

**ASTRA MICROWAVE PRODUCTS LIMITED**

Regd. Office : ASTRA Towers, Survey No. 12(P), Kothaguda Post, Kondapur, Hitechcity, Hyderabad, Telangana, INDIA - 500084.
 Tel : +91-40-30618000, 30618001. Fax : +91-40-30618048
 E-mail : info@astramp.com, website : www.astramp.com
 CIN : L29309TG1991PLC013203

Corporate Governance Report1. Name of the Listed Entity: **Astra Microwave Products Limited**2. Quarter ending: **31st of March, 2016****I. Composition of Board of Directors**

| Title | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non executive/ independent/ Nominee) | Date of Appointment in current term/ cessation | Tenure of Directors (in months) | No. of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|-------|--------------------------|------------------------|--|--|---------------------------------|---|---|---|
| Dr. | Shiban Kishen Koul | AAAPK0907G 00003360 | Chairman-Independent- | 31/07/2014 | 60 months | 1 | 2 | 1 |
| Mr. | B. Malla Reddy | ACVPB8305Q 00003154 | Executive Promoter | 13/09/1991 | | 1 | 0 | 0 |
| Mr. | P.A. Chitrakar | ACSPC9736D 00003213 | Executive Promoter | 01/09/1994 | | 1 | 1 | 0 |
| Mrs. | C.Prameelamma | ABUPC7276K 00003243 | Executive Promoter | 13/09/1991 | | 1 | 0 | 0 |
| Mr. | S.Gurunatha Reddy | AFVPS6054E 00003828 | Executive | 29/04/2013 | | 1 | 2 | 0 |
| Mr. | M. Venkateshwar Reddy | AFGPM3800F 00421401 | Executive | 29/04/2013 | | 1 | 1 | 0 |
| Mr. | T. Ramachandru | ABUPT4246J 02000451 | Non-Executive-Independent | 31/07/2014 | 60 months | 1 | 1 | 0 |
| Dr. | G. Sabarinathan | APHPS6908M 05219684 | Non-Executive-Independent | 12/05/2015 | 60 months | 1 | 0 | 2 |
| Prof. | Arun Kumar Tiwari | ABAPT1461D 03109878 | Non-Executive-Independent | 29/01/2016 | 60 months | 1 | 0 | 0 |
| Mr. | V. Venkata Rama Sastry | ABHPS4677B 00027875 | Non-Executive-Independent | 29/01/2016 | 60 months | 1 | 0 | 0 |
| Mr. | B. Lakshmi Narayana Raju | CDVPR3026F 07411713 | Non-Executive-Independent | 29/01/2016 | 60 months | 1 | 0 | 0 |



Works :

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

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

Unit 3 : Sy. No. 1/1, Imarath Kancha, Raviryala (Vil), Maheshwaram (Mdl) R.R.Dist., T.S. - 500005

Unit 4 : Sy. No. 1/1, Plot No. 18 to 21, Imarath Kancha, Hardware Park, Raviryala (V), Maheshwaram (M), R.R.Dist, T.S. - 500005

R&D Centre : Y.D.Archade, No. 327, 4th Cross, Opp: Sivaparvathi Kalyan Mantapa, OMBR Layout, Banaswadi, Bangalore, Kamataka - 560043



II. Composition of Committees

| Name of the Committee | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Nominees) |
|--|---|---|
| 1. Audit Committee | Dr. G.Sabarinathan | Chairperson-Non-Executive-Independent |
| | Dr.Shiban K Koul Mr. S. Gurunatha Reddy | Non-Executive-Independent Executive |
| 2. Nomination and Remuneration Committee | Dr. G.Sabarinathan | Chairperson-Non-Executive-Independent |
| | Dr.Shiban K Koul Mr. T. Ramachandru | Non-Executive-Independent Non-Executive-Independent |
| 3. Stakeholder Relationship Committee | Dr.Shiban K Koul | Chairperson-Non Executive-Independent |
| | Mr. P.A.Chitrakar | Executive |
| | Mr. S. Gurunatha Reddy Mr. M. Venkateshwar Reddy | Executive Executive |

III. Meeting of Board of Directors

| Date(s) of meeting (if any) in the previous quarter | Date (s) of the Meeting (if any) in the relevant quarter) | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|--|
| 26/12/2015 | 29/01/2016 | 36 Days |
| 04/12/2015 | | |
| 29/10/2015 | | |

IV. Meeting of Committees

| Name of the Committee | Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|---|---|---|--|
| Audit Committee | 29/01/2016 | Yes | 29/10/2015 | 93 Days |
| Nomination and Remuneration Committee | 29/01/2016 | Yes | 30/07/2015 | 185 Days |
| Stakeholder Relationship Committee meeting. | 29/01/2016 | Yes | 29/10/2015 | 93 Days |

V. Related Party Transactions

| Subject | Compliance Status (Yes/No/NA) |
|---|-------------------------------|
| Whether prior approval of Audit Committee obtained | NA |
| Whether Shareholder approval obtained for Material RPT | NA |
| Whether details of RPT entered into pursuant to Omnibus Approval has been reviewed by Audit Committee | NA |





VI. Affirmations.

1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements) regulations, 2015. - **Yes**
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholder Relationship Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - **Yes**
5. This report will be placed before the Board of Directors in the next meeting and any comments/observations/advice of the Board of Directors will be mentioned in the next Report. - **Yes**

For Astra Microwave Products Limited

T. Anjaneyulu

T. Anjaneyulu
Company Secretary & Compliance Officer





ASTRA MICROWAVE PRODUCTS LIMITED

Regd. Office : ASTRA Towers, Survey No. 12(P), Kothaguda Post,
Kondapur, Hitechcity, Hyderabad, Telangana, INDIA - 500084.
Tel : +91-40-30618000, 30618001. Fax : +91-40-30618048
E-mail : info@astramwp.com, website : www.astramwp.com
CIN : L29309TG1991PLC013203

ANNEXURE II

| I. Disclosure on website in terms of Listing Regulations | | |
|---|---|---|
| Item | Compliance status (Yes/No/NA) refer note below | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | N.A | |
| New name and the old name of the listed entity | N.A | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | N.A |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |



Works :

Unit 1 : Plot No. 12, ANRICH Industrial Estate, Bollaram, Medak Dist., T.S. - 502325
 Unit 2 : Plot No. 56A, ANRICH Industrial Estate, Bollaram, Medak Dist., T.S. - 502325
 Unit 3 : Sy. No. 1/1, Imarath Kancha, Raviryala (Vil), Maheshwaram (Mdl) R.R.Dist., T.S. - 500005
 Unit 4 : Sy. No. 1/1, Plot No. 18 to 21, Imarath Kancha, Hardware Park, Raviryala (V), Maheshwaram (M), R.R.Dist, T.S. - 500005
 R&D Centre : Y.D.Archade, No. 327, 4th Cross, Opp: Sivaparvathi Kalyan Mantapa, OMBR Layout, Banaswadi. Bangalore Karnataka 560042





| | | |
|---|-------------------------|-----|
| Approval for material related party transactions | 23(4) | N.A |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied -**Yes**

T. Anjaneyulu

T. Anjaneyulu

Company Secretary & Compliance Officer

