

ASTRA MICROWAVE PRODUCTS LIMITED

(CIN No: L29309TG1991PLC013203)

**Registered Office: Astra Towers, Survey No: 12(Part), Opp: CII Green Building,
Hitech City, Kondapur, Hyderabad, Telangana, India- 500038**

Tel: 040-46618000, Email: secretarial@astramwp.com

Website: www.astramwp.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **31st Annual General Meeting** (“AGM”) of the Members of **Astra Microwave Products Limited** will be held on Monday, August 22, 2022 at 3.00 p.m. through electronic mode [video conference (“VC”) or other audio visual means (“OAVM”)] to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2022.
3. To appoint Mr. M.V. Reddy, Director (DIN: 00421401), who retires by rotation as a Director and being eligible, offers himself for re-appointment.
4. **To re-appoint the statutory auditors of the Company and fix their remuneration for a second term of five years:**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, having registration No. 012754N/N500016, be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 31st Annual General Meeting (AGM) till the conclusion of the 36th AGM to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

Special Business

5. **Re-appointment of Mrs. Kiran Dhingra, IAS Rtd. (DIN: 00425602) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, if any, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Kiran Dhingra, IAS Rtd. (DIN: 00425602), who was appointed as an Independent Director and who holds office as an Independent Director up to June 23, 2022 and who has submitted a declaration that she meets the criteria of independence as provided under the Act and the SEBI Listing Regulations, and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, that is, from June 24, 2022 up to June 23, 2025.

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. P. A. Chitrakar (DIN: 00003213) as a Non-Executive Director.

To consider and if thought fit, to pass, 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. P. A. Chitrakar (DIN: 00003213) who was appointed as an Additional Director with effect from November 10, 2021 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. Reclassification of certain promoters / promoter group to “Public” shareholder category:

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

RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary and in accordance with the recommendations of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder from “Promoter / Promoter Group” category to “Public” category:

S. No	Name	Category Name	Shares	Percentage
1	Mrs.C.Prameelamma	Promoter	9,63,739	1.11
2	Mrs. Prasanna Lakshmi. B	Promoter Group	3,71,621	0.43
3	Mr. Bhumi Reddy Malla Reddy	Promoter	Nil	Nil
		Total	13,35,360	1.54

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and is hereby authorized to intimate Stock Exchanges post Members’ approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/authorities as may be necessary.”

8. To ratify the remuneration payable to the Cost Auditor:

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

RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs.1,75,000/- (Rupees One lac seventy-five thousand only) excluding applicable tax payable to M/s. DZR & Co., Cost Accountants, Hyderabad, for conducting cost audit of the Company for the financial year 2022-23, as approved by the Board of Directors of the Company, be and is 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: July 15, 2022

Notes:

1. The Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) is annexed to the Notice.
2. Pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 31st AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.
3. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The route map, Proxy Form as well as the Attendance Slip are therefore, not annexed to this Notice.
4. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
5. The Company has appointed Mr. L. Dhanamjay Reddy, Practicing Company Secretary (Membership No.: ACS -13104) as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
6. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM.
7. The attendance of the Members joining the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
8. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner list maintained by the depositories as on the cut-off date i.e. Monday, August 15, 2022 (“cut-off date”).
10. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on Monday, August 15, 2022 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
11. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on Monday, August 15, 2022 shall also follow the procedure stated herein.

A person who is not a Member as on Monday, August 15, 2022 should treat this Notice for information purposes only.

12. Register of Members and Share Transfer Books will remain closed from Tuesday, August 16, 2022 to Monday, August 22, 2022 (both days inclusive).
13. The dividend of Rs.1.40/- per share has been recommended by the Board of Directors for the year ended March 31, 2022, subject to approval of members. Dividend, if approved at the Annual General Meeting, shall be paid subject to deduction of tax at source as applicable on and from September 5, 2022.
14. Pursuant to Finance Act, 2020 dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non deduction of tax at source by e-mail to support@purvashare.com on or before August 10, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Nonresident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to secretarial@astramp.com/support@purvashare.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before August 10, 2022.
15. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
16. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from April 1, 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations.
17. Members holding shares in dematerialized form are requested to update with their respective Depository Participants ("DP"), their bank account details (account number, 9 digit MICR and 11 digit IFSC), e-mail IDs and mobile number. Members holding shares in physical form may communicate details to the Company / Registrar and Transfer Agent viz. Purva Sharegistry (India) Private Limited ("RTA") before Saturday, August 13, 2022 by quoting the Folio No. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self-attested scanned copy of the PAN card.
18. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act.
19. Additional information of Directors seeking re-appointment at the ensuing AGM, as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.
20. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2021-22 and the Notice of 31st Annual General Meeting of the Company are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Members may note that the Annual Report will also be available on the website of the Company at www.astramp.com, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL (agency providing the remote e-voting facility and e-voting during the AGM) at www.evotingindia.com.

For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, Members may register the email IDs by sending email to the RTA at through the following link available on its website: www.purvashare.com/email-and-phone-updation. Please provide the below mentioned details in the email:

- For Members holding shares in physical form: folio no., name of the shareholder, scanned copy of the share certificate, PAN (self-attested scanned copy of PAN card).

- For Members holding shares in dematerialized form: DP ID & Client ID, name of the shareholder and PAN.

Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form.

- All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Monday, August 22, 2022. Members seeking to inspect such documents are requested to write to the Company at secretarial@astramwp.com.
- Investor Grievance Redressal: The Company has designated an e-mail ID i.e. secretarial@astramwp.com to enable the investors to register their complaints/send correspondence, if any.
- Unclaimed Dividends: Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund.

The Company requests the Members to claim the unclaimed dividends within the prescribed period. The details of the unclaimed dividends are available on the website of the Company at www.astramwp.com and Ministry of Corporate Affairs at www.iepf.gov.in. Members can contact the RTA for claiming the unclaimed dividends standing to the credit in their account.

- 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, 2015	60%	July 30, 2015	September 5, 2022
2	March 31, 2016	60%	July 29, 2016	September 4, 2023
3	March 31, 2017	50%	July 28, 2017	September 3, 2024
4	March 31, 2018	60%	July 30, 2018	September 5, 2025
5	March 31, 2019	12.5%	August 14, 2019	September 20, 2026
6	March 31, 2020	60%	September 9, 2020	October 16, 2027
7	March 31, 2021	60%	August 26, 2021	October 2, 2028

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.

- Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the meeting through e-mail on secretarial@astramwp.com. The same will be replied by the Company suitably.
- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM AND E-VOTING DURING THE AGM:

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

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

The voting period begins on Thursday, August 18, 2022 from 9:30 a.m. (IST) and ends on Sunday, August 21, 2022 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, August 15, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.

Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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

A. I. Procedure and instructions for individual Members holding shares in dematerialized form.

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

II) Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding securities in Demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of Astra Microwave Products Limited.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email to support@purvashare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@astramwp.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@astramwp.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

Other instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.astramp.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
3. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

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

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: July 15, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“REGULATIONS”)

Item No. 4:

To re-appoint the statutory auditors of the Company and fix their remuneration for a second term of five years:

M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) were appointed as the Statutory Auditors of the Company at the 26th Annual General Meeting ('AGM') held on July 28, 2017 for a period of 5 years, up to the conclusion of 31st AGM. M/s. Price Waterhouse Chartered Accountants LLP are eligible for re-appointment for a further period of 5 years. M/s. Price Waterhouse Chartered Accountants LLP have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder.

M/s. Price Waterhouse Chartered Accountants LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountant Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountant of India (ICAI) and the ethical requirements relevant to audit. Based on the recommendations of the Audit committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Price Waterhouse Chartered Accountants LLP having registration No. 012754N/N500016, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 31st AGM till the conclusion of the 36th AGM of the Company. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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. 4 of the Notice.

The Board recommends the resolution set out at Item No.4 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 5:

Re-appointment of Mrs. Kiran Dhingra, IAS Rtd. (DIN: 00425602) as an Independent Director of the Company.

Mrs. Kiran Dhingra, IAS Rtd. was appointed as an Additional Director on the Board of the Company on June 24, 2019. Members of the Company at the 28th Annual General Meeting held on August 14, 2019 approved the appointment of Mrs. Kiran Dhingra, IAS Rtd. as an Independent Director for a period of 3 (three) consecutive years up to June 23, 2022.

The Nomination and Remuneration Committee (NR Committee) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Kiran Dhingra, IAS Rtd. as an Independent Director of the Company for a second term of 3 (three) consecutive years.

Based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Mrs. Kiran Dhingra, IAS Rtd., the Board of Directors at its meeting held on May 25, 2022 approved the continuance of office of Mrs. Kiran Dhingra, IAS Rtd. as an Independent Director for a second term of 3 (three) years, commencing from June 24, 2022 up to June 23, 2025, subject to approval of members of the Company by way of a special resolution.

Mrs. Kiran Dhingra, IAS Rtd. is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the SEBI Listing Regulations.

The Company has received a notice in writing from a member proposing the candidature of Mrs. Kiran Dhingra, IAS Rtd. for re-appointment as an Independent Director of the Company.

In the opinion of the Board, Mrs. Kiran Dhingra, IAS Rtd. fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Kiran Dhingra, IAS Rtd. as an Independent Director.

Brief profile of Mrs. Kiran Dhingra, IAS Rtd. and the information as required under Regulation 36 of SEBI Listing Regulations and applicable Secretarial Standards is enclosed as Annexure to the Notice.

The resolution set forth in Item No.5 seeks the approval of members by a special resolution for the re-appointment of Mrs. Kiran Dhingra, IAS Rtd. as an Independent Director of the Company, not liable to retire by rotation, commencing from June 24, 2022 up to June 23, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made thereunder and applicable provisions of the SEBI Listing Regulations.

A copy of the draft letter of re-appointment of Mrs. Kiran Dhingra, IAS Rtd. as an Independent Director setting out the terms and conditions is available for inspection without any fee at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

Mrs. Kiran Dhingra, IAS Rtd. and her relative(s) are interested in the resolutions set out respectively at item no. 5 of the notice with regard to her re-appointment. None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 5 of this notice.

The Board recommends the resolution set out at Item No.5 of the Notice for approval by the Members by way of Special Resolution.

Item No. 6: Appointment of Mr. P.A.Chitrakar (DIN: 00003213) as a Non-Executive Director.

The Board of Directors at their meeting held on November 10, 2021, based on recommendations of the Nomination and Remuneration Committee, approved the appointment of Mr. P. A. Chitrakar as an Additional Director on Board of Directors of the Company with effect from November 10, 2021, 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.

Mr. P.A. Chitrakar is a Post Graduate in Engineering, has been associated with the Company as Promoter Director since 1994 and has an expert knowledge in the design aspects of wide range of RF & Microwave components and sub-systems. His last designation was Whole Time Director designated as Chief Operating Officer (COO) of Astra Microwave Products Limited.

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

Mr.P.A.Chitrakar 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.P.A.Chitrakar 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.P.A.Chitrakar on the Board would be beneficial to the overall functioning of the Company, considering his experience in the company and the expert knowledge of design of microwave components.

Mr.P.A.Chitrakar and his relative(s) are interested in the resolutions set out respectively at item no. 6 of the notice with regard to his appointment. None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 6 of this notice.

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

Item No. 7: Reclassification of certain promoters / promoter group to “Public” shareholder category:

Members are apprised that the Company has received request letters from Mrs.C.Prameelamma – Founder Promoter, Mr.Bhumi Reddy Malla Reddy - Founder Promoter and Mrs.B.Prasanna Lakshmi – Promoter Group for their reclassification to “Public” category in terms of the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”).

Request from Outgoing Promoters

Mrs.C.Prameelamma – holding 9,63,739 equity shares, representing 1.11% of the paid-up capital of the company, Mr.Bhumi Reddy Malla Reddy does not hold any equity shares in the company and Mrs.B.Prasanna Lakshmi – Promoter Group - holding 3,71,621 equity shares, representing 0.43% of the paid-up capital of the company, (herein referred to as “**Outgoing Promoters**”) has requested to reclassify their shareholding to “Public” category as under:

S. No	Name	Category Name	Shares	Percentage
1	Mrs.C.Prameelamma	Promoter	9,63,739	1.11
2	Mrs.Prasanna Lakshmi. B	Promoter Group	3,71,621	0.43
3	Mr.Bhumi Reddy Malla Reddy	Promoter	Nil	Nil
		Total	13,35,360	1.54

Confirmation by the Outgoing Promoters

The Outgoing Promoters in their respective Request Letters have confirmed that, they along with the persons related to them:

- do not, together, hold more than ten percent of the total voting rights in the company.
- do not exercise control over the affairs of the company, directly or indirectly
- do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- are not represented on the board of directors of the Company (including through nominee director).
- are not acting as a key managerial person in the Company.
- are not 'willful defaulter(s)' as per the Reserve Bank of India Guidelines and
- are not fugitive economic offenders.

Further, the Outgoing Promoters have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

Confirmation by the Company

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3) (c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for reclassification of status of said Outgoing Promoters to “Public” shareholder category.

- The company is in compliance with the requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations.
- The trading in equity shares of the company have not been suspended by the Stock Exchanges where equity shares of the Company are listed
- The Company does not have outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

Impact of Reclassification from Astra Microwave Products Limited’s Promoters/Promoter Group

As at date, the Promoters/Promoter group holding in the Company is at 8.71%.

In the event, the reclassification is approved by the Members of the Company and the Stock Exchanges, the total Promoters/Promoter group holding in Astra Microwave Products Limited shall reduce from 8.71% to 7.16%.

Board’s Consideration and Recommendations

At their meeting held on 25th May, 2022, Board of Directors of the Company analysed the Request Letters received from the Outgoing Promoters and the confirmations therein as per the provisions of Regulation 31A of the Listing Regulations.

Board also considered Company’s confirmations in this matter and the impact of the proposed reclassification.

Upon perusal of the above, Board of Directors of the Company approved the Reclassification Requests of the Outgoing Promoters, subject to approval of the Members and the Stock Exchanges.

The above referred Request Letters are available for e-inspection of the Members. None of the Outgoing Promoters and persons related to them shall vote to approve the reclassification request as prescribed under the Regulations.

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.

The Board recommends the resolution set out at Item No.7 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 8: Ratification of fixation of remuneration to the Cost Auditors:

At the Board Meeting held on the May 25, 2022, 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 2022-23 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. 8 of the Notice.

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

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

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: July 15, 2022

Annexure to the Notice dated July 15, 2022

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on August 22, 2022

[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. M. Venkateshwar Reddy
1	DIN	00421401
2	Date of birth and Age	01 st May, 1967 & 55 years 1 Month
3	Qualification	B.E.(Electronics), MBA
4	Experience and expertise in specific functional areas	More than 30 years of experience in handling Marketing and Business operations in the domain of Defense, Space and Telecom segment in India and Overseas Market.
5	Relationship with other 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)	Re-appointment
7	Terms and Conditions of appointment/re-appointment	As approved by the Members at the AGM held on August 14, 2019.
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	As approved by the Members at the AGM held on August 14, 2019.
9	Date of first appointment on the Board	29 th April, 2013
10	Shareholding in the company	Holds 53,850 equity shares
11	The number of Meetings of the Board attended during the year	5 out of 5
12	Chairman / Member of the Committee of the Board of Directors of the Company	CSR Committee- Member Stakeholders Relationship Committee- Member Risk Management Committee - Member
13	Directorship Details of the Board	1. Astra Microwave Products Limited 2. Astra Rafael Comsys Private Limited 3. Astra Foundation

S. No.	Particulars	Name of the Director
		Mrs. Kiran Dhingra
1	DIN	00425602
2	Date of birth and Age	12th January, 1953 & 69 Years 4 Months
3	Qualification	IAS (Retd.)
4	Experience and expertise in specific functional areas	Mrs.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.
5	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mrs. Kiran Dhingra is not related to any Directors, Manager and other Key Managerial Personnel of the company.
6	Nature of appointment (appointment/ re-appointment)	Re-appointment

7	Terms and Conditions of appointment/ re-appointment	Appointment as Non-Executive Independent Director of the Company. 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.
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting Fees for 2021-22 – Rs.2.20 Lacs Commission for 2021-22 – Rs.14.34 Lacs.
9	Date of first appointment on the Board	24 th June, 2019
10	Shareholding in the company	Nil
11	The number of Meetings of the Board attended during the year	5 out of 5
12	Chairman / Member of the Committee of the Board of Directors of the Company	Nomination and Remuneration Committee – Chairperson Audit Committee - Member
13	Directorship Details of the Board	1. GOA Carbon Limited 2. Astra Microwave Products Limited 3. Stovec Industries Limited 4. Paradeep Phosphates Limited 5. Indian Register of Shipping

S. No.	Particulars	Name of the Director
		Mr. P. A. Chitrakar
1	DIN	00003213
2	Date of birth and Age	24th January, 1951 & 71 Years 4 months
3	Qualification	M. Tech (Advanced Electronics)
4	Experience and expertise in specific functional areas	He has an expert knowledge in the design aspects of wide range of Microwave components.
5	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.
6	Nature of appointment (appointment/ re-appointment)	Appointment
7	Terms and Conditions of appointment/ re-appointment	Appointment as Non-Executive Non Independent Director of the Company. 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.
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Nil
9	Date of first appointment on the Board	10 th November, 2021
10	Shareholding in the company	Holds 32,40,830 equity shares
11	The number of Meetings of the Board attended during the year	1 out of 1
12	Chairman / Member of the Committee of the Board of Directors of the Company	No
13	Directorship Details of the Board	Astra Microwave Products Limited

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

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: July 15, 2022