Chartered Accountants Flat No: 201, KOR Residency, H.No:8-3-966/16, Road No:3, Nagarjuna Nagar, Srinagar Colony, Hyderabad – 500 073.
Bankers	: Canara Bank, Prime Corporate Branch, Secunderabad HDFC Bank Ltd. Lakdikapul, Hyderabad. State Bank of India Overseas Branch, Hyderabad.
Registered Office	: ASTRA Towers, Survey No.12(P), Kothaguda Post, Kondapur, HITECHCITY, Hyderabad – 500 084. Phone: 040-30618000 / 8001 Website: www.astramwp.com

Factories

- : **Unit I**
Plot No.12, ANRICH Industrial Estate,
Miyapur, IDA Bollarum,
Medak (District) – 502 325 A.P.
- Unit II**
Plot No.56A, 56B and 57A,
ANRICH Industrial Estate,
Miyapur, IDA Bollarum,
Medak (District) – 502 325 A.P.
- Unit III**
Survey No.1/1, Imarat Kancha,
Raviryala Village, Maheswaram Mandal,
Rangareddy (District) – 500 010 A.P.
- Unit IV**
Plot No: 18, 19, 20 & 21 (Part)
Hardware Park, Sy.No: 1/1,
Imarat Kancha of Ravirayal Village,
Maheswaram Mandal, R.R.Dist.

Registrars

- : Purva Sharegistry (India) Pvt. Ltd.,
Shiv Shakti Industrial Estate,
Unit No.9 , Ground Floor,
7 B J R Boricha Marg,
Lower Parel, Mumbai - 400 011
Tele:91-022-23016761
Email:busicomp@vsnl.com

Listing

- : The Bombay Stock Exchange Ltd.,
The National Stock Exchange of India Ltd.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Second 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 Monday, the 30th September, 2013 at 11.30 A.M. for the transaction of the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013, 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 Mrs.C.Prameelamma, Director who retires by rotation and being eligible offers herself for reappointment.
4. To appoint a Director in place of Mr. J.Venkatadas, Director who retires by rotation and being eligible offers himself for reappointment.
5. To appoint M/s Amar & Raju, Chartered Accountants, Registration No.000092S the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

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

To regularise Mr. S. Gurunatha Reddy as Director of the Company

“RESOLVED that Mr. S. Gurunatha Reddy, who was appointed as an additional director of the Company by the board of directors, in terms of Section 260 of the Companies Act, 1956 with effect from April 29, 2013 who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director, together with a deposit of Rs. 500 (Rupees Five hundred) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

To regularise Mr. Maram Venkateshwar Reddy as Director of the Company

“RESOLVED that Mr. Maram Venkateshwar Reddy, who was appointed as an additional director of the Company by the board of directors, in terms of Section 260 of the Companies Act, 1956 with effect from April 29, 2013 who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director, together with a deposit of Rs. 500 (Rupees Five hundred) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

To appoint Mr. S. Gurunatha Reddy as Whole Time Director designated as Director – Finance

“RESOLVED that pursuant to the recommendations of the Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if any, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. S. Gurunatha Reddy as Whole Time Director and designated as Director-Finance of the Company for a period of 5 years effective from April 29, 2013 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or reenactment thereof.

RESOLVED further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
To appoint Mr. Maram Venkateshwar Reddy as Whole Time Director designated as Director – (Mktg & Operations)

“RESOLVED that pursuant to the recommendations of the Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the



Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if any, the approval of the members of the Company be and is hereby accorded to the appointment of Mr.Maram Venkateshwar Reddy as Whole Time Director and designated as Director – (Mktg & Operations) of the Company for a period of 5 years effective from April 29, 2013 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (here in after referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or reenactment thereof.

RESOLVED further that the Board be and is hereby authorised 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**

Hyderabad
29th April, 2013

B.Malla Reddy
Managing Director

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 187 of the Companies Act, 1956 duly authorizing them to attend and vote at the Annual General Meeting.
5. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 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 23rd September, 2013 to 30th September, 2013 (both days inclusive).
7. The dividend of Rs.0.80/- per share for the year ended March 31, 2013 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 September, 2013. 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 205A of the Companies Act, 1956, 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. Astra is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we are sending documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc, to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.

EXPLANATORY STATEMENT

As required by Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out material facts relating to the business under items 6, 7, 8 and 9 of the accompanying notice dated 29th April, 2013.

Item: 6 & 8

Mr. S. Gurunatha Reddy was appointed as Whole Time Director by Resolution passed by the Board of Directors at their meeting held on 29th April, 2013 subject to the consent of Members at the ensuing Annual General Meeting and subject to the approval of the Central Government, if any, for a period of five (5) years from 29th April, 2013 to 29th April, 2018 including payment of his remuneration which shall be an aggregate of the following:

Basic Salary: Rs. 1,50,000/- per month

HRA : Rs. 60,000/- per month

Performance Bonus: 1% of profits of the Company calculated as per the provisions of Section 349 of the Companies Act, 1956. PF, LTA, Leave encashment, Gratuity and Medical : As per rules of the Company.

Further Mr. S. Gurunatha Reddy's appointment and terms of remuneration is pursuant to the provisions of Section 198, 269, 309, 310 and 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

Mr. S. Gurunatha Reddy is a Chartered Accountant by profession and was working with this company from April 25, 1993 and presently he was working as the Sr. General Manager (Finance). During his tenure he played a key role in the growth of the company. Keeping in view of his expertise and management skills, the Board, recommends that the Resolution set out in Item No. 6&8 of the Notice convening the meeting be approved and passed.

Except Mr .S. Gurunatha Reddy, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Item: 7 & 9

Mr. Maram Venkateshwar Reddy was appointed as Whole Time Director by Resolution passed by the Board of Directors at their meeting held on 29th April, 2013 subject to the consent of Members at the ensuing Annual General Meeting and subject to the approval of the Central Government, if any, for a period of five (5) years from 29th April, 2013 to 29th April, 2018 including payment of his remuneration which shall be an aggregate of the following:

Basic Salary: Rs. 1,50,000/- per month

HRA : Rs.60,000/- per month

Performance Bonus: 1% of profits of the Company calculated as per the provisions of Section 349 of the Companies Act, 1956. PF, LTA, Leave encashment, Gratuity and Medical : As per rules of the Company.

Further Mr. Maram Venkateshwar Reddy's appointment and terms of remuneration is pursuant to the provisions of Section 198, 269, 309, 310 and 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

Mr .Maram Venkateshwar Reddy is a Graduate in Engineering (Electronics) and a Post Graduate in Business Administration, Mr. M. V. Reddy has 23 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market. He was working with this company from February 23, 1998 and presently he was working as the Sr. General Manager (Marketing). During his tenure he played a key role in the growth of the company. Keeping in view of his expertise and management skills, the Board, recommends that the Resolution set out in Item No. 7&9 of the Notice convening the meeting be approved and passed.

Except Mr. M. V. Reddy, none of the other Directors of the Company is in any way concerned or interested in the resolution.

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

Hyderabad
29th April, 2013

B.Malla Reddy
Managing Director

**DETAILS OF DIRECTORS SEEKING APPOINTMENT /
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

I. Name of Director	Mr. S. Gurunatha Reddy
Date of Birth	15.02.1959
Qualification	B.Sc, FCA
Expertise	Worked in private sector industry and gained over 27 years of experience in accounting, finance, taxation, secretarial etc.,
Name(s) of other Companies in which Directorships held	Nil
Name(s) of other Companies in which Committee Membership(s)/Chairmanship(s) held	Nil
Total shares held by him in the Company	1,46,890 equity shares of Rs.2/- each
Relationship with other directors	Mr. S.Gurunatha Reddy is not related to any Director of the Company
II. Name of Director	Mr.Maram Venkateshwar Reddy
Date of Birth	01.05.1967
Qualification	B.E.(Electronics), MBA
Expertise	A Graduate in Engineering (Electronics) and a Post Graduate in Business Administration, Mr. M. V. Reddy has 23 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market. As most of his experience has been working for the Indian Private industry meeting the needs of the Strategic Electronics sector in India and abroad, he has a good understanding of the requirements and knows the challenges and opportunities for the private companies in this business segment.
Name(s) of other Companies in which Directorships held	Nil
Name(s) of other Companies in which Committee Membership(s)/Chairmanship(s) held	Nil
Total shares held by him in the Company	79,850 equity shares of Rs.2/- each
Relationship with other directors	Mr. Maram Venkateshwar Reddy is not related to any Director of the Company

III.Name of Director	Mrs.C.Prameelamma
Date of Birth	19.01.1949
Qualification	M.E (Instrumentation & Control Systems)
Expertise	A Post Graduate in Engineering (Instrumentation and Control Systems) who was with Electronics Research and Development Establishment, and later with Defence Electronics Research Laboratories (DLRL) for a period in excess of 20 years. Has had considerable exposure in the use of Computer Aided Design work Stations, in the manufacturing processes and testing of microwave components.
Name(s) of other Companies in which Directorships held	Nil
Name(s) of other Companies in which Committee Membership(s)/Chairmanship(s) held	Nil
Total shares held by him in the Company	14,93,702 equity shares of Rs.2/- each
Relationship with other directors	Mrs.C.Prameelamma is not related to any Director of the Company
IV. Name of Director	Mr.J.Venkatadas
Date of Birth	27.04.1942
Qualification	B.E (Mechanical)
Expertise	Mr.J.Venkatadas is a technocrat,distinguished banker and freelance financial adviser. He was with Canara Bank and Canbank Venture Capital Fund before starting his own advisory services.
Name(s) of other Companies in which Directorships held	KRISHNA SAA FABS (P) Ltd.,
Name(s) of other Companies in which Committee Membership(s)/Chairmanship(s) held	Nil
Total shares held by him in the Company	42,600 equity shares of Rs.2/- each
Relationship with other directors	Mr.J.Venkatadas is not related to any Director of the Company

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

Hyderabad
29th April, 2013

B.Malla Reddy
Managing Director