

**ASTRA MICROWAVE PRODUCTS LIMITED**

Regd. Office : ASTRA Towers, Survey No. 12(P), Kothaguda Post, Kondapur, Hitechcity, Hyderabad, Telangana, INDIA - 500084.
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CIN : L29309TG1991PLC013203

Corporate Governance Report1. Name of the Listed Entity: **Astra Microwave Products Limited**2. Quarter ending: **31st of December, 2015****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	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	5 Years	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	5 Years	1	1	0
Dr.	G. Sabarinathan	APHPS6908M 05219684	Non-Executive-Independent	12/05/2015	5 Years	1	0	2

**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 - 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. Shibani K Koul Mr. S. Gurunatha Reddy	Non-Executive-Independent Executive
2. Nomination and Remuneration Committee	Dr. G.Sabarinathan	Chairperson-Non-Executive-Independent
	Dr. Shibani K Koul Mr. T. Ramachandru	Non-Executive-Independent Non-Executive-Independent
3. Stakeholder Relationship Committee	Dr. Shibani K Koul	Chairperson-Non Executive-Independent
	Mr. P.A.Chitrakar Mr. S. Gurunatha Reddy Mr. M. Venkateshwar Reddy	Executive 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)
30/07/2015	29/10/2015	90 Days
	04/12/2015	
	26/12/2015	

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	29/10/2015	Yes	30/07/2015	90 Days
Nomination and Remuneration Committee	---	N.A	30/07/2015	---
Stakeholder Relationship Committee meeting.	29/10/2015	Yes	30/07/2015	

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 except:
 - a. One (1) Independent and One (1) Non-Executive Director resigned on 01/08/2015.
 - b. One (1) Non-Executive Director resigned on 24/12/2015.

2. The composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements) regulations, 2015.
 - 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.

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.

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.

For Astra Microwave Products Limited

A handwritten signature in blue ink, appearing to read 'T. Anjaneyulu', is written over the typed name.

T. Anjaneyulu
Company Secretary & Compliance Officer

