



ASTRA MICROWAVE PRODUCTS LIMITED

CIN: L29309TG1991PLC013203

**Registered Office: Astra Towers, Survey No: 12(Part), Opp: CII Green Building,
HITECH City, Kondapur, Hyderabad, Telangana,
India- 500084 Tel: 040-46618000, Email: secretarial@astramwp.com
Website: www.astramwp.com**

Notice is hereby given that the First Extra-Ordinary General Meeting ("EGM") of the Members of **Astra Microwave Products Limited** (the "Company") for the Financial Year 2025-26 (EGM No. 1/2025-26) will be held on Friday, June 13, 2025 at 11:00 A.M (IST) through Video Conferencing / Other Audio-Visual Means ("VC"/ "OAVM"), to transact the following business:

SPECIAL BUSINESS:

Item No.1

Issue of up to 20,13,885 (Twenty Lakh Thirteen Thousand Eight Hundred and Eighty-Five only) Convertible Warrants of Rs. 2/- each convertible into, or exchangeable for, one equity share of face value of Rs. 2/- each of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the persons belonging to promoter group and non-promoter category on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("**the Act**") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), 2018 including the provisions of Chapter V of the ICDR Regulations, 2018; SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**") and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**"), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **20,13,885 (Twenty Lakh Thirteen Thousand Eight Hundred and Eighty-Five only)** Convertible Warrants of Rs. 2/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 2/- (Rupees Two Only) ("**Equity Share(s)**") each at a price of Rs. 864/- (Rupees Eight Hundred and Sixty-Four only)



("here in after referred as warrant issue price") including the Warrant face value of Rs. 2/- each and premium of Rs. 862/- payable in cash, aggregating upto Rs.1,73,99,96,640/- (Rupees One Hundred and Seventy-Three Crores Ninety-Nine Lakhs Ninety-Six Thousand Six hundred and Forty Only) **("Total Issue Size")** on a preferential basis subject to the entitlement of each Warrant Holder as specified below and upon receipt of Rs. 216/- (Rupees Two Hundred and Sixteen Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment **("Warrant Subscription Price")** entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 648/- (Rupees Six Hundred and Forty-Eight only) which is equivalent to remaining 75% (Seventy- five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, 2018 or other applicable laws in this respect to persons / entity listed below **("Warrant Holder(s)" / "Proposed Allottees(s)")**:

S. No	Name, PAN and Address of the Proposed Allottee(s)			Category	No. of Convertible Warrants proposed to be allotted
	Name	PAN	Address		
1.	Renuka Chitrakar	ADCPC7496F	17-1-383/8/A, Plot No - 8/A, Vinay Nagar Colony, Near Vijaya Vinayaka Temple, Saidabad, Hyderabad – 500059, Telangana	Promoter Group (Individual)	46296
2.	Gopikishan Shivkishan Damani	AACPD6380Q	903 Dalamal House, 206 J B Marg, Nariman Point, Mumbai, 400021, Maharashtra India	Non Promoter (Individual)	578703
3.	Suresh Kumar Somani	ALLPS7238J	16 H Judges Court Road Alipore, Circus Avenue Kolkata, West Bengal, 700027, India	Non Promoter (Individual)	289351
4.	Kalpesh Suresh Somani Family Benefit Trust	AAETK5442N	16 H Judges Court Road, Alipore, Kolkata, West Bengal, 700027, India	Non Promoter (Trust)	231481
5.	Atim Kabra	AABPK2589D	718A, The Magnolias, DLF 5, Golf Links, Gurugram,	Non Promoter (Individual)	578703



			Haryana – 122009		
6.	Ratnabali Equity Private Limited	AABCN0494K	Woodburn Central, 3 rd Floor 5 A Woodburn Park Road, Kolkata, 700020, West Bengal, India	Non Promoter (Body Corporate)	289351
Total					2013885

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI (ICDR), Regulations, 2018 the **Relevant Date** for determining the minimum issue price of Warrants shall be **Wednesday, May 14, 2025**, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on **Friday, June 13, 2025.**”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for conversion to fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
2. The Warrant Holders shall be entitled to exercise his/their option to convert the Warrants into Equity Shares of the Company in one or more tranches on a date as may be mutually agreed between the issuer and the warrant holder after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application(The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).)
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event, the right attached to the Warrants is not exercised within 18 (eighteen) months by making the full payment for the entire allotment from the date of allotment of Warrants, the Warrants shall lapse and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited; (The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018 on a date as may be mutually agreed between the issuer and the warrant holder).



5. The Equity Shares arising out of conversion of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
6. The Equity Shares so allotted on conversion of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
7. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
8. The Warrants and Equity Shares allotted pursuant to the conversion of the Warrants shall be locked-in as prescribed under the (ICDR) Regulations, 2018.”
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
10. Warrants shall be issued and allotted by the Company only in dematerialized form.
11. Appropriate adjustments shall be made to the entitlement of the Warrant Holders at the time of exercising their option to convert into equity shares of the company with respect to any corporate actions that may be undertaken by the company during the period between the allotment of warrants and allotment of equity shares upon exercise of warrant by the warrant holders in accordance with applicable laws.

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations, 2018.”

“RESOLVED FURTHER THAT Warrants, being allotted to the Proposed Allottees(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI (ICDR) Regulations, 2018.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, 2018, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹2/- (Rupees Two Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects.”



“RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 2/- (Rupees Two) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited (‘BSE’) and National Stock Exchange of India Limited (NSE”), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder’s demat accounts.

“RESOLVED FURTHER THAT the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Sub-Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

“RESOLVED FURTHER THAT in connection with any of the aforesaid resolutions, the Board of Directors/ Sub-Committee(s) of the Board of the Company be and are hereby severally authorized to execute and deliver any documents, papers and to do or cause to be done any or all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the aforesaid resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

By Order of the Board of Directors
For Astra Microwave Products Limited

Date: May 20, 2025
Place: Hyderabad

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Registered Office:

Astra Towers, Survey No: 12(P), Kothaguda
Post, Opp. CII Green Building,
HITECH City, Kondapur, Hyderabad,
Telangana-500084
CIN: L29309TG1991PLC013203
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Fax: +91-40-46618048
Email: secretarial@astramp.com,
Website: www.astramp.com



Notes:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of EGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the EGM of the Company is being held through VC/OAVM, without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC/OAVM Facility is mentioned hereunder. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The EGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. CDSL will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM. The instructions and other information relating to e-voting are given in the notes to notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the said MCA Circulars 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 EGM and hence the Attendance Slip and Proxy Form is not annexed.
5. Corporate Members intending to authorize their representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, June 06, 2025 shall only be entitled to attend and vote at the EGM. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
8. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.



9. The Board of Directors had appointed Mr. Dhanamjay Reddy, Proprietor of M/s. L. D. Reddy & Co., Practicing Company Secretaries, Hyderabad (M. No: 13104, CP No: 3752) to act as Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the EGM and votes casted through remote e-voting), within two working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on Company's website at <https://astramwp.com/>, on the website of the Stock Exchanges i.e BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of Company's Registrar & Transfer Agent.

10. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 06, 2025
11. Members may also note that the Notice of the Extraordinary General Meeting is available on the Company's website: <https://astramwp.com/>. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to secretarial@astramwp.com
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice will also be available on the Company's website at <https://astramwp.com/>, on the website of the Stock Exchanges i.e BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of Company's Registrar & Transfer Agent.
13. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Purva Shareregistry (India) Private Limited at support@purvashare.com	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2



	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available on the website of the company at https://astramwp.com/ .	
Demat	Please contact your DP and register your email address, bank account details in your demat account, as per the process advised by your DP.	

THE INSTRUCTIONS FOR REMOTE E-VOTING BY MEMBERS ARE AS UNDER:

PROCEDURE FOR E-VOTING, ATTENDING THE EGM AND E- VOTING DURING EGM:

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.

- (i) **The remote e-voting period begins on Monday, June 09, 2025 (9.30 A.M.) and ends on Thursday, June 12, 2025 (5.00 P.M.).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 06, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 shareholder's/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.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 requested to visit cdsl website www.cdslindia.com and click on login icon & New System My Easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN “ASTRA MICROWAVE PRODUCTS LIMITED”.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of 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 and to the Company at the email address viz; support@purvashare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory Statement sets out all the material facts relating to the Special Business mentioned in Item No. 1 of the Notice of EGM:

Item No. 1

Issue of up to 20,13,885 (Twenty Lakh Thirteen Thousand Eight Hundred and Eighty-Five only) Convertible Warrants of Rs. 2/- each convertible into, or exchangeable for, one equity share of face value of Rs. 2/- each of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the persons belonging to promoter group and non-promoter category on preferential basis.

The Company intends to raise additional funds in order to meet its working capital requirements and general corporate purposes.

The Board of Directors of the Company at their meeting held on May 20, 2025, approved raising of funds aggregating upto Rs.1,73,99,96,640/- (Rupees One Hundred and Seventy-Three Crores Ninety-Nine Lakhs Ninety-Six Thousand Six hundred and Forty Only) by way of issuance of up to 20,13,885 (Twenty Lakh Thirteen Thousand Eight Hundred and Eighty-Five only) Convertible Warrants of Rs. 2/-, each at a price of Rs. 864/- (Rupees Eight Hundred and Sixty-Four only)- including a premium of Rs. 862/- (Rupees Eight Hundred and Sixty-Two only) convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each payable in cash, aggregating upto Rs.1,73,99,96,640/- (Rupees One Hundred and Seventy-Three Crores Ninety-Nine Lakhs Ninety-Six Thousand Six hundred and Forty Only) (**"Total Issue Size"**) on a preferential basis subject to the entitlement of each Warrant Holder as specified below and upon receipt of Rs. 216/- (Rupees Two Hundred and Sixteen Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment (**"Warrant Subscription Price"**) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 648/- (Rupees Six Hundred and Forty-Eight only) which is equivalent to remaining 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to person belonging to the Promoter group and to the persons belonging to Non-Promoter category by way of a preferential issue, (allottees) who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations").

In accordance with Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of preferential basis.



Accordingly, in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 consent of the members is being sought for the raising of funds aggregating upto Rs.1,73,99,96,640 /- (Rupees One Hundred and Seventy-Three Crores Ninety-Nine Lakhs Ninety-Six Thousand Six hundred and Forty Only) by way of issue and allotment of upto 20,13,885 (Twenty Lakh Thirteen Thousand Eight Hundred and Eighty-Five only) Convertible Warrants of Rs. 2/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.2/- each at a price of Rs. 864/- (Rupees Eight Hundred and Sixty-Four only) each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the person belonging to the Promoter group and to the persons belonging to Non-Promoter category (hereinafter referred to as "Proposed Allottees"/ "Warrant Holders"), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and the Act. The proposed preferential issue of convertible warrants is within the limits of the Authorised Share Capital of the company.

The proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI (ICDR) Regulations, 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and as per the provisions of the Companies Act, 2013 read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

1. Objects of the preferential issue

The main objects clause of Memorandum of Association and the objects incidental and ancillary to the main objects of the Company enables it to undertake the activities for which funds are being raised in the Issue. The existing activities of the Company are within the objects clause of the Memorandum of Association and the proceeds of the preferential issue shall be utilized for meeting the following objects.

1. Working Capital Requirement: Issue proceeds up to an amount of Rs. 130.5 Crores shall be utilized to meet the working capital requirements of the company.
2. General Corporate Purposes: Up to 25% (twenty-five per cent) of the Issue Proceeds amounting up to Rs. 43.49 Crores will be utilized for general corporate purposes, which include, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.



2. Utilization of Gross Proceeds

As the funds to be received by the company against the allotment of convertible warrants and against equity shares on warrants conversion will be in tranches and quantum of funds required on different dates may vary, the Broad Range of intended use of the Gross Proceeds of the Issue is as under inclusive of the issue expenses:

S. No.	Particulars	Total estimated amount to be utilized (Rs. In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Working Capital Requirement: Issue proceeds up to an amount of Rs. 130.5 Crores shall be utilized to meet the working capital requirements of the company	130.5	18 months
2.	General Corporate Purposes: Up to 25% (twenty-five per cent) of the Issue Proceeds amounting up to Rs. 43.49 Crores will be utilized for general corporate purposes, which include, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws	43.49	18 months
	Total	173.99	

3. Monitoring of Utilization of Funds

1. In terms of Regulation 162A of the SEBI (ICDR) Regulations, 2018, the Company has appointed Crisil Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Issue.
2. The monitoring agency shall submit its report to the Company in the format specified in Schedule XI of SEBI (ICDR) Regulations, 2018 on a quarterly basis, till 100% of the proceeds of the issue have been utilized.
3. The Board of Directors and the management of the Company shall provide their comments on the findings of the monitoring agency as specified in Schedule XI of SEBI (ICDR) Regulations, 2018.
4. The Company shall, within 45 days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchanges on which the equity shares are listed.



4. Relevant Date

In terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018, the relevant date for determining the minimum issue price of Warrants shall be **Wednesday, May 14, 2025**, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., **Friday, June 13, 2025**

5. The price or price band at/within which the allotment is proposed/ basis on which the price has been arrived at

The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited (NSE). For the purpose of this regulation National Stock Exchange of India Limited shall be the recognised stock exchange(s) in which the equity shares of the company are listed and in which the highest trading volume in respect of the equity shares of the company had been recorded during the preceding 90 trading days prior to the relevant date.

The Equity Shares of the company are frequently traded shares as per Regulation 164(1) of SEBI (ICDR) Regulations, 2018, the traded turnover on the recognized stock exchange during the 240 trading days preceding the relevant date being more than ten per cent of the total number of shares of such class of shares of the company.

As per the provisions of the Regulation 164 of the SEBI (ICDR) Regulations, 2018, the convertible Warrants will be issued at a price of Rs.864/- (Rupees Eight Hundred and Sixty-Four only) including a premium of Rs. 862/- per warrant which is not less than higher of the following:

- a) Rs. 745.64/- per convertible Warrant – being the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) Rs.861.66/-per convertible Warrant – being the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The price determined above and the number of Equity Shares to be allotted on exercise of the convertible Warrant shall be subject to appropriate adjustments, as may be required under the applicable rules, regulations and laws as applicable from time to time.

6.Lock-in Period:

- a) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018, from time to time.
- b) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations, 2018.



7. Maximum number of specified securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs.1,73,99,96,640 /- (Rupees One Hundred and Seventy-Three Crores Ninety-Nine Lakhs Ninety-Six Thousand Six hundred and Forty Only) by way of issue of upto 20,13,885 (Twenty Lakh Thirteen Thousand Eight Hundred and Eighty-Five only) Convertible Warrants of Rs. 2/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.2/- each at a price of Rs.864/- (Rupees Eight Hundred and Sixty Four only)/- ("Warrant Issue Price") each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of the warrants to person belonging to Promoter group and persons belonging to Non-Promoter Category on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations. An amount of Rs. 216/- (Rupees Two Hundred and Sixteen Only) which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payment of balance 75% of the Warrants Issue Price i.e Rs. 648/- (Rupees Six Hundred and Forty-Eight Only) each, at the time of exercise of the right attached to Warrant(s) for conversion to equity share(s).

8. Intent of the promoters, directors, key managerial personnel or senior management of the company to subscribe to the offer

The following Promoters, Director(s) or Key Managerial Personnel of the Company intend to subscribe to the Convertible Warrants by way of Preferential Issue

S.No	Name	Category	Maximum Nos. of Warrants to be Allotted
1.	Renuka Chitrakar	Promoter Group	46,296
2.	Suresh Kumar Somani	Non-Executive - Non Independent Director	2,89,351
3.	Atim Kabra	Executive Director	5,78,703

Except as mentioned above, no other promoters, directors, key managerial personnel or senior management of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

9. Shareholding pattern of the company before and after the preferential issue;

S..No	Category	Pre Issue Shareholding		Warrants proposed to be allotted	Post Issue Shareholding (Assuming full conversion of warrants)	
		No of shares held	% of share holding		No of shares held	% of share holding
A	Promoters holding:					
1	Indian:					
	Individual	6205827	6.54	46296	6252123	6.45
	Bodies Corporate	0	0.00	0	0	0.00
	Sub Total	6205827	6.54	46296	6252123	6.45



2	Foreign Promoters	0	0.00	0	0	0.00
	Sub Total (A)	6205827	6.54	46296	6252123	6.45
B	Non- Promoters holding:					
1	Institutional Investors	19440605	20.48	0	19440605	20.05
2	Non-Institution:					
	Private Corporate Bodies	29346966	30.91	289351	29636317	30.57
	Directors and Relatives	3531688	3.72	868054	4399742	4.54
	Indian Public	27667080	29.14	578703	28245783	29.14
	Others (Including NRIs)	8752842	9.21	231481	8984323	9.26
	Sub Total (B)	88739181	93.46	1967589	90706770	93.55
	Grand Total	94945008	100.00	2013885	96958893	100.00

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, May 16, 2025.
2. *Post issue shareholding is provided assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company*
3. Post shareholding structure may change in future depending upon any other corporate action in between.

10. Time frame within which the preferential issue shall be completed

In terms of Regulation 170 of the SEBI (ICDR) Regulations, 2018, the preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.



11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the company consequent to the preferential issue

S.No	Name of the proposed allottee	Category (promoter /non promoter)	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of warrants proposed to be allotted	Post issue Equity holding (After conversion of Warrants)	
				No. of shares	% of holding		No. of shares	% of holding
1.	Renuka Chitrakar	Promoter Group (Individual)	N.A	29,64,997	3.12	46,296	30,11,293	3.11
2.	Gopikishan Shivkishan Damani	Non-Promoter (Individual)	N.A	0	0.00	5,78,703	5,78,703	0.60
3.	Suresh Kumar Somani	Non-Promoter (Individual)	N.A	0	0.00	2,89,351	2,89,351	0.30
4.	Kalpesh Suresh Somani Family Benefit Trust	Non-Promoter (Trust)	01. Suresh Kumar Somani - ALLPS72 38J 02. Namita Somani - AAUPS14 37K 03. Kalpesh Suresh Somani- EIGPS25 58B	0	0.00	2,31,481	2,31,481	0.24
5.	Atim Kabra	Non-Promoter (Individual)	N.A	33,56,074	3.53	5,78,703	39,34,777	4.06



6.	Ratnabali Equity Private Limited	Non-Promoter (Body Corporate)	01. Vikash Somani - ATLPS84 05M 02. Suresh Kumar Somani - ALLPS72 38J 03. Vinod Somani - AKUPS50 26N 04. Jaishree Somani - AKOPS67 41G 05. Namita Somani - AAUPS14 37K	0	0.00	2,89,351	2,89,351	0.30
Total				63,21,071	6.65	20,13,885	83,34,956	

Notes:

1. Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company.
2. The pre-issue shareholding pattern is as on Friday, May 16, 2025;
3. In the event any corporate action between the date of *this notice and the date of allotment of Equity Shares on conversion of warrants, the shareholding pattern shall stand modified accordingly;*
4. There is no change in control of the company post preferential issue expect change of shareholding of the respective shareholders.

12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

The percentage of post preferential issue capital that may be held by the allottee(s) has been mentioned under point 11 above. Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company expect change of shareholding of the respective shareholders.

13. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

Not applicable for the proposed issue of convertible warrants.



14.Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees

Not applicable for the proposed issue of convertible warrants.

15.Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.

16. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

S. No.	Name of Allottee	Current Status	Post Status
1.	Renuka Chitrakar	Promoter Group	Promoter Group
2.	Gopikishan Shivkishan Damani	Non-Promoter	Non-Promoter
3.	Suresh Kumar Somani	Non-Promoter	Non-Promoter
4.	Kalpesh Suresh Somani Family Benefit Trust	Non-Promoter	Non-Promoter
5.	Atim Kabra	Non-Promoter	Non-Promoter
6.	Ratnabali Equity Private Limited	Non-Promoter	Non-Promoter

17.Practicing Company Secretary's Certificate:

The certificate from Mr. L. Dhanamjay Reddy, Proprietor of M/s. L. D. Reddy & Co., Practicing Company Secretaries, Hyderabad (M. No: 13104, CP No:3752), having office at Plot No.6-2-1/2, Flat No.504, Afzal Commercial Complex, Beside MMTS Rly Station (South), Lakdi-ka-Pool, Hyderabad-500004, certifying that the preferential issue of Warrants is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as required under Chapter V, Regulation 163 of SEBI (ICDR) Regulations, 2018 has been obtained. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://astramwp.com>

18. Listing:

The Company will make an application to the Stock Exchanges at which the Existing equity shares of the company are listed, for listing of the Equity Shares to be allotted on conversion of Warrants. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.



19. Terms of Issue of the Warrants

- i. In accordance with Regulation 169(2) of the SEBI (ICDR) Regulations, 2018, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 on or before the allotment of warrants. Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- ii. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions mutually agreeable and as applicable.
- iii. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- iv. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- v. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- vi. The Warrants proposed to be allotted and the Equity Shares resulting from the exercise of the option under the Warrants shall be subject to a lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018.
- vii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- viii. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, 2018, where it is required to do so.

20. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Not Applicable, since the Company has not made preferential issue of any Security during the year.



21.Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations, 2018.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, do not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing;
- Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- The Proposed Allottees and the promoter and promoter group have not sold any equity shares during 90 trading days preceding the Relevant Date.

Accordingly, consent of the members is sought for item no. 1 of this notice by way of a Special Resolution for allotment of convertible warrants on preferential basis.

Mrs. Renuka Chitrakar, Promoter Group, Mr. Prakash Anand Chitrakar, Promoter & Non-Executive - Non Independent Director, Mr. Atim Kabra, Executive Director, Mr. Suresh Kumar Somani, Non-Executive - Non Independent Director and their relatives are concerned or interested in the resolution at Item No. 1 of the notice only to the extent of their shareholding interest in the Company/investing in the proposed preferential issue of the Company.



The other Directors / Key Managerial Personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions at Item No. 1 of this notice, except to the extent of their shareholding interest.

By Order of the Board of Directors
For Astra Microwave Products Limited

Date: May 20, 2025
Place: Hyderabad

S. Gurunatha Reddy
Managing Director
DIN: 00003828

Registered Office:

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