



## ASTRA MICROWAVE PRODUCTS LIMITED

CIN: L29309TG1991PLC013203

Regd office: Astra Towers, Survey No: 12(P), Kothaguda Post,  
Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana-500038

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### NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Management Rules”), General Circulars No: 14/2020 dated April 8, 2020, 17/2020, dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars including General Circulars No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No.10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the resolutions appended below are proposed for approval of the Members of Astra Microwave Products Limited (the “Company”) through Postal Ballot by voting through electronic means (“remote e-voting”) only. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through remote e-voting system.

Members’ consent is requested for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with instructions/ procedure for Remote E-voting is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. L. Dhanamjay Reddy (ACS No. 13104 and CP No.3752), Practicing Company Secretary as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot and voting by electronic means (“e-voting”) process in a fair and transparent manner.

In compliance with Section 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, from time to time, the Company is offering facility of remote e-voting (“e-voting”). Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged services of M/s. Central Depository Services (India) Limited as its agency for providing e-voting facility to shareholders of the Company.

The scrutinizer will submit his report to the Chairman of the Company or any other person authorized by Board in writing, after completion of scrutiny of postal ballot process in a fair and transparent manner. The result of the postal ballot will be announced on or before 5.00 P.M of 16<sup>th</sup> February, 2023 and will be displayed on the website of the Company (i.e., [www.astramwp.com](http://www.astramwp.com)) and will be intimated to BSE Limited and NSE where the Equity Shares of the Company are listed and shall also be intimated to Purva Sharegistry India Private Limited, the registrar and share transfer agents of the Company.

#### SPECIAL BUSINESS:

##### 1: To consider re-appointment of Dr. Avinash Chander (DIN: 05288690) as Independent Director:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board in its respective meetings held on December 09, 2022, and the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company, be and is hereby accorded for re-appointment of Dr. Avinash Chander (DIN: 05288690), whose present term of office of Independent Director expires on January 28, 2023, and who has submitted a declaration confirming the criteria of Independence as provided under Regulation 16(1)(b) of the Listing Regulations and sub-section (6) of Section 149 of the Act, as amended from time to time, and who is eligible for re-appointment as Non-Executive Independent Director, for a second term as per the provisions of the Act, the Rules and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years, with effect from, January 29, 2023 to January 28, 2028 and that the office of Dr. Avinash Chander, as Non- Executive Independent Director, shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Dr. Avinash Chander, Non-Executive Independent Director of the Company, who may attain the age of 75 years during the second term of office.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**2: Appointment of Mr. Atim Kabra, Non-Executive Director (DIN:00003366) as Whole Time Director of the Company:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Schedule V of the Companies Act, 2013, the Nomination and Remuneration Committee be and is hereby recommend to the Board the appointment of Mr. Atim Kabra, Non-Executive Director (DIN:00003366) as Whole Time Director of the Company for a period of five (5) years with effect from 1st January, 2023 on the remuneration and terms and conditions as mentioned hereunder, with an authority to the Board to alter or vary the remuneration and terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Atim Kabra.

**Remuneration:**

- a. Basic salary: Rs.1,05,000/- per month.
- b. Rent Free Accommodation (maximum): Rs.3,50,000/- per month.
- c. Company Leased Car (maximum): Rs. 45,000/- per month.
- d. He will be entitled to statutory bonus, contribution towards provident fund and gratuity in accordance with the Company’s rules.
- e. The Aggregate of salary, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr. Atim Kabra, Whole Time Director shall always be subject to the overall ceilings fixed under Section I of Part II of the Schedule V to the Companies Act, 2013 in force or as amended from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Atim Kabra as the Whole Time Director of the Company, he shall be paid a remuneration as prescribed under Section II of Part II of the Schedule V to the Companies Act, 2013 in force or as amended from time to time.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Atim Kabra be suitable amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law from time to time.”

**3: Re-appointment of Mr.S.Gurunatha Reddy (DIN: 00003828) as Managing Director of the Company:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the re-appointment of Mr.S.Gurunatha Reddy (DIN: 00003828) as the Managing Director of the Company for a period of four (4) years with effect from 30th April, 2023 on the remuneration and terms and conditions as mentioned hereunder, with liberty to the Board to alter or vary the remuneration and terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr.S.Gurunatha Reddy.

**Remuneration:**

- a. Basic salary: Rs.3,47,000/- per month.
- b. Performance bonus: 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 payable at Quarterly intervals based on the preceding quarter audited/unaudited results. The total amount of performance bonus for any particular year will be based on final audited result of that year, and excess payment if any to be adjusted in succeeding year.
- c. He will be entitled to house rent allowance, medical reimbursement, leave travel allowance, leave encashment, statutory bonus, company maintained car, telephone, club fees and such other perquisites in accordance with the Company’s rules.

- d. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr.S.Gurunatha Reddy, Managing Director shall always be subject to the overall ceilings fixed under Section I of Part II of the Schedule V to the Companies Act, 2013 in force or as amended from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr.S. Gurunatha Reddy as the Managing Director of the Company, he shall be paid a remuneration as prescribed under Section II of Part II of the Schedule V to the Companies Act, 2013 in force or as amended from time to time.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr.S.Gurunatha Reddy be suitable amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law from time to time.”

**4: Re-appointment of Mr.M.V.Reddy (DIN: 00421401), as the Joint Managing Director of the Company:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the re-appointment of Mr.M.V.Reddy (DIN: 00421401) as the Joint Managing Director of the Company for a period of five (5) years with effect from 30th April, 2023 on the remuneration and terms and conditions as mentioned hereunder, with liberty to the Board to alter or vary the remuneration and terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr.M.V.Reddy.

**Remuneration:**

- a. Basic salary: Rs.3,47,000/- per month.
- b. Performance bonus: 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 payable at Quarterly intervals based on the preceding quarter audited/unaudited results. The total amount of performance bonus for any particular year will be based on final audited result of that year, and excess payment if any to be adjusted in succeeding year.
- c. He will be entitled to house rent allowance, medical reimbursement, leave travel allowance, leave encashment, statutory bonus, company maintained car, telephone, club fees and such other perquisites in accordance with the Company’s rules.
- d. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr.M.V.Reddy, Joint Managing Director shall always be subject to the overall ceilings fixed under Section I of Part II of the Schedule V to the Companies Act, 2013 in force or as amended from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. M.V. Reddy as the Joint Managing Director of the Company, he shall be paid a remuneration as prescribed under Section II of Part II of the Schedule V to the Companies Act, 2013 in force or as amended from time to time.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr.M.V.Reddy be suitable amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law from time to time.”

**5: Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 400 crore:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (‘Companies Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the relevant provisions of

the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('**ICDR Regulations**') and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended, to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 2 each of the Company ('**Equity Shares**') are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ('**FEMA**'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ('**GOI**'), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, as amended ('**FCCB Scheme**') and the Depository Receipts Scheme, 2014 ('**GDR Scheme**') and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, Ministry of Corporate Affairs ('**MCA**'), the Reserve Bank of India ('**RBI**'), BSE Limited and National Stock Exchange of India Limited ('**Stock Exchanges**'), the Securities and Exchange Board of India ('**SEBI**'), the Registrar of Companies, Hyderabad and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include any committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, Global Depository Receipts ('**GDRs**'), American Depository Receipts ('**ADRs**'), Foreign Currency Convertible Bonds ('**FCCBs**') and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as '**Securities**'), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 400 crore (Rupees Four Hundred Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more qualified institutions placement ('**QIP**') in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/ or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ('**QIBs**') (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular ('**Offering Circular**') as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/ or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the '**Issue**') at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT** pursuant to the above-mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles

of Association of the Company;

- (c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and
- (d) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.

**RESOLVED FURTHER THAT** in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the ICDR Regulations), the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the ICDR Regulations and shall be completed within a period of 365 days from the date of passing of this special resolution by the shareholders of the Company or such other time as may be allowed under the ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

**RESOLVED FURTHER THAT** subject to applicable law, in the event that Equity Shares are issued through a QIP in terms of Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue or the date on which holders of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under ICDR Regulations, as amended.

**RESOLVED FURTHER THAT** the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations. Furthermore, the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, or ADRs/GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or in accordance with any other applicable laws, guidelines or regulations issued by a statutory, governmental or regulatory body, as the case may be.

**RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP under Chapter VI of ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (“**QIP Floor Price**”). Furthermore, the Board may, at its absolute discretion and in consultation with the book running lead managers, also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price subject to the approval of the shareholders of the Company by way of a special resolution.

**RESOLVED FURTHER THAT** the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic

and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board, in consultation with the book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Eligible Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

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

**Sd/-**  
**S. Gurunatha Reddy**  
Managing Director  
DIN: 00003828

Place: Hyderabad

Date: 09<sup>th</sup> December, 2022

**Registered Office:**

Astra Towers, Survey No: 12(P), Kothaguda Post,

Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana-500038

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Email: info@astramp.com, Website:www.astramp.com

CIN: L29309TG1991PLC013203

## NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on 6<sup>th</sup> January, 2023 (Cut-off Date) and whose e-mail addresses are registered with the Company/Depositories.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at [www.astramp.com](http://www.astramp.com), websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. L. Dhananjay Reddy (ACS No. 13104 and CP No.3752), Practicing Company Secretary as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and voting by electronic means (“**e-voting**”) process in a fair and transparent manner.
5. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. Members can vote only through Remote E-voting and are requested to read the instructions on the same in serial no. 11 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 6<sup>th</sup> January, 2023 i.e. Cut-off Date, will be considered for the purpose of e-voting Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.
6. The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 6<sup>th</sup> January, 2023 i.e. Cut-off Date. A person who is not a shareholder on the relevant date should treat this Notice for information purpose only.
7. The remote e-voting period shall commence on Monday, 16<sup>th</sup> January, 2023 at 9.00 a.m. and would end on Tuesday, 14<sup>th</sup> February, 2023 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Friday, 6<sup>th</sup> January, 2023 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the Remote E-voting process not later than 5:00 p.m. (IST) on Tuesday, 14<sup>th</sup> February, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. The vote in this Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at [l.d.reddy@gmail.com](mailto:l.d.reddy@gmail.com).
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before Thursday, 16<sup>th</sup> February, 2023 and will also be displayed on the website of the Company ([www.astramp.com](http://www.astramp.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
10. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. Tuesday, 14<sup>th</sup> February, 2023, and as if they have been passed at a general meeting of the Members.

## 11. Voting through electronic means

### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at or contact at 022- 23058738, 022-23058542-43 or toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN ASTRA MICROWAVE PRODUCTS LTD.
- 11) 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.

- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

**18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [l.d.reddy@gmail.com](mailto:l.d.reddy@gmail.com) and to the Company at the email to [secretarial@astramp.com](mailto:secretarial@astramp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 mentioning details like Folio No., Name of shareholder, Mobile No., email id, that is to be registered along with scanned copy of the share certificate (front and back), copy of PAN (self attested), copy of AADHAR (self attested) may be sent by email to the Company at [secretarial@astramp.com](mailto:secretarial@astramp.com). /RTA at [support@purvashare.com](mailto:support@purvashare.com).
2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738, 022-23058542-43 or toll free no.1800 22 55 33.

By order of the Board of Directors  
For **Astra Microwave Products Limited**  
Sd/-  
**S.Gurunatha Reddy**  
Managing Director  
DIN: 00003828

Place: Hyderabad  
Date: 09<sup>th</sup> December, 2022

**Registered Office:**

Astra Towers, Survey No: 12(P), Kothaguda Post,  
Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana-500038  
Phone: +91-40-46618000, 46618001 Fax: +91-40-46618048  
Email: [info@astramp.com](mailto:info@astramp.com), Website: [www.astramp.com](http://www.astramp.com)  
CIN: L29309TG1991PLC013203

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

### **Item No. 1:**

The members of the Company, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act, appointed Dr. Avinash Chander, as Independent Director, for a period of five consecutive years from January 29, 2018. His initial term of appointment expires on January 28, 2023, and he is eligible for re-appointment for another term upto 5 consecutive years.

Considering his expertise and experience in various functional areas and contributions in the meetings of Board and Sub-committees of the Board, and based on the performance evaluation, the members of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on December 09, 2022, recommended the proposal of re-appointment of Dr. Avinash Chander, as Independent Director for a second term of five consecutive years effective from January 29, 2023. In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of the Director for re-appointment.

The re-appointment proposed is in accordance with the provisions of Section 149 read with Schedule IV to the Act. The office of the Director shall not be liable to retire by rotation as provided under Section 152(6) of the Act. The Company has received consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time and declaration confirming the criteria of Independence as prescribed under Regulation 25(8) of the Listing Regulations and sub-section (7) of Section 149 of the Act. Further, the Director is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Dr. Avinash Chander may attain the age of 75 years during the tenure of re-appointment and approval of the shareholders is sought for continuation of directorship for the remaining period of tenure of re-appointment in the resolution at item no.1 of the Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Statement setting out material facts.

Except Dr. Avinash Chander none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommend the aforesaid resolution for the approval by the members as a special resolution.

### **Item No. 2:**

At the Annual General Meeting of the Company held on 14<sup>th</sup> August, 2019, the Members of the Company had approved the appointment of Mr. Atim Kabra (DIN:00003366) as Non-Executive Director of the Company, liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience in equities exposure including portfolio management, Equity Sales, and Equity research with global institutions like ABN AMRO Bank, ANZ Grindlays Bank, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> December, 2022, has approved the appointment of Mr. Atim Kabra as Whole Time Director for a period of 5 years w.e.f. 1<sup>st</sup> January, 2023, subject to approval of the members of the Company.

The terms of appointment of Mr. Atim Kabra and remuneration payable to him are as set out in item No.2 of the Notice. For the purpose, an agreement has been entered into by the company with the Whole Time Director.

Mr. Atim Kabra satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Atim Kabra under Section 190 of the Act.

Details of Mr. Atim Kabra are provided in "Annexure" to the Notice pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

Except Mr. Atim Kabra none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommend the aforesaid resolution for the approval by the members as a special resolution.

### **Item No. 3:**

At the Annual General Meeting of the Company held on 14<sup>th</sup> August, 2019, the Members of the Company had approved the Promotion and re-designation of Mr.S.Gurunatha Reddy (DIN: 00003828) as Managing Director upto 29<sup>th</sup> April, 2023.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience in accounting, finance, taxation, secretarial etc., the Board of Directors of the Company at its meeting held on 9<sup>th</sup> December, 2022, has approved the re-appointment Mr.S.Gurunatha Reddy as Managing Director for a period of 4 years w.e.f. 30<sup>th</sup> April, 2023, subject to approval of the members of the Company.

The terms of appointment of Mr. S.Gurunatha Reddy and remuneration payable to him are as set out in item No.3 of the Notice. For the purpose, an agreement has been entered into by the company with the Managing Director.

Mr.S.Gurunatha Reddy satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for his re- appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr.S.Gurunatha Reddy under Section 190 of the Act.

Details of Mr.S.Gurunatha Reddy are provided in “Annexure” to the Notice pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

Except Mr.S.Gurunatha Reddy none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommend the aforesaid resolution for the approval by the members as a special resolution.

#### **Item No. 4:**

At the Annual General Meeting of the Company held on 14<sup>th</sup> August, 2019, the Members of the Company had approved the Promotion and re-designation of Mr.M.V.Reddy (DIN: 00421401) as Joint Managing Director upto 29<sup>th</sup> April, 2023.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience in Marketing and Business operations in the domain of Defence, Space and Telecom segment in India and Overseas, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> December, 2022, has approved the re-appointment Mr.M.V.Reddy as Joint Managing Director for a period of 5 years w.e.f. 30<sup>th</sup> April, 2023, subject to approval of the members of the Company.

The terms of appointment of Mr.M.V.Reddy and remuneration payable to him are as set out in item No.4 of the Notice. For the purpose, an agreement has been entered into by the company with the Joint Managing Director.

Mr.M.V.Reddy satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for his re- appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re- appointment of Mr.M.V.Reddy under Section 190 of the Act.

Details of Mr.M.V.Reddy are provided in “Annexure” to the Notice pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

Except Mr.M.V.Reddy none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommend the aforesaid resolution for the approval by the members as a special resolution.

#### **Item No. 5:**

The Company foresee growth opportunities in its existing market and continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, our Company intends to undertake a capital raise by way of public or private offerings including one or more qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities and use the proceeds from the Issue, towards one or more of the following: the pre-payment and / or repayment of debts of the company, capital expenditure, working capital requirements, purchase of tools/equipment and licenses and general corporate purposes.

Accordingly, as approved by the board of directors of the Company (“**Board**”) at their meeting held on 9<sup>th</sup> December, 2022 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to approve the raising of funds by way of issuance of equity shares of face value ₹ 2 each (“**Equity Shares**”), Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”) and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 400 crore (Rupees Four Hundred Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more qualified institutions placement (“**QIP**”) in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“**ICDR Regulations**”). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market

conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, *inter alia*, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange (“**Stock Exchanges**”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies at Hyderabad, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

- i. the allotment of Securities shall only be made to qualified institutional buyers (“**QIBs**”) as defined under ICDR Regulations;
- ii. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the ICDR Regulations and applicable laws;
- iii. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- iv. the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the ICDR Regulations;
- v. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- vi. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender.
- vii. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- viii. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- ix. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time; and
- x. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof (‘**FEMA**’), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommend the aforesaid resolution for the approval by the members as a special resolution.

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

Sd/-

**S. Gurunatha Reddy**

Managing Director

DIN: 00003828

Place: Hyderabad

Date: 09<sup>th</sup> December, 2022

**Registered Office:**

Astra Towers, Survey No: 12(P), Kothaguda Post,

Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana-500038

Phone: +91-40-46618000, 46618001 Fax: +91-40-46618048

Email: info@astramp.com, Website:www.astramp.com

CIN: L29309TG1991PLC013203

**Information required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment is set out below:**

S. No.	Particulars	Name of the Director	
		Dr. Avinash Chander	Mr. Atim Kabra
1	DIN Nationality	05288690 Indian	00003366 NRI
2	Date of birth and Age	06th November, 1950 72 years	05th September, 1968 54 years
3	Qualification	B. Tech (Electrical) IIT Delhi, M.S., JNTU, Hyderabad, Ph. D, JNTU, Hyderabad	Economics (Honors), Masters in Management
4	Date of first appointment on the Board	29th January, 2018	24th June, 2019
5	Experience and expertise in specific functional areas	Dr. Avinash Chander is the retired Secretary, Defence R&D and Director General, DRDO. An eminent scientist in the field of missiles, he has been a pioneer in Strap down Inertial navigation & Guidance. In addition, he has contributed in the development of several critical technologies in the field of radars, simulation, propulsion, control and System engineering.	More than 25 years of well rounded “equities exposure” including Portfolio Management, Equity Sales and Equity Research with global institutions like ABN AMRO Bank, ANZ Grindlays Bank etc.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. Avinash Chander is not related to any Director or Key Managerial Personnel of the Company.	Mr. Atim Kabra is not related to any Director or Key Managerial Personnel of the Company.
7	Directorship held in other listed Companies	Nil	Nil
	Memberships in the Committees of Board of other listed Companies*	Nil	Nil
8	Membership and Chairmanship in the Committees of the Board of the Company	Stakeholders Relationship Committee- Chairperson Audit Committee – Member Nomination and Remuneration Committee – Member CSR Committee- Member	Nomination and Remuneration Committee – Member
9	No. of shares held in the Company	Nil	33,56,074 Equity Shares
10	The number of Meetings of the Board attended during the year	5 out of 5	5 out of 5
11	Terms and conditions of appointment/re- appointment along with details of remuneration sought to be paid	Terms and Conditions of Re-Appointment are as per the resolution at item No. 1 of the Notice of Postal Ballot on December 9, 2022 read with explanatory statement thereto.	Terms and Conditions of Appointment are as per the resolution at item No.2 of the Notice of Postal Ballot on December 9, 2022 read with explanatory statement thereto.

12	Details of last drawn remuneration	During the financial year 2021-22, an aggregate amount of Rs.16.54 Lakhs was paid towards fee for attending Board Meetings and Commission.	During the financial year 2021-22, an aggregate amount of Rs.16.54 Lakhs was paid towards fee for attending Board Meetings and Commission.
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S. No.	Particulars	Name of the Director	
		Mr.S.Gurunatha Reddy	Mr.M.V.Reddy
1	DIN Nationality	00003828 Indian	00421401 Indian
2	Date of birth and Age	15 <sup>th</sup> February, 1959 63 Years	01 <sup>st</sup> May,1967 55 years
3	Qualification	B.Sc, FCA	B.E.(Electronics), MBA
4	Date of first appointment on the Board	29 <sup>th</sup> April, 2013	29 <sup>th</sup> April, 2013
5	Experience and expertise in specific functional areas	More than 34 years of experience in accounting, finance, taxation, secretarial etc.	More than 30 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr.S.Gurunatha Reddy is not related to any Director or Key Managerial Personnel of the Company.	Mr.M.V.Reddy is not related to any Director or Key Managerial Personnel of the Company.
7	Directorship held in other listed Companies	Nil	Nil
	Memberships in the Committees of Board of other listed Companies*	Nil	Nil
8	Membership and Chairmanship in the Committees of the Board of the Company	Stakeholders Relationship Committee-Member Audit Committee - Member CSR Committee- Chairman Risk Management Committee-Member	Stakeholders Relationship Committee-Member CSR Committee- Member Risk Management Committee- Member
9	No. of shares held in the Company	88,465 Equity Shares	61,350 Equity Shares
10	The number of Meetings of the Board attended during the year	5 out of 5	5 out of 5
11	Terms and conditions of appointment/re- appointment along with details of remuneration sought to be paid	Terms and Conditions of Re-Appointment are as per the resolution at item No.3 of the Notice of Postal Ballot on December 9, 2022 read with explanatory statement thereto.	Terms and Conditions of Re-Appointment are as per the resolution at item No. 4 of the Notice of Postal Ballot on December 9, 2022 read with explanatory statement thereto.



12	Details of last drawn remuneration	During the financial year 2021-22, an aggregate amount of Rs.117.68 lakhs was paid towards Salary, Performance Bonus, Allowances, Perquisites and Other Statutory Payment.	During the financial year 2021-22, an aggregate amount of Rs.116.60 lakhs was paid towards Salary, Performance Bonus, Allowances, Perquisites and Other Statutory Payment.
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\* Chairmanship / Membership of Committees given above include details of Audit Committee / Stakeholders' Relationship Committee.

By order of the Board of Directors  
For **Astra Microwave Products Limited**  
Sd/-

**S. Gurunatha Reddy**  
Managing Director  
DIN: 00003828

Place: Hyderabad

Date: 09<sup>th</sup> December, 2022

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