

**ASTRA MICROWAVE PRODUCTS LIMITED**

Regd. Office : ASTRA Towers, Survey No. 12(P), Kothaguda Post,
Kondapur, Hitechcity, Hyderabad, Telangana, INDIA - 500084.
Tel : +91-40-30618000, 30618001. Fax : +91-40-30618048
E-mail : info@astramp.com, website : www.astramp.com
CIN : L29309TG1991PLC013203

July 6, 2018

To
The General Manager
Department of Corporate Relations
BSE Limited
Sir Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai -400 001

To
The Vice President,
Listing Department
**The National Stock Exchange of
India Limited**
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

Scrip code: 532493

Scrip code:-ASTRAMICRO

Dear sir,

Sub: Notice of 27th Annual General Meeting.

We enclose herewith the Notice of 27th Annual General Meeting of the Company for the financial year 2017-18 to be held on Monday, July 30, 2018 at Swagath-De-Royal Hotel, 2-36, Kothaguda X Roads, Kondapur, Hyderabad at 12.30 p.m.

This is for your information and records.

Thanking you,

Yours faithfully,
For Astra Microwave Products Ltd

T. Anjaneyulu
Dy.G.M - Company Secretary

**Works :**

Unit 1 : Plot No. 12, ANRICH Industrial Estate, Bollaram, Medak Dist., T.S. - 502325
Unit 2 : Plot No. 56A, ANRICH Industrial Estate, Bollaram, Medak Dist., T.S. - 502325
Unit 3 : Sy. No. 1/1, Imarath Kancha, Raviryala (Vil), Maheshwaram (Mdl) R.R.Dist., T.S. - 500005
Unit 4 : Sy. No. 1/1, Plot No. 18 to 21, Imarath Kancha, Hardware Park, Raviryala (V), Maheshwaram (M), R.R.Dist, T.S. - 500005
R&D Centre : Y.D.Archade, No. 327, 4th Cross, Opp: Sivaparvathi Kalyan Mantapa, OMBR Layout, Banaswadi, Bangalore, Karnataka - 560043.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Seventh Annual General Meeting of the Members of **Astra Microwave Products Limited** will be held at Swagath-De-Royal Hotel, 2-36, Kothaguda X Roads, Kondapur, Hyderabad on Monday, the 30th July, 2018 at 12.30 P.M for the transaction of the following business:-

ORDINARY BUSINESS

1. To consider, approve and adopt:
 - a) the Standalone audited financial statements of the Company for the financial year ended March 31, 2018 and reports of Board and Auditors thereon; and
 - b) the Consolidated audited financial statements of the Company for the financial year ended March 31, 2018.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Prakash Anand Chitrakar (holding DIN 00003213), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

4. Appointment of Dr. Avinash Chander as an Independent Director.

To consider and if thought fit, to pass, 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 Dr. Avinash Chander (DIN: 05288690), 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 January 29, 2018 to January 28, 2023 and he shall not be liable to retire by rotation.

5. Re-appointment of Mr. S. Gurunatha Reddy, (DIN: 00003828) as a Whole Time Director & CFO.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof in force or as amended from time to time, the consent of the members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. S.Gurunatha Reddy (DIN: 00003828), as a Whole Time Director & CFO of the Company for a further period of five years with effect from 30th April, 2018 at a remuneration as detailed below:

- a. Term of re-appointment: 5 years i.e., from 30th April, 2018 to 29th April, 2023.
- b. Basic salary: Rs.2,00,000/- per month.
- c. Performance bonus: 1% of profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 payable at monthly / Quarterly / yearly intervals.
- d. 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.
- e. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr. S. Gurunatha Reddy, Whole Time Director & CFO 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 absence of inadequacy of profits in any financial year during the tenure of Mr. S. Gurunath Reddy 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 within, however, 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.”

6. Re-appointment of Mr. M.V.Reddy (DIN: 00421401), as a Whole Time Director designated as Director (Mktg. & Operations).

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof in force or as amended from time to time, the consent of the members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. M.V.Reddy (DIN: 00421401), as a Whole Time Director designated as Director (Mktg. & Operations) of the Company for a further period of five years with effect from 30th April, 2018 at a remuneration as detailed below:

- a. Term of re-appointment: 5 Years i.e., from 30th April, 2018 to 29th April, 2023.
- b. Basic salary: Rs.2,00,000/- per month.
- c. Performance bonus: 1% of profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 payable at monthly / Quarterly / yearly intervals.
- d. 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.
- e. The Aggregate of salary, performance bonus, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr. M. V. Reddy, Director (Mktg. & Operations) 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 absence of inadequacy of profits in any financial year during the tenure of Mr. M. V. Reddy as the Director (Marketing & Operations) 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 within, however, 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.”

7. Ratification of fixation of remuneration to the Cost Auditors

To consider and if thought fit, to pass, 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 2018-19, 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**

Place: Hyderabad
Date: May 28, 2018

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. 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 21.07.2018 to 30.07.2018 (both days inclusive) for the purpose of determining the members eligible for dividend.
7. The dividend of Rs.1.20/- per share has been recommended by the Board of Directors for the year ended March 31, 2018, subject to approval of members. Dividend, if approved at the Annual General Meeting, shall be paid on and from August 6, 2018.
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 28, 2017 (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, 2011	25 %	July 28, 2011	September 3, 2018
2	March 31, 2012	35%	July 30, 2012	September 5, 2019
3	March 31, 2013	40%	September 30, 2013	November 5, 2020
4	March 31, 2014	55%	July 31, 2014	September 6, 2021
5	March 31, 2015	60%	July 30, 2015	September 5, 2022
6	March 31, 2016	60%	July 29, 2016	September 4, 2023
7	March 31, 2017	50%	July 28, 2017	September 3, 2024

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:busicomp@gmail.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: busicomp@gmail.com.
18. Route Map showing directions to reach to the venue of the 27th 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 28th May 2018 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 July 23, 2018 (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 27th July, 2018 (i.e. 10:00 A.M. IST) and ends on 29th July, 2018. (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 23rd July, 2018, 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**

B. Malla Reddy
Managing Director
DIN: 00003154

Place: Hyderabad
Date: May 28, 2018

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**Item No. 4**

Dr. Avinash Chander was appointed as an Additional Director of the Company w.e.f. January 29, 2018 by the Board of Directors at their meeting held on January 29, 2018 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 Dr. Avinash Chander. 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 Dr. Avinash Chander 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, Dr. Avinash Chander 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 Dr. Avinash Chander as an Independent Director.

The terms and conditions of appointment of Dr. Avinash Chander 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 Dr. Avinash Chander including his age, qualifications and other directorships are given in the annexure to this notice.

Except Dr. Avinash Chander no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in anyway 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

The Board of Directors of the Company subject to the approval of the members of the company in the ensuing Annual General Meeting and such other approvals as may be required from time to time have approved the re-appointment of Mr. S.Gurunatha Reddy, as a Whole Time Director & CFO of the Company w.e.f. 30th April, 2018 to 29th April, 2023 at the remuneration approved by the Board. The details of his remuneration are detailed in the resolution forming part of this notice. His re-appointment and remuneration have been recommended by the Nomination and Remuneration Committee in their meeting held on 26th April, 2018.

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.

He has been associated with the Company for the last 25 years and the Company has benefited immensely from his wide and varied experience. Further details relating to Mr. S.Gurunatha Reddy including his age, qualifications and other directorships are given in the annexure to this notice.

Except Mr. S.Gurunatha Reddy no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in anyway 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 of the Company subject to the approval of the members of the company in the ensuing Annual General Meeting and such other approvals as may be required from time to time have approved the re-appointment of Mr. M.V. Reddy as a Whole Time Director designated as Director (Marketing & Operations) of the Company w.e.f. 30th April, 2018 to 29th April, 2023 at the remuneration approved by the Board. The details of his remuneration are detailed in the resolution forming part of this notice. His re-appointment and remuneration have been recommended by the Nomination and Remuneration Committee in their meeting held on 26th April, 2018.

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.

As most of his experience has been working for the Indian Private industry meeting the needs of the Strategic Electronics sector in India and abroad, he has a good understanding of the requirements and knows the challenges and opportunities for the private companies in this business segment. Further details relating to Mr. M. V. Reddy including his age, qualifications and other directorships are given in the annexure to this notice.

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

Your Directors recommend the resolution for your approval.

Item No. 7

At the Board Meeting held on the 28th May, 2018, 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 2018-19 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. 7 of the Notice.

Your Directors recommend the resolution for your approval.

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

Place: Hyderabad
Date: May 28, 2018

B. Malla Reddy
Managing Director
DIN: 00003154

Annexure to the Notice dated May 28, 2018

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on July 30, 2018

[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. P. A. Chitrakar	Dr. Avinash Chander
1	DIN	00003213	05288690
2	Date of birth and Age	24th January, 1951 67 Years 4 months	06th November, 1950 67 years 6 months
3	Qualification	M. Tech (Advanced Electronics)	B. Tech (Electrical) IIT Delhi, M.S., JNTU, Hyderabad, Ph. D, JNTU, Hyderabad
4	Experience and expertise in specific functional areas	He has an expert knowledge in the design aspects of wide range of Microwave components.	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.
5	Brief resume	Head of operations at Astra Microwave, Mr. P.A. Chitrakar had been with the Defence Electronics Laboratory, Hyderabad, as a scientist for over 24 years before co-founding Astra Microwave. An MSc (Physics) from Mysore University and an M. Tech (Advanced Electronics) from JNTU, Hyderabad, Mr. P.A. Chitrakar is an expert in, among others, the design of microwave components.	Resume is given in the Explanatory statement.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. P.A. Chitrakar is not related to any Directors, Manager and other Key Managerial Personnel of the company.	Dr. Avinash Chander is not related to any Directors, Manager and other Key Managerial Personnel of the company.
7	Nature of appointment (appointment/re-appointment)	Retires by rotation and offers himself for re-appointment.	Appointment
8	Terms and Conditions of appointment/re-appointment	No change in the Terms and conditions.	Terms and conditions of appointment are as per the resolution at item No. 4 of the Notice convening Annual General Meeting on July 30, 2018 read with explanatory statement thereto

9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Salary and Commission/ Performance Bonus paid to Mr. P.A. Chitrakar is given in Corporate Governance Report.	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.
10	Date of first appointment on the Board	1st September, 1994	29th January, 2018
11	Shareholding in the company	Holds 31,77,270 equity shares	Nil
12	The number of Meetings of the Board attended during the year	4 out of 5	1 out of 1
13	Directorship Details of the Board*	Nil	1. Godavari Explosives Ltd 2. Cyient DLM Private Limited
14	Membership/ Chairmanship of Committees of other Boards	Member of: Stakeholders Relationship Committee	Member of: Nil

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	15th February, 1959 59 Years	01st May, 1967 51 years
3	Qualification	B.Sc, FCA	B.E.(Electronics), MBA
4	Experience and expertise in specific functional areas	More than 30 years of experience in accounting, finance, taxation, secretarial etc.	More than 28 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market.
5	Brief resume	Worked in private sector industry and gained over 30 years of experience in accounting, finance, taxation, secretarial etc.,	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.
6	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.
7	Nature of appointment (appointment/re-appointment)	Re-Appointment	Re-Appointment
8	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 July 30, 2018 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 July 30, 2018 read with explanatory statement thereto

9	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 Corporate Governance Report.	Salary and Commission / Performance Bonus paid to Mr. M. V. Reddy is given in Corporate Governance Report.
10	Date of first appointment on the Board	29th April, 2013	29th April, 2013
11	Shareholding in the company	Holds 68,938 equity shares	Holds 53,850 equity shares
12	The number of Meetings of the Board attended during the year	5 out of 5	5 out of 5
13	Directorship Details of the Board*	1. Astra UBS Technologies Private Limited 2. Astra Rafael Comsys Private Limited	1. Astra Rafael Comsys Private Limited 2. Astra Foundation
14	Membership/ Chairmanship of Committees of other Boards	Member of: Stakeholders Relationship Committee	Member of: Corporate Social responsibility Committee Stakeholders Relationship Committee

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

Place: Hyderabad
Date: May 28, 2018

B. Malla Reddy
Managing Director
DIN: 00003154

ASTRA MICROWAVE PRODUCTS LIMITED

Registered Office : Astra Towers, Survey No.12(P), Kothaguda Post,
Kondapur, Hi-Tech City, Hyderabad - 500 084, (Corporate Identity No. L29309TG1991PLC013203)



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 27th Annual General Meeting of the Company, to be held on Monday, the 30th July, 2018 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	a. Adoption of Standalone Financial Statements for the year ended 31st March, 2018.		
	b. Adoption of Consolidated Financial Statements for the year ended 31st March, 2018.		
2	Declaration of Dividend on Equity shares.		
3	Re-appointment of Mr. Prakash Anand Chitrakar, as Director who retires by rotation.		
SPECIAL BUSINESS			
4	Appointment of Dr. Avinash Chander as an independent Director.		
5	Re-appointment of Mr.S.Gurunatha Reddy, as Whole Time Director & CFO.		
6	Re-appointment of Mr. M.V.Reddy, as Whole Time Director (Mktg. & Operations).		
7	Ratification of Cost Auditor's remuneration.		

Signed this Day of2018.

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.

Affix a
15 paise
Revenue
Stamp

ASTRA MICROWAVE PRODUCTS LIMITED

Registered Office : Astra Towers, Survey No.12(P), Kothaguda Post,
Kondapur, Hi-Tech City, Hyderabad - 500 084, (Corporate Identity No. L29309TG1991PLC013203)

**ATTENDANCE SLIP****27TH ANNUAL GENERAL MEETING - JULY 30, 2018 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 27th Annual General Meeting of the Company being held on Swagath-De-Royal Hotel, 2-36, Kothaguda X Roads, Kondapur, Hyderabad - 500 084, Telangana, on Monday, 30th July, 2018 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

