

**ASTRA MICROWAVE PRODUCTS LIMITED**  
Registered Office: 'ASTRA TOWERS', Survey No:12 (Part),  
Kothaguda Post, Kondapur, Hitech City,  
Hyderabad – 500084.  
CIN: L29309TG1991PLC013203

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**NOMINATION AND REMUNERATION POLICY**

**Introduction:**

The Board of Directors of Astra Microwave Products Limited has adopted the following policy in order to compile details relating to composition, duties, responsibilities and practical guidelines for discharge of duties as assigned by the Board of Directors. The Board may review and amend this policy from time to time.

This Policy is in terms of Clause 49 (IV) of the Listing Agreement with the Stock Exchanges.

**Composition and Qualifications of Nomination and Remuneration Committee Members:**

1. The Nomination and Remuneration Committee is comprised of at least three directors, all of whom shall be Non- Executive Directors and at least half shall be independent. Chairman of the Committee shall be an independent director.
2. The Nomination and Remuneration Committee serves regularly in accordance with mandate given by the Board and the Board can amend or change the structure of the Committee in accordance with law.

**Scope of Duties:**

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board.
- c. Devising a policy on Board diversity.
- d. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- e. The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

For Astra Microwave Products Ltd.

  
**B. Malla Reddy**  
Managing Director

## **Responsibilities:**

The Nomination and Remuneration Committee is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them from time to time.

## **Meetings**

- i) The Nomination and Remuneration Committee shall meet as and when need arises. Members of the Management, Executives or relevant employees of the Company or the Auditor may be invited to participate in the meetings in order to opine, submit documents or information deemed relevant or necessary.
- ii) For all meetings of the Nomination and Remuneration Committee, the quorum will be presence of two members.
- iii) Nomination and Remuneration Committee Members with connected transaction in any matter being reviewed must be excluded from the voting on that matter, with the exception of the determination of remuneration for the Board of Directors.

## **Criteria for making payments to Non-Executive Directors**

The Independent Directors and Non-Executive Directors will be paid Sitting Fees, Commission and reimbursement of any actual or out of pocket expenses incurred for attending the meeting of the Board and its Committees.

Quantum of sitting fees will be reviewed on a periodical basis by the Board of Directors.

The Sitting Fees and Commission paid to Independent Directors and Non-Executive Directors will be within the limits specified under the Companies Act, 2013.

The aggregate Commission payable to all the Independent Directors and Non-Executive Directors will be based on Company's performance, profits and attendance and time spent in the Board and Committee meetings, individual contributions at the meetings, etc., as may be decided by the Board of Directors.

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For Astrá Microwave Products Ltd.

  
B. Malla Reddy  
Managing Director