

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth 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 Wednesday, the 14th August, 2019 at 12.30 P.M. for the transaction of the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint Mr. M.V.Reddy (DIN: 00421401), who retires by rotation as a Director and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr. Sunil Kumar Sharma (DIN: 03614952) as an Independent Director.
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in force or as amended from time to time, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sunil Kumar Sharma (DIN: 03614952), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Act in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, as an Independent Director of the Company, for a period of 5 years i.e., from March 22, 2019 to March 21, 2024 and he shall not be liable to retire by rotation.

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

5. Appointment of Ms. Kiran Dhingra (DIN: 00425602) as an Independent Director.
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in force or as amended from time to time, the consent of the members of the Company be and is hereby accorded for the appointment of Ms.Kiran Dhingra (DIN: 00425602), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Act in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, as an Independent Director of the Company, for a period of 3 years i.e., from June 24, 2019 to June 23, 2022 and she shall not be liable to retire by rotation.

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

6. Appointment of Mr. Atim Kabra (DIN: 00003366) as a Non-Executive Director.
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Mr. Atim Kabra (DIN: 00003366) who was appointed as an Additional Director with effect from June 24, 2019 by the Board of Directors of the

company, based on the recommendations of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

7. Authorisation to the Board of Directors to pay Commission to the Non-Executive Directors of the Company under Section 197 and 198 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, provisions of Listing Regulations, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the company and its committees thereof, the company be and is hereby authorized to pay its Directors (other than Managing Director and Whole-time Director of the company) for a period of 5 years with effect from 01.04.2019 to 31.03.2024, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and equally in default of such determination) but so that such commission shall not exceed 1 per cent of the net profits of the company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at an applicable rate.

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

8. Reclassification of Persons/Entities forming part of the Promoter Group from ‘Promoter & Promoter Group Category’ to ‘Public Category’:

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

RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the ‘applicants’) forming part of the Promoter Group from ‘Promoter & Promoter Group Category’ to ‘Public Category’.

Name of the Shareholders	No. of shares held	% of the paid up capital
K Murali Mohan	826500	0.95
A S S R Reddy	298727	0.34
Lakshmi Reddy Chittepu	195450	0.23
Padmavathi Chittepu	161780	0.19
Bhumireddy Lakshmi	112500	0.13
Chandrasekara Reddy G	50620	0.06
Subramanyam J	29995	0.03
G Thulasi Devi	200	0.00
Venkatamma Chittepu	1672	0.00
Narapu Reddy C V	50	0.00
T.Sitarama Reddy	870000	1.00
Total	2547494	2.93

RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- Such promoter shall not hold more than ten percent of the total voting rights in the company.
- Such promoter shall not directly or indirectly exercise control over the affairs of the entity.

- c) Such promoter shall not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
- d) Such promoter shall not have representation on the board of directors (including not having a nominee director) of the company.
- e) Such promoter shall not act as a key managerial person of the company.
- f) Such promoter shall not “willful defaulter(s) as per the Reserve Bank of India guidelines.
- g) Such promoter shall not a fugitive economic offender.
- h) The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.
- i) Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert.
- j) Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of Regulation 38 of SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT after such reclassification following shall be the Promoters of the Company:

Name of the Shareholders	No of Shares held	% of the paid up capital
B. Malla Reddy	Nil	Nil
P. A. Chitrakar	3216970	3.71
Renuka Chitrakar	2944494	3.40
Prameelamma CH	1485237	1.72
Prasanna Lakshmi .B	875622	1.01
Ramakrishna Reddy Putchalapalli	48165	0.06
Total	8570488	9.90

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

9. Promotion and re-designation of Mr. S.Gurunatha Reddy, (DIN: 00003828) as the Managing Director of the company.

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

“RESOLVED THAT in continuance of earlier resolution(s) passed in this regard and pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or enactments thereof, from time to time), the consent of the company be and is hereby accorded for re-designation of Mr. S.Gurunatha Reddy (DIN: 00003828) from “Whole Time Director & Chief Financial Officer”, to “Managing Director” of the Company with effect from 1st April, 2019, for the remaining period of his tenure i.e., upto 29th April, 2023, at a remuneration as detailed below:

- a. Basic salary: Rs.2,70,000/- 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/un-audited 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.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

10. Promotion and re-designation of Mr. M.V.Reddy (DIN: 00421401), as the Joint Managing Director of the Company:

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

“RESOLVED THAT in continuance of earlier resolution(s) passed in this regard and pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or enactments thereof, from time to time), the consent of the company be and is hereby accorded for re-designation of Mr. M.V.Reddy (DIN: 00421401) from “Whole Time Director designated as Director (Mktg. & Operations)”, to “Joint Managing Director” of the Company with effect from 1st April, 2019, for the remaining period of his tenure i.e., upto 29th April, 2023, at a remuneration as detailed below:

- a. Basic salary: Rs.2,70,000/- 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/un-audited 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.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

11. Ratification of fixation of remuneration to the Cost Auditors

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.1,75,000/- (Rupees One Lakh Seventy five thousand only) to M/s. DZR & Co, the Cost Auditors of the Company for the year 2019-20, as recommended by the Audit Committee and approved by the Board of Directors, be and are hereby ratified.”

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

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

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: June 24, 2019

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. 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.
2. A person can act as proxy on behalf of Members not exceeding 50(fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or Member.
3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. Corporate members intending to send their authorised representatives to attend the Annual General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the relevant Board Resolution to the Company.
5. An Explanatory Statement pursuant to Section 102 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 08.08.2019 to 14.08.2019 (both days inclusive) for the purpose of determining the members eligible for dividend.
7. The dividend of Rs.0.25/- per share has been recommended by the Board of Directors for the year ended March 31, 2019, subject to approval of members. Dividend, if approved at the Annual General Meeting, shall be paid on and from August 21, 2019.

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. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on July 30, 2018 (date of last Annual General Meeting) on the website of the Company and also on the website of Ministry of Corporate Affairs.
11. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

S. No	For the financial year ended	Percentage of Dividend	Date of Declaration	Due date for transfer to the Investor Education and Protection Fund
1	March 31, 2012	35%	July 30, 2012	September 5, 2019
2	March 31, 2013	40%	September 30, 2013	November 5, 2020
3	March 31, 2014	55%	July 31, 2014	September 6, 2021
4	March 31, 2015	60%	July 30, 2015	September 5, 2022
5	March 31, 2016	60%	July 29, 2016	September 4, 2023
6	March 31, 2017	50%	July 28, 2017	September 3, 2024
7	March 31, 2018	60%	July 30, 2018	September 5, 2025

The Shareholders who have not encashed the aforesaid dividends are requested to make their claim to the Registrar, M/s. Purva Sharegistry (India) Pvt. Ltd., Shiv Shakti Industrial Estate, Unit No.9, Ground Floor, 7 B J R Boricha Marg, Lower Parel, Mumbai - 400 011 Tele: 91-022-23016761, Email: support@purvashare.com

12. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:
Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Authority.
13. 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.
14. A Member or his/her proxy is requested to bring the annual report to the meeting as extra copies will not be distributed.
15. 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.
16. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd.,
17. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar & Share Transfer Agent at M/s. Purva Sharegistry (India) Pvt. Ltd., Shiv Shakti Industrial Estate, Unit No.9, Ground Floor, 7 B J R Boricha Marg, Lower Parel, Mumbai - 400 011 Tele: 91-022-23016761, Email: support@purvashare.com

18. Route Map showing directions to reach to the venue of the 28th AGM is attached to this Annual Report as per the requirement of the Secretarial Standards-2 on “General Meetings”.
19. The Board of Directors in their meeting held on June 24, 2019 had approved the appointment of Mr. L. Dhanamjay Reddy, Practicing Company Secretary Hyderabad of M/s. L.D. Reddy & Co., as the Scrutinizer to conduct the voting process including the e-voting, postal ballot and poll at the venue of the Annual General Meeting in a fair and transparent manner.
20. Please note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the Company to print the bank account details of the investors in dividend payment instruments. Hence, you are requested to register / update your correct bank account details with the Company / RTA/ Depository Participant, as the case may be.
21. As required under Listing Regulations and Secretarial Standard-2 on General Meetings details in respect of directors, seeking re-appointment at the AGM, is separately annexed hereto. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
22. E-VOTING: In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system and poll to members holding shares as on August 07, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 11th August, 2019 (i.e. 10:00 A.M. IST) and ends on 13th August, 2019. (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 07th August, 2019, 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	For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field. <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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or 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"> 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**

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: June 24, 2019

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

Mr. Sunil Kumar Sharma was appointed as an Additional Director of the Company w.e.f. March 22, 2019 by the Board of Directors at their meeting held on March 22, 2019 under Section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. Sunil Kumar Sharma. The Company has received: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Sunil Kumar Sharma to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sunil Kumar Sharma fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

The Resolution set out at Item No.4 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. Sunil Kumar Sharma as an Independent Director.

The terms and conditions of appointment of Mr. Sunil Kumar Sharma shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of the Annual General Meeting. Further details relating to Mr. Sunil Kumar Sharma including his age, qualifications and other directorships are given in the annexure to this notice.

Except Mr. Sunil Kumar Sharma no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the above Resolution set out at Item No. 4 of the Notice.

Your Directors recommend the resolution for your approval.

Item No. 5

Ms. Kiran Dhingra was appointed as an Additional Director of the Company w.e.f. June 24, 2019 by the Board of Directors at their meeting held on June 24, 2019 under Section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Ms. Kiran Dhingra. The Company has received: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Ms. Kiran Dhingra to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Kiran Dhingra fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

The Resolution set out at Item No.5 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Ms. Kiran Dhingra as an Independent Director.

The terms and conditions of appointment of Ms. Kiran Dhingra shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of the Annual General Meeting. Further details relating to Ms. Kiran Dhingra including her age, qualifications and other directorships are given in the annexure to this notice.

Except Ms. Kiran Dhingra no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the above Resolution set out at Item No. 5 of the Notice.

Your Directors recommend the resolution for your approval.

Item No. 6

The Board of Directors at their meeting held on June 24, 2019, based on recommendations of the Nomination and Remuneration Committee, approved the appointment of Mr. Atim Kabra as an Additional Director on Board of Directors of the Company with effect from June 24, 2019, in terms of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company, subject to approval of shareholders of the Company.

Relevant details relating to Mr. Atim Kabra including his age, qualifications and other directorships are given in the annexure to this notice.

Mr. Atim Kabra 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 of the Company.

The Company has received a Notice under Section 160 of the Act from a member, proposing the appointment of Mr. Atim Kabra as a Director of the Company.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, the appointment of Mr. Atim Kabra on the Board would be beneficial to the overall functioning of the Company, considering his experience in the company and the knowledge of general business management.

The Board of Director propose the appointment of Mr. Atim Kabra as Non-Executive Director of the Company liable to retire by rotation and recommended the Ordinary Resolution No.6 for approval of shareholders of the Company.

Except Mr. Atim Kabra no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the above Resolution set out at Item No. 6 of the Notice.

Item No. 7

The Non-Executive Directors and the Independent Directors of your company are putting in significant amount of time and efforts in shaping the future of the Company.

The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts.

The shareholders of the company have at the AGM held on July 31, 2014, accorded their consent for payment of commission on profits to the Non-Executive Directors and the Independent Directors of the company at a rate not exceeding 1 per cent of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at an applicable rate for a period of five years with effect from 01.04.2014 to 31.03.2019.

For the next five years i.e., from 01.04.2019 to 31.03.2024, the payment of commission on profits is proposed at rate not exceeding 1 per cent of the net profits of the company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at an applicable rate.

All the Non-Executive Directors and the Independent Directors of the company are concerned or interested financially in the resolution because the resolution relates to payment of commission to self. None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this item no.7 of the notice.

Your Directors recommend the resolution for your approval.

Item No. 8

Pursuant to the amendment made by Securities and Exchange Board of India to Regulation 31A – ‘Conditions for re-classification of any person as promoter/public’ of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) vide notification dated 16th November, 2018, permitting re-classification of the status of promoters/persons belonging to the promoter group as ‘public’.

In this regard, the Company received applications from the following promoter group person/entities pursuant to Regulations, 31A of the Listing Regulations, 2015 re-classifying them under the Public Category since their names have been included as a part of the Promoter group.

They are not forming part of immediate relatives as per the definition of Promoter Group as provided in Regulations 2(1)(zb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Mrs. Bhumireddy Lakshmi is sister in law of Mr. B.Malla Reddy, Promoter.

Name of the Shareholders	No. of shares held	% of the paid up capital
K Murali Mohan	826500	0.95
A S S R Reddy	298727	0.34
Lakshmi Reddy Chittepu	195450	0.23
Padmavathi Chittepu	161780	0.19
Bhumireddy Lakshmi	112500	0.13
Chandrasekara Reddy G	50620	0.06
Subramanyam J	29995	0.03
G Thulasi Devi	200	0.00
Venkatamma Chittepu	1672	0.00
Narapu Reddy C V	50	0.00
T.Sitarama Reddy	870000	1.00
Total	2547494	2.93

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly whatsoever with any activity of the Company. Further the other persons/corporate in the Promoter Group of the Company do not have any control over the affairs and decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly exercise control, over the affairs of the Company. They are also not holding any post of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal; arrangements with the company or Promoters or any person/corporate in the Promoter Group. Also the Promoters have no interest in the profession/ business being carried on by these Applicants.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on May 9, 2019, have approved the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 2.93 % of the total share capital of the Company.

Post re-classification the remaining members of the existing Promoter and Promoter Group Category of the company will be as follows:

Name of the Shareholders	No of Shares held	% of the paid up capital
B. Malla Reddy	Nil	Nil
P. A. Chitrakar	3216970	3.71
Renuka Chitrakar	2944494	3.40
Prameelamma CH	1485237	1.72
Prasanna Lakshmi .B	875622	1.01
Ramakrishna Reddy Putchalapalli	48165	0.06
Total	8570488	9.90

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution as an Ordinary Resolution

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Resolution.

Item No. 9

Mr. S.Gurunatha Reddy was re-appointed as the “Whole Time Director & Chief Financial Officer of the Company for a period of five years w.e.f. April 30, 2018.

With the objective of furthering its strategic goals, the Board of Directors of the Company at its meeting held on March 30, 2019 has, on the recommendation of the Nomination and Remuneration Committee, approved the promotion and re-designation of Mr. S.Gurunatha Reddy, as the Managing Director of the company w.e.f. April 1, 2019, for the remainder of his five years term and increase in his remuneration with effect from that date, subject to the approval of the Members.

The terms of appointment of Mr. S.Gurunatha Reddy and remuneration payable to him are as set out in item No.9 of the Notice. For the purpose, an agreement has been entered into by the company with the Managing Director.

The following additional information as required by Schedule V to the Act is given below:

I. General Information:

- 1) Nature of Industry: The Company designs, develops and manufactures sub-systems for RF and microwave systems used in defense, space, meteorology and telecommunication.
- 2) Date of expected date of commencement of commercial production: Not applicable, since the Company is an existing company incorporated on September 13, 1991 under the Companies Act, 1956 and had commenced its operations in the year 1991.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not applicable.
- 4) Financial performance based on given indicators as per audited financial results for the year ended March 31, 2019.

Financial performance Table

Particulars	Rs. In Lakhs	
	2018-19	2017-18
Turnover and Other Income	31,064.99	36,888.56
Net Profit/(Loss) as per Profit & Loss Account	1,253.98	6,069.04
Net Worth	50,295.08	50,167.52

Foreign investments or collaborations, if any – Not applicable.

II. Information about the appointee:

- 1) Background details: Mr. S.Gurunatha Reddy is a Graduate in Science & Fellow Member of Institute of Chartered Accountants of India (FCA). He worked in private sector industry and gained over 30 years of experience in accounting, finance, taxation, secretarial etc.
- 2) Past remuneration: His total remuneration for FY 2018-19, including commission payable, was Rs.67,44,518/-.
- 3) Recognition or awards: Nil
- 4) Job profile and his suitability: He has been associated with the Company since last 26 years and the Company has benefited immensely from his wide and varied experience.
- 5) Remuneration proposed: As mentioned in the resolution
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration paid to similar senior level appointee in other companies in the industry.
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any: Mr. S.Gurunatha Reddy holds 68,938 (0.08 %) equity shares in the company.

III. Other information:

- (1) Reasons of loss or inadequate profits: Lumpy nature of business has contributed to drop in sales and profitability for the year.

- (2) Steps taken or proposed to be taken for improvement: Company has bagged good orders and the order book is healthy. The company is expected record positive growth in sales during the coming years.
- (3) Expected increase in productivity and profits in measurable terms: Sales for the year will be in the range of Rs.500 to Rs.550 crores with corresponding improvement in the profitability.

The above terms of remuneration for Mr. S.Gurunatha Reddy were recommended by the Nomination and Remuneration Committee at its meeting held on March 30, 2019.

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 promotion/re-designation. 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 promotion and re-designation 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.

Mr.S.Gurunatha Reddy is considered interested in the resolution set out at Item No. 9 of the Notice and his relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, in the Company.

Save and except the above, 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 aforementioned resolution.

The Board commends the Special Resolution set out at Item No.9 of the Notice for approval of the Members.

Item No. 10

Mr. M.V. Reddy was re-appointed as the "Whole Time Director designated as Director (Mktg. & Operations) of the Company for a period of five years w.e.f. April 30, 2018.

With the objective of furthering its strategic goals, the Board of Directors of the Company at its meeting held on March 30, 2019 has, on the recommendation of the Nomination and Remuneration Committee, approved the promotion and re-designation of Mr. M.V. Reddy, as the Joint Managing Director of the company w.e.f. April 1, 2019, for the remainder of his five years term and increase in his remuneration with effect from that date, subject to the approval of the Members.

The terms of appointment of Mr. M.V. Reddy and remuneration payable to him are as set out in item No.10 of the Notice. For the purpose, an agreement has been entered into by the company with the Joint Managing Director.

The following additional information as required by Schedule V to the Act is given below:

I. General Information:

- 1) Nature of Industry: The Company designs, develops and manufactures sub-systems for RF and microwave systems used in defense, space, meteorology and telecommunication.
- 2) Date of expected date of commencement of commercial production: Not applicable, since the Company is an existing company incorporated on September 13, 1991 under the Companies Act, 1956 and had commenced its operations in the year 1991.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not applicable.
- 4) Financial performance based on given indicators as per audited financial results for the year ended March 31, 2019.

Financial performance Table

Particulars	Rs. In Lakhs	
	2018-19	2017-18
Turnover and Other Income	31,064.99	36,888.56
Net Profit/(Loss) as per Profit & Loss Account	1,253.98	6,069.04
Net Worth	50,295.08	50,167.52

Foreign investments or collaborations, if any – Not applicable.

II. Information about the appointee:

- 1) Background details: Mr. M.V.Reddy is a Graduate in Engineering (Electronics) and a Post Graduate in Business Administration; Mr. M.V. Reddy has 28 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market.
- 2) Past remuneration: His total remuneration for FY 2018-19, including commission payable, was Rs.55,48,571/-.
- 3) Recognition or awards: Nil
- 4) Job profile and his suitability: He has been associated with the Company since last 21 years and the Company has benefited immensely from his wide and varied experience.
- 5) Remuneration proposed: As mentioned in the resolution
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person : Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration paid to similar senior level appointee in other companies in the industry.
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any. : Mr. M.V. Reddy holds 53,850 (0.06%) equity shares in the company.

III. Other information:

- (1) Reasons of loss or inadequate profits: Lumpy nature of business has contributed to drop in sales and profitability for the year.
- (2) Steps taken or proposed to be taken for improvement: Company has bagged good orders and the order book is healthy. The company is expected record positive growth in sales during the coming years.
- (3) Expected increase in productivity and profits in measurable terms: Sales for the year will be in the range of Rs.500 to Rs.550 crores with corresponding improvement in the profitability.

The above terms of remuneration for Mr. M.V. Reddy were recommended by the Nomination and Remuneration Committee at its meeting held on March 30, 2019.

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 promotion/re-designation. 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 promotion and re-designation 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.

Mr. M.V. Reddy is considered interested in the resolution set out at Item No. 10 of the Notice and his relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, in the Company.

Save and except the above, 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 aforementioned resolution.

The Board commends the Special Resolution set out at Item No.10 of the Notice for approval of the Members.

Item No. 11

At the Board Meeting held on the May 9, 2019, 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 2019-20 on a remuneration of Rs.1,75,000/- (Rupees One lac seventy five 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 members of the Company.

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. 11 of the Notice.

Your Directors recommend the resolution for your approval.

Annexure to the Notice dated June 24, 2019

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on August 14, 2019

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S. No.	Particulars	Name of the Director
		Mr. Sunil Kumar Sharma
1	DIN	03614952
2	Date of birth and Age	22 nd September, 1956 & 63 Years 9 Months
3	Qualification	B. Tech, MBA
4	Experience and expertise in specific functional areas	<p>Mr. Sunil Kumar Sharma served as Chairman & Managing Director of Bharat Electronics Limited country's largest enterprise in professional and defence electronics, where he was responsible for redefining the company vision for aggressive growth, achieving all time high sales turnover, profitability and a robust order-book. He was instrumental in enhancing R & D capability and established several strategic partnerships with global OEMs for technology acquisitions, resulting in large orders and business growth.</p> <p>He is currently an independent director on the board of a large central public sector company.</p> <p>Born in the year 1956, he is a gold medalist from University College of Engineering, Bangalore and MBA.</p>
5	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sunil Kumar Sharma is not related to any Directors, Manager and other Key Managerial Personnel of the company
6	Nature of appointment (appointment/re-appointment)	Appointment
7	Terms and Conditions of appointment/re-appointment	Terms and conditions of appointment are as per the resolution at item No.4 of the Notice convening Annual General Meeting on August 14, 2019 read with explanatory statement thereto
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	As a Non-Executive Independent Director, he is entitled to sitting fees for attending Board and Committee and Commission as may be approved by the Board of Directors from time to time.
9	Date of first appointment on the Board	22 nd March, 2019
10	Shareholding in the company	Nil
11	The number of Meetings of the Board attended during the year	1 out of 1
12	Directorship Details of the Board	1. Power Grid Corporation of India Limited 2. Paras Defence and Space Technologies Limited 3. BEL Multitone Private Limited 4. Smile Electronics Limited

S. No.	Particulars	Name of the Director	
		Ms. Kiran Dhingra	Mr. Atim Kabra
1	DIN	00425602	00003366
2	Date of birth and Age	12 th January, 1953 & 66 Years 5 Months	05 th September, 1968 & 50 Years 9 Months
3	Qualification	IAS (Retd.)	Economics (Honors), Masters in Management
4	Experience and expertise in specific functional areas	Ms.Kiran Dhingra a retired IAS Officer has 38 years of experience in governance and have held senior positions in decision making capacities in practically all sectors - the developmental, agricultural, social, industrial, infrastructural, transportation, economic and regulatory.	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.
5	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Ms. Kiran Dhingra is not related to any Directors, Manager and other Key Managerial Personnel of the company.	Mr. Atim Kabra is not related to any Directors, Manager and other Key Managerial Personnel of the company.
6	Nature of appointment (appointment/ re-appointment)	Appointment	Appointment
7	Terms and Conditions of appointment/ re-appointment	Terms and conditions of appointment are as per the resolution at item No.5 of the Notice convening Annual General Meeting on August 14, 2019 read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at item No.6 of the Notice convening Annual General Meeting on August 14, 2019 read with explanatory statement thereto.
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	As a Non-Executive Independent Director, she is entitled to sitting fees for attending Board and Committee and Commission as may be approved by the Board of Directors from time to time.	As a Non-Executive Director, he is entitled to sitting fees for attending Board and Committee and Commission as may be approved by the Board of Directors from time to time.
9	Date of first appointment on the Board	24 th June, 2019	24 th June, 2019
10	Shareholding in the company	Nil	Holds 33,47,412 equity shares
11	The number of Meetings of the Board attended during the year	N.A	N.A
12	Directorship Details of the Board	1. GOA Carbon Limited 2. Zuari Agro Chemicals Limited 3. Paradeep Phosphates Ltd 4. Indian Register of Shipping	1. Himpushp Agriculture & Allied Services private Limited 2. 2Point2 Capital Advisors LLP

S. No.	Particulars	Name of the Director	
		Mr. S. Gurunatha Reddy	Mr. M. Venkateshwar Reddy
1	DIN	00003828	00421401
2	Date of birth and Age	15 th February, 1959 & 60 Years 4 Months	01 st May, 1967 & 52 years 1 Month
3	Qualification	B.Sc, FCA	B.E.(Electronics), MBA
4	Experience and expertise in specific functional areas	More than 31 years of experience in accounting, finance, taxation, secretarial etc.	More than 27 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market.
5	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. S.Gurunatha Reddy is not related to any Directors, Manager and other Key Managerial Personnel of the company.	Mr. M. Venkateshwar Reddy is not related to any Directors, Manager and other Key Managerial Personnel of the company.
6	Nature of appointment (appointment/ re-appointment)	Promotion and re-designation	Promotion and re-designation
7	Terms and Conditions of appointment/ re-appointment	Terms and conditions of appointment are as per the resolution at item No.9 of the Notice convening Annual General Meeting on August 14, 2019 read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at item No. 10 of the Notice convening Annual General Meeting on August 14, 2019 read with explanatory statement thereto
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Salary and Commission / Performance Bonus paid to Mr. S. Gurunatha Reddy is given in the Explanatory statement.	Salary and Commission/ Performance Bonus paid to Mr. M.V.Reddy is given in the Explanatory statement.
9	Date of first appointment on the Board	29 th April, 2013	29 th April, 2013
10	Shareholding in the company	Holds 68,938 equity shares	Holds 53,850 equity shares
11	The number of Meetings of the Board attended during the year	7 out of 7	7 out of 7
12	Directorship Details of the Board	1. Astra Rafael Comsys Private Limited	1. Astra Rafael Comsys Private Limited 2. Astra Foundation

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

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: June 24, 2019



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :			
Registered address :			
E-Mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of..... Shares of Astra Microwave Products Limited, hereby appoint:

1	NAME		
	Address		
	E -Mail Id	Signature	
	or failing him		
2	NAME		
	Address		
	E -Mail Id	Signature	
	or failing him		
3	NAME		
	Address		
	E -Mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Wednesday, the 14th August, 2019 at 12:30 P.M at the Swagath-De-Royal Hotel, 2-36, Kothaguda X Roads, Kondapur, Hyderabad - 500 084, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1	To receive, consider and adopt:		
	a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.		
	b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Auditors thereon.		
2	To declare a dividend on Equity Shares		
3	To appoint Mr. M.V.Reddy (DIN: 00421401), who retires by rotation as a Director and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
4	Appointment of Mr. Sunil Kumar Sharma (DIN: 03614952) as an Independent Director.		
5	Appointment of Ms. Kiran Dhingra (DIN: 00425602) as an Independent Director.		
6	Appointment of Mr. Atim Kabra (DIN: 00003366) as a Non-Executive Director.		
7	Authorisation to the Board of Directors to pay Commission to the Non-Executive Directors of the Company under Section 197 and 198 of the Companies Act, 2013.		
8	Reclassification of Persons/Entities forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.		
9	Promotion and re-designation of Mr. S.Gurunatha Reddy, (DIN: 00003828) as the Managing Director of the company.		
10	Promotion and re-designation of Mr. M.V.Reddy (DIN: 00421401), as the Joint Managing Director of the Company.		
11	Ratification of Cost Auditor's remuneration		

Signed this Day of2019.

Signature of shareholder : _____

Signature of Proxy holder (s) : _____

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. * It is optional to put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in above box before submission.

ASTRA MICROWAVE PRODUCTS LIMITED

Registered Office : ASTRA TOWERS, Survey No:12 (Part), Opp. CII Green Building,
HITECH CITY, KONDAPUR, HYDERABAD - 500 038(Corporate Identity No. L29309TG1991PLC013203)



ATTENDANCE SLIP

28TH ANNUAL GENERAL MEETING - August 14, 2019 AT 12:30 P.M.

DP Id.		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No. of Shares held		

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 28th Annual General Meeting of the Company being held on Swagath-De-Royal Hotel, 2-36, Kothaguda X Roads, Kondapur, Hyderabad - 500 084, Telangana, on Wednesday, 14th August, 2019 at 12.30 p.m

Member's/Proxy's Signature

Note : Please complete this and hand it over at the entrance of the hall.

Route Map for Venue of the Meeting

