

ANNUAL REPORT 2019-2020



Astra Microwave Products Limited
On A Winning Wavelength



DEFENSE



SPACE



METEOROLOGY

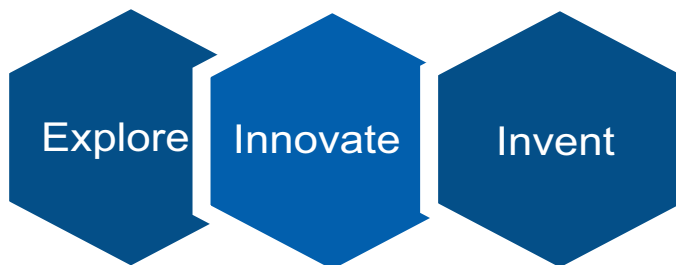
www.astramp.com



Astra Microwave Products Limited
RF & Microwave Solutions for Strategic Applications

Vision

To be at the Forefront of the
Wireless communication revolution
through research and development
Investing in technologies
that can lead to leadership
Employing the finest talent
to reach the top through excellence.



INDEX

Contents	Page No.
Quick Information	4
Notice	6
Board's Report	14
Report on Corporate Governance	60
Management Discussion and Analysis	77
Auditors' Report on Standalone Financial Statements	82
Standalone Financial Statements	90
Auditors' Report on Consolidated Financial Statements	141
Consolidated Financial Statements	148

QUICK INFORMATION

Board of Directors

Dr. Avinash Chander	Chairman & Independent Director
Mr. S.Gurunatha Reddy	Managing Director
Mr. M.Venkateshwar Reddy	Joint Managing Director
Mr. V. Venkata Rama Sastry	Independent Director
Mr. B.Lakshmi Narayana Raju	Independent Director
Mr. Sunil Kumar Sharma	Independent Director
Ms. Kiran Dhingra, IAS (Retd.)	Independent Director
Mr. Atim Kabra	Non-Executive Director

Chief Financial Officer

Mr. B.V.S.Narasinga Rao

Company Secretary

Mr. T. Anjaneyulu

Auditors

Price Waterhouse Chartered Accountants LLP
Plot No. 77/A, 8-2-624/A/1, 3rd Floor,
Road No. 10, Banjara Hills, Hyderabad -500 034
Tel: +91 (40)4424 6000, Fax: +91(40)44246300

Bankers

State Bank of India
Axis Bank Ltd.,
Canara Bank,
HDFC Bank Ltd.,
ICICI Bank Ltd.,

Registered Office

ASTRA TOWERS, Survey No: 12 (Part),
Opp. CII Green Building, Hitech City,
Kondapur, Hyderabad, Telangana - 500038,
Phone: 040-46618000 / 8001
Website: www.astramwp.com
CIN: L29309TG1991PLC013203

Factories**Unit I**

Plot No.12, ANRICH Industrial Estate,
Miyapur, IDA Bollarum, Medak (District)
Telangana– 502 325.

Unit II

Plot No.56A, 56B and 57A,
ANRICH Industrial Estate, Miyapur
IDA Bollarum, Medak (District)
Telangana – 502 325.

Unit III

Survey No.1/1, Imarat Kancha,
Raviryala Village, Maheswaram Mandal,
Rangareddy (District), Telangana-500 005.

Unit IV

Plot no: 18, 19, 20 & 21 (Part)
Hardware Park, Sy.No: 1/1,
Imarat Kancha of Ravirayal village,
Maheswaram Mandal, R.R.Dist.
Telangana-500 005.

Unit – V (R & D Centre)

Plot No. 51-P, Bengaluru Aerospace Park,
Survey Nos. Parts of 36 to 40, Dummanahalli Village,
Jala Hobli, Yelahanka (Taluk),
Bengaluru North, Karnataka – 562 149.

Registrars

Purva Sharegistry (India) Pvt. Ltd.,
Shiv Shakti Industrial Estate, Unit No.9,
Ground Floor, 7 B J R Boricha Marg,
Lower Parel, Mumbai - 400 011.
Tele: 91-022-23016761
Email: support@purvashare.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Ninth Annual General Meeting** (“AGM”) of the Members of **Astra Microwave Products Limited** will be held on Wednesday, September 9, 2020 at 3.00 p.m. through electronic mode [video conference (“VC”) or other audio visual means (“OAVM”)] to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint Mr. S. Gurunatha Reddy (DIN: 00003828), who retires by rotation as a Director and being eligible, offers himself for re-appointment.

Special Business**4. Ratification of fixation of remuneration to the Cost Auditors:**

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

“RESOLVED THAT the decision to pay a Remuneration of Rs.1,75,000/- (Rupees One Lakh Seventy five thousand only) to M/s. DZR & Co, the Cost Auditors of the Company for the year 2020-21, as recommended by the Audit Committee and approved by the Board of Directors, be and are hereby ratified.”

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

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

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Place: Hyderabad
Date: July 22, 2020

Notes:

1. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to the Notice.
2. Considering the extra-ordinary circumstances caused by COVID-19 and in light of the social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (“MCA Circulars”) permitted the holding of the Annual General Meeting of a company through VC / OAVM. In compliance with the provisions of the Act, MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), the Twenty Ninth Annual General Meeting of the Company (“AGM”) is being held through VC / OAVM on Wednesday, September 9, 2020 at 3:00 p.m.

The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.

3. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The 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 atleast 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM.
7. The attendance of the Members joining the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
8. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner list maintained by the depositories as on the cut off date i.e. Wednesday, September 2, 2020 (“cut-off date”).
10. A person who is not a Member as on Wednesday, September 2, 2020 should treat this Notice for information purposes only.
11. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on Wednesday, September 2, 2020 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
12. Register of Members and Share Transfer Books will remain closed from Thursday, September 3, 2020 to Wednesday, September 9, 2020 (both days inclusive).
13. 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.
14. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from April 1, 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
15. Members holding shares in dematerialized form are requested to update with their respective Depository Participants (“DP”), their bank account details (account number, 9 digit MICR and 11 digit IFSC), e-mail IDs and mobile number. Members holding shares in physical form may communicate details to the Company/Registrar and Transfer Agent viz. Purva Sharegistry (India) Private Limited (“RTA”) before Wednesday, September 2, 2020 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.

16. 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.
17. Additional information of Directors seeking re-appointment at the ensuing AGM, as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.
18. In line with MCA Circulars and SEBI circular dated May 12, 2020, the Notice calling the AGM along with the Annual Report for 2019-20 ("Annual Report") is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report will also be available on the website of the Company at www.astrampw.com, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL (agency providing the remote e-voting facility and e-voting during the AGM) at www.evotingindia.com.

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

19. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
20. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Wednesday, September 9, 2020. Members seeking to inspect such documents are requested to write to the Company at secretarial@astrampw.com.
21. Investor Grievance Redressal: The Company has designated an e-mail ID i.e. secretarial@astrampw.com to enable the investors to register their complaints/send correspondence, if any.
22. 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.astrampw.com and Ministry of Corporate Affairs at www.iepf.gov.in/. Members can contact the RTA for claiming the unclaimed dividends standing to the credit in their account.

23. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

S. No	For the financial year ended	Percentage of Dividend	Date of Declaration	Due date for transfer to the Investor Education and Protection Fund
1	March 31, 2013	40%	September 30, 2013	November 5, 2020
2	March 31, 2014	55%	July 31, 2014	September 6, 2021
3	March 31, 2015	60%	July 30, 2015	September 5, 2022
4	March 31, 2016	60%	July 29, 2016	September 4, 2023
5	March 31, 2017	50%	July 28, 2017	September 3, 2024
6	March 31, 2018	60%	July 30, 2018	September 5, 2025
7	March 31, 2019	12.5%	August 14, 2019	September 20, 2026

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

Procedure for remote e-voting, ATTENDING the AGM and e-voting during the AGM:

A. Procedure and instructions for remote e-voting:

- (i) The voting period begins on Saturday, September 5, 2020 from 10:00 a.m. (IST) and ends on Tuesday, September 8, 2020 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 2, 2020, 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.
- (ii) 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.
- (iii) Members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter the User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (vi) Next: Enter the image verification as displayed and click on “Login”.
- (vii) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier resolution of any other company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in dematerialized form and physical form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both i.e. shares held in dematerialized form as well as physical form) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to write to the R&T agent at support@purvashare.com
Dividend bank Details or Date of Birth	Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member ID / Folio No. in the dividend bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in dematerialized 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 on resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on Electronic Voting Sequence Number (“EVS”) of “Astra Microwave Products Limited”.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the details of the resolution.

- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xviii) 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” and enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective stores. Please follow the instructions as prompted by the mobile app while remote e-voting through your mobile.

PROCESS FOR THOSE MEMBER WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 support@purvashare.com or secretarial@astramwp.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to support@purvashare.com or secretarial@astramwp.com.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (secretarial@astramwp.com). These queries will be replied to by the company suitably by email.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, 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.