

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fifth 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 Friday, the 29th July, 2016 at 12.30 P.M for the transaction of the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mrs. C. Prameelamma (holding DIN 00003243), who retires by rotation and being eligible offers herself for reappointment.
4. To appoint a Director in place of Mr. M.V.Reddy (holding DIN 00421401), who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and fix their remuneration and in this regard, to consider and if though fit, to pass the following resolution as an **Ordinary Resolution**:

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

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Prof. Arun Kumar Tiwari (DIN: 03109878) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to January 28, 2021.
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vadlamani Venkata Rama Sastry (DIN: 00027875) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to January 28, 2021.

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Buddharaju Lakshmi Narayana Raju (DIN: 07411713) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to January 28, 2021.

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

“RESOLVED that the decision to pay a Remuneration of Rs.1,40,000/- (Rupees One Lakh Forty Thousand only) to M/s. DZR & Co, the Cost Auditors of the Company for the year 2016-17, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

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

By order of the Board
For Astra Microwave Products Limited

Place: Hyderabad
Date: 28.05.2016

B. Malla Reddy
Managing Director
DIN: 00003154

NOTES

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.
2. The instrument appointing the proxy must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. The Authorised Representatives of the Corporate Members are requested to bring a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 duly authorizing them to attend and vote at the Annual General Meeting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
6. The register of members and share transfer books of the Company will remain closed from 22.07.2016 to 29.07.2016 (both days inclusive).
7. The dividend of Rs.1.20/- per share for the year ended March 31, 2016 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 29th July, 2016. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL and CDSL for this purpose.
8. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends. While members holding shares in physical form, may write to the Registrar and Transfer Agent for any change in their addresses immediately so as to enable the Company to dispatch dividend warrants at their correct addresses.
9. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 125 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
10. Members are requested to send their queries, if any, on the accounts and operations of the Company, to the Company Secretary at least 7 days before the meeting.
11. A Member or his/her proxy is requested to bring the annual report to the meeting as extra copies will not be distributed.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc., from the Company electronically.
13. The Board of Directors in their meeting held on 29th April 2016 appointed Mr. L. Dhanamjay Reddy, Practicing Company Secretary Hyderabad of M/s. L.D. Reddy & Co., as a Scrutinizer to the voting process (e-voting, postal ballot and poll) in a fair and transparent manner.
14. E-VOTING: In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 26th July, 2016 (i.e. 10:00 A.M. IST) and ends on 28th July, 2016. (i.e. 5:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>For Demat Shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For Physical Shareholders, Please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant ASTRA MICROWAVE PRODUCTS LIMITED on which you choose to vote.
- xiii) 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.

- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board
For Astra Microwave Products Limited

Place: Hyderabad
Date: 28.05.2016

B. Malla Reddy
Managing Director
DIN: 00003154

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

Item No. 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed, Prof. Arun Kumar Tiwari as an Additional Director with effect from January 29, 2016 under Section 161(1) of the Act and the Articles of Association of the Company and as an Independent Director of the company under Section 149 of the Companies Act, 2013 to hold office upto January 28, 2021. His appointment is subject to the approval of the members. The company has received a notice from a member proposing Prof. Arun Kumar Tiwari as a candidate for the office of Director of the Company.

Prof. Arun Kumar Tiwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Prof. Arun Kumar Tiwari that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Prof. Arun Kumar Tiwari fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Prof. Arun Kumar Tiwari is independent of the management.

Brief resume of Prof. Arun Kumar Tiwari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the Listing Regulations is annexed to the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Prof. Arun Kumar Tiwari is appointed as an Independent Director.

Copy of the draft letter for appointment of Prof. Arun Kumar Tiwari as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

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

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No.7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed, Mr. Vadlamani Venkata Rama Sastry as an Additional Director with effect from January 29, 2016 under Section 161(1) of the Act and the Articles of Association of the Company and as an Independent Director of the company under Section 149 of the Companies Act, 2013 to hold office upto January 28, 2021. His appointment is subject to the approval of the members. The company has received a notice from a member proposing Mr. Vadlamani Venkata Rama Sastry as a candidate for the office of Director of the Company.

Mr. Vadlamani Venkata Rama Sastry is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Vadlamani Venkata Rama Sastry that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Vadlamani Venkata Rama Sastry fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vadlamani Venkata Rama Sastry is independent of the management.

Brief resume of Mr. Vadlamani Venkata Rama Sastry, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the Listing Regulations is annexed to the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vadlamani Venkata Rama Sastry is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Vadlamani Venkata Rama Sastry as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

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

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No.8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed, Mr. B. Lakshmi Narayana Raju as an Additional Director with effect from January 29, 2016 under Section 161(1) of the Act and the Articles of Association of the Company and as an Independent Director of the company under Section 149 of the Companies Act, 2013 to hold office upto January 28, 2021. His appointment is subject to the approval of the members. The company has received a notice from a member proposing Mr. B. Lakshmi Narayana Raju as a candidate for the office of Director of the Company. Mr. B. Lakshmi Narayana Raju is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. B. Lakshmi Narayana Raju that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. B. Lakshmi Narayana Raju fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. B. Lakshmi Narayana Raju is independent of the management.

Brief resume of Mr. B. Lakshmi Narayana Raju, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the Listing Regulations is annexed to the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. B. Lakshmi Narayana Raju is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. B. Lakshmi Narayana Raju as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Save and except Mr. B. Lakshmi Narayana Raju and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

**Item No.9**

At the Board Meeting held on the 29th April, 2016, after considering the recommendation of the Audit Committee, the Director have appointed M/s. DZR & Co, as the Cost Auditors of the Company for the year 2016-17 on a remuneration of Rs.1,40,000/- (Rupees One lac forty thousand only). Pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By order of the Board
For Astra Microwave Products Limited

Place: Hyderabad
Date: 28.05.2016

B. Malla Reddy
Managing Director
DIN: 00003154