



ASTRA MICROWAVE PRODUCTS LIMITED

Regd Office : Astra Towers, Survey No: 12(P), Kothaguda Post,
Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana-500084.
Phone: +91-40-30618000, 30618001 Fax: +91-40-30618048
Email: info@astramwp.com, Website: astramwp.com
CIN: L29309TG1991PLC013203

NOTICE

To
The Members,

Notice is hereby given to the members of Astra Microwave Products Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of members of the Company by passing resolutions by way of Postal Ballot/ e-Voting ("postal ballot"). The statement setting out the material fact concerning each item and the reason thereof is annexed hereto along with a postal ballot form.

The Board of Directors of the Company has appointed Mr. L. Dhanamjay Reddy, Company Secretary in Whole time Practice as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed in the postal ballot form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the postal ballot form and return the same in original duly completed in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e. 6:00 p.m. on Monday, 11th May, 2015. Please note that the postal ballot form(s) received after the said date will be treated as if reply from the member has not been received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

Members desiring to opt for e-Voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the postal ballot form. References to postal ballot(s) in this notice include votes received electronically.

The Scrutinizer shall submit his report to the Board/ Managing Director of the Company after completion of the scrutiny of the postal ballot forms but not later than 12th May, 2015. The results will be announced by the Managing Director or Company Secretary of the Company at the Registered Office of the Company at "Astra Towers, Survey No: 12(P), Kothaguda Post, Opp. CII Green Building, Hitech City, Kondapur, Hyderabad, Telangana-500084" on 12th May, 2015. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.astramwp.com and on the website of the Central Depository Services (India) Limited (CDSL), and communicated to BSE Limited, National Stock Exchange of India Limited, where the shares of the Company are listed. The date of declaration of the results of the postal ballot i.e. 12th May, 2015 shall be deemed to be the date of passing of the resolutions.

RESOLUTIONS:

ITEM NO.1: Offer/Further Issue of Securities:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to provisions of Section 41, 42, 62 and 71 read with all other applicable provisions and rules, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and in accordance with the regulations/guidelines issued by the Government of India ("GOI"), the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and/or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) as amended, the Foreign Exchange management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008 the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended upto date and subject to such approvals, consents, permissions and sanctions of the Government of India (GOI), the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which expressions

shall deemed to include any committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a face value of Rs. 2/- (Rupees Two Only) each (the "Equity Shares"), Global Depository Receipts (GDRs), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds (FCCBs) and/or other financial instruments convertible into Equity Shares (including warrants, or otherwise), secured or unsecured fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, through public and/or private offerings and/or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document/or other permissible/requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, mutual funds, pension funds, and/or any other categories of investors (collectively called the "Investors") whether or not such Investors are Members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 170.00 Crores (Rupees One hundred and seventy crores Only) or its equivalent of any other Foreign/Indian currencies inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s) and/or other advisor(s) for such issue.

Provided that the issue price for the private placement including Preferential Issue and QIP shall be at or above the issue price (Floor Price) calculated in terms of provisions of chapters VII and VIII respectively of the ICDR Regulations. The relevant date (Relevant Date) for the purpose of arrival of the Floor Price of Preferential Issue and QIP shall be in accordance with chapter VII and VIII of the ICDR Regulations respectively."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of the ICDR Regulations, the pricing shall be in accordance with regulation 85 of Chapter VIII of the ICDR Regulations. The Board may offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under the ICDR Regulations."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT in pursuance of this resolution and subject to the approval of the shareholders, the securities to be, created, issued, offered and allotted shall be subject to the following terms and conditions:

- a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this resolution; and the issue
- b) Shall rank paripassu in all respects with the existing Equity Shares of the Company in all respects.
- c) The number and/or price of the securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."
- d) The Equity Shares shall be listed on the stock exchanges, where the existing shares of the Company are listed.

"RESOLVED FURTHER THAT subject to the approval of the shareholders, the Board be and is hereby authorized to finalize and approve the offering circular/placement document for the proposed issue of the securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular/placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required."

“RESOLVED FURTHER THAT subject to the approval of the shareholders, in the event of issue of Securities by way of QIP the Relevant Date on the basis of which the price of the Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue for Securities or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.”

“RESOLVED FURTHER THAT subject to the approval of the shareholders and the applicable laws, for the purpose of giving effect to the issuance of securities, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the securities, including, without limitation to the following:

- a) decide the date for the opening of the issue of securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents;
- b) finalisation of the allotment of the securities on the basis of the subscriptions received;
- c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- d) approval of the preliminary and final offering circulars/placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/Underwriters/Advisors, in accordance with all applicable rules, regulations and guidelines;
- e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/ conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/arrangements/ MOUs/documents with any such agencies, in connection with the proposed offering of the securities;
- f) approval of the Deposit Agreement(s), the Purchase/ Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBS/other securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- g) finalisation of the basis of allotment in the event of oversubscription;
- h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- i) seeking, if required, the consent of the Company’s lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;
- j) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- k) deciding the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;
- l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue; and
- m) all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Committee, may deem fit and proper in its absolute discretion to be most beneficial to the Company.”

“RESOLVED FURTHER THAT subject to the approval of the shareholders, the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof

as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, and subject to the approval of the shareholders, the aforesaid issue of securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any securities including terms or issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

Provided that the issue of all Equity Shares referred to above shall rank paripassu with the existing Equity Shares of the Company in all respects.”

“**RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the Company and/or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).”

“**RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or securities or instruments representing the same, as described above, the Board be authorised to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.”

“**RESOLVED FURTHER THAT** subject to the approval of the shareholders, the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any committee of Directors, any other one or more Director(s) of the Company to give effect to the aforesaid resolution and thereby such committee of Directors or one or more such Directors as authorised are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

ITEM NO.2: Appointment of Sri. Ganapathi Subramani Sabarinathan (DIN: 05219684) as an Independent Director:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. Ganapathi Subramani Sabarinathan (DIN: 05219684) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to January 30, 2020.

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

B. Malla Reddy
Managing Director

Place: Hyderabad
Date: 02-04-2015

Registered Office:

Astra Towers, Survey No: 12(P), Kothaguda Post, Opp. CII Green Building,
HITECH City, Kondapur, Hyderabad, Telangana-500084
CIN: L29309TG1991PLC013203

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members whose names appear in the Register of Members / Record of Depositories as on 03rd April 2015. Accordingly, the members whose name appears in the Register of Members / Record of Depositories as on 03rd April 2015 will be considered for purpose of voting.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 03rd April 2015.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Telugu newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated, and published on the Company website www.astramp.com
5. The Board of Directors in their meeting held on 02nd April 2015 appointed Mr. L. Dhanamjay Reddy, Practicing Company secretary Hyderabad of M/s. L.D. Reddy & Co., as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. The members are requested to carefully read the instructions printed in the attached Postal ballot form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 6.00 p.m. on Monday, 11th May 2015. Any Postal Ballot Form received after Monday, 11th May 2015 shall be treated as if reply from the member has not been received.
7. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.
8. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) rules, 2014 and clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice-versa.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 10th April 2015 (i.e. 10:00 A.M. IST) and ends on 11th May 2015, (i.e. 6:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03rd April, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant ASTRA MICROWAVE PRODUCTS LIMITED on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

B. Malla Reddy
Managing Director

Place: Hyderabad
Date: 02-04-2015

EXPLANATORY STATEMENT
(Pursuant to section 102(1) of the Companies Act, 2013)

ITEM NO. 1:

This special resolution enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds (FCCBs), Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a Qualified Institutions Placement (QIP) in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs. 170.00 Crores (Rupees One hundred and seventy croresonly) or its equivalent of any other Foreign/Indian currencies.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to meet investments in Joint Venture companies, setting up of wholly owned subsidiary outside India, setting up R&D centre in Bangalore, development of new products in Radar Technologies and Missiles, systems on NCNC basis in Radar and EW applications and long term working capital requirements of the Company.

The special resolution also seeks to empower the Board to issue eligible securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the eligible securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 41, 42, 62,71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

ITEM NO. 2:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Sri. Ganapathi Subramani Sabarinathan as an Additional Director to hold office as an Independent Director of the Company with effect from January 31, 2015.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Sri. Ganapathi Subramani Sabarinathan for the office of Director of the Company.

Sri. Ganapathi Subramani Sabarinathan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Sri. Ganapathi Subramani Sabarinathan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Sri. Ganapathi Subramani Sabarinathan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Sri. Ganapathi Subramani Sabarinathan is independent of the management.

Brief resume of Sri. Ganapathi Subramani Sabarinathan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Sri. Ganapathi Subramani Sabarinathan is appointed as an Independent Director.

Copy of the draft letter for appointment of Sri. Ganapathi Subramani Sabarinathan as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges.

Save and except Sri. Ganapathi Subramani Sabarinathan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

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

B. Malla Reddy
Managing Director

Place : Hyderabad

Date : 02-04-2015

Registered Office:

Astra Towers, Survey No: 12(P), Kothaguda Post, Opp. CII Green Building,
HITECH City, Kondapur, Hyderabad, Telangana-500084

CIN: L29309TG1991PLC013203

Brief Resume of Director proposed to be appointed:

1. Sri. Ganapathi Subramani Sabarinathan (DIN: 05219684)

Sri. Ganapathi Subramani Sabarinathan, aged 55, holds a PhD, is an Associate professor in the Finance and Control Area at Indian Institute of Management Bangalore and Chairperson, NS Raghavan Centre for Entrepreneurial Learning (NSRCEL). He has a BSc in Chemistry, Post Graduate Diploma in Management from IIMB and a PhD from National Law School of India University. Sri. Ganapathi Subramani Sabarinathan joined the current research interests are in the areas of financing of small and medium firms in India and regulation of securities market in India. He teaches courses in Corporate Finance including an elective, New Enterprise Financing, and conducts executive training on corporate valuation.

Prior to joining IIMB, he was a Director in the Indian subsidiary of CDC plc, UK (now known as Actis), business leader at GE Capital India's private equity division and a founding executive TDICI (now known as ICICI Ventures) and served as its Vice President.

Most recently, prior to returning to IIMB in 2009, he served as Advisor, Kuwait Investment Authority, where he advised the Managing Director and the Executive Director, General Reserve on a range of strategic issues for deploying the oil revenue surplus of the state of Kuwait and several large investment transactions in firms and funds.

His corporate experience includes serving on the boards of over twenty companies as an investor nominee and evaluating several hundred business plans. He currently serves on the investment committee of a European private equity fund investing in India and on the investment committee of KITVEN, a VC fund initiative managed by Govt. of Karnataka.

He is member of Audit Committee of the Company. He is also member of Board of Directors of IIMB INNOVATIONS. He holds 15000 shares of the Company in his name as on January 31, 2015.

POSTAL BALLOT FORM

Sl. No. : _____

- Name(s) of Shareholder(s)
(including joint holders,
if any) (in block letters)
- Registered address of :
the Sole/ First named
Shareholder
- Registered Folio No./ :
DPID No./Client ID No. *
(* Applicable to members
holding shares in
Dematerialised form)
- No. of Shares held :
- I/We hereby exercise my/our vote(s) in respect of the following resolution(s) to be passed through postal ballot for the business stated in the postal ballot notice of the company by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Item	No. of Shares	I/We assent to the resolution (for)	I/We dissent to the resolution (against)
1.	Offer/Further Issue of Securities			
2.	Appointment of Sri. Ganapathi Subramani Sabarinathan as an Independent Director			

Place :

Date :

Signature of the Shareholder

E-Voting Information:

EVSN (Electronic Voting Sequence Number)	User ID	Password
		Please read the instructions under 8 in notice.

Note: Please read the instructions printed overleaf carefully before exercising your vote.

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INSTRUCTIONS

1. A Shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Postal charges will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company / R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
5. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach him not later than the close of working hours of 11th May 2015, (i.e. 6:00 P.M. IST). Postal Ballot forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. A Shareholder can apply for duplicate postal ballot form through an email at **info@astramwp.com**, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the close of working hours of 11th May 2015 (i.e. 6:00 P.M. IST). For any clarification(s), please contact Purva Sharegistry (India) Private Limited on 022-23016761.
8. The right of voting by postal ballot shall not be exercised by proxy.
9. Members are requested to fill the postal ballot form in indelible link (and avoid filling it by using erasable writing mediums like pencil).
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder (s) on the cut-off date i.e. 03rd April 2015.
11. Unsigned, incomplete or incorrectly ticked postal ballot forms shall be rejected.
12. Members are requested not to send any other papers along with the postal ballot form in the enclosed self-addressed postage prepaid envelop. If any extraneous paper is found, the same will be destroyed by the scrutinizer.
13. There will be one postal ballot form for every folio/client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of postal ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure of e-voting is enumerated in the notes to the postal ballot notice.
16. The result along with scrutinizer's report of the postal ballot shall be announced and placed on the website of the company on or before 12th May 2015.

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