

**ASTRA MICROWAVE PRODUCTS LIMITED**

Regd. Office: ASTRA Towers, Survey No. 12(P), Kothaguda Post  
Kondapur, HITEC City, Hyderabad, Telangana, INDIA - 500084  
Tel : +91 40 46618000, 46618001. Fax : +91 40 46618048  
Email : mktg@astramp.com, website : www.astramp.com  
CIN: L29309TG1991PLC013203

August 2, 2024

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: Submission of Notice of 33<sup>rd</sup> Annual General Meeting of the Company.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, the 30<sup>th</sup> August, 2024 at 3.00 p.m. IST through Video Conference ("VC") / Other Audio-Visual Means ("OAVM").

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
**For Astra Microwave Products Ltd**

**T.Anjaneyulu**  
**G.M - Company Secretary**

**An ISO 9001, ISO 14001, ISO 45001 and ISO 27001 Certified Company**

Works:

**Unit 1:** Plot No. 12, ANRICH Industrial Estate, Bollaram, Medak Dist., Telangana - 502325

**Unit 2:** Plot No. 56A, ANRICH Industrial Estate, Bollaram, Medak Dist., Telangana - 502325

**Unit 3:** Sy. No. 1/1, Imarath Kancha, Raviryala (V), Maheshwaram (Mdl) R.R.Dist., Telangana - 501510

**Unit 4:** Sy. No. 1/1, Plot No. 18 to 21, Imarath Kancha, Hardware Park, Raviryala (V), Maheshwaram (M), R.R.Dist, Telangana - 501510

**Unit 7:** Sy. No.114/1, Plot No. S-2/9 & 10, E-City, Raviryala & Srinagar (V), Maheshwaram (M), R.R.District, Telangana - 501359

**R&D Centre:** Plot No. 51(P), Bangalore Aerospace Park, Singanahalli Village, Budigere Post, Bangalore North Taluk, Karnataka - 562149

# 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@astramp.com

Website: www.astramp.com

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **33<sup>rd</sup> Annual General Meeting ("AGM")** of the Members of **Astra Microwave Products Limited** will be held on Friday, August 30, 2024 at 3.00 p.m. through electronic mode [ video conference ("VC") or other audio visual means ("OAVM") ] to transact the following business:

### Ordinary Business

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Board of Directors and Auditors thereon.
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Auditors thereon.
- To declare final dividend on equity shares for the financial year ended March 31, 2024.
- To appoint Mr.S.Gurunatha Reddy, Director (DIN: 00003828), who retires by rotation as a Director and being eligible, offers himself for re-appointment.
- To appoint Mr.Atim Kabra, Director (DIN: 00003366), who retires by rotation as a Director and being eligible, offers himself for re-appointment.

### Special Business

#### 5. 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.4,50,000/- (Rupees Four lacs fifty thousand only) excluding applicable tax payable to M/s. Dendukuri & Co, Cost and Management Accountants, Hyderabad, for conducting cost audit of the Company for the financial year 2024-25, 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."

#### 6. Payment of Commission to Non-Executive Directors of the Company for a period of five years:

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

**"RESOLVED THAT** pursuant to Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, provisions of Listing Regulations, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the company and its committees thereof, the company be and is hereby authorized to pay its Directors (other than Managing Director and Whole-time Director of the company) for a period of 5 years with effect from 01.04.2024 to 31.03.2029, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and equally in default of such determination) but so that such commission shall not exceed 1 per cent of the net profits of the company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at an applicable rate.

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

#### 7. Revision in Remuneration of Mr. Atim Kabra (DIN:00003366), Whole-time Director designated as Director (Strategy and Business Development) of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014,



read with Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof), and in modification of the relevant resolution passed by the members of the company through Postal Ballot on 14<sup>th</sup> February 2023, relating to the appointment of Mr. Atim Kabra (DIN:00003366) as Whole-time Director of the Company, and pursuant to the recommendation made by Nomination & Remuneration Committee and as approved by the Board of Directors, approval of the members be and is hereby accorded for revision in the remuneration of Mr. Atim Kabra (DIN:00003366), Whole-time Director with effect from 01.04.2023 for the remaining period of his tenure i.e., up to 31.12.2027 as follows:

- a. Basic salary: Rs.1,05,000/- per month.
- b. Performance bonus: 0.25% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 payable annually. The total amount of performance bonus for any particular year will be based on final audited result of that year.
- c. Rent Free Accommodation (maximum): Rs.3,50,000/- per month.
- d. Company Leased Car (maximum): Rs. 45,000/- per month.
- e. He will be entitled to statutory bonus, contribution towards provident fund and gratuity in accordance with the Company's rules.
- f. The Aggregate of salary, perquisites, allowances, and contribution towards provident fund taken together in respect of payment to Mr. Atim Kabra, Whole Time Director designated as Director (Strategy and Business Development) 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** the overall remuneration payable to Mr. Atim Kabra shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee but not exceeding the above-mentioned limits at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Whole Time Director be varied/altered/revise within said overall limit in such manner during his tenure.

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

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

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such necessary acts, deeds, matters or things and to take such steps which may be usual, expedient or proper to give effect to the above resolution".

#### **8. Approval of Material Related Party Transaction with Astra Rafael Comsys Private Limited, Joint Venture Company:**

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

**"RESOLVED THAT** in modification of the relevant resolution passed by the members of the company through Postal Ballot on 4<sup>th</sup> November, 2023, in terms of the provisions of Section 185 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations) and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Company's policy on Materiality of Related Party Transactions and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into or continue with any existing contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with earlier transactions during the financial year), with the following Party, the aggregate of which shall not exceed the limits as detailed below outstanding at any point of time, being carried out at arm's length basis and in the ordinary course of business of the Company as set out under the explanatory statement annexed:

S. No	Name of the Related party	Nature of Relationship	Transaction (Rs.)	Nature of Transaction
1.	Astra Rafael Comsys Private Limited	Joint Venture	150 Crores	Give guarantee

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the

Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board/ Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, and confirmed in all respects”.

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

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

Place: Hyderabad  
Date: July 17, 2024

**Registered Office:**

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

## NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) is annexed to the Notice.
2. Ministry of Corporate Affairs (“MCA”) has vide its various circulars issued from time to time (the latest circular being dated September 25, 2023) (“MCA Circulars”) permitted the holding of the AGM through VC/OAVM. In compliance with the provisions of the Act, MCA Circulars and SEBI Listing Regulations, the 33<sup>rd</sup> AGM is being held through VC/OAVM without the physical presence of the Members at a venue. The deemed venue for the AGM shall be the Registered Office of the Company. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.

The Members are therefore requested not to visit Registered Office to attend the AGM.

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 again.
  9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / list of Beneficial Owner maintained by National Securities Depository Limited ("NSDL") and CDSL (NSDL and CDSL collectively referred as "Depositories") as on the cut-off date i.e. Friday, August 23, 2024 ("cut-off date").
  10. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on the cut-off date 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 the cut-off date shall also follow the procedure stated herein.
- A person who is not a Member as on cut-off date should treat this Notice for information purposes only.
12. Register of Members and Share Transfer Books will remain closed from Saturday, August 24, 2024 to Friday, August 30, 2024 (both days inclusive).
  13. The dividend of Rs.2.00/- per share has been recommended by the Board of Directors for the year ended March 31, 2024, 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 11, 2024.
  14. Dividend income on equity shares is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961 ("IT Act") read with 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 14, 2024. 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 14, 2024.
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 and elimination of any possibility of loss of documents. Any requests for transfer of securities are not permitted unless the securities are held in dematerialized form with a depository. Further, transmission or transposition of securities held in physical form can be effected only in dematerialized form.

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 address 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 Friday, August, 16, 2024 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 Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2), is annexed to the Notice.
20. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2023-24 and the Notice of 33<sup>rd</sup> 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.astamwp.com](http://www.astamwp.com), the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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: <https://www.purvashare.com/contact-us>. 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.

21. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Friday, August 30, 2024. Members seeking to inspect such documents are requested to write to the Company at [secretarial@astamwp.com](mailto:secretarial@astamwp.com).
22. Investor Grievance Redressal: The Company has designated an e-mail ID i.e. [secretarial@astamwp.com](mailto:secretarial@astamwp.com) to enable the investors to register their complaints/send correspondence, if any.
23. 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.astamwp.com](http://www.astamwp.com) and Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in). Members can contact the RTA for claiming the unclaimed dividends standing to the credit in their account.

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, 2017	50%	July 28, 2017	September 3, 2024
2	March 31, 2018	60%	July 30, 2018	September 5, 2025
3	March 31, 2019	12.5%	August 14, 2019	September 20, 2026
4	March 31, 2020	60%	September 9, 2020	October 16, 2027
5	March 31, 2021	60%	August 26, 2021	October 2, 2028
6	March 31, 2022	70%	August 22, 2022	September 28, 2029
7	March 31, 2023	80%	August 30, 2023	October 6, 2030



The Shareholders who have not encashed the aforesaid dividends are requested to make their claim to the Registrar, M/s. Purva Shareregistry (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.

25. 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@astramp.com. The same will be replied by the Company suitably.

26. 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 remote e-voting period begins on Monday, August 26, 2024 from 9:30 a.m. (IST) and ends on Thursday, August 29, 2024 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, 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.

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

#### Step 1:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>





## 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 at 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 : 022-4886 7000 and 022-2499 7000

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

#### For Physical Shareholders and other than individual shareholders holding shares in Demat

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details 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"> <li>▪ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting

for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN 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](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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](mailto: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.

#### **A. 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@astramp.com](mailto:secretarial@astramp.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@astramp.com](mailto:secretarial@astramp.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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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

<b>Name</b>	<b>Contact Details</b>
Company	Astra Microwave Products Limited 'Astra Towers', Survey No:12 (Part), Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana, India - 500084 E-Mail: <a href="mailto:secretarial@astramp.com">secretarial@astramp.com</a>
Registrar and Transfer Agent	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 E-Mail: <a href="mailto:support@purvashare.com">support@purvashare.com</a>
E-Voting Agency	Central Depository Services [India] Limited E-Mail:- <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	Mr. L. Dhanamjay Reddy - Practicing Company Secretary M/s. L.D.Reddy & Co., - Company Secretaries E-Mail:- <a href="mailto:l.d.reddy@gmail.com">l.d.reddy@gmail.com</a>

**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](http://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 17, 2024

**Registered Office:**

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



## 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. 5:

#### **Ratification of fixation of remuneration to the Cost Auditors:**

At the Board Meeting held on May 24, 2024, after considering the recommendation of the Audit Committee, the Director have appointed M/s. Dendukuri & Co, as the Cost Auditors of the Company for the year 2024-25 on a remuneration of Rs.4,50,000/- (Rupees Four lac fifty 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. 5 of the Notice.

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

### Item No. 6:

#### **Payment of Commission to Non-Executive Directors of the Company for a period of five years:**

The Members at the 28<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> August, 2019 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, not exceeding one percent of the net profits of the Company, for each financial year, for a period of five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

The Board of Directors of the Company at the meeting held on 17<sup>th</sup> July, 2024 recommended for the approval of the Members, payment of remuneration by way of commission to the Non-Executive Directors of the Company, in line with the current trends and commensurate with the time devoted, contribution made and guidance & oversight provided by them, for a period of five years with effect from 1<sup>st</sup> April, 2024, as set out in the Resolution. Such commission will be paid to the Non-Executive Directors in addition to sitting fees for attending the meetings of the Board and its Committees.

All the Non-Executive Directors and the Independent Directors of the company are concerned or interested financially in the resolution because the resolution relates to payment of commission to self. None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this item no.6 of the 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:

#### **Revision in Remuneration of Mr. Atim Kabra (DIN:00003366), Whole-time Director designated as Director (Strategy and Business Development) of the Company:**

At the Annual General Meeting of the Company held on 14<sup>th</sup> August, 2019, the Members of the Company had approved the appointment of Mr. Atim Kabra (DIN:00003366) as Non-Executive Director of the Company, liable to retire by rotation. Subsequently he was appointed as Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> January, 2023 by the Shareholders through Postal Ballot of the Company on 14<sup>th</sup> February, 2023.

Mr. Atim Kabra is aged about 55 years. He holds a Bachelor's degree in Economics (Honors) from Delhi University and has a Masters in Management Studies from NMIMS (Bombay University). He has over 25 years of well rounded "equities exposure" including Portfolio Management, Equity Sales and Equity Research with global institutions like ABN AMRO Bank, ANZ Grindlays Bank.

At present Mr. Atim Kabra is responsible for the business development in new product lines, co-ordinate with external agencies to drive new lines of business other than present products and manage investor relations.

The Board of Directors of the Company, at its meeting held on 8<sup>th</sup> February, 2024, based on the recommendation of the Nomination and Remuneration Committee, felt it necessary to rationalise the pay structure amongst the Managing Director/ Joint Managing Director/Whole-Time Director so that the remuneration of Whole-Time Directors bears an appropriate

proportion to the total managerial remuneration paid by the Company. Accordingly, the Board of Directors, after taking into consideration the duties and responsibilities of Mr. Atim Kabra and also considering the size and complexity of the business, approved the proposal recommended by the Nomination and Remuneration Committee to revise the terms of remuneration as set out in item No.7 of the Notice.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the revised terms of remuneration of Mr. Atim Kabra, Whole-time Director designated as Director (Strategy and Business Development). The above may be treated as a written memorandum setting out the terms of appointment of Mr. Atim Kabra under Section 190 of the Act.

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

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

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

## Item No. 8:

### Approval of Material Related Party Transaction with Astra Rafael Comsys Private Limited, Joint Venture Company:

Astra Rafael Comsys Private Limited (ARC/JV Company) (CIN: U74999TG2017PTC120860) Reg. Office at Plot No. 21(P)/B, Survey No.1/1, Kancha Imarat, Raviryala Revenue Village - 501510, Maheshwaram Mandal, Ranga Reddy District, Hyderabad, Telangana, India., is a Joint Venture Company between Astra Microwave Products Limited (Astra), Hyderabad, India and Rafael Advanced Defense Systems Ltd., P.O.B. 2250, Haifa, Israel (Rafael) with an object to carrying out business in the area of Defence Communication and Electro Optics Products.,

As ARC is a joint venture, as per IND AS-24 ARC is a related party to the company. Therefore, in accordance with Regulation 23(4), the prior approval of shareholder through resolution is needed for material related party transactions. As per the terms of the shareholding agreement, Astra has appointed two nominee directors to the Board of ARC. As per section 185 of the Companies Act 2013 giving guarantee to any private company wherein any director of the company is a director or member requires the prior approval of shareholders through a special resolution. Therefore, your Board of Directors seeks consent of the members by way of a Special Resolution..

The company along with the JV company propose to enter into certain related party transaction as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned herein below.

S. No	Name of the Related party	Nature of Relationship	Transaction (Rs.)	Nature of Transaction
1.	Astra Rafael Comsys Private Limited	Joint Venture	150 Crores	Give Guarantee

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('Listing Regulations') was amended vide notification dated November 9, 2021, inter-alia, enhancing the scope of related party, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval i.e., if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Since the quantum of guarantee given to Astra Rafael Comsys Private Limited is likely to exceed 10% of the annual consolidated turnover i.e., Rs. 909 crores based on the 31<sup>st</sup> March 2024 financial of the company and being the material related party transactions, it requires prior approval of the shareholders by a special resolution and in respect of voting on such resolution(s), no related party shall vote to approve

such resolutions, whether the entity is a related party to the particular transaction or not, pursuant to Regulation 23(4) of the Listing Regulations read with section 185 of the Companies Act, 2013.

It may be noted that the Corporate Guarantee will be given by both the promoting companies in the ratio of their respective ownership in ARC. The proposed corporate guarantee amounting to Rs.150 crores mentioned above pertains to Astra's share of ownership in ARC. Similarly, Rafael Advanced Defense Systems Ltd., will also extend corporate guarantee upto 49% which is its share of ownership in ARC.

Further, as the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI Listing Regulations, 2015, your approval is being sought for the Material Related Party Transactions as set out in the resolution. The other related information as envisaged under the Act and the Listing Regulations are furnished hereunder:



S. No	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Astra Rafael Comsys Private Limited (ARC) (Joint Venture company) ARC is a Joint Venture company. The Company holds 50% shares of ARC.
2.	Type, material terms and particulars of the proposed transactions	Issuance of corporate guarantee by the Company upto Rs. 150 crores to secure ARC's financial obligations to lenders.
3.	Tenure of the proposed transaction (particular tenure shall be specified)	Till the tenure of credit facilities extended
4.	Valure of proposed transaction	Up to Rs. 150 crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Approximately 16.5% of annual consolidated turnover of the Company for FY 2023-24.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> <li>i) details of the source of funds in connection with the proposed transaction;</li> <li>ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;</li> <li>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</li> <li>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</li> </ul>	Not Applicable
7.	Justification as to why the RPTs are in the interest of the listed entity	The Related Party Transaction (RPT) pertains to extending corporate guarantee/bank guarantee on behalf of ARC to third parties. ARC is in the business of supply of equipment for Defence communication and electro optics to Ministry of Defence, Government of India. This segment of business is a very unique one and has huge potential down the line. For major part of business executed by ARC there is down stream business opportunity to Astra. In a way as ARC grows in business volumes it opens up additional business stream to Astra. ARC being relatively new company, its balance sheet does not support to extend required security for working capital borrowings etc., and hence it needs support from its promoter companies to extend required security in terms of corporate guarantee to the lenders/bank guarantee on its behalf to the third parties to draw advance amount and or extend performance guarantee. As ARC grows and turns profitable apart from new line of business opportunities mentioned above, Astra gains a share of profit to the extent of 50%. Astra has earned in excess of Rs.12 cr for the year gone by as its share of profit from ARC and this is likely to grow in the years to come. Therefore ARC's good performance is important to Astra not only to secure its equity investments in it but also gain business opportunities in the years to come which justifies in entering into this material related party transaction.

S. No	Particulars	Details
8.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9.	Name of the Director or KMP who is related, if any	Mr. S. Gurunatha Reddy (DIN: 00003828) and Dr. M.V. Reddy (DIN: 00421401) being Directors in the Board of the Company and ARC
10.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

ARC has started getting business orders from public sector undertakings and other government departments. Most of these orders entitles ARC to draw advance amount against Bank Guarantees and also obligates to extend performance guarantee in terms of Bank Guarantees. To meet these obligations and working capital requirement, ARC has to approach banks / financial institutions for support which may insist for security support in terms of corporate guarantee from parent companies (either Astra or Rafael or from both). In case ARC fails to get necessary financial support from Banks to extend Bank guarantee (as explained above) each of the parent companies may have to extend such support from its own sanctioned limits for and on behalf of ARC for some period of time. Since all these proposed arrangements attract either directly or indirectly provisions of section 185 of the Companies Act, 2013 it is placed this resolution for approval.

Your Board of Directors seek consent of the members by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for giving guarantee(s) in connection with any loan taken/ to be taken by ARC of an aggregate amount not exceeding Rs.150,00,00,000/- (Rupees One hundred and fifty crores only) outstanding at any point of time.

The aforesaid amount up to Rs.150,00,00,000/- (Rupees One hundred and fifty crores only) for the time being in force shall be utilized by ARC for its working capital requirements, as may be required, from time to time for expansion of its business activities and the matters connected and incidental thereto ("Principal Business Activities"), for which the Company shall give guarantee in connection with the loan taken or to be taken from the bank / financial institutions by the JV Company.

Except Mr. S. Gurunatha Reddy (DIN: 00003828) and Dr. M.V. Reddy (DIN: 00421401) being Directors in the Board of the Company and ARC, none of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution set out at Item No 8. of the Notice.

No Related party shall vote to approach such resolutions, whether the entity is a related party to the particular transaction or not.

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

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

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

Place: Hyderabad  
Date: July 17, 2024

**Registered Office:**

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

**ANNEXURE TO THE NOTICE DATED JULY 17, 2024****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
AT THE ENSUING ANNUAL GENERAL MEETING ON AUGUST 30, 2024**

[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.S.Gurunatha Reddy	Mr. Atim Kabra
1	DIN	00003828	00003366
	Nationality	Indian	NRI
2	Date of birth and Age	15 <sup>th</sup> February, 1959 and 65 Years	05 <sup>th</sup> September, 1968 and 55 years
3	Qualification	B.Sc, FCA	Economics (Honors), Masters in Management
4	Experience and expertise in specific functional areas	More than 34 years of experience in accounting, finance, taxation, secretarial etc.	More than 25 years of well rounded "equities exposure" including Portfolio Management, Equity Sales and Equity Research with global institutions like ABN AMRO Bank, ANZ Grindlays Bank etc.
5	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr.S.Gurunatha Reddy is not related to any Directors, Manager and other Key Managerial Personnel of the company.	Mr. Atim Kabra is not related to any Directors, Manager and other Key Managerial Personnel of the company.
6	Nature of appointment (appointment/re-appointment)	Re-appointment	Re-appointment
7	Terms and conditions of appointment/re- appointment	As approved by the Members through Postal Ballot on February 14, 2023	As approved by the Members through Postal Ballot on February 14, 2023
8	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	During the financial year 2023-24, an aggregate amount of Rs. 2,36,05,467/- was paid towards Salary, Performance Bonus, Allowances, Perquisites and Other Statutory Payment.	During the financial year 2023-24, an aggregate amount of Rs. 86,73,732/- was paid towards Salary, Allowances, Perquisites and Other Statutory Payment.
9	Date of first appointment on the Board	29 <sup>th</sup> April, 2013	24 <sup>th</sup> June, 2019
10	No. of shares held in the Company	88,465 Equity Shares	33,56,074 Equity Shares
11	The number of Meetings of the Board attended during the year	7 out of 7	7 out of 7
12	Chairman/Member of the Committees of the Board of Directors of the Company	CSR Committee- Chairman Risk Management Committee- Chairman Stakeholders Relationship Committee- Member Audit Committee - Member	Stakeholders Relationship Committee - Member CSR Committee- Member
13	Directorship details of listed Companies	Astra Microwave Products Limited	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 17, 2024

**Registered Office:**

Astra Towers, Survey No: 12(P),

Kothaguda Post, Opp. CII Green Building,

Hitech City, Kondapur, Hyderabad, Telangana-500038

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

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

CIN: L29309TG1991PLC013203