

**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

April 4, 2018

To  
The General Manager  
Department of Corporate Relations  
**BSE Limited**  
Sir Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai -400 001

To  
The Vice President,  
Listing Department  
**The National Stock Exchange of  
India Limited**  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400\_051

**Scrip code: 532493**

**Scrip code: ASTRAMICRO**

Dear sir,

**Sub: Submission of Corporate Governance report for the quarter and year ended 31.03.2018 as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Reg.**

We herewith enclosed the Corporate Governance report for the quarter and year ended 31<sup>st</sup> March, 2018 as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,  
**For Astra Microwave Products Ltd**

*T. Anjaneyulu*

**T.Anjaneyulu**  
**Dy.G.M - Company Secretary**



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.





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## Corporate Governance Report

1. Name of the Listed Entity: **Astra Microwave Products Limited**
2. Quarter ending: **31st of March, 2018**

### 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	1	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	0	0
Mr.	V.Venkata Rama Sastry	ABHPS4677B 00027875	Non-Executive-Independent	29/01/2016	60 months	2	3	1
Mr.	B. Lakshmi Narayana Raju	CDVPR3026F 07411713	Non-Executive-Independent	29/01/2016	60 months	1	1	1
Dr.	Avinash Chander	ABJPC6890N 05288690	Non-Executive-Independent	29/01/2018	**	1	0	0

**\*\* Note:** Mr. Avinash Chander has been appointed as an Additional Director (Non-Executive) w.e.f. 29.01.2018. However, he will act as an Independent Director and his tenure will be fixed in the next General Meeting of shareholders.



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## II. Composition of Committees

Name of the Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominees)
1. Audit Committee	Mr. V.V.R.Sastry	Chairperson-Non-Executive-Independent
	Dr. Shibhan K Koul Mr. B.L.N.Raju	Non-Executive-Independent Non-Executive-Independent
2. Nomination and Remuneration Committee	Mr. B.L.N.Raju	Chairperson-Non-Executive-Independent
	Dr. Shibhan K Koul Mr. V.V.R.Sastry	Non-Executive-Independent Non-Executive-Independent
3. Stakeholder Relationship Committee	Dr. Shibhan 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)
30/10/2017	29/01/2018	90 Days
	18/03/2018	47 Days

## 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	29/01/2018	Yes	30/10/2017	90 Days
	18/03/2018	Yes		47 Days
Nomination and Remuneration Committee	29/01/2018	Yes	N.A	
Stakeholder Relationship Committee meeting.	29/01/2018	Yes	30/10/2017	90 Days

## V. Related Party Transactions

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





## 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**  
**Dy. General Manager & Company Secretary**





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## 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



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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**

**Dy. General Manager & Company Secretary**

