

**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

October 4, 2023

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 Sirs,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated September 22, 2023, seeking approval of the members of the Company, by way of remote e-voting process for:

1. Appointment of Mr.Suresh Kumar Somani (DIN: 00031096) as a Non-Executive Director.
2. Appointment of Mr.Sengottaiyan Varadarajan, (DIN: 10328160) as an Independent Director of the Company.
3. To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to Astra Rafael Comsys Private Limited, Joint Venture Company.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, September 29, 2023 ("Cut-off Date).

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), Depository for providing remote e-voting facility to all its members. The e-voting facility will be available during the following period:



**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



Commencement of e-voting: **9:00 a.m. (IST) on Friday, 6<sup>th</sup> October, 2023.**

End of e-voting: **5:00 p.m. (IST) on Saturday, 4<sup>th</sup> November, 2023.**

The Postal Ballot Notice is also available on the Company's website at [www.astramwp.com](http://www.astramwp.com).

Request you to please take the same on your records.

Thanking you.

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

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



## ASTRA MICROWAVE PRODUCTS LIMITED

CIN: L29309TG1991PLC013203

Regd. Off: 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)

### NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Management Rules”), General Circulars No: 14/2020 dated April 8, 2020, 17/2020, dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars including General Circulars No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No.10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the resolutions appended below are proposed for approval of the Members of Astra Microwave Products Limited (the “Company”) through Postal Ballot by voting through electronic means (“remote e-voting”) only. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through remote e-voting system.

Members’ consent is requested for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with instructions/ procedure for Remote E-voting is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. L. Dhanamjay Reddy (ACS No. 13104 and CP No.3752), Practicing Company Secretary as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot and voting by electronic means (“e-voting”) process in a fair and transparent manner.

In compliance with Section 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, from time to time, the Company is offering facility of remote e-voting (“e-voting”). Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged services of M/s. Central Depository Services (India) Limited as its agency for providing e-voting facility to shareholders of the Company.

The scrutinizer will submit his report to the Chairman of the Company or any other person authorized by Board in writing, after completion of scrutiny of postal ballot process in a fair and transparent manner. The result of the postal ballot will be announced on or before 5.00 P.M. of 7<sup>th</sup> November, 2023 and will be displayed on the website of the Company (i.e., [www.astramp.com](http://www.astramp.com)) and will be intimated to BSE Limited and NSE where the Equity Shares of the Company are listed and shall also be intimated to Purva Sharegistry India Private Limited, the registrar and share transfer agents of the Company.

#### SPECIAL BUSINESS:

##### 1: Appointment of Mr.Suresh Kumar Somani (DIN: 00031096) as a Non-Executive Director:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr.Suresh Kumar Somani (DIN: 00031096) by the Board of Directors of the Company as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from September 22, 2023, be and is hereby approved as a Director of the Company, whose office shall be liable to retire by rotation.

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

**2: Appointment of Mr.Sengottaiyan Varadarajan, (DIN: 10328160) 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 the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV of the Act and regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr.Sengottaiyan Varadarajan (DIN: 10328160) by the Board of Directors of the Company as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from September 22, 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby approved as an Independent Director of the Company for a term of three consecutive years commencing from September 22, 2023 up to September 21, 2026 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr.Sengottaiyan Varadarajan, Independent Director of the Company, who will attain the age of 75 years during the term of office.

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

**3: To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to 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 pursuant to the provisions of Section 185 of the Companies Act, 2013 (‘Act’) and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, consent of the members of the Company be and is hereby accorded to provide guarantee(s) and/ or security(ies) in connection with any loan (Long/short term, Working Capital etc..) taken / to be taken from banks and financial institutions by Astra Rafael Comsys Private Limited, a Joint Venture Company, the aggregate of which shall not exceed Rs.80,00,00,000/- (Rupees Eighty Crores only) outstanding at any point of time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities / regulatory bodies in India or abroad, and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company.”

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

**S. Gurunatha Reddy**  
Managing Director  
DIN No: 00003828

Place: Hyderabad

Date: 22<sup>nd</sup> September, 2023

**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. Explanatory Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on 29<sup>th</sup> September, 2023 (Cut-off Date) and whose e-mail addresses are registered with the Company/Depositories.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at [www.astramp.com](http://www.astramp.com), websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. L. Dhananjay Reddy (ACS No. 13104 and CP No.3752), Practicing Company Secretary as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and voting by electronic means (“**e-voting**”) process in a fair and transparent manner.
5. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. Members can vote only through Remote E-voting and are requested to read the instructions on the same in serial no. 11 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 29<sup>th</sup> September, 2023 i.e. Cut-off Date, will be considered for the purpose of e-voting Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.
6. The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 29<sup>th</sup> September, 2023 i.e. Cut-off Date. A person who is not a shareholder on the relevant date should treat this Notice for information purpose only.
7. The remote e-voting period shall commence on Friday, 6<sup>th</sup> October, 2023 at 9.00 a.m. and would end on Saturday, 4<sup>th</sup> November, 2023 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Friday, 29<sup>th</sup> September, 2023 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the Remote E-voting process not later than 5:00 p.m. (IST) on Saturday, 4<sup>th</sup> November, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. The vote in this Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at [l.d.reddy@gmail.com](mailto:l.d.reddy@gmail.com).
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before Tuesday, 7<sup>th</sup> November, 2023 and will also be displayed on the website of the Company ([www.astramp.com](http://www.astramp.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
10. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. Saturday, 4<sup>th</sup> November, 2023, and as if they have been passed at a general meeting of the Members.

## 11. Voting through electronic means

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**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.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

**Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &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> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
--	---

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.**

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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 <b>OR</b> 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 ASTRA MICROWAVE PRODUCTS LTD.

- 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 Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting**
  - 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 any 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 at [l.d.reddy@gmail.com](mailto:l.d.reddy@gmail.com) and to the Company at the email to [secretarial@astramp.com](mailto:secretarial@astramp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. **For shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 mentioning details like Folio No., Name of shareholder, Mobile No., email id, that is to be registered along with scanned copy of the share certificate (front and back), copy of PAN (self attested), copy of AADHAR (self attested) may be sent by email to the Company at [secretarial@astramp.com](mailto:secretarial@astramp.com). /RTA at [support@purvashare.com](mailto:support@purvashare.com).
2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

If you have any queries or issues regarding 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, 25th 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 at toll free no. 1800 22 55 33

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

**S. Gurunatha Reddy**  
Managing Director  
DIN No: 00003828

Place: Hyderabad  
Date: 22<sup>nd</sup> September, 2023

**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 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

### **Item No. 1:**

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on September 22, 2023 has appointed Mr.Suresh Kumar Somani (DIN: 00031096) as an Additional Director (Non-Executive Director) of the Company with effect from September 22, 2023 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr.Suresh Kumar Somani as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

### **Brief profile of Mr.Suresh Kumar Somani**

Mr. Suresh Kumar Somani, is a businessman, investor and philanthropist with a substantial experience of over 40 years in equity markets. Driven by passion and versatility, he motivates, trains and coaches the members of Ratnabali Group to drive progress and reach the Company's milestones. A high-energy individual who is passionate about making a difference in the society, he is committed towards building, guiding and uplifting 'India Autism Centre' - an inclusive community for those under the spectrum of Autism. He is a commerce graduate from St Xavier's College Kolkata and the founder of Ratnabali Group. He directly holds Nil shares in the company. He is the director of M/s. Ratnabali Investment Private Limited which holds 59,82,063 shares amounting to 6.30% in share capital of the Company and Persons Acting in Concert (Adventz Finance Private Limited - 2.90%, Texmaco Infrastructure & Holdings Ltd - 2.27%, Mr.Ravindra Chamaria - 0.01%, and Janpad Textiles Private Limited - 0.10%) holds 50,12,255 shares amounting to 5.28% in share capital of the Company.

Appointment of Mr. Suresh Kumar Somani would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of business building, equity markets etc.,

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Suresh Kumar Somani for the office of Director of the Company. The Company has also received from Mr. Suresh Kumar Somani, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Suresh Kumar Somani confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India. Mr. Suresh Kumar Somani confirming that he would like to forego the sitting fees, commission and reimbursement of expenses receivable from the company during his tenure.

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

Except Mr. Suresh Kumar Somani and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

The Board recommends the resolution set out at Item No.1 of the Notice for approval by the Members by way of Ordinary Resolution.

### **Item No.2:**

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee (NRC), the Board of Directors has appointed Mr.Sengottaiyan Varadarajan (DIN: 10328160) as an Additional Director (Independent Director) of the Company with effect from September 22, 2023 for a term of three consecutive years commencing from September 22, 2023 up to September 21, 2026 and is eligible to be appointed as a Director of the Company, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr.Sengottaiyan Varadarajan as an Independent Director of the Company for a term of three consecutive years commencing from September 22, 2023 up to September 21, 2026, not liable to retire by rotation, by way of Postal Ballot.

### **Brief profile of Mr.Sengottaiyan Varadarajan**

Mr. S Varadarajan is the retired Director of the Electronics & Radar Development Establishment (LRDE), Bengaluru. He was responsible for the establishment of core competence in the Radar Data Processing and Multi-Radar Networking. He contributed significantly towards the indigenous radar development including active array radars and airborne fire control radar systems. He played the key role towards the country attaining self-reliance in radar systems.”

The Company has received a notice from a Member under Section 160 of the Act proposing the candidature of Mr.Sengottaiyan Varadarajan for the office of Director of the Company. The Company has received from Mr.Sengottaiyan Varadarajan, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr.Sengottaiyan Varadarajan confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

Mr.Sengottaiyan Varadarajan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr.Sengottaiyan Varadarajan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering the vast knowledge, acumen, expertise of Mr.Sengottaiyan Varadarajan, the Board of Directors is of the opinion that his association would be of immense benefit to the Company. In the opinion of the Board, Mr.Sengottaiyan Varadarajan fulfills the conditions specified in the Act and in the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Board, based on the recommendation of NRC, considers that given his skills, integrity, expertise and experience, the association of Mr.Sengottaiyan Varadarajan would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Mr.Sengottaiyan Varadarajan as the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process.

Mr.Sengottaiyan Varadarajan will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by Board, which shall be within the limits stipulated under Section 197 of the Act.

Mr.Sengottaiyan Varadarajan will attain the age of 75 years during the tenure of appointment and approval of the shareholders is sought for continuation of directorship for the remaining period of tenure of appointment in the resolution at item no.2 of the Notice.

As required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

Except, Mr.Sengottaiyan Varadarajan and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 2 as set out in this Notice.

The Board recommends the resolution set out at Item No.2 of the Notice for approval by the Members by way of Special Resolution.

### **Item No. 3:**

In terms of the provisions of Section 185 of the Companies Act, 2013 and amendment made hereof, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person (as defined in Section 185 of the Companies Act, 2013), in whom any of the Director of the Company is interested subject to the condition that approval of the Members of the Company is obtained by way of Special Resolution.

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, Rangareddy 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 per the terms of shareholding agreement, Astra has appointed two nominee directors on the Board of ARC and hence it has become a related party under section 185 of the Companies Act and hence this resolution.

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 placing 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), and/or providing security(ies) in connection with any loan taken/ to be taken by ARC of an aggregate amount not exceeding Rs.80,00,00,000/- (Rupees Eighty Crores only) outstanding at any point of time.

The aforesaid amount upto Rs.80,00,00,000/- (Rupees Eighty 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 or provide security 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.3 of the Notice.

The Board recommends the resolution set out at Item No.3 of the Notice for approval by the Members by way of Special Resolution.

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

**S. Gurunatha Reddy**  
Managing Director  
DIN No: 00003828

Place: Hyderabad

Date: 22<sup>nd</sup> September, 2023

**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

**Information required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment is set out below:**

S. No.	Particulars	Name of the Director	
		Mr. Suresh Kumar Somani	Mr. Sengottaiyan Varadarajan
1	DIN Nationality	00031096 Indian	10328160 Indian
2	Date of birth and Age	19 <sup>th</sup> May, 1963 60 Years	24 <sup>th</sup> May, 1949 74 years
3	Qualification	B.Com	B.E (Hons) in ECE from Madras University in 1972 M.E with Distinction in ECE from Indian Institute of Science in 1974.
4	Date of first appointment on the Board	22.09.2023	22.09.2023
5	Experience and expertise in specific functional areas	Mr. Suresh Kumar Somani, is a businessman, investor and philanthropist with a substantial experience of over 40 years in equity markets. Driven by passion and versatility, he motivates, trains and coaches the members of Ratnabali Group to drive progress and reach the Company's milestones. A high-energy individual who is passionate about making a difference in the society, he is committed towards building, guiding and uplifting 'India Autism Centre' - an inclusive community for those under the spectrum of Autism.	Mr. S. Varadarajan is the retired Director of the Electronics & Radar Development Establishment (LRDE), Bengaluru. He was responsible for the establishment of core competence in the Radar Data Processing and Multi-Radar Networking. He contributed significantly towards the indigenous radar development including active array radars and airborne fire control radar systems. He played the key role towards the country attaining self-reliance in radar systems."
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Suresh Kumar Somani is not related to any Director or Key Managerial Personnel of the Company.	Mr. Sengottaiyan Varadarajan is not related to any Director or Key Managerial Personnel of the Company.
7	Directorship held in other listed Companies	None	None
	Memberships in the Committees of Board of other listed Companies*	None	None
8	Membership and Chairmanship in the Committees of the Board of the Company	None	None
9	No. of shares held in the Company	He directly holds Nil shares in the company. He is the director of M/s. Ratnabali Investment Private Limited which holds 59,82,063 shares amounting to 6.30% in share capital of the Company and Persons Acting in Concert (Adventz Finance Private Limited - 2.90%, Texmaco Infrastructure & Holdings Ltd - 2.27%, Mr.Ravindra Chamaria - 0.01%, and Janpad Textiles Private Limited - 0.10%) holds 50,12,255 shares amounting to 5.28% in share capital of the Company.	Nil
10	The number of Meetings of the Board attended during the year	Nil	Nil

11	Terms and conditions of appointment/re- appointment along with details of remuneration sought to be paid	Terms and Conditions of Appointment are as per the resolution at item No.1 of the Notice of Postal Ballot on September 22, 2023 read with explanatory statement thereto.	Terms and Conditions of Appointment are as per the resolution at item No.2 of the Notice of Postal Ballot on September 22, 2023 read with explanatory statement thereto.
12	Details of last drawn remuneration	N.A	N.A

Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

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

**S. Gurunatha Reddy**  
Managing Director  
DIN No: 00003828

Place: Hyderabad

Date: 22<sup>nd</sup> September, 2023

**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