ASTEC

Astec LifeSciences Ltd.

Date: 23rd July, 2020

To,

BSE Limited

P. J. Towers, Dalal Street, Fort,

Mumbai – 400 001.

Ref.: BSE Scrip Code No. "533138"

To,

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai – 400 051.

Ref.: "ASTEC"

Sub.: Outcome of the 26th (Twenty Sixth) Annual General Meeting

Dear Sir,

With reference to our letter dated 28th June, 2020 in respect of the Notice of the 26th (Twenty Sixth) Annual General Meeting ("AGM") of Astec LifeSciences Limited ("the Company") scheduled on **Wednesday, 22nd July, 2020 at 4.00 p.m. (IST)** through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), we would like to inform that the AGM was duly held and business was transacted thereat as per the Notice of the AGM dated 5th May, 2020 and in terms of the General Circular dated 5th May, 2020 read with General Circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In this connection, please find enclosed the following disclosures pursuant to the SEBI Listing Regulations and the Act:-

1. Summary of proceedings of the AGM pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations – **Enclosed as Annexure 1**;

2. Results of Voting pursuant to Regulation 44(3) of the SEBI Listing Regulations – **Enclosed as Annexure 2**;

Regd. Office :
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai-400079,
Maharashtra, India
Telephone No.: 022- 25188010
Fax No.: 022-22618289
Email id: astecinfo@godrejastec.com
Website: www.astecls.com
CIN : L99999MH1994PLC076236

3. Report of Scrutinizer dated 22nd July, 2020 pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 – **Enclosed as Annexure 3**;

4. Annual Report for the Financial Year 2019-20 duly approved and adopted by the Shareholders at the AGM, pursuant to Regulation 34 of the SEBI Listing Regulations (which was filed with the Stock Exchanges pursuant to Regulation 34(1)(a) of the SEBI Listing Regulations on 28th June, 2020) – **Enclosed as Annexure 4**.

We request you to take the above on your records.

Thanking you,

Yours sincerely,

For Astec LifeSciences Limited

TEJASHREE
ROHAN
PRADHAN

Digitally signed by TEJASHREE ROHAN PRADHAN
DN: c=IN, o=Personal, cn=TEJASHREE ROHAN PRADHAN, serialNumber=cc444393f2150dc819f3d8164db345c555b40cb184b6ae8611cda7b9d64587a7, postalCode=400606, 2.5.4.20=7e85e7813cc0727379015ad6d28a3b65295c6375608d78aea1ca152cafefaf7f, st=Maharashtra, title=Mrs.
Date: 2020.07.23 14:52:57 +05'30'

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Encl.: As above

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Annexure 1

Summary of Proceedings of the 26th (Twenty Sixth) Annual General Meeting Of Astec LifeSciences Limited

The **26th (Twenty Sixth) Annual General Meeting** ("**AGM**" or **"the Meeting")** of the Shareholders of **Astec LifeSciences Limited ("the Company")** was duly convened and held on **Wednesday, 22nd July, 2020 at 4.00 p.m.** (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

The Company Secretary welcomed all the Shareholders and briefed them about certain procedural and technical aspects of the AGM with respect to joining the Meeting through Video Conference and manner of asking questions by speaker shareholders.

Mr. Nadir B. Godrej (Chairman) chaired the AGM.

The Chairman welcomed all the Shareholders.

All the Directors of the Company (including Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Stakeholders' Relationship Committee, Chairman of the Risk Management Committee, Chairman of the Corporate Social Responsibility Committee, Chairman of the Compensation Committee and Chairman of the Managing Committee), the Chief Financial Officer and the representatives of M/s. BSR & Co. LLP, Chartered Accountants (Statutory Auditors), M/s. BNP & Associates, Practicing Company Secretaries (Secretarial Auditors), NNT & Co., Cost Accountants (Cost Auditors) and Bigshare Services Private Limited (Registrar And Share Transfer Agents) attended the AGM through Video Conference.

The requisite quorum being present, the Chairman called the Meeting to order.

With the consent of the Shareholders present, the Chairman took the Notice of the Meeting and the Report of the Statutory Auditors on the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31st March, 2020 and the Secretarial Audit Report for the Financial Year ended 31st March, 2020 as read.

The Chairman then delivered his speech to the Shareholders.

The Chairman informed the Shareholders that the Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by National Securities Depository Limited ("NSDL") which had commenced on Saturday, 18th July, 2020 at 9.00 a.m. (IST) upto Tuesday, 21st July, 2020 till 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM. Shareholders who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their votes though e-voting during the Meeting.

The Shareholders were informed that the Board of Directors had appointed Mr. Vikas R. Chomal, Practicing Company Secretary as the Scrutinizer to supervise the remote e-voting and e-voting process during the AGM.

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The Chairman also informed that the results of the voting shall be declared within 48 (forty-eight) hours from the conclusion of the AGM and accordingly, the same forms a part of this summary of proceedings of AGM which is being submitted to the BSE Limited and the National Stock Exchange of India Limited and will also be put up on the Company's website, www.astecls.com.

The following resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and remote e-voting during the Meeting:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2020.

2. Declaration of Final Dividend @ 15% (Fifteen per cent) [i.e., @ Rs.1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of Rs.10/- (Rupees Ten Only)] on Equity Shares for the Financial Year ended 31st March, 2020.

3. Re-appointment of Mr. Nadir B. Godrej as a "Director", liable to retire by rotation, who has offered himself for re-appointment.

4. Re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company.

5. Appointment of Mr. R. R. Govindan as an "Independent Director" of the Company.

6. Re-appointment of Mr. Vijay Kashinath Khot as an "Independent Director" of the Company.

7. Re-appointment of Dr. Brahma Nand Vyas as an "Independent Director" of the Company.

8. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending 31st March, 2021.

Clarifications were then provided to the queries raised by the Shareholders on the financials and performance of the Company for the Financial Year 2019-20.

The AGM ended at 4.51 p.m. (IST) with a vote of thanks by the Chairman.

The Chairman thanked the Shareholders, for attending and participating in the Meeting and also the employees of the Company, Government agencies and other stakeholders for their continued support. The e-voting facility was kept open for the next 15 (fifteen) minutes to enable the Members to cast their vote.

As per the Report of the Scrutinizer dated 22nd July, 2020 issued by Mr. Vikas R. Chomal, Practicing Company Secretary, all the above mentioned 8 (Eight) Resolutions stand passed with requisite majority.

For Astec LifeSciences Limited

TEJASHREE ROHAN PRADHAN

Digitally signed by TEJASHREE ROHAN PRADHAN
DN: c=IN, o=Personal, cn=TEJASHREE ROHAN PRADHAN, serialNumber=c4443002150dc81f0d3b104db345c55504b3b4bbae861 1cda7b9d54687a7, pseudonym=400004, 2.5.4.20=7e60a781 3cc072737901 5a6e02da3b65295c6 375b0b27 8aea1ca132a9dafd7, st=Maharashtra, title=Mrs.
Date: 2020.07.23 14:53:50 +05'30'

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

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"Godrej One", 3rd Floor,
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ASTEC LIFESCIENCES LTD **ANNEXURE 2**

Date of the AGM/EGM	22/07/2020
Total number of shareholders on record date	14845
No. of shareholders present in the meeting either in person or throught proxy: Promoters and promoter Group: Public:	**Not Applicable**
No. of shareholders attended the meeting throught Video Conferencing: Promoters and promoter Group: Public:	**72** 1 71

Resolution 1 : Adoption of Financial Statements for the Financial Year ended 31st March, 2020

Resolution required :(Ordinary / Special)	**Ordinary Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	14149522	14149522	100.00	14149522	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	14149522	14149522	100.00	14149522	0	100.00	0.00
Public - Institutions	E-VOTING	135895	8343	6.14	8343	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	135895	8343	6.14	8343	0	100.00	0.00
Public-Non Institutions	E-VOTING	5284938	124544	2.36	124543	1	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5284938	124544	2.36	124543	1	100.00	0.00
TOTAL		19570355	14282409	72.98	14282408	1	100.00	0.00

Resolution 2 : Declaration of Final Dividend on Equity Shares for the Financial Year ended 31st March, 2020

Resolution required :(Ordinary / Special)	**Ordinary Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	14149522	14149522	100.00	14149522	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00

	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	14149522	14149522	100.00	14149522	0	100.00	0.00
Public - Institutions	E-VOTING	135895	36852	27.12	36852	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	135895	36852	27.12	36852	0	100.00	0.00
Public-Non Institutions	E-VOTING	5284938	124544	2.36	124542	2	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5284938	124544	2.36	124542	2	100.00	0.00
TOTAL		19570355	14310918	73.13	14310916	2	100.00	0.00

Resolution 3 : Re-appointment of Mr. Nadir B. Godrej as a “Director”, liable to retire by rotation, who has offered himself for re-appointment

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	14149522	14149522	100.00	14149522	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	14149522	14149522	100.00	14149522	0	100.00	0.00
Public - Institutions	E-VOTING	135895	36852	27.12	28509	8343	77.36	22.64
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	135895	36852	27.12	28509	8343	77.36	22.64
Public-Non Institutions	E-VOTING	5284938	124544	2.36	124543	1	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5284938	124544	2.36	124543	1	100.00	0.00
TOTAL		19570355	14310918	73.13	14302574	8344	99.94	0.06

Resolution 4 : Re-appointment of Mr. Ashok V. Hiremath as the “Managing Director” of the Company

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	14149522	14149522	100.00	14149522	0	100.00	0.00

	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	14149522	14149522	100.00	14149522	0	100.00	0.00
Public - Institutions	E-VOTING	135895	36852	27.12	28509	8343	77.36	22.64
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	135895	36852	27.12	28509	8343	77.36	22.64
Public-Non Institutions	E-VOTING	5284938	124544	2.36	124543	1	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5284938	124544	2.36	124543	1	100.00	0.00
TOTAL		19570355	14310918	73.13	14302574	8344	99.94	0.06

Resolution 5 : Appointment of Mr. R. R. Govindan as an “Independent Director” of the Company

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	14149522	14149522	100.00	14149522	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	14149522	14149522	100.00	14149522	0	100.00	0.00
Public - Institutions	E-VOTING	135895	36852	27.12	36852	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	135895	36852	27.12	36852	0	100.00	0.00
Public-Non Institutions	E-VOTING	5284938	124544	2.36	124543	1	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5284938	124544	2.36	124543	1	100.00	0.00
TOTAL		19570355	14310918	73.13	14310917	1	100.00	0.00

Resolution 6 : Re-appointment of Mr. Vijay Kashinath Khot as an “Independent Director” of the Company

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100

Promoter & Promoter Group	**E-VOTING**	**14149522**	**14149522**	**100.00**	**14149522**	**0**	**100.00**	**0.00**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**14149522**	**14149522**	**100.00**	**14149522**	**0**	**100.00**	**0.00**
Public - Institutions	**E-VOTING**	**135895**	**36852**	**27.12**	**36852**	**0**	**100.00**	**0.00**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**135895**	**36852**	**27.12**	**36852**	**0**	**100.00**	**0.00**
Public-Non Institutions	**E-VOTING**	**5284938**	**124544**	**2.36**	**124543**	**1**	**100.00**	**0.00**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**5284938**	**124544**	**2.36**	**124543**	**1**	**100.00**	**0.00**
TOTAL		**19570355**	**14310918**	**73.13**	**14310917**	**1**	**100.00**	**0.00**

Resolution 7 : Re-appointment of Dr. Brahma Nand Vyas as an “Independent Director” of the Company

Resolution required :(Ordinary / Special)	**Special Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes in favor (4)**	**No. of Votes against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter & Promoter Group	**E-VOTING**	**14149522**	**14149522**	**100.00**	**14149522**	**0**	**100.00**	**0.00**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**14149522**	**14149522**	**100.00**	**14149522**	**0**	**100.00**	**0.00**
Public - Institutions	**E-VOTING**	**135895**	**36852**	**27.12**	**36852**	**0**	**100.00**	**0.00**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**135895**	**36852**	**27.12**	**36852**	**0**	**100.00**	**0.00**
Public-Non Institutions	**E-VOTING**	**5284938**	**124544**	**2.36**	**124543**	**1**	**100.00**	**0.00**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**5284938**	**124544**	**2.36**	**124543**	**1**	**100.00**	**0.00**
TOTAL		**19570355**	**14310918**	**73.13**	**14310917**	**1**	**100.00**	**0.00**

Resolution 8 : Ratification of Remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the “Cost Auditors” of the Company for the Financial Year ending 31st March, 2021

Resolution required :(Ordinary / Special)	**Ordinary Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes in favor**	**No. of Votes against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**

		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	14149522	14149522	100.00	14149522	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	14149522	14149522	100.00	14149522	0	100.00	0.00
Public - Institutions	E-VOTING	135895	36852	27.12	36852	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	135895	36852	27.12	36852	0	100.00	0.00
Public-Non Institutions	E-VOTING	5284938	124544	2.36	124543	1	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5284938	124544	2.36	124543	1	100.00	0.00
TOTAL		19570355	14310918	73.13	14310917	1	100.00	0.00

ANNEXURE 3

VIKAS R CHOMAL AND ASSOCIATES

PRACTICING COMPANY SECRETARIES

A/B-201, MANAS BLDG, KHAKAR ALLEY, THANE WEST – 400601

Email: csvrca@gmail.com/vikas@vrca.co.in, Phone: 022-25410931/9867811641

COMBINED SCRUTINIZER REPORT FOR THE RESULT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING CONDUCTED DURING THE ANNUAL GENERAL MEETING THROUGH E-VOTING

To,
Mr. Ashok V. Hiremath
Managing Director
Astec LifeSciences Limited
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai-400 079,
Maharashtra

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 from time to time and e-voting conducted during the Annual General Meeting, for the 26th Annual General Meeting of Astec Lifesciences Limited held on Wednesday, July 22, 2020 at 4:00 p.m. through video conferencing ('VC') / other audio visual means ('OAVM') .

I, Vikas R Chomal, of Vikas R Chomal and Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Astec Lifesciences Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 26th Annual General Meeting ("AGM") of Astec Lifesciences Limited on Wednesday, July 22 ,2020 at 4:00 p.m. through VC.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated May 05, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, July 18, 2020 (9:00 a.m. IST) and ended on Tuesday, July 21, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, July 15, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of NSDL (https://www.evoting.nsdl.com) in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The Result of the Remote E-voting together with that of E-voting conducted at the venue of AGM is as under:

RESOLUTION 1: ORDINARY BUSINESS (Ordinary Resolution)

Adoption of Financial Statements for the Financial Year ended 31st March, 2020:

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Statutory Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
82	1,42,82,408	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
1	1	Negligible

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 2: ORDINARY BUSINESS (Ordinary Resolution)

Declaration of Final Dividend on Equity Shares for the Financial Year ended 31st March, 2020:

To declare Final Dividend @ 15% (Fifteen per cent) [i.e., @ Rs.1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of Rs.10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2020.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
83	1,43,10,916	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
2	2	Negligible

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 3: ORDINARY BUISNESS (Ordinary Resolution)

Re-appointment of Mr. Nadir B. Godrej as a "Director", liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
82	1,43,02,574	99.94

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
3	8,344	0.06

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 4: SPECIAL BUSINESS (Special Resolution)

Re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company:

To re-appoint Mr. Ashok V. Hiremath (DIN: 00349345) as the "Managing Director" of the Company for a period of 2 (two) years commencing from 1st April, 2020 upto 31st March, 2022.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
82	1,43,02,574	99.94

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
3	8,344	0.06

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 5: SPECIAL BUSINESS (Ordinary Resolution)

Appointment of Mr. R. R. Govindan as an "Independent Director" of the Company:

To appoint Mr. R. R. Govindan (DIN: 02148801) as an "Independent Director" of the Company for a period of 5 (five) years commencing from 30th January, 2020 upto 29th January, 2025.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
84	1,43,10,917	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
1	1	Negligible

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 6: SPECIAL BUSINESS (Special Resolution)

Re-appointment of Mr. Vijay Kashinath Khot as an "Independent Director" of the Company:

To re-appoint Mr. Vijay Kashinath Khot (DIN: 03520249) as an "Independent Director" of the Company, for a period of 5 (five) years commencing from 29th January, 2021 upto 28th January, 2026.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
84	1,43,10,917	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
1	1	Negligible

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 7: SPECIAL BUSINESS (Special Resolution)

Re-appointment of Dr. Brahma Nand Vyas as an "Independent Director" of the Company:

To re-appoint Dr. Brahma Nand Vyas (DIN: 02796071) as an "Independent Director" of the Company for a period of 5 (five) years commencing from 29th January, 2021 upto 28th January, 2026.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
84	1,43,10,917	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
1	1	Negligible

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

RESOLUTION 8: SPECIAL BUSINESS (Ordinary Resolution)

Ratification of Remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending 31st March, 2021:

To consider and ratify the remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending 31st March, 2021.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
84	1,43,10,917	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
1	1	Negligible

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0.00	0.00

All the 8 (Eight) Resolutions mentioned in the Notice of AGM dated 5th May, 2020 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from NSDL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

FOR VIKAS R CHOMAL AND ASSOCIATES

VIKAS RAMCHANDRA CHOMAL Digitally signed by VIKAS RAMCHANDRA CHOMAL Date: 2020.07.22 21:41:31 +05'30'

VIKAS R CHOMAL
PRACTICING COMPANY SECRETARIES
ACS NO: 24941 **Date: 22/07/2020**
COP: 12133 **Place: Thane, Maharashtra**

ICSI Firm Peer Review Reg No: S2013MH216500
ICSI UDIN: A024941B000491198

HIREMATH ASHOK VISHWANATH

ANNEXURE 4

ASTEC

ANNUAL REPORT | 2019-20

Astec LifeSciences Limited

Chemistry at **Work**

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IMPORTANT COMMUNICATION TO SHAREHOLDERS

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent through e-mail to the Shareholders. Further, in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder and the recent Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), electronic copies of the Notice of the 26th (Twenty-Sixth) Annual General Meeting (AGM) and the Annual Report for the Financial Year 2019-20 will be sent to all the Shareholders whose e-mail addresses are registered with the Company / Depository Participant(s). Shareholders may note that the Notice of the AGM and Annual Report 2019-20 will also be available on the Company's website (at www.astecls.com), on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) (at www.evoting.nsdl.com).

BOARD OF DIRECTORS

Mr. Nadir B. Godrej
Chairman

Mr. Ashok V. Hiremath
Managing Director

Mr. Balram Singh Yadav
Director

Mr. Rakesh Dogra
Director

Mr. Arijit Mukherjee
Whole Time Director

Mr. R. R. Govindan
Independent Director

Dr. Leena Raje
Independent Director

Mr. Vinod Malshe
Independent Director

Dr. Brahma Nand Vyas
Independent Director

Mr. Vijay Kashinath Khot
Independent Director

CORPORATE INFORMATION

BOARD OF DIRECTORS	: Mr. Nadir B. Godrej (Chairman) Mr. Ashok V. Hiremath (Managing Director) Mr. Arijit Mukherjee (Whole Time Director) Mr. Balram Singh Yadav Mr. Rakesh Dogra Mr. Vinod Malshe Dr. Leena Raje Dr. Brahma Nand Vyas Mr. Vijay Kashinath Khot Mr. R. R. Govindan (w.e.f. 30th January, 2020) Mr. Sitendu Sharma (upto 30th January, 2020)
STATUTORY AUDITORS	: B S R & Co. LLP, Chartered Accountants
SECRETARIAL AUDITORS	: BNP & Associates, Company Secretaries
COST AUDITORS	: NNT & Co., Cost Accountants
BOARD COMMITTEES	
AUDIT COMMITTEE	: Mr. R. R. Govindan (Chairman) (w.e.f. 31st January, 2020) Mr. Sitendu Sharma (Chairman) (upto 30th January, 2020) Mr. Vinod Malshe Dr. Leena Raje Mr. Vijay Kashinath Khot Dr. Brahma Nand Vyas Mr. Ashok V. Hiremath Mr. Balram Singh Yadav
NOMINATION AND REMUNERATION COMMITTEE	: Mr. Vinod Malshe (Chairman) Dr. Leena Raje Mr. Balram Singh Yadav
STAKEHOLDERS' RELATIONSHIP COMMITTEE	: Mr. Balram Singh Yadav (Chairman) Mr. Vinod Malshe Mr. R. R. Govindan (w.e.f. 31st January, 2020) Mr. Sitendu Sharma (upto 30th January, 2020)
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	: Mr. Vinod Malshe (Chairman) Dr. Leena Raje Mr. Ashok V. Hiremath Mr. Balram Singh Yadav
RISK MANAGEMENT COMMITTEE	: Mr. Ashok V. Hiremath (Chairman) Mr. Balram Singh Yadav Mr. R. R. Govindan (w.e.f. 31st January, 2020) Mr. Sitendu Sharma (upto 30th January, 2020) Mr. Saurav Bhala

COMPENSATION COMMITTEE	: Mr. R. R. Govindan (Chairman) (w.e.f. 31st January, 2020) Mr. Sitendu Sharma (Chairman) (upto 30th January, 2020) Mr. Vinod Malshe Mr. Balram Singh Yadav
MANAGING COMMITTEE	: Mr. Balram Singh Yadav (Chairman) Mr. Ashok V. Hiremath Mr. Rakesh Dogra
CHIEF FINANCIAL OFFICER	: Mr. Saurav Bhala
COMPANY SECRETARY & COMPLIANCE OFFICER	: Ms. Tejashree Pradhan
REGISTRAR AND SHARE TRANSFER AGENT	: Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra Tel. No.: 022- 6263 8200, Fax: 022 – 6263 8299 Website: www.bigshareonline.com E-mail: investor@bigshareonline.com
REGISTERED OFFICE	: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra Contact Number:- Telephone No.: 022 – 2518 8010 Fax No.: 022 – 2261 8289 Website: www.astecls.com E-mail: astecinfo@godrejastec.com Corporate Identity Number (CIN): L99999MH1994PLC076236
FACTORIES	: (1) Plot Nos. B-17, B-18 & B-21, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 309, Maharashtra (2) Plot No. B-16, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 309, Maharashtra (3) Plot No. K-2/1/1, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra (4) Plot No. K-2/1/2, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra
RESEARCH & DEVELOPMENT CENTRE	: F-39, MIDC-Phase-II Dombivili (East), District Thane – 421 204, Maharashtra
BANKERS	: ICICI Bank Limited

MANAGING DIRECTOR'S MESSAGE

Mr. Ashok V. Hiremath
Managing Director

Dear Shareholders,

Financial Year 2019-20 represented another year of robust growth for Astec. Total Revenues grew by 20.8% from ₹44,200 Lakh during 2018-19 to ₹53,415 Lakh during 2019-20. Exports increased by 21.6% during the Financial Year 2019-20. Profit After Tax (PAT) improved by 33.0% from ₹3,569 Lakh during 2018-19 to ₹4,747 Lakh during 2019-20. The Company was also able to reduce its borrowings from ₹17,567 Lakh to ₹9,871 Lakh. Thereby, the debt-equity ratio reduced from 0.87 to 0.40.

Return on Capital Employed (ROCE) was 19.2% and Return on Equity (ROE) was 19.3%. The consistent performance resulted in a 4-year Compounded Annual Growth Rate (CAGR) of 19.9% in revenues and 36.4% in Profit After Tax (PAT). All the above indicators demonstrate the strong financial health of the Company.

Last year was characterised by continuing disruptions in supply chain from China followed by the outbreak of COVID in China. This resulted in challenges and opportunities and our team managed the circumstances well to return a strong performance in Q3 and Q4 of 2019-20.

Our plants were shut down in the last week of March 2020 due to the nationwide lockdown. However, through proactive actions by our team, we resumed production in our plants in a phase-wise manner from April 10, 2020. Extensive precautions have been taken to ensure safety of our people. While the lockdown has been eased, we continue to be vigilant and continue to manage the changing environment.

The Company's contract manufacturing business also performed well and we saw strong demand for our products. We commissioned two new products for multinationals. We also have several projects in the pipeline which will be rolled out over the next few years.

Construction of a new herbicide plant is expected to be completed by the end of the year and we propose to introduce two new products this year. We will also continue our programme of backward integration to reduce our dependence on China.

Our Research & Development (R&D) team continues to develop new products at a healthy pace.

We have completed the design of our new state-of-the-art Research & Development (R&D) Centre, which will result in a quantum jump in our R&D capabilities. We hope to commission this facility by the end of the next year.

Our Environment, Health and Safety team continued its excellent work. Our safety record was excellent. We had no lost time injuries.

Your Company maintained its short term rating of "A1+" and long term rating of "AA-" in spite of the challenging conditions in the economy.

Our Corporate Social Responsibility (CSR) activities continued in line with the Group's Good and Green philosophy. We worked on projects in the area of agriculture and rural livelihoods, women empowerment and community

development. Our programme to enhance rural livelihood of communities in the areas of our manufacturing plants yielded good results.

Since we cater to the agriculture sector which will continue to function as usual in spite of the COVID situation, we do not foresee a significant impact on our demand.

Finally, I would like to express my sincere appreciation to all our employees for their contribution towards the performance of the Company. I also appreciate the support received from our customers, suppliers, various Government departments and gratefully acknowledge the continuous support of all our Shareholders.

Yours sincerely,

Ashok Hiremath
Managing Director
Astec LifeSciences Limited

FINANCIAL HIGHLIGHTS

Standalone Financial Highlights:

(₹ in Lakh)

Particulars	2019-20	2018-19	2017-18
Revenue from Operations	52,222.09	43,090.12	37,084.52
Earnings Before Interest, Tax, Depreciation and Amortization	9,713.68	8,750.98	7,685.74
Profit / (Loss) Before Exceptional Items and Tax	6,127.42	5,579.33	5,152.57
Profit / (Loss) Before Tax	6,127.42	5,579.33	5,567.78
Profit / (Loss) After Tax	4,747.19	3,568.60	3,497.08
Other Comprehensive Income (Net of Tax)	(18.21)	18.69	(28.30)
Total Comprehensive Income	4,728.98	3,587.29	3,468.78
Earnings Per Share – Basic (in ₹)	24.27	18.26	17.91
Earnings Per Share – Diluted (in ₹)	24.25	18.23	17.88
Total Equity	24,643.90	20,246.49	16,968.69
Total Debt	9,871.16	17,566.79	12,457.48
Proposed Dividend, subject to approval of Shareholders at the ensuing 26th AGM (per Equity Share of Face Value of ₹10/- each) (in ₹)	1.50	1.50	1.50

Consolidated Financial Highlights:

(₹ in Lakh)

Particulars	2019-20	2018-19	2017-18
Revenue from Operations	52,260.61	43,090.12	37,084.92
Earnings Before Interest, Tax, Depreciation and Amortization	9,711.10	8,762.94	7,690.13
Profit / (Loss) Before Exceptional Items and Tax	6,135.25	5,590.41	5,155.95
Profit / (Loss) Before Tax	6,135.25	5,590.41	5,571.16
Profit / (Loss) After Tax	4,752.71	3,576.54	3,503.74
Other Comprehensive Income (Net of Tax)	(17.06)	19.45	(28.89)
Total Comprehensive Income	4,735.65	3,595.99	3,474.85
Earnings Per Share – Basic (in ₹)	24.29	18.28	17.88
Earnings Per Share – Diluted (in ₹)	24.27	18.26	17.84
Total Equity	24,689.43	20,279.90	16,993.41
Total Debt	9,871.16	17,566.79	12,457.48

ASTEC LIFESCIENCES LIMITED
Corporate Identity Number (CIN): L99999MH1994PLC076236
Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra
Tel.: +91 22 2518 8010; **Fax:** +91 22 2261 8289; **Website:** www.astecls.com;
Email: astecinvestors@godrejastec.com

NOTICE OF THE 26TH (TWENTY SIXTH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **26th (Twenty Sixth) Annual General Meeting** ("AGM") of the Shareholders of **ASTEC LIFESCIENCES LIMITED** ("Company") will be held on **Wednesday, 22nd July, 2020** at **4.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2020:

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Statutory Auditors thereon.

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended 31st March, 2020:

To declare Final Dividend @ 15% (Fifteen per cent) [i.e., @ ₹1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of ₹10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2020.

3. Re-appointment of Mr. Nadir B. Godrej as a "Director", liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), who retires by rotation and, being eligible, offers himself for re-appointment.

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Nadir B. Godrej [Director Identification Number (DIN): 00066195] as a "Director", who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company:

To re-appoint Mr. Ashok V. Hiremath (DIN: 00349345) as the "Managing Director" of the Company for a period of 2 (two) years commencing from 1st April, 2020 upto 31st March, 2022, and to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], read with Schedule V to the Companies Act, 2013 (as may be amended from time to time), the applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on 31st March, 2020, approval of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Ashok V. Hiremath [Director Identification Number (DIN): 00349345] as the "Managing Director" of the Company for a period of 2 (two) years commencing from 1st April, 2020 upto 31st March, 2022, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice of the 26th (Twenty Sixth) Annual General Meeting of the Company."

"**RESOLVED FURTHER THAT** the remuneration and perquisites within the limits as set out in the said Explanatory Statement be allowed and paid to Mr. Ashok V. Hiremath in his capacity as the "Managing Director" for the period from 1st April, 2020 to 31st March, 2022, notwithstanding any loss or inadequacy of profit during the said period, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force]."

"**RESOLVED FURTHER THAT** the Board of Directors and / or the Nomination and Remuneration Committee thereof be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Ashok V. Hiremath as the "Managing Director", including any change in his designation, at its / their discretion and as may be deemed fit from time to time, so as to not exceed the limits specified under Schedule V to the Companies Act, 2013 and/or any other provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force]."

"**RESOLVED FURTHER THAT** the Board of Directors and / or the Nomination and Remuneration Committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of the powers herein conferred to any Committee of Directors or Director(s) or Key Managerial Personnel to give effect to the aforesaid resolution."

5. Appointment of Mr. R. R. Govindan as an "Independent Director" of the Company:

To appoint Mr. R. R. Govindan (DIN: 02148801) as an "Independent Director" of the Company for a period of 5 (five) years commencing from 30th January, 2020 upto 29th January, 2025, and to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other Rules framed under the Act, as may be applicable [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) ("the SEBI Listing Regulations"), Mr. R. R. Govindan [Director Identification Number (DIN): 02148801], who was appointed by the Board of Directors as an "Additional Director" to hold office of "Non-Executive, Independent Director" of the Company with effect from 30th January, 2020, in terms of Section 161(1) of the Act and who meets the criteria for Independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an "Independent Director" of the Company not liable to retire by rotation, for a period of 5 (five) years from 30th January, 2020 upto 29th January, 2025."

"**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

6. Re-appointment of Mr. Vijay Kashinath Khot as an "Independent Director" of the Company:

To re-appoint Mr. Vijay Kashinath Khot (DIN: 03520249) as an "Independent Director" of the Company, for a period of 5 (five) years commencing from 29th January, 2021 upto 28th January, 2026, and to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other Rules framed under the Act, as may be applicable [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) ("the SEBI Listing Regulations"), Mr. Vijay Kashinath Khot [Director Identification Number (DIN): 03520249], who meets the criteria for Independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an "Independent Director" of the Company not liable to retire by rotation, for his second term for a period of 5 (five) years commencing from 29th January, 2021 upto 28th January, 2026."

"**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

7. Re-appointment of Dr. Brahma Nand Vyas as an "Independent Director" of the Company:

To re-appoint Dr. Brahma Nand Vyas (DIN: 02796071) as an "Independent Director" of the Company for a period of 5 (five) years commencing from 29th January, 2021 upto 28th January, 2026, and to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other Rules framed under the Act, as may be applicable [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) ("the SEBI Listing Regulations"), Dr. Brahma Nand Vyas [Director Identification Number (DIN): 02796071), who meets the criteria for Independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an "Independent Director" of the Company not liable to retire by rotation, for his second term for a period of 5 (five) years commencing from 29th January, 2021 upto 28th January, 2026."

"**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

8. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending 31st March, 2021:

To consider and ratify the remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the "Cost Auditors" of the Company for the Financial Year ending 31st March, 2021 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], based on the recommendation of the Audit Committee of the Board of Directors, remuneration of M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 100911), the "Cost Auditors" appointed by the Board of Directors of the Company, for the Financial Year ending 31st March, 2021 for conducting audit of

the cost records of the Company, of ₹50,000/- (Rupees Fifty Thousand Only) per annum, plus Goods and Service Tax (GST) and reimbursement of out-of-pocket expenses, be and is hereby ratified and approved."

"**RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs has, vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020, (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 26th (Twenty-Sixth) AGM of the Company is being held through VC / OAVM. The National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained hereunder and is also available on the website of the Company at www.astecls.com.

2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

   Further, additional information pursuant to Regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at this AGM as mentioned in Item No. 3, 4, 5, 6 and 7 of this AGM Notice is also annexed hereto.

3. Since this AGM is being held pursuant to the 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 AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (Mr. Vikas R. Chomal, Practicing Company Secretary), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to csvrca@gmail.com with a copy marked to evoting@nsdl.co.in and agm.astec@godrejastec.com.

5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act and Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, may please be sent to agm.astec@godrejastec.com.

8. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 18th July, 2020 to Tuesday, 21st July, 2020 (both days inclusive)** for annual closing and determining the entitlement of the Shareholders to the Final Dividend, if declared by the Shareholders, for the Financial Year 2019-20.

9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on agm.astec@godrejastec.com.

10. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company ("Bigshare") in case the shares are held by them in physical form.

11. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI), the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, including Report of Board of Directors, Statutory Auditors' Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Bigshare.

12. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare on its website (at www.bigshareonline.com), to enable the Company to send electronic communications.

13. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2019-20 will be available on the Company's website www.astecls.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and National Stock Exchange of India Limited (at www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

14. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare on its website (at www.bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to investor@bigshareonline.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).

15. The Final Dividend for the Financial Year 2019-20, as recommended by the Board of Directors, if declared at the AGM, would be paid / credited by Friday, 31st July, 2020 subject to deduction of tax at source, to those Shareholders or their mandates:-

    (a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, 17th July, 2020**, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

    (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Bigshare on or before **Friday, 17th July, 2020**.

16. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

The Company in compliance with the aforesaid provisions and the said Rules has transferred 1,818 (One Thousand Eight Hundred and Eighteen) Equity Shares of the Face Value of ₹10/- each belonging to 18 (Eighteen) Shareholders underlying the unclaimed dividends for the Financial Year 2011-12. The market value of the Equity Shares transferred is approximately ₹7.17 Lakh considering the Share Price as on 31st March, 2020. Shareholders are requested to take note of the aforesaid newly notified Sections of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF.

Shareholders may note that the dividend and Equity Shares transferred to the IEPF can be claimed back by the concerned Shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Unclaimed/ Unpaid Dividend:

Shareholders are informed that the dividend amount for the Financial Year 2012-13 remaining unclaimed shall become due for transfer on 17th October, 2020 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of Section 124 of the Companies Act, 2013, on expiry of 7 (seven) years from the date of its declaration.

Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 (seven) years from the dates they became first due for payment.

Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2012-13 is requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before 1st October, 2020. The Company intends to send reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in the due course.

The details of Dividend declared from the Financial Year 2012-13 onwards and the last date of transferring unclaimed and unpaid Dividend declared by the Company for the Financial Year 2012-13 onwards is as under:

Financial Year	Date of Declaration of Dividend	Dividend (%)	Dividend per Equity Share (in ₹)	Amount lying in the Unpaid Dividend Account as on 31st March, 2020 (in ₹)	Last Date for claiming Unpaid/ Unclaimed dividend
2012-13	17.09.2013	7.50	0.75	75,766.25	17.10.2020
2013-14	23.09.2014	10.00	1.00	1,07,318.00	23.10.2021
2014-15	22.09.2015	12.50	1.25	1,13,803.75	22.10.2022
2015-16	-	-	-	Nil	-
2016-17	28.07.2017	15.00	1.50	1,39,440.00	28.08.2024
2017-18	01.08.2018	15.00	1.50	125,118.00	01.09.2025
2018-19	26.07.2019	15.00	1.50	88,224.00	26.08.2026

The Shareholders who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately.

Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared for the Financial Year 2018-19, on the website of the Company, www.astecls.com.

17. Shareholders who have not encashed the dividend warrants for the previous year/s so far, are requested to make their claim with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company, at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra, well in advance of the above due dates. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unpaid and Unclaimed dividend amount(s) lying with the Company as on 26th July, 2019 (date of last AGM) on the website of the Company, viz., www.astecls.com, as also on the website of the Ministry of Corporate Affairs (MCA).

18. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

    a) For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 7.5%) on the amount of Dividend declared and paid by the Company during Financial Year 2020-21, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

    However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2020-21 does not exceed ₹5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2020-21.

    Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

    b) For Mutual Fund Shareholders, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and a declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.

    c) For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.

    d) For Other Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:

    - Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
    - Self-declaration in Form 10F;
    - Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;

- Self-declaration, certifying the following points:

  i) Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21;

  ii) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

  iii) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

  iv) Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and

  v) Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21.

  Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of Bigshare (at www.bigshareonline.com). The Shareholders may also download these forms from Bigshare's website and send physical copies of the duly filled forms/documents to Bigshare's Registered Office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra. The aforesaid declarations and documents need to be submitted by the Shareholders on or before **Friday, 17th July, 2020 by 11.59 p.m. (IST)** to Bigshare. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

19. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

20. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.

21. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses upon normalization of the postal services.

    Shareholders are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depository Participants (DPs) in case the shares are held in electronic mode or to Bigshare, the Registrar and Share Transfer Agent in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare.

23. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.

24. Shareholders holding shares in physical mode, who have not provided the information regarding bank particulars, are requested to register/update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) online with Bigshare on its website (at www.bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder along with a copy of latest cancelled cheque with the Shareholder's name. Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant.

25. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or Bigshare for assistance in this regard.

    Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

26. At the 23rd (Twenty-Third) AGM held on 28th July, 2017, the Shareholders have approved appointment of B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of the 23rd (Twenty-Third) AGM till the conclusion of the 28th (Twenty-Eighth) AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.

27. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at agm.astec@godrejastec.com to facilitate clarifications during the AGM.

28. The venue of the AGM shall be deemed to be the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079.

29. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**

(A) VOTING THROUGH ELECTRONIC MEANS

a) 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) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.

c) The remote e-voting period commences on **Saturday, 18th July, 2020 (at 9.00 a.m. IST)** and ends on **Tuesday, 21st July, 2020 (at 5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Wednesday, 15th July, 2020**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

d) The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e., **Wednesday, 15th July, 2020**.

e) Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

Manner of Voting Electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if your folio number is 001*** and EVEN is 113019 then user ID is 113019001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in "**process for those shareholders whose email ids are not registered"**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company, i.e., 113019 for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1 Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvrca@gmail.com with a copy marked to agm.astec@godrejastec.com and evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or amitv@nsdl.co.in or at telephone number 022-2499 4360 or Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number 022-2499 4545.

Process for those Shareholders whose Email IDs are not registered with the Depositories, for procuring User ID and Password and Registration of E-mail IDs for E-voting for the Resolutions set out in the Notice of AGM:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Bigshare on its website (at www.bigshareonline.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant (DP).

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. 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.

6. Shareholders, who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at agm.astec@godrejastec.com. The same will be replied by the Company suitably, either in advance or at the time of AGM.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at agm.astec@godrejastec.com from 18th July, 2020 (9.00 a.m. IST) to 20th July, 2020 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or amitv@nsdl.co.in or at telephone number 022-2499 4360 or Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number 022-2499 4545.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.

30. Mr. Vikas R. Chomal, Practicing Company Secretary (Certificate of Practice No. 12133) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.

31. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.astecls.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

32. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Wednesday**, **22nd July, 2020**.

By the Order of the Board of Directors
For Astec LifeSciences Limited

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 5th May, 2020

Registered Office:
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra
Tel. No.: 022 - 2518 8010
Fax No.: 022 - 2261 8289
Website: www.astecls.com
Email: astecinvestors@godrejastec.com
CIN: L99999MH1994PLC076236

ANNEXURE TO THE NOTICE FOR THE 26TH (TWENTY SIXTH) ANNUAL GENERAL MEETING (AGM) OF ASTEC LIFESCIENCES LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Special Business mentioned in the accompanying Notice for convening the 26th (Twenty Sixth) Annual General Meeting of **Astec LifeSciences Limited** on **Wednesday, 22nd July, 2020 at 4.00 p.m. (IST)**: -

ITEM NO. 4:

Subject to approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 31st March, 2020, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company for a period of 2 (two) years commencing from 1st April, 2020 upto 31st March, 2022 and for the remuneration payable to him in such capacity.

Therefore, in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the proposed remuneration of Mr. Ashok V. Hiremath as the "Managing Director" of the Company and the terms and conditions of his re-appointment require approval of the Shareholders by way of a Special Resolution.

A brief profile of Mr. Ashok V. Hiremath in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided elsewhere in this Notice.

The proposed remuneration and terms and conditions of re-appointment of Mr. Ashok V. Hiremath are as given below:

Term:

Period of 2 (two) years from 1st April, 2020 upto 31st March, 2022.

Nature of Duties:

Mr. Ashok V. Hiremath shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in its absolute discretion determine and entrust to him.

Remuneration:

- In the range of ₹ 42,77,496/- (Rupees Forty Two Lakh Seventy Seven Thousand Four Hundred Ninety Six Only) per annum to ₹60,00,000/- (Rupees Sixty Lakh Only) per annum, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
- Other benefits, perquisites and allowances as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company.
- Bonus / performance linked incentives based on performance criteria laid down by the Board of Directors and/ or the Nomination and Remuneration Committee.
- Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.
- The aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, as may be amended from time to time and shall be subject to requisite approvals, if and to the extent necessary.
- Mr. Ashok Hiremath shall not be paid any sitting fees for attending Meetings of the Board of Directors or of any Committee thereof.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of Mr. Ashok V. Hiremath, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

Other Terms of Re-appointment:

- In terms of the Article 130 of the Articles of Association of the Company, Mr. Ashok V. Hiremath shall not be liable to retire by rotation.
- The terms and conditions of his re-appointment, including any change in his designation or remuneration, may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013, or any amendments made hereinafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- Mr. Ashok V. Hiremath shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- The employment of Mr. Ashok Hiremath may be terminated by the Company without notice or payment in lieu of notice:
  - a) If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or;
  - b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the Agreement between the Company and Mr. Ashok V. Hiremath; or
  - c) In the event the Board expresses its loss of confidence in him.
- If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Ashok V. Hiremath will cease to be the "Managing Director" and also cease to be a "Director". If at any time, Mr. Ashok V. Hiremath ceases to be a "Director" of the Company for any reason whatsoever, he shall cease to be the "Managing Director" and the Agreement shall forthwith terminate. If at any time, Mr. Ashok V. Hiremath ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a "Director" and "Managing Director" of the Company.
- The re-appointment may be terminated by either party by giving to the other party, 3 (three) months' notice in writing of such termination or the Company paying 3 (three) months' basic salary in lieu thereof.
- The terms and conditions of the re-appointment of Mr. Ashok V. Hiremath also include clauses pertaining to adherence to the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company.

Except Mr. Ashok V. Hiremath and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 is provided elsewhere in this Notice.

The Board of Directors recommends the **Special Resolution** as set out in Item No. 4 in the Notice for approval of the Shareholders.

ITEM NO. 5:

In accordance with the provisions of Section 149 of the Companies Act, 2013 and pursuant to Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to have at least half of the total number of Directors on the Board as Independent Directors who shall not be liable to retire by rotation.

The Board of Directors, at its Meeting held on 30th January, 2020, approved the appointment of Mr. Rishinaradamangalam Ramakrishna Govindan, as an Additional Director (Non-Executive & Independent Director), on the Board of the Company for a period of 5 (five) years commencing from 30th January, 2020 upto 29th January, 2025, subject to approval of the Shareholders.

The Company has received the consent from Mr. R. R. Govindan as required under the provisions of Section 149(6) Companies Act, 2013 and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mr. R. R. Govindan debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

In the opinion of the Board of Directors Mr. R. R. Govindan fulfills the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Mr. R. R. Govindan in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided elsewhere in this Notice.

The terms and conditions of appointment will be available on request at agm.astec@godrejastec.com till the conclusion of the AGM, without any fee.

Except Mr. R. R. Govindan and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution.

The Board of Directors recommends the **Ordinary Resolution** as set out in Item No. 5 in the Notice for approval of the Shareholders.

ITEM NO. 6 & 7:

Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas were appointed as "Independent Directors" of the Company for a term of 5 (Five) years with effect from 29th January, 2016 upto 28th January, 2021. The Nomination and Remuneration Committee and the Board of Directors, at their respective Meetings held on 5th May, 2020, had recommended re-appointment of Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas as the "Non- Executive, Independent Directors" of the Company, subject to the approval of the Members, for a second term commencing from 29th January, 2021 upto 28th January, 2026.

The Company has received the consents from aforementioned Directors and also their declaration confirming that they are not disqualified from continuing as Directors in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on their performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and expertise in their relevant fields and invaluable contribution made by the Directors during their tenure, continued association of Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas are independent of the management of the Company and in the opinion of the Board of Directors of the Company, they fulfil the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Directors of the Company.

Except Mr. Vijay Kashinath Khot and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in the Special Resolution set out in Item No. 6.

The Board of Directors recommends the **Special Resolution** as set out in Item No. 6 in the Notice for approval of the Shareholders.

Except Dr. Brahma Nand Vyas and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in the Special Resolution set out in Item No. 7.

The Board of Directors recommends the **Special Resolution** as set out in Item No. 7 in the Notice for approval of the Shareholders.

A copy of the draft letter of appointment in respect of Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas, Independent Directors setting out the terms and conditions will be available on request at agm.astec@godrejastec.com till the conclusion of the AGM, without any fee.

ITEM NO. 8:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 100911), as the "Cost Auditors" of the Company for the Financial Year 2020-21, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on 5th May, 2020.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹50,000/- (Rupees Fifty Thousand Only) per annum, plus Goods and Service Tax (GST) and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Shareholders.

Based on the certification received from the Cost Auditors, it may be noted that:-

(a) the Cost Auditors do not suffer from any disqualifications as specified under Sections 139(1) and 141(3) of the Act;

(b) their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;

(c) they are not holding any securities of the Company carrying voting rights;

(d) they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 8.

The Board recommends the **Ordinary Resolution** set forth in Item No. 8 for approval of the Shareholders.

By the Order of the Board of Directors
for Astec LifeSciences Limited

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 5th May, 2020

Registered Office:
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East),
Mumbai – 400 079,
Maharashtra
Tel. No.: 022 - 2518 8010
Fax No.: 022 - 2261 8289
Website: www.astecls.com
Email: astecinvestors@godrejastec.com
CIN: L99999MH1994PLC076236

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 26TH (TWENTY SIXTH) ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. N. B. Godrej (Director)	Mr. Ashok V. Hiremath (Managing Director)	Mr. R. R. Govindan (Independent Director)	Mr. Vijay Kashinath Khot (Independent Director)	Dr. Brahma Nand Vyas (Independent Director)
Director Identification Number (DIN)	00066195	00349345	02148801	03520249	02796071
Date of Birth (DD/MM/YYYY)	26/08/1951	31/05/1955	13/08/1954	14/05/1949	07/10/1949
Age (in years)	68	64	65	70	70
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment (DD/MM/YYYY)	06/11/2015	01/04/2019 (Last re-appointment as the "Managing Director")	30/01/2020	29/01/2016	29/01/2016
Percentage of Shareholding in the Company	0.00%	9.94%	0.00%	0.00%	0.00%
Qualification	Master of Science degree in Chemical Engineering from Stanford University and an MBA from Harvard Business School	Graduate of the Institution of Engineers, Australia, Bachelor of Arts from University of Oxford, Master's degree of Arts from the University of Oxford and Post Graduate Diploma in Chemical Engineering from University of London	Commerce Graduate and a Member of the Institute of Chartered Accountants of India (ICAI)	B.Sc. from University of Mumbai D.D.M., Exe. Ed. Prog.	B.Sc. (Agriculture) from the University of Rajasthan; M.Sc. (Agriculture) from the University of Udaipur, with Honours; Ph.D. (Chemistry)
Nature of expertise in specific functional areas	Has been a Director of several Godrej companies since 1977 and has developed the animal feed, agricultural inputs and chemicals businesses of Godrej Industries Limited and other associate companies, and has been very active in research	Over 40 years of experience in agrochemical manufacturing industry	Over 35 years of corporate work experience in Finance, M & A, Green Field projects, independent management of JV relationship and management of Agri Verticals	Mentor for development of team (dealers, distributors, farmers etc.)	R & D in the areas of Plant Production and Protection, Resource optimization and yields maximization
Number of Equity Shares held in the Company	-	19,45,506 Equity Shares	-	-	-
Number of Board Meetings attended during the Financial Year 2019-20	5 out of 6	6 out of 6	2 out of 2	6 out of 6	6 out of 6

Name of Director	Mr. N. B. Godrej (Director)	Mr. Ashok V. Hiremath (Managing Director)	Mr. R. R. Govindan (Independent Director)	Mr. Vijay Kashinath Khot (Independent Director)	Dr. Brahma Nand Vyas (Independent Director)
Directorships held in other Companies*	1. Godrej Agrovet Limited 2. Godrej Industries Limited 3. Godrej Consumer Products Limited 4. Godrej Properties Limited 5. Mahindra And Mahindra Limited	-	-	-	-
Chairmanships of Committees in other companies**	**1. Godrej Consumer Products Limited** • Stakeholders' Relationship Committee • Corporate Social Responsibility Committee • Securities Committee **2. Godrej Agrovet Limited** • Risk Management Committee • Stakeholders' Relationship Committee • Managing Committee • Strategy Committee **3. Godrej Industries Limited** • Corporate Social Responsibility Committee • Risk Management Committee	-	-	-	-
Memberships of Committees in other companies**	**1. Godrej Agrovet Limited** • Corporate Social Responsibility Committee **2. Godrej Industries Limited** • Stakeholders' Relationship Committee • Management Committee **3. Mahindra And Mahindra Limited** • Audit Committee • Governance, Nomination & Remuneration Committee • Strategic Investment Committee • R&D Committee • Risk Management Committee	-	-	-	-

Name of Director	Mr. N. B. Godrej (Director)	Mr. Ashok V. Hiremath (Managing Director)	Mr. R. R. Govindan (Independent Director)	Mr. Vijay Kashinath Khot (Independent Director)	Dr. Brahma Nand Vyas (Independent Director)
Relationships between Directors of the Company *inter-se*	None	None	None	None	None
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.astecls.com.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.astecls.com. The details of remuneration sought to be paid is given in the Explanatory Statement annexed to this Notice. Remuneration last drawn is ₹135.85 Lakh in Financial Year 2019-20.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.astecls.com.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.astecls.com.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.astecls.com.

* Includes names of other Listed Companies in which the person holds Directorship.

**Includes names of other Listed Companies in which the person holds Membership and Chairmanship of Committees of the Board of Directors.

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

(1) Nature of Industry: Agrochemicals

(2) Date or expected date of commencement of commercial production: The Company is in the business since 25th January, 1994.

(3) In case of new companies, expected date of commencement of activities: Not applicable since the Company is an existing Company.

(4) Financial performance based on given indicators (on standalone basis):

(₹ in Lakh)

Particulars	Financial Year ended 31st March, 2020	Financial Year ended 31st March, 2019	Financial Year ended 31st March, 2018
Sales Turnover (a) Domestic (b) Export	 22,680.60 29,541.49	 18,796.87 24,293.25	 16,330.94 19,649.33
Total	**52,222.09**	**43,090.12**	**35,980.27**
Profit Before Tax	6,127.42	5,579.33	5,567.78
Profit After Tax	4,747.19	3,568.60	3,497.08
Basic Earnings Per Share (EPS) (in ₹)	24.27	18.26	17.91
Property, Plant & Equipment, Right of use and Intangible Assets (Net)	19,368.04	16,664.35	11,475.69
Paid-up Share Capital	1,956.84	1,955.27	1,952.77
Other Equity	22,687.06	18,291.22	15,015.92
Net Worth	**24,643.90**	**20,246.49**	**16,968.69**

(5) Export performance, net foreign exchange collaborations, if any:

The Company is constantly trying to increase its exports, strategic alliances are made with various parties to increase exports. The Company is obtaining registration in various parts of the world.

(6) Foreign investments or collaborators, if any: The Company has 2 (two) Foreign Subsidiaries:

Name of Foreign Subsidiary Company	% Shareholding	Date of becoming Subsidiary
Astec Europe Sprl (Belgium, Europe)	50.10%	3rd October, 2011
Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia)	100.00%	19th March, 2013

II. Information about Mr. Ashok V. Hiremath (Managing Director):

i) Background Details:

Mr. Ashok V. Hiremath is a graduate from the University of Oxford, holds a Master's degree of Arts (Engineering) from the University of Oxford and a Post Graduate Diploma in Chemical Engineering from the University of London. He has experience in agrochemical manufacturing industry. Previously, he has worked with GEA Airexchangers Limited, London and Hiremath Chemicals Limited.

ii) Past Remuneration:

For the Financial Year 2019-20, Mr. Ashok V. Hiremath's total remuneration was ₹135.85 Lakh.

iii) Recognition or Awards / Job Profile and his Suitability:

He has been actively involved in the affairs of the Company and has played a key role in the growth of the Company since 1994. He was awarded the "Dombivili Giants Award" for Industry in 2008 and the "Udyog Rattan Award" by the Institute of Economic Studies in 2010 and "National Gold Star Award & Gold Medal" from "The Indian Society for Industry and Intellectual Development" and some other international awards for his excellence in Chemical Business.

iv) Remuneration Proposed:

The remuneration of Mr. Ashok V. Hiremath shall be as per the resolution stated above.

v) Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile and Person:

The remuneration of Mr. Ashok V. Hiremath is in tune with the remuneration in similar sized industries in same segment of business. The proposed remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, his contribution as Managing Director to the growth of the Company, its business and its profitability, age and merits of Mr. Ashok V. Hiremath.

vi) Pecuniary Relationship directly or indirectly with the Company, or Relationship with Managerial Personnel, if any:

Other than the remuneration stated above, Mr. Ashok V. Hiremath has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a Promoter of the Company holding along with his relatives, 10.15% of the Paid-up Equity Share Capital of the Company, as on 31st March, 2020.

III. Other Information

<table>
<tr><td>(1)</td><td>Reasons of loss or inadequate profits</td><td rowspan="3">The Company has not incurred loss in the preceding Financial Year 2019-20. However, the ever changing domestic and international market conditions, loss or inadequacy of profit cannot be ruled out. Hence, approval of the Shareholders by Special Resolution is being sought to pay minimum remuneration to Mr. Ashok Hiremath during his tenure of re-appointment as mentioned above.

With the expansion of manufacturing capacity of certain existing products and introduction of certain new products as planned by the Company, it is likely to increase the productivity and consequent increase in profits. The Company is able to provide its customers value addition due to its strong Research & Development (R&D) capabilities. The Company has made substantial investment to bring Environment, Health, Safety (EHS) standard to international levels. The Company is therefore optimistic of making substantial strides in developing this business segment and developing new products.</td></tr>
<tr><td>(2)</td><td>Steps taken or proposed to be taken for improvement</td></tr>
<tr><td>(3)</td><td>Expected increase in productivity and profits in measurable terms</td></tr>
</table>

IV. Disclosures:

Remuneration package of the managerial persons is fully described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2019-20 of the Company.

Cautionary Statement:

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, estimates and expectations which may be "forward-looking statements" within the meaning of the applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies, taxation and other laws and other incidental factors.

COVID-19 Update

At present, the global economic environment is highly unpredictable as the duration and the impact of unprecedented COVID -19 pandemic is difficult to ascertain. After the COVID-19 outbreak in mid-March 2020 in India, our operations were disrupted and factories were closed post the nationwide lockdown announced on 24th March, 2020. Your Company is engaged in the manufacturing of agrochemical intermediates which form a part of essential commodities, therefore, it started operations in April 2020, after obtaining the necessary approvals from the concerned authorities. Your Company is ensuring utmost safety of employees and business partners at factories by strictly following safeguard measures such as usage of masks / gloves, regular temperature screening, setting up disinfectant tunnels, maintaining social distancing, allowing limited workforce and regularly conducting comprehensive factory sanitization.

Industry Structure and Developments:

Indian Economy

In its February 2020 publication, the Central Statistical Organization (CSO) had estimated the Indian Gross Domestic Product (GDP) to grow at 5.0% for the Financial Year 2019-20 which was itself at multi-year low. However, with rapid outbreak of COVID-19 in March 2020 in India, there was a sharp decline in demand and supply across sectors globally and India was no exception. This lowered the fourth quarter GDP to 3.2%, thereby lowering the estimate to 4.2% for the full year 2019-20.

The Company enters the Financial Year 2020-21 with high degree of uncertainty with respect to economic situation, both globally and in India. Various domestic and global agencies are expecting India's GDP to contract in the fiscal year 2020-21, as the extended lockdown has severely impacted the economic activity in the country. However, sectors like agriculture, public administration and public utilities are more resilient and are expected to be less adversely impacted. Further, Indian Government has announced a fiscal stimulus of around ₹20,00,000 Crore (nearly 10% of Indian GDP), especially targeting the key sectors such as Micro, Small and Medium Enterprises (MSMEs), agriculture, financial services and other essential services. This provides much needed near-term relief and we expect the Government to announce additional measures to support growth in the medium-term.

Agriculture Overview

For the agriculture sector, Financial Year 2019-20 is expected to have grown at 4.0% as compared to 2.4% seen in the previous Financial Year. While the food grain production during the Kharif season was impacted by erratic and uneven distribution of rainfall (both geographically and periodically), sowing in the Rabi season grew by 10% year-on-year driven by good water reservoir levels and high soil moisture content. As a result, food grain production for the Financial Year 2019-20 is estimated to be at 295.67 Million Tonnes as compared to previous year production of 285.21 Million Tonnes.

For 2020-21, while the outbreak of COVID-19 has caused supply chain disruption, the impact on the agriculture sector is expected to be limited, as compared to other sectors. This is because agriculture goods are relatively resilient as they form part of essential commodities. Further, the Indian Meteorological Department (IMD) has predicted a normal south west monsoon for the year with rainfall expected to be at 102% of the Long Period Average (LPA) (with a model error of +/- 4%). IMD also expects the country to have a well-distributed rainfall and highlights that 'El Nino'

conditions will be inactive. This comes as a relief amid the ongoing health crisis, as a well-distributed monsoon should support agricultural growth in the Financial Year 2020-21.

Agrochemical Industry and Implications for the Company

Opportunity for Indian agrochemical players remains high, both in the domestic and the international markets. Increasing usage of agrochemicals is needed in India, given the high focus on increasing the yield per hectare, limited arable land, rising labour costs and increase in growth of herbicides and fungicides. Globally, disruption of Chinese agrochemical supply chain has shifted the focus on India, thereby increasing the opportunity for contract manufacturing business for Indian players. Also, as large number of molecules are going off-patent in the next 3 to 5 years, it further augments the opportunity for Indian players.

Your Company is one of the leading players in triazoles fungicide and is well-placed to capitalize on opportunities arising in the domestic and the international markets. While in India, large number of companies are dependent for their raw material supplies from China, your Company is continuously investing in backward integration projects to reduce its dependence on Chinese raw material. This is not only helping the Company in reducing its reliance on China, but is also aiding in margin expansion.

Company's Financial and Operational Performance

Your Company maintained top-line and bottom-line growth momentum and posted strong performance during the Financial Year 2019-20 as total income and profit before tax grew year-on-year by 20.9% and 9.7%, respectively.

Segment-wise, revenue growth was mainly driven by enterprise sales, however, contract manufacturing business also grew, as compared to the previous year. Geographically, both domestic business and international business contributed to the revenue growth. Going forward, your Company will continue to focus on developing manufacturing capabilities which should cater to the key changes emerging in agrochemical industry, both in the domestic and the international markets.

The key highlights of the Consolidated financials for the Financial Year ended 31st March, 2020 are as under:-

Particulars	**Amount (₹ in Lakh)**
Total Income	53,453.86
Earnings before, Interest, Tax, Depreciation and Amortization	9,711.10
Profit Before Tax	6,135.25
Total Comprehensive Income	4,735.65

In the key financial ratios for the Financial Year ended 31st March, 2020, viz., the Debtors Turnover ratio, Inventory Turnover ratio, Interest Coverage ratio, Current ratio, Operating Profit margin, Net Profit margin and Return on Net Worth, there were no significant changes (i.e., change of 25% or more) as compared to the immediately preceding Financial Year ended 31st March, 2019, except in case of Debt Equity ratio which has have improved from 0.87 to 0.40 mainly on account of lower debt levels.

Godrej Agrovet Limited, Holding Company has also increased its stake in your Company during the year and holds 62.37% stake in the Company as on 31st March, 2020 as compared to 57.67% stake as on 31st March, 2019 (The Shareholding of Godrej Agrovet Limited as on 31st March, 2020 as per Register of Members was 119,72,830, i.e., 61.18%. Further, Godrej Agrovet Limited acquired additional 93,740 Equity Shares on 27th March, 2020, 82,135 Equity Shares on 30th March, 2020 and 55,311 Equity Shares on 31st March, 2020 aggregating to total shareholding of 1,22,04,016 Equity Shares, i.e., 62.37%, which was subsequently reflected in the Register of Members, after 31st March, 2020).

Opportunities & Threats:

Opportunities

50% of the Indian agrochemical industry's value is derived from exports and therefore, exports are expected to grow at a faster pace in the coming years as compared to the domestic market. As global companies look for alternate manufacturing locations outside China, the opportunity available to Indian manufacturers including your Company will be huge. Organizations with deep technical capabilities of technical or intermediate chemistries are likely to gain from this shift / diversification of the manufacturing base.

Threats

Erratic and poor South West monsoon can adversely impact the demand for the products of the agrochemical companies. Prolonged El Nino condition also poses a risk to companies in this sector.

A large part of your Company's operations are dependent on exports and need raw materials which may not be available in the domestic market, therefore, risk associated with the non-availability of these materials from overseas markets and also the foreign currency volatility always exists. Extension of COVID-19 pandemic for longer-than-expected time can impact export sales and raw material availability.

Segment-Wise Performance or Product- Wise Performance:

Your Company has only 1 (one) reportable segment, i.e., Agrochemicals and Total Income from agrochemicals was ₹ 53,453.86 Lakh for the Financial Year 2019-20.

Risks and Concerns:

As the overall Indian agriculture is dependent on South West monsoon, any deviation from the normal monsoon severely impacts the domestic demand of Agrochemicals. Timely approval from Government authorities for commencement of the plant operations could be another risk which can impact the ability of the business to meet its manufacturing timelines. Disruption of global supply chain in the agrochemical sector due to COVID-19 for a longer period of time is also a major risk.

Internal Control Systems and their Adequacy:

Your Company remain committed to improve the effectiveness of internal control systems for business processes with regard to its operations, financial reporting and compliance within the applicable laws and regulations. The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. For the Financial Year 2019-20, your Company has got its internal financial controls over financial reporting evaluated from the Internal Auditors of the Company and the report has reaffirmed the effectiveness of such internal controls.

Outlook:

The global as well as the domestic demand for triazole fungicide is showing a strong demand. The Company is also working on enhancing the offering within the triazole fungicide products and developing a robust pipeline for Contract Manufacturing business. International companies are considering India as an alternate to China for contract manufacturing business. This poses a huge opportunity for domestic players like your Company, which have strong technical capabilities.

Material Developments in Human Resources / Industrial Relations Front, including Number of People Employed:

The Company would like to place on record, sincere appreciation for the valuable contribution and support of all its employees towards the performance and growth of the Company. Your Company is happy to have a management team comprising of professionals with a proven track record. The total number of permanent employees on the rolls of the Company as on 31st March, 2020 is 371. There have been no material developments in Human Resources during the Financial Year 2019-20. The Company continues to remain focused and sensitive to the role of human resources in optimizing results in all its areas of working and its industrial relations also continue to be cordial.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

TO THE MEMBERS:

Your Directors have pleasure in presenting this 26th (Twenty Sixth) Directors' Report along with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's financial performance during the Financial Year 2019-20 as compared to that of the previous Financial Year 2018-19 is summarized below:-

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operations	52,222.09	43,090.12	52,260.61	43,090.12
Other Income	1,193.25	1,110.07	1,193.25	1,115.66
Total Income	**53,415.34**	**44,200.19**	**53,453.86**	**44,205.78**
Total Expenses	**47,287.92**	**38,620.86**	**47,318.61**	**38,615.37**
Profit /(Loss) Before Tax	**6,127.42**	**5,579.33**	**6,135.25**	**5,590.41**
Less: Current Tax	1,605.78	1,528.88	1,607.40	1,530.88
Less: Deferred Tax	(305.49)	442.22	(304.80)	442.94
Less: Adjustment for tax of previous years	79.94	39.63	79.94	40.05
Profit/(Loss) After Tax	**4,747.19**	**3,568.60**	**4,752.71**	**3,576.54**
Other Comprehensive Income (Net of Tax)	(18.21)	18.69	(17.06)	19.45
Total Comprehensive Income	**4,728.98**	**3,587.29**	**4,735.65**	**3,595.99**
Total Comprehensive Income attributable to:				
- Owners of Astec LifeSciences Limited	4,728.98	3,587.29	4,734.05	3,593.13
- Non-controlling interests	NA	NA	1.60	2.86

(N.A.: Not Applicable)

2. REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY AND ITS SUBSIDIARIES:

REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY:

Your Company manufactures agrochemical active ingredients (technical), bulk and formulations, intermediate products and sells its products in India as well as exports them to approximately 24 countries.

Your Company continued to maintain a strong performance for the Financial Year 2019-20, with Revenue from Operations of the business growing by 21.19% and Profit Before Tax (PBT) increasing to ₹ 6,127.42 Lakh from ₹ 5,579.33 Lakh for the previous Financial Year 2018-19.

During the Financial Year 2019-20, revenue growth was supported both by the export business and the domestic business. Going forward, your Company will continue to focus on both the markets and develop manufacturing capabilities which should cater to the key changes emerging in agrochemical industry. Your Company will keep on working towards adding new multinational customers for ensuring sustained business growth.

There has been no change in the nature of business of your Company during the Financial Year 2019-20.

REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE SUBSIDIARIES OF THE COMPANY:

Your Company had the following 3 (three) subsidiaries during the Financial Year (F.Y.) 2019-20:-

(i) Behram Chemicals Private Limited:

During the Financial Year ended 31st March, 2020, Behram Chemicals Private Limited reported Profit Before Tax of ₹ 8.44 Lakh, as compared to Profit Before Tax of ₹ 10.36 Lakh during the previous Financial Year 2018-19.

(ii) Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia):

For the year ended 31st March, 2020, Comercializadora Agricola Agroastrachem Cia Ltda reported Profit/(Loss) Before Tax of ₹ Nil, as compared to Profit/(Loss) Before Tax of ₹ (0.05) Lakh reported during the previous year ended 31st March, 2019.

(iii) Astec Europe Sprl (Belgium, Europe):

During the year ended 31st March, 2020, Astec Europe Sprl reported Profit/(Loss) Before Tax of ₹ (1.09) Lakh, as compared to Profit /(Loss) Before Tax of ₹ 0.75 Lakh reported during the previous year ended 31st March, 2019.

3. DIVIDEND:

Your Directors have recommended a Final Dividend of 15% (Fifteen per cent) on the Equity Share Capital of your Company, i.e., ₹1.50 (Rupee One and Paise Fifty Only) per Equity Share of Face Value of ₹10/- (Rupees Ten Only) each for the Financial Year ended 31st March, 2020, subject to approval of the Shareholders at the ensuing 26th (Twenty Sixth) Annual General Meeting of the Company.

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Friday, 17th July, 2020 and in respect of shares held in dematerialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that date.

The Shareholders of your Company are requested to note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of the final dividend. In order to enable your Company to determine and deduct the appropriate TDS as applicable, the Shareholders are requested to read the instructions given in the Notes to the Notice convening the 26th (Twenty Sixth) Annual General Meeting of the Company, forming a part of this Annual Report.

The Dividend payout for the Financial Year under review is in accordance with the Company's Dividend Distribution Policy.

4. TRANSFER TO RESERVES:

Your Directors do not propose to transfer any amount to reserves during the Financial Year ended 31st March, 2020.

5. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

The details of Loans, Investments and Guarantees covered under Section 186 of the Companies Act, 2013 form a part of the Notes to the Financial Statements provided in this Annual Report.

6. FINANCE:

Your Company continues to manage its treasury operations efficiently and has been able to borrow funds for its operations at competitive rates.

As on 31st March, 2020, ICRA Limited has assigned the Credit Ratings in respect of ₹ 45,500 Lakh of Line of Credit (LOC) and ₹15,000 Lakh of Commercial Paper Programme availed by the Company, as under:-

1. Long-term rating to [ICRA] AA- (pronounced ICRA double A minus)
2. Short-term rating at [ICRA] A1+ (pronounced ICRA A one plus)
3. Commercial Paper Programme at [ICRA] A1+ (pronounced ICRA A one plus)

7. INFORMATION SYSTEMS:

Your Company has implemented IT security tools and processes to provide high level security to business data. It has strengthened core ERP and network infrastructure for business continuity and high availability of business information and has also initiated digital platform to monitor and improve production accuracy and efficiency. Your Company has also introduced processes to achieve high level of compliances for business security and continuity.

8. SHARE CAPITAL:

The Authorized Equity Share Capital of the Company as on 31st March, 2020 was ₹25,00,00,000/- (Rupees Twenty Five Crore Only), comprising of 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

The Paid-up Equity Share Capital as on 31st March, 2020 was ₹19,56,83,550/- (Rupees Nineteen Crore Fifty Six Lakh Eighty Three Thousand Five Hundred and Fifty Only) comprising of 1,95,68,355 (One Crore Ninety Five Lakh Sixty Eight Thousand Three Hundred Fifty Five) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

During the Financial Year under review, the Company has allotted 10,900 (Ten Thousand Nine Hundred) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 (Four Thousand Eight Hundred) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each under Employees Stock Option Scheme, 2015 (ESOS 2015), pursuant to exercise of Options by the employees of the Company under the respective Schemes.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the Financial Year under review, as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of the Annual Report.

10. HOLDING COMPANY:

Godrej Agrovet Limited, a listed company (listed on BSE Limited and the National Stock Exchange of India Limited), is, *inter alia*, engaged in the business of manufacture and marketing of Animal Feeds, Agricultural Inputs and Oil Palm and is the Holding Company of your Company. The shareholding of Godrej Agrovet Limited in your Company as on 31st March, 2020 was 62.37% [i.e., 1,22,04,016 (One Crore Twenty Two Lakh Four Thousand Sixteen) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each] of the Paid-up Equity Share Capital of the Company.

Godrej Agrovet Limited, in turn, is a subsidiary of Godrej Industries Limited, a listed company (listed on BSE Limited and National Stock Exchange of India Limited). Godrej Industries Limited is, thus, the Ultimate Holding Company of your Company.

During the Financial Year 2019-20, it has been decided by the Board of Directors of your Company to withdraw the Scheme of Amalgamation of your Company with Godrej Agrovet Limited (which was filed during the Financial Year 2018-19), based on interaction with multiple stakeholders. Accordingly, the petition filed for the said Scheme with the National Company Law Tribunal (NCLT) - Mumbai Bench stands withdrawn.

11. SUBSIDIARY COMPANIES:

Your Company had the following Subsidiary Companies during the Financial Year 2019-20 (no change during the Financial Year 2019-20):

Sr. No.	Name of the Subsidiary Company	Shareholding in %	Nature of Activity	Review of Operations and Financial Performance of Subsidiary Companies
1	**Behram Chemicals Private Limited**	65.63%	This company has given its Plot at Mahad (Maharashtra) to Astec LifeSciences Limited on Leave and License basis.	For the Financial Year ended 31st March, 2020, Operating Profit, i.e., EBITDA is ₹ 9.32 Lakh, against Operating Profit of ₹ 11.24 Lakh reported for the Financial Year ended 31st March, 2019. Profit After Tax is ₹ 6.24 Lakh for the Financial Year ended 31st March, 2020, as compared to the Profit After Tax of ₹ 7.22 Lakh reported for the Financial Year ended 31st March, 2019.
2	**Astec Europe Sprl**	50.10%	This foreign subsidiary company, having its Registered Office in Belgium, Europe, is engaged in the business of distribution of Agrochemicals.	For the year ended 31st March, 2020, Operating Profit/(Loss), i.e., EBITDA is ₹ (1.09) Lakh, against Operating Profit/(Loss) of ₹ 0.75 Lakh reported for the year ended 31st March, 2019. Profit/(Loss) After Tax is ₹ (1.09) Lakh for the year ended 31st March, 2020, as compared to the Profit/(Loss) After Tax of ₹ 0.75 Lakh reported for the year ended 31st March, 2019.
3	**Comercializadora Agricola Agroastrachem Cia Ltda**	100%	This foreign subsidiary company, having its Registered Office in Bogota, Colombia, is engaged in the business of obtaining product registrations in conformity with local laws of the country. This company is yet to start any major commercial activity.	For the year ended 31st March, 2020, Operating Profit, i.e., EBITDA is ₹ Nil Lakh, against Operating Profit/(Loss) of ₹ (0.05) Lakh reported for the year ended 31st March, 2019. Profit/(Loss) After Tax is ₹ Nil Lakh for the year ended 31st March, 2020, as compared to the Profit/(Loss) After Tax of ₹ (0.05) Lakh reported for the year ended 31st March, 2019.

REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY COMPANIES:

Report on Performance and Financial Position of each of the Subsidiary Companies included in Consolidated Financial Statement in Form AOC-1 for the Financial Year 2019-20 forms a part of the Directors' Report and is annexed herewith as '**Annexure A'**.

12. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of your Company are prepared in accordance with the relevant Indian Accounting Standards (Ind AS), i.e., Ind AS 110 issued by the Institute of Chartered Accountants of India (ICAI) and form part of this Annual Report. Accordingly, the Annual Report of your Company does not contain the Financial Statements of its subsidiary companies. The Annual Accounts and related information of the Company's subsidiaries will be made available upon request. In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including Consolidated Financial Statements and related information of the Company and Audited Accounts of each of the subsidiaries, are available on the Company's website, www.astecls.com at the web link http://www.astecls.com/financial-updates.aspx. These documents will also be available for inspection during all days except Saturdays, Sundays and Public Holidays between 10.00 a.m. (IST) to 4.00 p.m. (IST) at the Company's Registered Office in Mumbai, Maharashtra. If any Shareholder is interested in inspecting and obtaining a copy thereof, such Shareholder may write an e-mail to agm.astec@godrejastec.com

The Company did not have any Joint Venture / Associate during the Financial Year under review. The Company had 3 (three) Subsidiaries throughout the said Financial Year, viz.: (1) Behram Chemicals Private Limited, (2) Astec Europe Sprl (Belgium, Europe), and (3) Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia).

13. DIRECTORS:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. N. B. Godrej, Non-Executive, Non-Independent Director and Chairman is liable to retire by rotation at the forthcoming 26th (Twenty Sixth) Annual General Meeting (AGM), and being eligible, has offered himself for re-appointment.

Mr. Sitendu Sharma, Non-Executive, Independent Director resigned from the directorship of the Company with effect from the close of business hours on 30th January, 2020, due to personal reasons. Mr. Sitendu Sharma had confirmed that there were no other material reasons for his resignation other that those which were provided in his resignation letter dated 30th January, 2020.

Upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 30th January, 2020, Mr. R. R. Govindan has been appointed as an "Additional Director (Non-Executive & Independent Director)", on the Board of the Company for a period of 5 (five) years commencing from 30th January, 2020 upto 29th January, 2025, subject to approval of the Shareholders.

Upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 31st March, 2020, Mr. Ashok V. Hiremath has been re-appointed as the "Managing Director" of the Company for a period of 2 (two) years commencing from 1st April, 2020 upto 31st March, 2022, subject to approval of Shareholders at the ensuing AGM, on the terms and conditions as may be approved by the Shareholders.

Appropriate resolutions for re-appointment of Mr. N. B. Godrej as the "Non-Executive, Non-Independent Director", Mr. Ashok V. Hiremath as the "Managing Director" and appointment of Mr. R. R. Govindan as an "Independent Director" are being moved at the ensuing 26th (Twenty Sixth) AGM, which the Board of Directors recommends for your approval.

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

14. DIRECTORS' OPINION REGARDING INDEPENDENT DIRECTOR APPOINTED DURING THE YEAR:

Upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 30th January, 2020, Mr. R. R. Govindan has been appointed as an

"Additional Director (Non-Executive & Independent Director)", on the Board of the Company for a period of 5 (five) years commencing from 30th January, 2020 upto 29th January, 2025, subject to approval of the Shareholders.

In the opinion of the Board, Mr. R. R. Govindan is a person of high integrity, having a great expertise in the field of Accountancy and Finance. Further, he has a vast experience of nearly 35 years in various industries. His valuable inputs to the Board and its Committees contribute to enhancing the overall effectiveness of the Board processes.

15. MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of your Company met 6 (six) times during the Financial Year ended 31st March, 2020 (on 30th April, 2019, 6th May, 2019, 26th July, 2019, 25th October, 2019, 30th January, 2020 and 31st March, 2020). The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report. The intervening time gap between two consecutive Meetings was within the period prescribed under the Companies Act, 2013.

16. BOARD EVALUATION:

The Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and Non - Independent Directors was carried out by the Independent Directors. The confidential online questionnaire was responded to by all the Directors and vital feedback was received from them on how the Board currently operates and how it might improve its effectiveness. The Board of Directors has expressed its satisfaction with the evaluation process.

17. INDEPENDENT DIRECTORS:

All the Independent Directors of your Company, viz., Mr. Vinod Malshe, Dr. Leena Raje, Mr. Vijay Kashinath Khot, Dr. Brahma Nand Vyas and Mr. R. R. Govindan have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, in terms of the provisions of amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2019 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same have been taken on record by the Board after undertaking due assessment of the veracity of the same.

The criteria for determining qualifications, positive attributes and independence of Directors is provided in the Nomination and Remuneration Policy of the Company is available on the website, viz., www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx

All the Independent Directors of the Company have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. The details of familiarization programmes attended by the Independent Directors during the Financial Year 2019-20 are available on the website of the Company, www.astecls.com at the web link http://www.astecls.com/listing-compliance.aspx.

The Independent Directors met once during the Financial Year 2019-20, i.e., on 30th April, 2019. The Meeting of the Independent Directors was conducted without the presence of the Chairman, Managing Director, Whole Time Director and Non-Executive Directors.

18. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Companies Act, 2013 ("the Act"), your Directors, to the best of their knowledge and ability, confirm as under:

a) that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2020, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and the profit of the Company for the Financial Year ended as at that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, for preventing and detecting fraud and other irregularities;

d) that the Annual Accounts for the Financial Year ended 31st March, 2020 have been prepared on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f) that proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

19. KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013, during the Financial Year 2019-20:-

1. Mr. Ashok V. Hiremath, Managing Director
2. Mr. Arijit Mukherjee, Whole – Time Director
3. Mr. Saurav Bhala, Chief Financial Officer
4. Ms. Tejashree Pradhan, Company Secretary & Compliance Officer

20. STATUTORY AUDITORS:

M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101248W/W-100022) were appointed as the "Statutory Auditors" of your Company by the Shareholders at the 23rd (Twenty Third) Annual General Meeting held on 28th July, 2017 for a term of 5 (five) consecutive years, which was subject to ratification by the Members at every Annual General Meeting.

The Shareholders of the Company, at their 24th (Twenty Fourth) Annual General Meeting held on 1st August, 2018, have ratified the appointment of Statutory Auditors to hold office from the conclusion of the 24th (Twenty Fourth) Annual General Meeting till the conclusion of the 28th (Twenty Eighth) Annual General Meeting, i.e., for the Financial Years from 2018-19 to 2021-22, at such remuneration as may be mutually agreed upon between them and the Company.

21. COST AUDITORS:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the cost records are required to be maintained by your Company and the same are required to be audited. The Company accordingly maintains the required cost accounts and records.

Your Board of Directors had, on recommendation of the Audit Committee, at its Meeting held on 30th April, 2019, re-appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 100911) as the "Cost Auditors" of the Company for the Financial Year 2019-20.

Further, your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on 5th May, 2020, re-appointed M/s. NNT & Co., Cost Accountants, Mumbai as the "Cost Auditors" of your Company for the Financial Year 2020-21, subject to ratification of their remuneration at the ensuing 26th (Twenty Sixth) AGM.

22. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board of Directors had, on recommendation of the Audit Committee, at its Meeting held on 30th April, 2019, appointed M/s. BNP & Associates, a firm of Company Secretaries in Practice (Firm Registration Number: P2014MH037400), Mumbai to undertake the Secretarial Audit of the Company for the Financial Year 2019-20.

The Secretarial Audit Report issued by M/s. BNP & Associates, Secretarial Auditors for the Financial Year ended 31st March, 2020, which is an unqualified report, is annexed herewith as **'Annexure B'**.

Your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on 5th May, 2020, re-appointed M/s. BNP & Associates as the "Secretarial Auditors" of your Company for the Financial Year 2020-21.

23. COMPLIANCE WITH THE SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), as applicable.

24. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board of Directors comprises of the following Members:-

Name of the Director	Category
Mr. Sitendu Sharma	Chairman (Independent Director) (upto 30th January, 2020)
Mr. R. R. Govindan	Chairman (Independent Director) (w.e.f. 31st January, 2020)
Mr. Vinod Malshe	Member (Independent Director)
Dr. Leena Raje	Member (Independent Director)
Mr. Vijay Kashinath Khot	Member (Independent Director)
Dr. Brahma Nand Vyas	Member (Independent Director)
Mr. Ashok V. Hiremath	Member (Managing Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

During the Financial Year 2019-20, the Audit Committee was re-constituted by the Board of Directors effective from 31st January, 2020, by inducting Mr. R. R. Govindan, Independent Director of the Company as the Chairman of the Committee, in place of Mr. Sitendu Sharma, Independent Director, who resigned from the directorship of the Company with effect from close of business hours on 30th January, 2020.

Audit Committee Meetings were held 4 (four) times during the Financial Year 2019-20 (on 30th April, 2019, 26th July, 2019, 25th October, 2019, 30th January, 2020). The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee Meetings as invitees. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Board has accepted all the recommendations of the Audit Committee.

25. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted its Nomination and Remuneration Committee comprising of the following Members as on 31st March, 2020:-

Name of the Director	Category
Mr. Vinod Malshe	Chairman (Independent Director)
Dr. Leena Raje	Member (Independent Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

During the Financial Year 2019-20, there was no change in the composition of the Nomination and Remuneration Committee.

Nomination and Remuneration Committee Meetings were held 3 (three) times during the Financial Year 2019-20 (on 30th April, 2019, 30th January, 2020 and 31st March, 2020).

26. CORPORATE SOCIAL RESPONSIBILITY ("CSR"):

COMPOSITION OF CSR COMMITTEE OF THE BOARD OF DIRECTORS:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee of the Board of Directors comprises of the following Members as on 31st March, 2020:-

Name of the Director	Category
Mr. Vinod Malshe	Chairman (Independent Director)
Dr. Leena Raje	Member (Independent Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
Mr. Ashok V. Hiremath	Member (Managing Director)

During the Financial Year 2019-20, there was no change in the composition of the CSR Committee.

CSR Committee Meeting was held 2 (two) times during the Financial Year 2019-20 (on 30th April, 2019 and 30th January, 2020).

CSR POLICY AND AREAS OF CSR EXPENDITURE:

The CSR Policy of your Company aligns itself with the Godrej Group's (Group) 'Good & Green' vision of creating a more inclusive and greener India. Each of your Company's CSR projects are aligned with the Good & Green goals of the Group and correspond to different items listed in Schedule VII to the Companies Act, 2013.

Your Company aspires to become a sustainable Company through leadership commitment, multiple stakeholder engagements and disciplined value chain mechanisms. Your Company's holistic approach towards sustainability not only manages its externalities but also integrates the prevalent social and environmental issues into business strategies to provide tangible solutions which benefit the communities around its manufacturing sites brings upliftment for holistic development of the communities.

The CSR Policy of your Company is uploaded on the website, viz., www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx.

AMOUNT OF CSR SPENDING:

Your Company was required to spend ₹90.35 Lakh towards CSR Activities in terms of the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, during the Financial Year 2019-20. Your Company has spent ₹90.53 Lakh towards CSR Activities. Your Company is in the process of taking up different projects in agriculture and rural livelihoods, women empowerment and community development.

ANNUAL REPORT ON CSR ACTIVITIES:

The Annual Report on CSR Activities for the Financial Year 2019-20 is annexed herewith as '**Annexure C**'.

27. RISK MANAGEMENT & RISK MANAGEMENT COMMITTEE:

Pursuant to the provisions of Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Risk Management Committee of the Board of Directors comprising of the following Members:-

Name of the Member	Category
Mr. Ashok V. Hiremath	Chairman (Managing Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
Mr. Sitendu Sharma	Member (Independent Director) (upto 30th January, 2020)
Mr. R. R. Govindan	Member (Independent Director) (w.e.f. 31st January, 2020)
Mr. Saurav Bhala	Member (Chief Financial Officer)

During the Financial Year 2019-20, the Risk Management Committee was re-constituted by the Board of Directors effective from 31st January, 2020, by inducting Mr. R. R. Govindan, Independent Director of the Company as a Member of the Committee, in place of Mr. Sitendu Sharma, Independent Director, who resigned from the directorship of the Company with effect from close of business hours on 30th January, 2020.

The Meeting of the Risk Management Committee was held once during the Financial Year 2019-20 (on 30th January, 2020).

The details of the Risk Management Committee and its terms of reference are set out in the Corporate Governance Report forming a part of the Annual Report.

Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment and cyber risks. At present, there are no identified elements of risks which may threaten the existence of the Company.

28. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Stakeholders' Relationship Committee of the Board of Directors, comprising of the following Members:-

Name of the Member	Category
Mr. Balram Singh Yadav	Chairman (Non-Executive, Non-Independent Director)
Mr. Sitendu Sharma	Member (Independent Director) (upto 30th January, 2020)
Mr. R. R. Govindan	Member (Independent Director) (w.e.f. 31st January, 2020)
Mr. Vinod Malshe	Member (Independent Director)

During the Financial Year 2019-20, the Stakeholders' Relationship Committee was re-constituted by the Board of Directors effective from 31st January, 2020, by inducting Mr. R. R. Govindan, Independent Director of the Company as a Member of the Committee, in place of Mr. Sitendu Sharma, Independent Director, who resigned from the directorship of the Company with effect from close of business hours on 30th January, 2020.

Meeting of the Stakeholders' Relationship Committee was held once during the Financial Year 2019-20 (on 30th January, 2020).

Ms. Tejashree Pradhan is the Secretary to Stakeholders' Relationship Committee. The Company Secretary and Compliance Officer attends all the Meetings of the Stakeholders' Relationship Committee.

The details of Investor Complaints during the Financial Year 2019-20 are as follows:

Complaints outstanding as on 1st April, 2019	0
(+) Complaints received during the Financial Year ended 31st March, 2020	1
(-) Complaints resolved during the Financial Year ended 31st March, 2020	1
Complaints outstanding as on 31st March, 2020	0

There are no pending share transfers as on 31st March, 2020.

29. COMPENSATION COMMITTEE:

Your Company has constituted a Compensation Committee of the Board of Directors, comprising of the following Members:-

Name of the Member	Category
Mr. Sitendu Sharma	Chairman (Independent Director) (upto 30th January, 2020)
Mr. R. R. Govindan	Chairman (Independent Director) (w.e.f. 31st January, 2020)
Mr. Vinod Malshe	Member (Independent Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

During the Financial Year 2019-20, the Compensation Committee was re-constituted by the Board of Directors effective from 31st January, 2020, by inducting Mr. R. R. Govindan, Independent Director of the Company as the Chairman of the Committee, in place of Mr. Sitendu Sharma, Independent Director, who resigned from the directorship of the Company with effect from close of business hours on 30th January, 2020.

Compensation Committee Meetings were held 3 (three) times during the Financial Year 2019-20 (on 30th April, 2019, 26th July, 2019 and 25th October, 2019).

30. MANAGING COMMITTEE:

Your Company has constituted a Managing Committee of the Board of Directors, comprising of the following Members as on 31st March, 2020:

Name of the Member	Category
Mr. Balram Singh Yadav	Chairman (Non-Executive, Non-Independent Director)
Mr. Ashok V. Hiremath	Member (Managing Director)
Mr. Rakesh Dogra	Member (Non-Executive, Non-Independent Director)

During the Financial Year 2019-20, there was no change in the composition of the Managing Committee.

The terms of reference of the Managing Committee include handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors from time to time.

31. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE & INTERNAL COMPLAINTS COMMITTEE:

Your Company is committed to creating and maintaining an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation.

The Board of Directors of your Company has constituted Internal Complaints Committee (ICC) pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder, comprising of the following Members as on 31st March, 2020:

1) Ms. Tejashree Pradhan, Presiding Officer;

2) Dr. Leena Raje, Member;

3) Mr. Saurav Bhala, Member;

4) Mr. Ritesh Bhardwaj, Member;

5) Ms. Sanjivani Sadani, Member (*);

6) Ms. Sharmila Kher, Member.

(*) Consequent to re-constitution of the ICC at the Meeting of the Board of Directors held on 5th May, 2020, Ms. Sanjivani Sadani ceases to be a Member of the ICC and Mr. Arijit Mukherjee has been inducted as a Member of the ICC.

The Company has formulated and circulated to all the employees, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment.

The details of complaints with the ICC during the Financial Year 2019-20 are as follows:

Complaints outstanding as on 1st April, 2019	Nil
(+) Complaints filed during the Financial Year ended 31st March, 2020	Nil
(-) Complaints disposed off during the Financial Year ended 31st March, 2020	Nil
Complaints outstanding as on 31st March, 2020	Nil

The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules framed thereunder.

32. RELATED PARTY TRANSACTIONS:

All Related Party Transactions entered into by your Company during the Financial Year 2019-20 were on arm's length basis and in the ordinary course of business. There were no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee of the Board of Directors was obtained for all the Related Party Transactions. Accordingly, as per provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in Form AOC-2 is not applicable. Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 46 of the Standalone Financial Statements, forming part of the Annual Report. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

The Company has entered into Related Party Transactions with Godrej Agrovet Limited, its Promoter, based on considerations of various business exigencies, such as synergy in operations and the Company's long term strategy. All Related Party transactions are on arm's length basis and are intended to further the Company's interests.

33. DISCLOSURES OF TRANSACTIONS OF THE COMPANY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP:

The transactions with person(s) or entity(ies) belonging to the Promoter / Promoter Group which hold(s) 10% (ten per cent) or more shareholding in the Company have been disclosed in the accompanying Financial Statements.

34. CORPORATE GOVERNANCE:

As required by the existing Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a detailed report on Corporate Governance is included in the Annual Report.

M/s. BNP & Associates, Company Secretaries have certified the Company's compliance with the requirements of Corporate Governance in terms of Regulation 34 of the Listing Regulations and their Compliance Certificate is annexed to the Report on Corporate Governance.

35. POLICIES OF THE COMPANY:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandated the formulation of certain policies for all listed companies. All our Corporate Governance Policies are available on the Company's website, www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx. The Policies are reviewed periodically by the Board and its Committees and are updated based on the need and new compliance requirement.

The key Policies that have been adopted by the Company are as follows:		
1.	**Risk Management Policy**	The Company has in place, a Risk Management Policy which was framed by the Board of Directors of the Company. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, cyber security, property, regulatory, reputational and other risks and the Company has in place an adequate Risk Management infrastructure capable of addressing these risks. The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of the Company.
2.	**Corporate Social Responsibility Policy**	The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. This Policy outlines the Company's strategy to bring about a positive impact on society through activities and programmes relating to healthcare, education, sanitation, environment, etc.
3.	**Policy for Determining Material Subsidiaries**	This Policy is used to determine the material subsidiaries of the Company in order to comply with the requirements of Regulation 16(1)(c), Regulation 24 and Regulation 24A of the Listing Regulations. As on 31st March, 2020, your Company does not have any material subsidiary.
4.	**Nomination and Remuneration Policy**	This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management Employees.
5.	**Whistle Blower Policy / Vigil Mechanism**	Your Company has a Vigil Mechanism / Whistle Blower Policy. The purpose of the Policy is to enable employees to raise concerns regarding unacceptable improper practices and/ or any unethical practices in the organization without the knowledge of the Management. The Policy provides adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee (*), in appropriate or exceptional cases. (*) Mr. R. R. Govindan is the Chairman of the Audit Committee with effect from 31st January, 2020, in place of Mr. Sitendu Sharma, who was the Chairman of the Audit Committee upto the close of business hours on 30th January, 2020.
6.	**Policy on Prevention of Sexual Harassment at Workplace**	Your Company has in place, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment and thereby encourages employees to work together without fear of sexual harassment, exploitation or intimidation.

7.	**Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions**	This Policy regulates all transactions between the Company and its Related Parties.
8.	**Code of Conduct for Insider Trading**	This Policy sets up an appropriate mechanism to curb Insider Trading, in accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
9.	**Policy on Criteria for determining Materiality of Events**	This Policy applies to disclosures of material events affecting the Company. This Policy warrants disclosure to investors and has been framed in compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time.
10.	**Policy for Maintenance and Preservation of Documents**	The purpose of this Policy is to specify the type of documents and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.
11.	**Archival Policy**	This Policy is framed pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per this Policy, all such events or information which have been disclosed to the Stock Exchanges are required to be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter in terms of the Policy.
12.	**Dividend Distribution Policy**	This Policy is framed by the Board of Directors in terms of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The focus of the Company is to have a Policy on distribution of dividend so that the investor may form their own judgment as to when and how much dividend they may expect.
13.	**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)**	The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.
14.	**Policy for Procedure for Inquiry in case of Leak of Unpublished Price Sensitive Information (UPSI)**	This Policy is framed by the Board of Directors in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The focus of the Company is to have a Policy in place to strengthen the Internal Control System and prevent Leak of Unpublished Price Sensitive Information ("UPSI"). This Policy also aims to have a uniform code to curb unethical practices of sharing UPSI by insiders, employees and designated persons with any other person without a legitimate purpose.
15.	**Code of Conduct for the Board of Directors and Senior Management Personnel**	Your Company has in place, a Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which your Company is strongly committed. The Directors and Senior Management Personnel of your Company have complied with the Code during the Financial Year 2019-20.

16.	**Policy to promote Board Diversity**	This Policy endeavours to promote diversity at Board level, with a view to enhance its effectiveness.
17.	**Policy on Familiarization Programmes for Independent Directors**	Your Company has a Policy on Familiarization Programmes for Independent Directors, which lays down the practices followed by the Company in this regard, on a continuous basis.
18.	**Human Rights Policy**	Your Company has in place, a Human Rights Policy which demonstrates the Company's commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business.

36. MANAGERIAL REMUNERATION:

It is hereby confirmed that the remuneration paid to Directors, Key Managerial Personnel and other employees of the Company during the Financial Year 2019-20 was in conformity with the Nomination and Remuneration Policy of the Company.

Disclosure as per the provisions of Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2019-20 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2019-20 is as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the Financial Year 2019-20 (₹ in Lakh)	% increase in Remuneration in the Financial Year 2019-20	Ratio of Remuneration of each Director to Median Remuneration of Employees
1.	Mr. Nadir B. Godrej, Chairman, Non-Executive Non- Independent Director	Nil	-	Nil
2.	Mr. Ashok V. Hiremath, Managing Director	135.85	-15.52%	52.58:1
3.	Mr. Arijit Mukherjee, Whole Time Director	54.76	-14.58%	21.20:1
4.	Mr. Balram Singh Yadav, Non-Executive Non- Independent Director	Nil	-	Nil
5.	Mr. Rakesh Dogra, Non-Executive Non-Independent Director	Nil	-	Nil
6.	Dr. Brahma Nand Vyas, Non-Executive Independent Director	Nil	-	Nil
7.	Mr. Vijay Kashinath Khot, Non-Executive Independent Director	Nil	-	Nil
8.	Mr. Sitendu Sharma, Non- Executive Independent Director (Resigned w.e.f. close of business hours on 30th January, 2020)	Nil	-	Nil
9.	Mr. Vinod Malshe, Non-Executive Independent Director	Nil	-	Nil

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the Financial Year 2019-20 (₹ in Lakh)	% increase in Remuneration in the Financial Year 2019-20	Ratio of Remuneration of each Director to Median Remuneration of Employees
10.	Dr. Leena Raje, Non-Executive Independent Director	Nil	-	Nil
11.	Mr. R. R. Govindan, Non-Executive Independent Director (Appointed w.e.f. 30th January, 2020)	Nil	-	Nil
12.	Mr. Saurav Bhala, Chief Financial Officer	37.47	-10.03%	Not Applicable
13.	Ms. Tejashree Pradhan, Company Secretary & Compliance Officer	14.98	2.85%	

(ii)	The percentage increase in the median remuneration of employees in the Financial Year	-0.035%
(iii)	The number of permanent employees on the rolls of Company	371 as on 31st March, 2020
(iv)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in Remuneration of Employees during the Financial Year 2019-20 was -0.05% as compared to Average percentage increase in remuneration of Managerial Personnel which was -0.11%.

37. PARTICULARS OF EMPLOYEES:

The disclosure as per Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of this Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the Report and Financial Statements are being sent to the Shareholders, excluding the disclosure on particulars of employees. This is available for inspection by the Shareholders at the Registered Office of your Company during business hours i.e., between 10.00 a.m. (IST) to 5.00 p.m. (IST), on all working days (i.e., excluding Saturdays, Sundays and Public Holidays), upto the date of the ensuing 26th (Twenty Sixth) Annual General Meeting. If any Shareholder is interested in inspecting and obtaining a copy thereof, such Shareholder may write an e-mail to agm.astec@godrejastec.com.

38. DISCLOSURES AS PER THE COMPANIES (ACCOUNTS) RULES, 2014:

1	**Change in Nature of Business, if any**		None
2	**Details of Directors / Key Managerial Personnel (KMP) who were appointed or have resigned during the Financial Year 2019-20**		
	Sr.	**Name of Director / KMP**	**Date of Appointment / Re-appointment / Resignation**
	(i)	**Mr. Sitendu Sharma**	Resigned as an "Independent Director" with effect from close of business hours on 30th January, 2020
	(ii)	**Mr. R. R. Govindan**	Appointed as an "Independent Director" with effect from 30th January, 2020, subject to approval of the Shareholders

3	**Names of Companies which have become or have ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the Financial Year 2019-20**	None
4	**Details of Deposits covered under Chapter V of the Companies Act, 2013**	(i) Accepted during the year: Nil (ii) Remained unpaid or unclaimed during the year: Nil (iii) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and total amount involved: a. At the beginning of the year: Nil b. Maximum during the year: Nil c. At the end of the year: Nil (iv) Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013: None
5	**Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals, impacting the going concern status and the Company's operations in future**	No significant and material orders have been passed by the regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
6	**Details in respect of Adequacy of Internal Financial Controls with reference to the Financial Statement**	Adequate internal control checks are available in the opinion of the Board of Directors.

39. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as provided under sub-section (3) of Section 92 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, is given in Form MGT-9 and is annexed herewith as **'Annexure D'**, which forms a part of this Directors' Report. The Extract of Annual Return in Form MGT-9 and the Annual Return in Form MGT-7 are being hosted on the website of the Company www.astecls.com at the web link http://www.astecls.com/other-updates.aspx.

40. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

COMPULSORY TRANSFER OF EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) SUSPENSE ACCOUNT:

Pursuant to the applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the Unpaid or Unclaimed Dividends are required to be transferred to the IEPF established by the Central Government, upon completion of 7 (seven) years. The Company in compliance with the aforesaid provisions and the IEPF Rules.

UNCLAIMED / UNPAID DIVIDEND:

The dividend amount for the Financial Year 2012-13 remaining unclaimed shall become due for transfer on 17th October, 2020 to the Investor Education and Protection Fund established by the Central Government in terms of Section 124 of the Companies Act, 2013 on expiry of 7 (seven) years from the date of its declaration. The Company is in the process of sending reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in the due course.

The detailed dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the Company in respect of dividends declared since 2010 are available on website of the Company, www.astecls.com at the web link http://www.astecls.com/unclaimed-dividend.aspx. Also, pursuant to Section

124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared for the Financial Year 2018-19, on the website of the Company.

41. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITORS:

There are no adverse remarks or qualifications, reservations, remarks or disclaimers made by the Statutory Auditors and Secretarial Auditors in their respective Reports for the Financial Year 2019-20.

42. SIGNIFICANT REGULATORY OR COURT ORDERS:

During the Financial Year 2019-20, there were no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of the Company and its operations in future.

43. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2019-20 TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE DIRECTORS' REPORT (I.E., FROM 1ST APRIL, 2020 UPTO 5TH MAY, 2020), IF ANY:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year 2019-20 to which the Financial Statements relate and the date of the Directors' Report (i.e., from 1st April, 2020 upto 5th May, 2020). The global outbreak of COVID-19 health pandemic has significantly impacted the economy. The management of your Company has considered internal and certain external sources of information and has used the principles of prudence in applying judgments, estimates and assumptions regarding the probable impact of the pandemic. The eventual outcome or impact of the pandemic may be different from those estimated as on the date of approval of these Financial Statements.

44. EMPLOYEES STOCK OPTION PLAN, 2012 AND EMPLOYEES STOCK OPTION SCHEME, 2015:

Your Company has introduced and implemented the following Employees Stock Option Plan and Scheme:

Sr. No.	Name of the Plan / Scheme	Date of Shareholders' Approval	Exercise Price of Option
1)	Employees Stock Option Plan, 2012 ("ESOP 2012")	Special Resolution passed at the Extra-ordinary General Meeting held on 27th March, 2012	₹34/- (Rupees Thirty Four Only) per Option
2)	Employees Stock Option Scheme, 2015 ("ESOS 2015")	Special Resolution passed at the 21st (Twenty First) Annual General Meeting held on 22nd September, 2015	The Company shall use Fair Value Method to value its Options. The Exercise Price for the Options will be the Closing Market Price of the Equity Shares of the Company listed on the recognized Stock Exchange as on the date immediately prior to the relevant date of the grant of the Options to the Eligible Employees and Eligible Directors.

The Compensation Committee of the Board of Directors administers and monitors the ESOP 2012 and ESOS 2015. Your Company has received a certificate from the Statutory Auditors of the Company that the ESOP 2012 and ESOS 2015 have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the resolutions passed by the Shareholders. Any request for inspection of the said certificate may please be sent to agm.astec@godrejastec.com.

The disclosures as per Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 have been put on the website of the Company, viz., www.astecls.com at the web link http://www.astecls.com/listing-compliance.aspx.

There were no material changes in the above mentioned schemes during the Financial Year 2019-20 and the same are in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

45. FRAUD REPORTING:

There have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

46. ADDITIONAL INFORMATION:

The additional information required to be given under the Companies Act, 2013 and the Rules made thereunder, has been laid out in the Notes attached to and forming part of the Financial Statements. The Notes to the Accounts referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

47. LISTING FEES:

Your Company has paid requisite annual listing fees to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) where its securities are listed.

48. DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

49. RESEARCH AND DEVELOPMENT (R&D):

Your Company continues to focus on R&D and strongly believes that productive R&D is a key ingredient for success. During the Financial Year under review, your Company continued to develop new products at a healthy pace.

50. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as '**Annexure E**'.

51. HUMAN RESOURCES:

Your Company continues to have amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees. Your Company drives interventions to enhance the workforce productivity in the business and also makes concrete efforts to improve the employee engagement and connect. Your Company is committed to building and maintaining a safe and healthy workplace. There are several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees. Your Company constantly makes concerted efforts towards creating learning and development opportunities on a non-discriminatory basis, that continually enhance the employee value in line with the organizational objectives. The total number of permanent employees on the rolls of your Company as on 31st March, 2020 was 371.

52. APPRECIATION:

Your Directors wish to place on record their sincere appreciation for the support and co-operation received from the various Central and State Government Departments, organizations and agencies for their continued support and co-operation. The Directors also gratefully acknowledge all stakeholders of the Company, viz., Shareholders, customers, dealers, vendors, banks and other business partners for excellent support received from them during the Financial Year under review. Your Directors also express their warm appreciation to all the employees of the Company for their unstinted commitment and continued contribution to performance and success of the Company.

53. CAUTIONARY STATEMENT:

Statements in the Board's Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable Securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigations and industrial relations.

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Ashok V. Hiremath
Managing Director
DIN: 00349345

Arijit Mukherjee
Whole Time Director
DIN: 07334111

Place: Mumbai
Date: 5th May, 2020

ANNEXURE A TO BOARD'S REPORT:

FORM NO. AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing Salient Features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

PART A

(Information in respect of each Subsidiary to be presented) **(₹ in Lakh)**

Sr. No.	Particulars	Names of Subsidiary Companies		
		Behram Chemicals Private Limited (India)	Astec Europe Sprl (Belgium, Europe)	Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia)
1	Reporting Period	01.04.2019 to 31.03.2020	01.04.2019 to 31.03.2020	01.04.2019 to 31.03.2020
2	Reporting Currency and Exchange Rate as on last date of the relevant Financial Year	Indian Rupees	EURO (Exchange Rate 83.0496)	Columbian Peso (Exchange Rate 0.0186)
3	Share Capital	60.00	11.40	1.00
4	Reserves and Surplus	39.92	(14.69)	(9.04)
5	Total Assets	103.25	5.49	0.23
6	Total Liabilities	3.33	8.78	8.27
7	Investments	-	-	-
8	Turnover	-	-	-
9	Profit Before Taxation	8.44	(1.09)	-
10	Provision for Taxation	2.19	-	-
11	Adjustment of Tax for earlier years	-	-	-
12	Profit After Taxation	6.24	(1.09)	-
13	Other Comprehensive Income	-	(0.20)	1.34
14	Total Comprehensive Income	6.24	(1.29)	1.34
15	Proposed Dividend	-	-	-
16	% Shareholding	65.63%	50.10%	100.00%

Notes:

1. **Names of Subsidiaries which are yet to commence operations:**

   Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia), is a 100% Subsidiary, which has not commenced its operations.

2. **Names of Subsidiaries which have been liquidated or sold during the Year:**

   No Subsidiary has been liquidated or sold during the Financial Year 2019-20.

PART B

(Information in respect of Associates and Joint Ventures to be presented)

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not Applicable since the Company does not have any Associate Companies and Joint Ventures

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN: L99999MH1994PLC076236)

Ashok V. Hiremath
Managing Director
DIN: 00349345

Arijit Mukherjee
Whole Time Director
DIN: 07334111

Saurav Bhala
Chief Financial Officer
ICAI Membership No.: 062106

Tejashree Pradhan
Company Secretary & Compliance Officer
ICSI Membership No.: FCS 7167

Place: Mumbai
Date: 5th May, 2020

ANNEXURE B TO BOARD'S REPORT:

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Astec LifeSciences Limited
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East),
Mumbai – 400 079

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Astec LifeSciences Limited** [CIN: L99999MH1994PLC076236] (hereinafter called the "Company") for the audit period from April 1, 2019 to March 31, 2020 ('the year'/ 'audit period'/ 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

(i) our **verification** of the books, papers, minute books, soft copy as provided by the Company and other records maintained by the Company and furnished to us, forms / returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2020 as well as before the issue of this report,

(ii) Our **observations** shared during our visits to the corporate office of the Company,

(iii) **Compliance Certificates** confirming compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and

(iv) **Representations** made, documents shown, and information provided by the Company, its officers, agents, and authorized representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended on March 31, 2020, the Company has:

(i) Complied with the statutory provisions listed hereunder, and

(ii) Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

The Members are requested to read this Report, along with our letter of even date annexed to this report as Annexure- A.

1. Compliance with Specific Statutory Provisions

We further report that:

1.1. We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year according to the applicable provisions/ clauses of:

i. The Companies Act, 2013 ("the Act") and the Rules framed thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; and

e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

vi. Secretarial Standards issued by The Institute of Company Secretaries of India ("Secretarial Standards").

1.2. During the period under review, and also considering the compliance related action taken by the Company after March 31, 2020, but before the issue of this Report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us :

i. **Complied with** the applicable provisions / clauses of the Act, Rules and SEBI Regulations mentioned under sub-paragraphs (ii), (iii) and (v) of paragraph 1.1 above.

ii. **Complied with** the applicable provisions/ clauses of:

a) The Act and Rules mentioned under paragraph 1.1 (i); and

b) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial standards on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above to the extent applicable to Board Meetings and Committee Meetings held during the review period and the 25th Annual General Meeting ("AGM") held on July 26, 2019. The Compliance of the provisions of the Rules made under the Act [paragraph 1.1(i)] and SS-1 [paragraph 1.1(vi)] with regard to the Board Meetings and Committee meetings held through video conferencing during the review period were verified based on the minutes of the meeting provided by the Company.

1.3. We are informed that, during the year, the Company was not required to initiate any compliance related action in respect of the following laws / rules / regulations / standards, and was consequently not required to maintain any books, papers, minute books or other records or file any form / returns thereunder:

(a) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings;

(b) The following Regulations and Guidelines prescribed under the SEBI Act: -

i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

ii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

1.4. Based on the nature of business activities of the Company, the Insecticides Act, 1968 and the Rules framed thereunder are specifically applicable to the Company, which have been duly complied with.

2. Board processes

We further report that:

2.1. The Board of Directors of the Company as on March 31, 2020, comprised of:

i. Two Executive Directors;

ii. Three Non-Executive, Non-Independent Directors; and

iii. Five Non-Executive, Independent Directors, including a Woman Independent Director.

2.2. The processes relating to the following changes in the composition of the Board of Directors during the year were carried out in compliance with the provisions of the Act and LODR:

i. Re-appointment of Mr. Rakesh Dogra (Non- Executive, Non-Independent Director) (DIN: 07334098) as a Director retiring by rotation at the 25th AGM.

ii. Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as the Managing Director of the Company for a period of one year with effect from April 1, 2019 upto March 31, 2020 at the 25th AGM.

iii. Re-appointment of Mr. Arijit Mukherjee (DIN: 07334111) as the 'Whole Time Director' of the Company for a period of three years with effect from May 4, 2019 upto May 3, 2022 at the 25th AGM.

iv. Resignation of Mr. Sitendu Sharma (DIN: 01956423) (Non-Executive, Independent Director) with effect from January 30, 2020.

v. Appointment of Mr. R. R. Govindan (DIN: 02148801) as an Additional Director (Non-Executive, Independent Director) for a term of five years with effect from January 30, 2020 up to January 29, 2025 by the Board of Directors at its Meeting held on January 30, 2020, subject to the approval by the Members.

vi. Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as the 'Managing Director' of the Company for a further period of two years commencing from April 1, 2020 upto March 31, 2022 at the Board Meeting held on March 31, 2020, subject to approval by the Members.

2.3. Adequate notice was given to all Directors of the Company to schedule the Board Meetings (including Committees), Agenda and detailed notes on Agenda were sent at least 7 (seven) days in advance, and where the same were given at shorter notice than seven days, more than one Independent Director was present at the Board Meeting as required under Section 173(3) of the Act and Secretarial Standard related to Board Meetings.

2.4. A system exists for Directors to seek and obtain further information and clarifications on the Agenda items before the Meetings and for their meaningful participation at the Meetings.

2.5. Decisions at the Meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any Member of the Board of Directors during the audit period.

3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. There is scope for further improvement in the compliance systems and processes, commensurate with the increasing statutory requirements and growth in operations.

4. Specific event(s)/action(s)

During the year, the following specific events / actions having a major bearing on the Company's affairs took place, in pursuance of the above referred laws, rules, regulations and standards:

i. The Board of Directors of the Company at its Meeting held on May 6, 2019, decided to withdraw the amalgamation of the Company with Godrej Agrovet Limited, the Holding Company.

ii. The Board of Directors of the Company at its Meeting held on January 30, 2020, approved the sale of equity stake held by the Company in Astec Europe Sprl, Belgium, Europe (a 50.10% subsidiary of the Company) and the sale of equity stake / closure / winding up of Commercializadora Agricola Agroastrachem CIA LTDA, Colombia (a 100% subsidiary of the Company).

iii. The Company had issued Commercial Paper worth ₹ 125,00,00,000 which were listed on National Stock Exchange of India Limited (NSE). The same were redeemed during the year.

iv. The Company had allotted Equity Shares upon exercise of Options under the Employees Stock Option Plan, 2012:

Date of Allotment	Number of Equity Shares
April 30, 2019	3,000
July 26, 2019	4,000
October 25, 2019	1,100
January 20, 2020	2,800

v. The Company had allotted Equity Shares upon exercise of Options under the Employees Stock Option Plan, 2015:

Date of Allotment	Number of Equity Shares
July 26, 2019	4,800

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019

B. Narasimhan
Partner
FCS 1303 / CP No. 10440
UDIN: F001303B000201351

Place: Mumbai
Date: May 5, 2020

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A to the Secretarial Audit Report

To,
The Members
Astec LifeSciences Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this Report, we have also considered compliance related action taken by the Company after March 31, 2020, but before the issue of this Report.
4. We have considered compliance related actions taken by the Company based on independent legal / professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
7. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019

B. Narasimhan
Partner
FCS 1303 / CP No. 10440
UDIN: F001303B000201351

Place: Mumbai
Date: May 5, 2020

ANNEXURE C TO BOARD'S REPORT:

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A Brief Outline of the Company's CSR Policy, including Overview of Projects or Programs proposed to be undertaken and a Reference to the Web-link to the CSR Policy and Projects or Programs:

CSR POLICY:

The CSR initiatives of the Company focus on holistic development of host communities and create social, environmental and economic value to the society. To pursue these objectives, the Company continues to:-

- Uphold and promote the principles of inclusive growth and equitable development;
- Identify and develop project plans based on needs and priorities of different communities surrounding our manufacturing sites and measure the effectiveness of projects implemented in a timely manner;
- Few targeted areas for conducting CSR Activities are entrepreneurship and employability, livelihoods and income generation, women empowerment, good agricultural practices, waste management, water conservation, rural development projects, medical aid, conservation of natural resources, disaster relief management, etc.;
- Contribution to funds set up by Central and State Government for development and welfare of Scheduled Castes, Scheduled Tribes and minorities;
- Interact regularly with stakeholders about CSR initiatives.

PROJECTS OUTLINE:

As part of CSR, the Company has been actively working in three areas of focus during Financial Year 2019-20:

- **Agriculture and Rural Livelihoods**: The Company has established the integrated rural livelihoods program where trainings, awareness and capacity building are undertaken for small and marginal farmers to improve their household income from farm and non-farm activities. There is a special focus to work with women farmers and create income models for landless farmers. The Company is working on agriculture, livestock development and enterprise management in the villages. Today, the Company is working in 9 villages of Mahad, Maharashtra with close to 2,120 households towards this goal.
- **Women Empowerment:** The Company seeks active involvement of Self-Help Group (SHG) members to come together and identify areas of improvement for enhanced living standards. The SHGs act as the vehicle of change, not only for the women but for the communities at large. The Company is working with 769 households and 89 SHGs, of which 33 SHGs have bank accounts with upto ₹ 6 Lakh in savings.
- **Community Development**: The Company undertakes infrastructure and repair works, mobile libraries, sports equipment at local government schools at Mahad, Maharashtra and supports schools in facilitating a better environment for holistic education. The Company is working with 175 households and 50 Gram Panchayats to create awareness on waste management practices and inculcate the habit of correct and efficient waste disposal.

WEB LINK TO THE CSR POLICY:

The web link to the CSR Policy of the Company is: http://www.astecls.com/codes-and-policies.aspx

2. Composition of the CSR Committee:

The composition of the CSR Committee as on 31st March, 2020 is:

1. Mr. Vinod Malshe, Chairman & Independent Director
2. Dr. Leena Raje, Member & Independent Director

3. Mr. Ashok V. Hiremath, Member & Managing Director
4. Mr. Balram Singh Yadav, Member & Non-Independent Director

Website: www.astecls.com

3. **Average Net Profit of the Company for last three Financial Years:** **₹ 4,517.46 Lakh**
4. **Prescribed CSR Expenditure (two per cent of the amount as in Item 3 above):** **₹ 90.35 Lakh**
5. **Details of CSR spent during the Financial Year:**

(a) Total amount to be spent for the Financial Year: ₹ 90.35 Lakh

(b) Amount unspent, if any: Nil

(c) Manner in which the amount spent during the Financial Year is detailed below (all numbers are ₹ in Lakh)

Sr. No	CSR project or activity	Sector in which the project is covered	Location of projects or programmes 1. Local area or Other 2. District (State) in which Projects or programmes	Amount outlay (budget) project or programme wise (₹ in Lakh)	Amount spent on projects, 1) Direct expenditure 2) Overheads (₹ in Lakh)	Cumulative expenditure up to the reporting period (₹ in Lakh)	Amount spent direct or through the implementing agency (Amount spent; Implementing agency name; Legal structure of the agency; Date of establishment of implementing agency)
1	Integrated Rural Livelihoods Program	Schedule (VII) (ii) Livelihoods enhancement (iii) Empowering women (x) Rural Development	1. Local 2. Raigad (Maharashtra)	74.44	1. Direct Expenditure-74.45 2. Overheads-NIL	127.90	Implementing Agency: Anubhav Pratishthan Trust (Registered Trust – 2013)
2	Community Development Initiatives	Schedule (VII) (i) Eradicating hunger, poverty and malnutrition (ii) Promotion of education (x) Rural Development	1. Local 2. Raigad (Maharashtra)	13.22	1. Direct Expenditure-13.22 2. Overheads-NIL	22.38	Direct Implementation
3	Disaster Relief Management	Schedule (VII) (xii) Disaster management	1. Kerala 2. Local 3. Maharashtra	1.73	1. Direct Expenditure-1.73 2. Overheads-NIL	1.73	SEEDS Mann Deshi Foundation
4	Environment Sustainability	Schedule (VII) (iv) Ensuring environment sustainability	1. Local 2. Raigad (Maharashtra)	1.00	1. Direct Expenditure-1.00 2. Overheads-NIL	1.00	Garbage Free India
5	Expenditure on administrative over-heads			0.10	1. Direct Expenditure-0.13	-	
	Total			**90. 49**	**90.53**		

6. **In case the Company has failed to spend the two per cent, of the Average Net Profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:**

   This is not applicable since the Company has spent the prescribed amount of CSR expenditure during the Financial Year 2019-20.

7. **A Responsibility Statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliances with CSR objectives and CSR Policy of the Company:**

   Through this Report, Astec LifeSciences Limited, the Company seeks to communicate its commitment towards CSR to its Shareholders, the Ministry of Corporate Affairs (MCA) and all its stakeholders in general. The implementation and monitoring of the CSR Policy is in compliances with the CSR objectives and policies as laid down in this Report. The Board of Directors of the Company and the CSR Committee are responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of our intentions to contribute to the greater good of the society. The Company has undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in our CSR Policy. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to ensure that the projects go on smoothly as planned.

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Vinod Malshe
Director & Chairman – CSR Committee
DIN: 00642540

Ashok V. Hiremath
Managing Director & Member – CSR Committee
DIN: 00349345

Place: Mumbai
Date: 5th May, 2020

FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN

As at the Financial Year ended 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
i) Corporate Identity Number (CIN):-	L99999MH1994PLC076236
ii) Registration Date:-	25th January, 1994
iii) Name of the Company:-	**Astec LifeSciences Limited**
iv) Category/Sub-Category of the Company:-	Public Company Limited by Shares
v) Address of the Registered Office and Contact Details:-	"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400 079, Maharashtra, India Tel. No.: 022 – 2518 8010; Fax No.: 022 – 2261 8289 Email: astecinfo@godrejastec.com Website: www.astecls.com
vi) Whether listed company (Yes / No):-	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:-	**Bigshare Services Private Limited** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra, India Tel. No.: 022 – 6263 8200; Fax No.: 022 – 6263 8299 Email: investor@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company are stated as under:-

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1.	Agro Chemicals – Fungicides, Herbicides, Insecticides & Intermediates	20211 & 20219	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:					
Sl. No.	**Name and Address of the Company**	**Corporate Identity Number (CIN) /Global Location Number (GLN)**	**Holding / Subsidiary / Associate**	**% of shares held***	**Applicable Section**
1	**Godrej Agrovet Limited** Registered Office: Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India	L15410MH1991PLC135359	Holding Company	62.37%**	Section 2(46)
2	**Godrej Industries Limited** Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	L24241MH1988PLC097781	Holding Company (Holding Company of the Company's Holding Company)	Nil (No direct Share-holding)	Section 2(46)
3.	**Behram Chemicals Private Limited** Registered Office: Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India	U24100MH1993PTC071480	Subsidiary Company	65.63%	Section 2(87)(ii)
4.	**Astec Europe Sprl** Registered Office: Siège : 'rue de Pont, 33 7500 Tournai,' Belgium, Europe	Foreign Company	Subsidiary Company	50.10%	Section 2(87)(ii)
5.	**Comercializadora Agricola Agroastrachem Cia Ltda** Registered Office: Carrera 50 # 150 A-85 Tower 3-301 Bogota D.C., Colombia	Foreign Company	Subsidiary Company	100.00%	Section 2(87)(ii)

* Percentage of Shareholding is as on 31st March, 2020.

** The Shareholding of Godrej Agrovet Limited as on 31st March, 2020 as per Register of Members was 119,72,830 i.e. 61.18%. Further, Godrej Agrovet Limited acquired additional 93,740 Equity Shares on 27th March, 2020, 82,135 Equity Shares on 30th March, 2020 and 55,311 Equity Shares on 31st March, 2020 aggregating to total shareholding of 1,22,04,016 Equity Shares, i.e., 62.37%, which was subsequently reflected in the Register of Members, after 31st March, 2020.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year (Difference between A & B)*
	Demat	Physical	Total	%of Total Shares (A)	Demat	Physical	Total	% of Total shares (B)	
A. Promoters									
(1) Indian									
a) Individual/HUF	19,45,506	0	19,45,506	9.95	19,86,006	0	19,86,006	10.15	0.20
b) Central Government	0	0	0	0	0	0	0	0	0.00
c) State Government(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corporate	1,12,75,466	0	1,12,75,466	57.67	1,19,72,830	0	1,19,72,830**	61.18	3.52
e) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0.00
f) Any Other: Directors Relatives	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1)	**1,32,20,972**	**0**	**1,32,20,972**	**67.62**	**1,39,58,836**	**0**	**1,39,58,836**	**71.33**	**3.72**
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corporates	0	0	0	0	0	0	0	0	0.00
d) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0.00
e) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**1,32,20,972**	**0**	**1,32,20,972**	**67.62**	**1,39,58,836**	**0**	**1,39,58,836**	**71.33**	**3.72**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	4,04,693	0	4,04,693	2.07	50,000	0	50,000	0.26	(1.81)
b) Banks / Financial Institutions	6,378	0	6,378	0.03	48,985	0	48,985	0.25	0.22
c) Central Government	0	0	0	0	0	0	0	0	0.00
d) State Government(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) Foreign Institutional Investors (FIIs)	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify) Foreign Portfolio Investors	1,73,783	0	1,73,783	0.89	1,65,316	0	1,65,316	0.84	(0.04)
Sub-total (B)(1)	**5,84,854**	**0**	**5,84,854**	**2.99**	**2,64,301**	**0**	**2,64,301**	**1.35**	**(1.64)**

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year (Difference between A & B)*
	Demat	Physical	Total	%of Total Shares (A)	Demat	Physical	Total	% of Total shares (B)	
(2) Non-Institutions									
a) Bodies Corporates									
(i) Indian	7,39,585	0	7,39,585	3.78	5,90,177	0	5,90,177	3.02	(0.77)
(ii) Overseas	0	0	0	0	0	0		0	0.00
b) Individuals									
(i) Individual Shareholders holding nominal share capital up to ₹1 Lakh	25,96,140	606	25,96,746	13.28	21,52,221	606	21,52,827	11	(2.28)
(ii) Individual Shareholders holding nominal share capital in excess of ₹1Lakh	18,24,146	0	18,24,146	9.33	19,71,815	0	19,71,815	10.08	0.75
c) Others (Specify)									
(i) Trust	0	0	0	0	0	0	0	0	0.00
(ii) Clearing Member	49,880	0	49,880	0.26	2,87,510	0	2,87,510	1.47	1.21
(iii) Non Resident Indian	5,23,174	0	5,23,174	2.68	3,27,773	0	3,27,773	1.68	(1.00)
(iv) Directors & their Relatives	8,003	0	8,003	0.04	8,003	0	8,003	0.04	0.00
(v) Investor Education and Protection Fund	5,295	0	5,295	0.03	7,113	0	7,113	0.04	0.01
(vi) NBFC Registered with RBI	0	0	0	0	0	0	0	0	0.00
Sub-total (B)(2)	**57,46,223**	**606**	**57,46,829**	**29.39**	**53,44,612**	**606**	**53,45,218**	**27.32**	**(2.08)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**63,31,077**	**606**	**63,31,683**	**32.38**	**56,08,913**	**606**	**56,09,519**	**28.67**	**(3.72)**
C. Shares held by Custodian for GDRs & ADRs (C)	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	**1,95,52,049**	**606**	**1,95,52,655**	**100**	**1,95,67,749**	**606**	**1,95,68,355**	**100**	**0.00**

*Difference in % of shareholding is also due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 10,900 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

** Godrej Agrovet Limited acquired additional 93,740 Equity Shares on 27th March, 2020, 82,135 Equity Shares on 30th March, 2020 and 55,311 Equity Shares on 31st March, 2020 aggregating to total shareholding of 1,22,04,016 Equity Shares, i.e., 62.37%, which was subsequently reflected in the Register of Members, after 31st March, 2020.

ii) Shareholding of Promoters and Promoter Group								
Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change In hareholding during the year (Difference between A and B)*
		No. of Shares	% of total shares of the Company (A)	% of Shares pledged/ encumbered of total shares	No. of Shares	% of total shares of the Company (B)	% of Shares pledged/ encumbered of total shares	
1	Godrej Agrovet Limited	1,12,75,466	57.67	0.00	119,72,830**	61.18	0.00	3.52
2	Ashok V. Hiremath	19,45,506	9.95	0.00	19,45,506	9.94	0.00	(0.01)
3	Chitralekha Ashok Hiremath #	0	0.00	0.00	40,500	0.21	0.00	0.21
	Total	**1,32,20,972**	**67.62**	**0.00**	**139,58,836**	**71.33**	**0.00**	**3.72**

*Difference in % of shareholding is also due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 10,900 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

** Godrej Agrovet Limited acquired additional 93,740 Equity Shares on 27th March, 2020, 82,135 Equity Shares on 30th March, 2020 and 55,311 Equity Shares on 31st March, 2020 aggregating to total shareholding of 1,22,04,016 Equity Shares, i.e., 62.37%, which was subsequently reflected in the Register of Members after 31st March, 2020.

Chitralekha Ashok Hiremath is a part of the Promoter Group of the Company.

(iii) Change in Promoters' and Promoter Group's Shareholding					
Sl. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company*
1	Godrej Agrovet Limited				
	At the beginning of the year - As on 1st April, 2019	112,75,466	57.67	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.):	-	-	6,97,364	3.56
	At the End of the year - As on 31st March, 2020	-	-	1,19,72,830**	61.18

Note:

Increase: Acquired 5,959 Equity Shares on 20-05-2019; Acquired 17,618 Equity Shares on 21-05-2019; Acquired 2,460 Equity Shares on 22-05-2019; Acquired 1,390 Equity Shares on 23-05-2019; Acquired 2,557 Equity Shares on 24-05-2019; Acquired 4,652 Equity Shares on 28-05-2019; Acquired 2,136 Equity Shares on 29-05-2019; Acquired 2,225 Equity Shares on 31-05-2019; Acquired 5,452 Equity Shares on 03-06-2019; Acquired 931 Equity Shares on 04-06-2019; Acquired 255 Equity Shares on 06-06-2019; Acquired 2,262 Equity Shares on 07-06-2019; Acquired 2,496 Equity Shares on 10-06-2019; Acquired 13,787 Equity Shares on 11-06-2019; Acquired 10,508 Equity Shares on 12-06-2019; Acquired 4,447 Equity Shares on 13-06-2019; Acquired 3,682 Equity Shares on 17-06-2019; Acquired 4,100 Equity Shares on 18-06-2019; Acquired 3,885 Equity Shares on 19-06-2019; Acquired 2,931 Equity Shares on 20-06-2019; Acquired 2,864 Equity Shares on 21-06-2019; Acquired 2,175 Equity Shares on 24-06-2019; Acquired 4,047 Equity Shares on 25-06-2019; Acquired 1,488 Equity Shares on 28-06-2019; Acquired 1,664 Equity Shares on 31-07-2019; Acquired 12,612 Equity Shares on 01-08-2019; Acquired 8,124 Equity Shares on 02-08-2019; Acquired 11,770 Equity Shares on 05-08-2019; Acquired 3,251 Equity Shares on 06-08-2019; Acquired 9,755 Equity Shares on 07-08-2019; Acquired 5,527 Equity Shares on 08-08-2019; Acquired 16 Equity Shares on

09-08-2019; Acquired 9,828 Equity Shares on 13-08-2019; Acquired 704 Equity Shares on 14-08-2019; Acquired 30 Equity Shares on 16-08-2019; Acquired 507 Equity Shares on 19-08-2019; Acquired 1,230 Equity Shares on 20-08-2019; Acquired 41,676 Equity Shares on 21-08-2019; Acquired 7,082 Equity Shares on 22-08-2019; Acquired 2,910 Equity Shares on 23-08-2019; Acquired 257 Equity Shares on 27-08-2019; Acquired 1,568 Equity Shares on 03-09-2019; Acquired 3 Equity Shares on 13-09-2019; Acquired 1,959 Equity Shares on 16-09-2019; Acquired 7,946 Equity Shares on 17-09-2019; Acquired 933 Equity Shares on 18-09-2019; Acquired 3,313 Equity Shares on 19-09-2019; Acquired 15,903 Equity Shares on 20-09-2019; Acquired 1,569 Equity Shares on 23-09-2019; Acquired 2,984 Equity Shares on 24-09-2019; Acquired 3,226 Equity Shares on 25-09-2019; Acquired 5,377 Equity Shares on 26-09-2019; Acquired 3,723 Equity Shares on 30-09-2019; Acquired 6,459 Equity Shares on 06-11-2019; Acquired 6,749 Equity Shares on 07-11-2019; Acquired 5,768 Equity Shares on 08-11-2019; Acquired 5,171 Equity Shares on 11-11-2019; Acquired 5,037 Equity Shares on 13-11-2019; Acquired 2,173 Equity Shares on 14-11-2019; Acquired 915 Equity Shares on 18-11-2019; Acquired 4,882 Equity Shares on 19-11-2019; Acquired 2,306 Equity Shares on 20-11-2019; Acquired 15,077 Equity Shares on 03-12-2019; Acquired 3,823 Equity Shares on 04-12-2019; Acquired 750 Equity Shares on 06-12-2019; Acquired 250 Equity Shares on 09-12-2019; Acquired 10 Equity Shares on 11-12-2019; Acquired 4,170 Equity Shares on 19-12-2019; Acquired 2,968 Equity Shares on 20-12-2019; Acquired 601 Equity Shares on 23-12-2019; Acquired 4,362 Equity Shares on 24-12-2019; Acquired 4,565 Equity Shares on 26-12-2019; Acquired 729 Equity Shares on 27-12-2019; Acquired 15,264 Equity Shares on 31-12-2019; Acquired 4,285 Equity Shares on 18-02-2020; Acquired 1,933 Equity Shares on 19-02-2020; Acquired 6,204 Equity Shares on 20-02-2020; Acquired 1,220 Equity Shares on 24-02-2020; Acquired 5,275 Equity Shares on 25-02-2020; Acquired 12,307 Equity Shares on 28-02-2020; Acquired 12,914 Equity Shares on 02-03-2020; Acquired 15,703 Equity Shares on 03-03-2020; Acquired 17,891 Equity Shares on 04-03-2020; Acquired 1,828 Equity Shares on 05-03-2020; Acquired 27,376 Equity Shares on 06-03-2020; Acquired 8,713 Equity Shares on 09-03-2020; Acquired 6,921 Equity Shares on 11-03-2020; Acquired 13,821 Equity Shares on 12-03-2020; Acquired 6,357 Equity Shares on 16-03-2020; Acquired 2,624 Equity Shares on 17-03-2020; Acquired 13,200 Equity Shares on 18-03-2020; Acquired 26,991 Equity Shares on 19-03-2020; Acquired 14,961 Equity Shares on 20-03-2020; Acquired 12,281 Equity Shares on 23-03-2020; Acquired 3,372 Equity Shares on 24-03-2020; Acquired 26,754 Equity Shares on 25-03-2020; Acquired 92,650 Equity Shares on 26-03-2020.

Decrease: Nil

*Difference in % of shareholding is also due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 10,900 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

** Godrej Agrovet Limited acquired additional 93,740 Equity Shares on 27th March, 2020, 82,135 Equity Shares on 30th March, 2020 and 55,311 Equity Shares on 31st March, 2020 aggregating to total shareholding of 1,22,04,016 Equity Shares, i.e., 62.37%, which was subsequently reflected in the Register of Members after 31st March, 2020.

Sl. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2	Chitralekha Ashok Hiremath #				
	At the beginning of the year - As on 1st April, 2019	0	0.00	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.):	-	-	40,500	0.21
	At the End of the year - As on 31st March, 2020	-	-	40,500	0.21

Note:

Increase: Acquired 500 Equity Shares on 22-05-2019; Acquired 40,000 Equity Shares on 29-07-2019.

Decrease: Nil

Chitralekha Ashok Hiremath is a part of the Promoter Group of the Company

*Difference in % of shareholding is also due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 10,900 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

Sl. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	Ashok V. Hiremath (No Change)				
	At the beginning of the year - As on 1st April, 2019	19,45,506	9.95	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.):	-	-	-	-
	At the End of the year - As on 31st March, 2020	-	-	19,45,506	9.94*

Note:

Increase: Nil

Decrease: Nil

*Difference in % of shareholding is due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 10,900 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

1. SHREANS DAGA

For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	5,71,087	2.92	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	(13,000)	(0.07)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	5,58,087	2.85

Note:

Increase: Acquired 7,424 Equity Shares on 26-07-2019.

Decrease: Sold 20,424 Equity Shares on 31-12-2019.

2. SUNDARAM MUTUAL FUND A/C SUNDARAM RURAL AND CONSUMPTION FUND				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	3,99,922	2.05	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	(3,49,922)	(1.79)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	50,000	0.26

Note:

Increase: Nil

Decrease: Sold 19,922 Equity Shares on 06-03-2020; Sold 10,000 Equity Shares on 13-03-2020; Sold 22,100 Equity Shares on 20-03-2020; Sold 1,27,900 Equity Shares on 27-03-2020; Sold 1,70,000 Equity Shares on 31-03-2020.

3. KAUSHIK DAGA				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	3,98,642	2.04	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	-	-
At the End of the Year (or on the date of separation, if separated during the year)	-	-	3,98,642	2.04

Note:

Increase: Nil

Decrease: Nil

4. OWN INFRACON PRIVATE LIMITED				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	2,57,865	1.32	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	-	-
At the End of the Year (or on the date of separation, if separated during the year)	-	-	2,57,865	1.32

Note:

Increase: Nil

Decrease: Nil

5. KEDIA SECURITIES PRIVATE LIMITED				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	2,00,000	1.02	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	Nil	Nil
At the End of the Year (or on the date of separation, if separated during the year)	-	-	2,00,000	1.02

Note:

Increase: Acquired 1,00,000 Equity Shares on 28-06-2019; Acquired 1,00,000 Equity Shares on 09-08-2019.

Decrease: Sold 1,00,000 Equity Shares on 05-04-2019; Sold 1,00,000 Equity Shares on 05-07-2019;

6. NILAYKUMAR VINODKUMAR DAGA				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	1,79,542	0.92	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	-	-
At the End of the Year (or on the date of separation, if separated during the year)	-	-	1,79,542	0.92

Note:

Increase: Nil

Decrease: Nil

7. NIRAJKUMAR VINODKUMAR DAGA				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	1,27,875	0.65	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	(1,27,875)	(0.65)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0.00

Note:

Increase: Nil

Decrease: Sold 1,27,875 Equity Shares on 20-12-2019.

8. GARISHMA NEERAJ DAGA				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	1,03,432	0.53	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	(1,03,432)	(0.53)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0.00

Note:

Increase: Nil

Decrease: Sold 86,951 Equity Shares on 06-12-2019; Sold 16,481 Equity Shares on 14-02-2020.

9. NAMITA BHANDARE				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	85,000	0.43	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	15,500	0.08
At the End of the Year (or on the date of separation, if separated during the year)	-	-	1,00,500	0.51

Note:

Increase: Acquired 1,000 Equity Shares on 24-01-2020; Acquired 3,500 Equity Shares on 31-01-2020; Acquired 1,000 Equity Shares on 07-02-2020; Acquired 1,627 Equity Shares on 14-02-2020; Acquired 973 Equity Shares on 21-02-2020; Acquired 1,500 Equity Shares on 28-02-2020; Acquired 2,400 Equity Shares on 06-03-2020; Acquired 1,500 Equity Shares on 13-03-2020; Acquired 2,000 Equity Shares on 27-03-2020.

Decrease: Nil

10. RAHUL BHANDARE				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	80,000	0.41	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	35,000	0.18
At the End of the Year (or on the date of separation, if separated during the year)	-	-	1,15,000	0.59

Note:

Increase: Acquired 10,500 Equity Shares on 20-12-2019; Acquired 2,545 Equity Shares on 31-12-2019; Acquired 4,000 Equity Shares on 10-01-2020; Acquired 3,500 Equity Shares on 17-01-2020; Acquired 703 Equity Shares on 24-01-2020; Acquired 1,000 Equity Shares on 07-02-2020; Acquired 676 Equity Shares on 14-02-2020; Acquired 546 Equity Shares on 21-02-2020; Acquired 6,530 Equity Shares on 28-02-2020; Acquired 3,000 Equity Shares on 20-03-2020; Acquired 2,000 Equity Shares on 27-03-2020.

Decrease: Nil

11. VINODKUMAR HARAKCHAND DAGA				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	0	0.00	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	2,31,307	1.18
At the End of the Year (or on the date of separation, if separated during the year)	-	-	2,31,307	1.18

Note:

Increase: Acquired 86,951 Equity Shares on 06-12-2019; Acquired 1,27,875 Equity Shares on 20-12-2019; Acquired 16,481 Equity Shares on 14-02-2020.

Decrease: Nil

12. ICICI SECURITIES LIMITED				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	1,660	0.01	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	92,120	0.47
At the End of the Year (or on the date of separation, if separated during the year)	-	-	93,780	0.48

Note:

Increase: Acquired 1,411 Equity Shares on 19-04-2019; Acquired 282 Equity Shares on 03-05-2019; Acquired 218 Equity Shares on 10-05-2019; Acquired 1,673 Equity Shares on 24-05-2019; Acquired 1,238 Equity Shares on 21-06-2019; Acquired 5,549 Equity Shares on 28-06-2019; Acquired 13 Equity Shares on 12-07-2019; Acquired 598 Equity Shares on 19-07-2019; Acquired 809 Equity Shares on 09-08-2019; Acquired 1,866 Equity Shares on 23-08-2019; Acquired 200 Equity Shares on 06-09-2019; Acquired 1,522 Equity Shares on 20-09-2019; Acquired 115 Equity Shares on 11-10-2019; Acquired 258 Equity Shares on 25-10-2019; Acquired 66 Equity Shares on 01-11-2019; Acquired 5,632 Equity Shares on 08-11-2019; Acquired 503 Equity Shares on 22-11-2019; Acquired 63 Equity Shares on 06-12-2019; Acquired 159 Equity Shares on 20-12-2019; Acquired 399 Equity Shares on 27-12-2019; Acquired 976 Equity Shares on 31-12-2019; Acquired 107 Equity Shares on 03-01-2020; Acquired 245 Equity Shares on 31-01-2020; Acquired 23 Equity Shares on 14-02-2020; Acquired 695 Equity Shares on 21-02-2020; Acquired 1,182 Equity Shares on 06-03-2020; Acquired 3,234 Equity Shares on 13-03-2020; Acquired 93,715 Equity Shares on 31-03-2020.

Decrease: Sold 1,560 Equity Shares on 05-04-2019; Sold 9 Equity Shares on 12-04-2019; Sold 1,357 Equity Shares on 26-04-2019; Sold 69 Equity Shares on 17-05-2019; Sold 716 Equity Shares on 31-05-2019; Sold 1,052 Equity Shares on 07-06-2019; Sold 390 Equity Shares on 14-06-2019; Sold 6,724 Equity Shares on 05-07-2019; Sold 334 Equity Shares on 26-07-2019; Sold 119 Equity Shares on 02-08-2019; Sold 927 Equity Shares on 16-08-2019; Sold 1,960 Equity Shares on 30-08-2019; Sold 190 Equity Shares on 13-09-2019; Sold 477 Equity Shares on 27-09-2019; Sold 172 Equity Shares on 30-09-2019; Sold 838 Equity Shares on 04-10-2019; Sold 45 Equity Shares on 18-10-2019; Sold 6,156 Equity Shares on 15-11-2019; Sold 468 Equity Shares on 29-11-2019; Sold 14 Equity Shares on 13-12-2019; Sold 684 Equity Shares on 10-01-2020; Sold 679 Equity Shares on 17-01-2020; Sold 200 Equity Shares on 24-01-2020; Sold 220 Equity Shares on 07-02-2020; Sold 870 Equity Shares on 28-02-2020; Sold 3,141 Equity Shares on 20-03-2020; Sold 1,260 Equity Shares on 27-03-2020.

13. STANDARD CHARTERED BANK				
For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	0	0.00	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.,)	-	-	80,000	0.41
At the End of the Year (or on the date of separation, if separated during the year)	-	-	80,000	0.41

Note:

Increase: Acquired 22,100 Equity Shares on 20-03-2020; Acquired 68,007 Equity Shares on 27-03-2020.

Decrease: Sold 10,107 Equity Shares on 31-03-2020.

Note: The above changes in shareholding are derived based on weekly BENPOS statement or as duly intimated by the Promoter / Promoter Group.

(v) Shareholding of Directors and Key Managerial Personnel:

1) Mr. Ashok V. Hiremath (Managing Director & Key Managerial Personnel)

For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	19,45,506	9.95	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.,)	-	-	-	-
At the End of the Year	-	-	19,45,506	9.94*

Note:

Increase: Nil

Decrease: Nil

*Difference in % of shareholding is due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 10,900 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

2) Mr. Rakesh Dogra (Non-Executive Director)

For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	600	0.003	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.,)	-	-	-	-
At the End of the Year	-	-	600	0.003

Note:

Increase: Nil

Decrease: Nil

3) Mr. Balram Singh Yadav (Non-Executive Director)

For each of Top 10 Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	7,303	0.04	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.,)	-	-	-	-
At the End of the Year	-	-	7,303	0.04

Note:

Increase: Nil

Decrease: Nil

Note: The above changes in shareholding are derived based on weekly benpos statement.

Note: The following Directors and Key Managerial Personnel did not hold any Equity Shares of the Company during the Financial Year 2019-20:-

1) Mr. Nadir B. Godrej (Chairman & Director), (2) Mr. Arijit Mukherjee (Whole Time Director and Key Managerial Personnel), (3) Mr. Sitendu Sharma (Director) (resigned w.e.f. 30th January, 2020), (4) Mr. Vinod Malshe (Director), (5) Dr. Leena Raje (Director), (6) Dr. Brahma Nand Vyas (Director), (7) Mr. Vijay Khot (Director), (8) Mr. R. R. Govindan (Additional Director) (appointed w.e.f. 30th January, 2020) (9) Ms. Tejashree Pradhan (Company Secretary & Compliance Officer), (10) Mr. Saurav Bhala (Chief Financial Officer).

V. INDEBTEDNESS:

Indebtedness of the Company including Interest outstanding /accrued but not due for payment

(₹ in Lakh)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	-	17,516.66	-	17,516.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	50.13	-	50.13
Total (i + ii + iii)	**-**	**17,566.79**	**-**	**17,566.79**
Change in Indebtedness during the Financial Year				
(+) Addition	2,389.01	3,254.62	-	5,643.63
(-) Reduction	-	(13,339.27)	-	(13,339.27)
Net Change	**2,389.01**	**(10,084.65)**	**-**	**(7,695.64)**
Indebtedness at the end of the Financial Year				
i) Principal Amount	2,388.81	7,463.83	-	9,852.64
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.20	18.32	-	18.52
Total (i + ii + iii)	**2,389.01**	**7,482.15**	**-**	**9,871.16**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Directors and/or Manager

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Mr. Ashok V. Hiremath, Managing Director	Mr. Arijit Mukherjee, Whole Time Director	Total Amount
1	**Gross Salary**			
	(a) Salary as per the provisions contained in Section 17(1) of the Income Tax Act, 1961	134.99	54.55	189.54
	(b) Value of Perquisites under Section 17(2) of the Income Tax Act, 1961	0.85	0.22	1.07
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	-	20,000 Options	20,000 Options
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As a % of Profit	-	-	-
	- Others, specify	-	-	-
5	Others, Please specify	-	-	-
	TOTAL (A)	**135.85**	**54.76**	**190.61**
	Ceiling as per the Act	₹652.35 Lakh (being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)		

B. Remuneration to other Directors:

I) Independent Directors (₹ in Lakh)

Sl. No.	Particulars of Remuneration	Names of Directors						Total Amount
		Mr. Sitendu Sharma (upto 30th January, 2020)	Mr. Vinod Malshe	Dr. Leena Raje	Dr. Brahma Nand Vyas	Mr. Vijay Khot	Mr. R. R. Govindan (w.e.f. 30th January, 2020)	
1	Fee for attending Board / Committee Meetings	3.40	4.30	3.90	3.40	3.40	1.00	19.40
2	Commission	-	-	-	-	-	-	-
3	Others (please specify) – Reimbursement of expenses for attending Meetings	-	-	-	0.54	-	-	0.54
	TOTAL B (I)	**3.40**	**4.30**	**3.90**	**3.94**	**3.40**	**1.00**	**19.94**

II) Other Non-Executive Directors (₹ in Lakh)

Sl. No.	Particulars of Remuneration	Names of Directors			Total Amount
		Mr. Nadir B. Godrej	Mr. Balram Singh Yadav	Mr. Rakesh Dogra	
	Fee for attending Board / Committee Meetings	-	-	-	-
	Commission	-	-	-	-
	Others	-	-	-	-
	TOTAL B(II)	**-**	**-**	**-**	**Nil**
	TOTAL B(I)+B(II)= B				**19.94**
	Total Managerial Remuneration (B)				**19.94**
	Total Sitting Fees				**19.94**
	Total Other Remuneration				**Nil**
	Overall Ceiling as per the Act				₹65.24 Lakh (being 1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Saurav Bhala, Chief Financial Officer	Ms. Tejashree Pradhan, Company Secretary & Compliance Officer	
1	Gross Salary			
	(a) Salary as per the provisions contained in Section 17(1) of the Income Tax Act, 1961	37.25	14.98	52.23
	(b) Value of Perquisites under Section 17(2) of the Income Tax Act, 1961	0.22	-	0.22
	(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As a % of Profit	-	-	-
	- Others, specify	-	-	-
5	Others, Please specify	-	-	-
	TOTAL (C)	**37.47**	**14.98**	**52.45**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority RD/NCLT/Court	Appeal Made, if any (give details)
A. Company					
Penalty	None				
Punishment					
Compounding					
B. Director					
Penalty	None				
Punishment					
Compounding					
C. Other Officer in Default					
Penalty	None				
Punishment					
Compounding					

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Ashok V. Hiremath
Managing Director
DIN: 00349345

Arijit Mukherjee
Whole Time Director
DIN: 07334111

Place: Mumbai
Date: 5th May, 2020

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

1. Conservation of Energy:

The various measures adopted by your Company for conservation of energy during the Financial Year 2019-20 include the following:

a) Continuous monitoring of and reduction in energy consumption levels

b) Installation of Boiler Automatic Draft Controller

c) Vacuum controlled by bleeding air instead of nitrogen bleeding

d) Installation of Variable Frequency Drive (VFD) to cooling water tower circulation

e) Recovery of condensate and reusing to boiler upto 40%

f) Installation of new energy efficient Brine plant

The benefits derived on account of adoption of the above measures are as follows:-

a) Substantial decrease in the level of energy consumption in cooling tower pumps

b) Reduction in coal consumption in boilers

c) Decrease in running hours of nitrogen plant

The capital investment on energy conservation equipment during the Financial Year 2019-20 was ₹1.50 Crore.

Power and Fuel Consumption

(₹ in Lakh)

Particulars	2019-20	2018-19
1. Electricity		
a. Purchased		
Unit (KWH in Thousands)	17,489.13	15,039.83
Total Amount (₹ in Lakh)	1,635.04	1,277.34
Rate/KWH (₹)	9.35	8.49
b. Own Generation		
Through Diesel Generator		
Unit (KWH in Thousands)	-	-
Unit per Litre of Diesel	-	-
Oil Cost / Unity	-	-

Particulars	2019-20	2018-19
2. Furnace Oil		
Quantity (Kg.)	150.34	349.6
Total Cost (₹ in Lakh)	52.03	131.41
Average Rate / Kg. (₹)	34.61	37.59
3. Coal		
Quantity (MT)	16,522.10	12,808.75
Total Cost (₹ in Lakh)	1,083.88	874.43
Average Rate / Kg. (₹)	6.56	6.83
4. Others		
LSHS/LDO/HSD		
Quantity (K. Ltrs.) (LDO/HSD)	33.80	29.17
Total Cost (₹ in Lakh)	23.07	20.91
Average Rate / Litre (₹)	68.26	71.68

Consumption per Unit of Production:

The operations being multi-cycle/ multi product type, consumption per unit for each product cannot be meaningfully determined.

2. Technology Absorption:

Your Company endeavours to implement various technological upgradation in several ways, with the following objectives in mind:-

a) Improvement in the Quality of Output

b) Reduced Cost of Production

c) Import Substitution

d) Enhancement in Production Capacity with Safety

e) Adoption of Eco-friendly Technology

f) Reduction of waste generation and endeavor to develop zero discharge processes

During the Financial Year under review, your Company has taken the following initiatives to demonstrate its commitment towards sustainable growth through Technology Absorption, Adaptation & Innovation:-

1) Methods/ Measures adopted / Efforts made:

a) Automation of Boiler

b) VFD installation to high power consuming motors

c) Pump replacement with energy efficient pumps

2) Benefits derived as a result of such Measures / Methods / Efforts:

a) Reduction in Fuel (Coal) Consumption

b) Reduction in power (Electricity) consumption

3) **Details of Imported Technology:**

Majority of the technologies utilized by your Company are developed by in-house Research & Development (R&D) Department. Some processes have been provided by potential customers and those have been suitably absorbed.

3. Expenditure on R&D:

(₹ in Lakh)

Particulars	2019-20	2018-19
Capital & Recurring	1,177.71	300.60
Total R&D expenditure as a percentage of total turnover	2.26%	0.70%

4. Foreign Exchange Earnings and Outgo:

Your Company constantly endeavours to enhance its exports through strategic alliances with various parties. Your Company is also obtaining product registrations in various parts of the world.

Your Company's foreign exchange earnings and outgo during the Financial Year 2019-20, in comparison with the figures for the Financial Year 2018-19 were as follows:-

(₹ in Lakh)

Sr. No.	Particulars	Current Year 2019-20	Previous Year 2018-19
A.	Foreign Exchange Earned	26,464.82	25,673.92
B.	Foreign Exchange Used	19,033.41	22,418.04

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Ashok V. Hiremath
Managing Director
DIN: 00349345

Arijit Mukherjee
Whole Time Director
DIN: 07334111

Date: 5th May, 2020
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Board of Directors of **Astec LifeSciences Limited** ("**the Company**") has pleasure in presenting the Company's Report on Corporate Governance for the Financial Year ended 31st March, 2020.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance for listed companies, which is implemented through the Listing Regulations.

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a manner which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organization and the Company is committed to meet the aspirations of all its stakeholders. This demonstrates in Shareholders' returns, governance processes and an entrepreneurial performance focused work environment. The Company's customers have benefited from high quality products delivered at the most competitive prices. The demands of Corporate Governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

The Company believes that good Corporate Governance leads to corporate growth and long-term gain in Shareholder value. The Company is committed to maintaining the highest standards of Corporate Governance in its conduct towards Shareholders, employees, customers, suppliers and other Stakeholders.

The Company is in compliance with the requirements of Corporate Governance as prescribed under the Listing Regulations.

2. BOARD OF DIRECTORS:

A. Board Structure:

The Board of Directors is the apex body constituted by the Shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic directions, management policies and their effectiveness, and ensures that the Shareholders' long-term interests are being served. The Managing Director and the Whole Time Director are assisted by senior managerial personnel in overseeing the functional matters of the Company.

The Board of Directors of the Company comprises of 10 (Ten) Directors, which is an optimum mix of Executive, Non-Executive and Independent Directors, diverse in terms of qualifications, competence, professional experience and expertise. Detailed profile of the Directors is available on the Company's website www.astecls.com at the web link http://www.astecls.com/board-of-directors.aspx.

The composition of the Board of Directors as on 31st March, 2020 and as on the date of this Report is summarized below:-

1 (One)	-	Chairman (Non-Executive, Non-Independent Director)
1 (One)	-	Managing Director (Executive, Non-Independent Director)
1 (One)	-	Whole Time Director (Executive, Non-Independent Director)
2 (Two)	-	Non-Executive, Non-Independent Directors
5 (Five)	-	Non-Executive, Independent Directors [including 1 (One) Woman Director]

B. Inter-se Relationships amongst Directors:

None of the Directors is related to any other Director on the Board nor is related to the other Key Managerial Personnel of the Company in terms of the provisions of the Companies Act, 2013 ("**the Act**") and the Rules framed thereunder.

C. Skills Matrix for the Board of Directors:

The list of core skills / expertise/ capabilities for the Board of Directors have been outlined by the Nomination and Remuneration Committee and approved by the Board of Directors, which are as under:

- **Strategy & Business** – Is or has been the Chief Executive Officer, Chief Operating Officer or held any other leadership position in an organization, leading to significant experience in strategy or business management; Brings ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise** – Expertise with respect to the sector in which the organization operates; Have an understanding, of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.
- **Market Expertise** – Expertise with respect to the geography in which the organization operates; Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market/(s) in which the business operates.
- **Technology Perspective** – Expertise with respect to business specific technologies such as in the field of Research & Development (R&D), manufacturing, etc.; Has experience and adds perspective on the future ready skills required by the organization such as E-Commerce, Digital, Sustainability, etc.
- **People & Talent Understanding** – Experience in Human Resource management such that they bring in a considered approach to the effective management of people in an organization.
- **Governance, Finance & Risk** – Understanding of the law and application of Corporate Governance principles in a commercial enterprise of similar scale; Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources; Ability to identify key risks for the business in a wide range of areas, including legal and regulatory.
- **Diversity of Perspective** – Provides a diversity of views to the Board that is valuable to manage our customer, consumer, employee, key stakeholder or Shareholders.

The details of skills / expertise / competence possessed by Directors are given below:

Sr. No.	Director Names / Skills	Strategy & Business	Industry Expertise	Market Expertise	Technology Perspective	People & Talent Understanding	Governance, Finance & Risk	Diversity of Perspective
1.	Mr. Nadir B. Godrej	✔	✔	✔	✔		✔	
2.	Mr. Ashok V. Hiremath	✔	✔	✔	✔		✔	
3.	Mr. Arijit Mukherjee	✔	✔	✔	✔			
4.	Mr. Balram Singh Yadav	✔	✔	✔			✔	
5.	Mr. Rakesh Dogra	✔	✔	✔	✔			
6.	Mr. Vinod Malshe	✔	✔		✔			✔
7.	Dr. Leena Raje					✔	✔	✔
8.	Dr. Brahma Nand Vyas		✔	✔	✔			✔
9.	Mr. Vijay Kashinath Khot	✔	✔	✔				✔
10.	Mr. R. R. Govindan	✔		✔			✔	✔

D. Board Induction and Training:

At the time of appointing a Director, a formal Letter of Appointment is given to him / her, which, inter alia, explains the role, functions, duties and responsibilities of a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Act and the Listing Regulations and other relevant Regulations and his / her affirmation is taken with respect to the same.

E. Familiarization Programmes for Independent Directors:

All Independent Directors of the Company are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, business strategy and risks involved. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board of Directors.

The details of familiarization programmes for Independent Directors are hosted on the website of the Company, viz., www.astecls.com, on the web link http://www.astecls.com/listing-compliance.aspx.

F. Board Meetings – Procedure and Attendance:

The Board of Directors, inter alia, focuses on / oversees strategic planning, risk management, compliance, succession planning for Directors, etc., with high standards of ethical conduct and integrity.

The Board of Directors meets at regular intervals to discuss and decide on business strategies or polices and reviews the financial and operational performance of the Company and its subsidiaries. In case of business exigencies, the Board's approval is taken through Resolutions by Circulation, which are then noted at subsequent Board Meetings.

The Agendas for the Meetings of the Board and its Committees are circulated in advance as per the provisions of the Act and the Rules framed thereunder and Secretarial Standard – 1 ("SS-1") issued by the Institute of Company Secretaries of India (ICSI) to the Directors to ensure that sufficient time is provided to the Directors to prepare for the Meetings. This ensures timely and informed decisions by the Board.

The Board meets at least once in a quarter to, inter alia, review, approve and take note of quarterly Standalone and Consolidated Financial Results of the Company, various Compliance Report(s) under the applicable laws, major legal issues, regulatory developments, Minutes of the Meetings of the Board and its Committees and those of its Subsidiary Companies, Significant Transactions entered into with Related Parties and note compliances with other law(s) as applicable to the Company and the Listing Regulations.

The Company Secretary attends all the Meetings of the Board and its Committees and is, inter alia, responsible for recording the Minutes of such Meetings. The draft Minutes of the Meetings of the Board and its Committees are sent to the Members for their comments in accordance with SS-1 and then, the Minutes are entered in the Minutes Book within 30 (Thirty) days of the conclusion of the Meetings, subsequent to incorporation of the comments, if any, received from the Directors. The Company complies with the provisions of the Companies Act, 2013 read with the Rules framed thereunder, SS-1 and the Listing Regulations with respect to convening and holding of the Meetings of the Board of Directors and its Committees.

The Meetings of the Board of Directors and its Committees are usually held at the Registered Office of the Company at Godrej One, Vikhroli, Mumbai (Maharashtra).

During the Financial Year 2019-20, 6 (six) Board Meetings were held (on 30th April, 2019, 6th May, 2019, 26th July, 2019, 25th October, 2019, 30th January, 2020 and 31st March, 2020). The maximum time gap between 2 (two) consecutive Board Meetings held during the Financial Year was not more than 120 (One Hundred and Twenty) days. The requisite quorum was duly present for all the Meetings.

The details of composition of the Board, Directors' attendance at the Board Meetings and at the last Annual General Meeting ("AGM"), Directors' outside directorships and the Board / Committee Chairmanships / Memberships as on 31st March, 2020 are given hereunder:

Sr. No.	Name of the Director	Nature of Directorship	Appointment / Cessation during the Financial Year 2019-20	No. of Board Meetings attended during the Financial Year 2019-20	Whether attended last AGM held on 26th July, 2019 (Present / Absent)
1.	Mr. Nadir B. Godrej (DIN: 00066195)	Chairman, Non-Executive, Non-Independent Director	-	5/6	Present
2.	Mr. Ashok V. Hiremath (DIN: 00349345)	Managing Director (Promoter)	-	6/6	Present
3.	Mr. Arijit Mukherjee (DIN: 07334111)	Whole Time Director	-	6/6	Present
4.	Mr. Balram Singh Yadav (DIN: 00294803)	Non-Executive, Non-Independent Director	-	6/6	Present
5.	Mr. Rakesh Dogra (DIN: 07334098)	Non-Executive, Non-Independent Director	Re-appointed as Director liable to retire by rotation with effect from 26th July, 2019	5/6	Present
6.	Mr. Sitendu Sharma (DIN: 01956423)	Non-Executive, Independent Director	Resigned from Directorship with effect from 30th January, 2020*	5/5	Present
7.	Mr. Vinod Malshe (DIN: 00642540)	Non-Executive, Independent Director	-	6/6	Present
8.	Dr. Leena Raje (DIN: 06961551)	Non-Executive, Independent Director (Woman Director)	-	6/6	Present
9.	Dr. Brahma Nand Vyas (DIN: 02796071)	Non-Executive, Independent Director	-	6/6	Present
10.	Mr. Vijay Kashinath Khot (DIN: 03520249)	Non-Executive, Independent Director	-	6/6	Present
11.	Mr. R. R. Govindan (DIN: 02148801)**	Non-Executive, Independent Director	Appointed as an "Independent Director" (Additional Director) with effect from 30th January, 2020	2/2	Not Applicable

*Mr. Sitendu Sharma had confirmed that there were no other material reasons for his resignation other that those which were provided in his resignation letter dated 30th January, 2020.

** Mr. R. R. Govindan was inducted as an "Independent Director" of the Company with effect from 30th January, 2020, subject to approval of the Shareholders.

G. Directorships & Committee Positions of Directors:

None of the Directors of the Company is:

a) a Director in more than 10 (ten) public limited companies - As per Section 165 of the Act;

b) a Director in more than 7 (seven) listed companies – As per Regulation 17A of the Listing Regulations;

c) an Independent Director in more than 7 (seven) listed companies OR 3 (three) listed companies (in case he / she serves as a Whole Time Director / Managing Director in any listed Company) - As per Regulation 17A of the Listing Regulations;

d) a Member of more than 10 (ten) Committees and Chairperson of more than 5 (five) Committees across all the Indian public limited companies in which he / she is a Director - As per Regulation 26 of the Listing Regulations.

The details of other Directorships held by the Directors of the Company, along with the Board / Committee Chairmanships / Memberships held by them as on 31st March, 2020 are given hereunder:

Sr. No.	Name of the Director	No. of Directorships held as on 31st March, 2020*	No. of Board Committees of Companies in which a Member / Chairman as on 31st March, 2020 #	Names of Listed Companies in which Directorship is held and Category of Directorship	
1.	Mr. Nadir B. Godrej	9	Chairman - 2 Member - 4	1. Astec LifeSciences Limited 2. Godrej Agrovet Limited 3. Godrej Industries Limited 4. Godrej Consumer Products Limited 5. Godrej Properties Limited 6. Mahindra And Mahindra Limited	(Chairman) (Chairman) (Managing Director) (Director) (Director) (Independent Director)
2.	Mr. Ashok V. Hiremath	1	Chairman - 0 Member - 1	1. Astec LifeSciences Limited	(Managing Director)
3.	Mr. Arijit Mukherjee	1	Chairman - 0 Member - 0	1. Astec LifeSciences Limited	(Whole Time Director)
4.	Mr. Balram Singh Yadav	6	Chairman - 1 Member - 5	1. Astec LifeSciences Limited 2. Godrej Agrovet Limited	(Director) (Managing Director)
5.	Mr. Rakesh Dogra	1	Chairman - 0 Member - 0	1. Astec LifeSciences Limited	(Director)
6.	Mr. Sitendu Sharma (Resigned w.e.f. 30th January, 2020)	Not Applicable	Not Applicable	Not Applicable	
7.	Mr. Vinod Malshe	2	Chairman - 0 Member - 2	1. Astec LifeSciences Limited	(Director)
8.	Dr. Leena Raje	1	Chairman - 0 Member - 1	1. Astec LifeSciences Limited	(Director)
9.	Dr. Brahma Nand Vyas	1	Chairman - 0 Member - 1	1. Astec LifeSciences Limited	(Director)
10.	Mr. Vijay K. Khot	1	Chairman - 0 Member - 1	1. Astec LifeSciences Limited	(Director)
11.	Mr. R. R. Govindan (Appointed w.e.f 30th January, 2020)	1	Chairman - 1 Member - 2	1. Astec LifeSciences Limited	(Director)

* Excludes alternate directorship and directorship in foreign companies, private companies and companies governed by Section 8 of the Companies Act, 2013.

In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (including Astec LifeSciences Limited) have been considered.

H. Directors with Materially Significant Related Party Transactions, Pecuniary or Business Relationship with the Company:

Except for drawing remuneration by the Managing Director and the Whole Time Director and payment of Sitting Fees to Independent Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company. Attention of the Shareholders is drawn to the disclosures of transactions with Related Parties set out in Note No. 46 to the Standalone Financial Statement forming a part of the Annual Report.

In the preparation of the Financial Statements, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements.

I. Number of Equity Shares held by Directors and Dividend paid during the Financial Year 2019-20:

Sr. No.	Name of Director	No. of Equity Shares held as on 31st March, 2020	Dividend paid during the Financial Year 2019-20 (Amount in ₹)
1.	Mr. Nadir B. Godrej	0	0.00
2.	Mr. Ashok V. Hiremath	19,45,506	29,18,259.00
3.	Mr. Balram S. Yadav	7,303	10,954.50
4.	Mr. Arijit Mukherjee	0	0.00
5.	Mr. Rakesh Dogra	600	900.00
6.	Mr. Sitendu Sharma (Resigned w.e.f. close of business hours on 30th January, 2020)	0	0.00
7.	Mr. Vinod Malshe	0	0.00
8.	Dr. Leena Raje	0	0.00
9.	Mr. Vijay Kashinath Khot	0	0.00
10.	Dr. Brahma Nand Vyas	0	0.00
11.	Mr. R. R. Govindan (Appointed w.e.f 30th January, 2020	0	0.00

J. Employee Stock Option to Directors:

The Company has not granted Employees Stock Option to any Director during the Financial Year 2019-20.

K. Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting:

(i) Mr. Nadir B. Godrej (Director):

Mr. Nadir B. Godrej, Director, retires by rotation at the ensuing 26th Annual General Meeting of the Company pursuant to the provisions of Section 152 of the Act and being eligible, offers himself for re-appointment.

Mr. Nadir B. Godrej is the Chairman and Non-Executive Director of the Company. He has a Bachelor's degree in Science from the Department of Chemical Engineering, Massachusetts Institute of Technology, and a Master's degree in Business Administration from Harvard University.

Mr. Godrej has rich experience in leading businesses, and has played an important role in developing the Animal Feed, Crop Protection and Chemicals businesses owned by the Godrej Group. His active interest in research related to these areas has resulted in several patents in the field of Agricultural Chemicals and Surfactants, for our Company. He is the recipient of the CHEMTECH CEW Leadership & Excellence Award 2013 and the 'Hall of Fame - Chemicals Award' - CHEMTECH CEW Leadership & Excellence Award 2017. He is also the recipient of various awards from the CHEMTECH Foundation in honour of his contribution to the Indian chemical industry.

Mr. Nadir B. Godrej is a member of the CII National Council, was the Chairman of the CII National Committee on Chemicals and the President of Alliance Française de Bombay. For his contribution to Indo-French relations, the French Government has honoured him with the awards of "Chevalier de l'Ordre National du Mérite" and "Chevalier de la Légion d'Honneur".

Mr. Nadir B. Godrej does not hold any Equity Shares in your Company.

(ii) Mr. Ashok V. Hiremath (Managing Director):

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 31st March, 2020, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company for a period of 2 (two) years with effect from 1st April, 2020, i.e., upto 31st March, 2022 and for the remuneration payable to him in such capacity.

Therefore, in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, the proposed remuneration of Mr. Ashok V. Hiremath as the "Managing Director" of the Company and the terms and conditions of his re-appointment require approval of the Shareholders by way of a Special Resolution.

Mr. Ashok V. Hiremath is a Graduate from University of Oxford, Master's degree of Arts (Engineering) from the University of Oxford and Post Graduate Diploma in Chemical Engineering from University of London. He has wide experience in agrochemical manufacturing industry. Previously, he has worked with GEA Airexchangers Limited, London and Hiremath Chemicals Limited.

(iii) Mr. R. R. Govindan (Independent Director – Additional Director):

Upon recommendation by the Nomination and Remuneration Committee and as approved by Board of Directors at their respective Meetings held on 30th January, 2020, Mr. R. R. Govindan has been appointed as an "Additional Director" to hold office as an "Independent Director" of the Company with effect from 30th January, 2020 for a term of 5 (five) years, i.e., upto 29th January, 2025, subject to approval of the Members of the Company at the ensuing 26th (Twenty Sixth) Annual General Meeting.

Mr. R. R. Govindan is a Commerce Graduate and a Member of the Institute of Chartered Accountants of India (ICAI). He has more than 35 years of corporate work experience in Finance, Mergers & Acquisitions (M&A), Green Field projects, independent management of Joint Venture (JV) relationship and management of Agri Verticals. He served as the General Manager Finance & Systems of Godrej Foods Limited as well as in Godrej Agrovet Limited from April 1999 to November 2004. He served as the Managing Director of ACI Godrej Agrovet Private Limited, Dhaka (Bangladesh) from November 2004 up to February 2008. He then served as the Vice President (Plant Group Vertical) of Godrej Agrovet Limited from February 2008 to February 2012 and as the Executive Vice President from March 2012 onwards, till he superannuated on 30th April, 2015.

(iv) Mr. Vijay Kashinath Khot (Independent Director):

Upon recommendation by the Nomination and Remuneration Committee and as approved by Board of Directors at their respective Meetings held on 5th May, 2020, Mr. Vijay Kashinath Khot has been re-appointed as an "Independent Director" of the Company for a second term of 5 (five) years with effect from 29th January, 2021 upto 28th January, 2026, subject to approval of the Members of the Company at the ensuing 26th (Twenty Sixth) Annual General Meeting.

Mr. Vijay Kashinath Khot, aged 70 years, is Science Graduate from the University of Mumbai and was associated with Godrej Group from September 1973 till 2011. He has worked in Animal Feeds for 26 years in the State of Gujarat and was also instrumental in introducing Godrej Agri Products in the said State in the year 1986. Since the year 2000, he was associated with Poultry business and was looking after the sales of Real Good Chicken (RGC) mainly in the metro cities of Mumbai, Pune, Bangalore, Chennai and Hyderabad. He was also a Director of Bahar Agrochem And Feeds Limited, Goldmuhor Agrochem & Feeds Limited and Anamudi Real Estates Limited. As a trainer, he imparts training to sales personnel in his professional capacity.

(v) Dr. Brahma Nand Vyas (Independent Director):

Upon recommendation by the Nomination and Remuneration Committee and as approved by Board of Directors at their respective Meetings held on 5th May, 2020, Dr. Brahma Nand Vyas has been appointed as an Additional Director to hold the Office of an Independent Director of the Company for a second term with effect from 29th January, 2021 for a term of 5 (five) years, i.e., up to 28th January, 2026, subject to approval of the Members of the Company at the ensuing 26th (Twenty Sixth) Annual General Meeting.

Dr. Brahma Nand Vyas, aged 70 years, has completed graduation B.Sc. Agriculture in 1971 from the University of Rajasthan, Jaipur and Post-Graduation M.Sc. Agriculture with Honours in Soil Science and Agricultural Chemistry in 1973 from the University of Udaipur, Rajasthan. He worked with Bhabha Atomic Research Centre (BARC) Trombay, since 1974 till 1987, and then joined Godrej Soaps Limited. He obtained Doctorate in 1980, while in service in Chemistry from University of Gujarat, Ahmedabad. At BARC, Dr. Vyas worked on the Behaviroural aspects of most Toxic Radionuclides Plutonium -239 and Americium-241 in soils and Soil-Plant systems.

At Godrej Soaps Limited initially and later at Godrej Agrovet Limited, he led R&D for nearly two decades, and was responsible for the development and Launch of first ever Commercial Neem based Urea Coating Agent, the country's first CIB Registered Neem Insecticide, the world's first Homobrassinolide based Growth Promoters for grapes initially and later for other crops, and most recently very Unique Post Emergence Selective Herbicide for Cotton, based on Pyrithiobac sodium. During the R&D assignments, he has published more than 60 scientific publications in International and National Journals of High repute, besides presentations at International Seminars. He is the holder of more than 25 patents including international patents.

Dr. Vyas is currently a Life Member of Indian Society of Soil Science, Indian Society of Agronomy, Fellow Member of Oil Technologists Association of India, Fellow of Indian Society for Nuclear Techniques in Agriculture and Biology. He has held the position of President of the Indian Society for Plant Growth Products, Mumbai for 12 years, and is currently the President Emeritus of IAPGP. Also, he is currently the Designated Partner in Neem Wave Exhibitions LLP and Vice Chairman of Neem Foundation, Mumbai.

3. COMMITTEES CONSTITUTED BY THE BOARD OF DIRECTORS:

A. Composition of the Committees of the Board of Directors during the Financial Year 2019-20:

Name of Director	Independent / Non-Independent	Position in Committee (whether Chairman / Member)						
		Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Managing Committee	Compensation Committee
Mr. Nadir B. Godrej	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ashok V. Hiremath	Non-Independent	Member	Member	N.A.	N.A.	Chairman	Member	N.A.
Mr. Arijit Mukherjee	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Balram Singh Yadav	Non-Independent	Member	Member	Member	Chairman	Member	Chairman	Member
Mr. Rakesh Dogra	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	Member	N.A.
Mr. Sitendu Sharma (Directorship ceased with effect from 30th January, 2020)	Independent	Chairman (Upto 30th January, 2020)	N.A.	N.A.	Member (upto 30th January, 2020)	Member (upto 30th January, 2020)	N.A.	Chairman (up to 30th January, 2020)
Mr. Vinod Malshe	Independent	Member	Chairman	Chairman	Member	N.A.	N.A.	Member
Dr. Leena Raje	Independent	Member	Member	Member	N.A.	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas	Independent	Member	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot	Independent	Member	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. R. R. Govindan (Appointed with effect from 30th January, 2020)	Independent	Chairman (w.e.f 31st January, 2020)	N.A.	N.A.	Member (w.e.f 31st January, 2020)	Member (w.e.f 31st January, 2020)	N.A.	Chairman (w.e.f 31st January, 2020)

Ms. Tejashree Pradhan was the Secretary to all the Committees of the Board during the Financial Year 2019-20. The Company Secretary and Compliance Officer attends all the Meetings of the Board of Directors and the Committees thereof.

B. Attendance Details of the Meetings of Committees during the Financial Year 2019-20:

Name of the Meeting	Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Compensation Committee
Meetings held	**4**	**2**	**3**	**1**	**1**	**3**
Attendance of Directors						
Mr. Nadir B. Godrej	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ashok V. Hiremath	4	2	N.A.	N.A.	1	N.A.
Mr. Arijit Mukherjee	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Balram Singh Yadav	4	2	3	1	1	3
Mr. Rakesh Dogra	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Name of the Meeting	Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Compensation Committee
Mr. Sitendu Sharma (Directorship ceased with effect from 30th January, 2020)	4	N.A.	N.A.	1	1	3
Mr. Vinod Malshe	4	2	3	1	N.A.	3
Dr. Leena Raje	4	2	3	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas	4	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot	4	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. R. R. Govindan (Appointed with effect from 30th January, 2020)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

- Leave of Absence was granted to the Directors whenever they could not attend the Committee Meetings.
- N.A. indicates not a Member of the Committee.
- Mr. Saurav Bhala, Chief Financial Officer is a Member of the Risk Management Committee and has attended 1 (One) Meeting of the Committee held during the year.

C. Audit Committee:

Composition of the Audit Committee:

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee comprised of the following 7 (seven) Directors as Members as on 31st March, 2020:

Sr. No.	Name of the Member	Category
1.	Mr. Sitendu Sharma, Chairman of the Committee (upto 30th January, 2020)*	Independent Director
2.	Mr. R. R. Govindan, Chairman of the Committee (w.e.f. 31st January, 2020)**	Independent Director
3.	Mr. Vinod Malshe	Independent Director
4.	Dr. Leena Raje	Independent Director
5.	Mr. Vijay Kashinath Khot	Independent Director
6.	Dr. Brahma Nand Vyas	Independent Director
7.	Mr. Ashok V. Hiremath	Managing Director (Non-Independent Director)
8.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director

* Mr. Sitendu Sharma, Independent Director was the Chairman of the Audit Committee upto 30th January, 2020.

** Mr. R. R. Govindan, Independent Director was appointed as the Chairman of the Audit Committee w.e.f. 31st January, 2020, pursuant to reconstitution of the Committee. He possesses accounting and related financial management expertise.

All the Members of the Audit Committee possess the requisite qualification for appointment as Members on the Committee and also sound knowledge of finance, accounting practices and internal controls.

Terms of Reference of the Audit Committee:

The terms of reference of the Audit Committee are wide and in line with the regulatory requirements mandated by Section 177 of the Act and Part C of Schedule II and other applicable provisions of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019, in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

a) To oversee of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;

b) To recommend the appointment, remuneration and terms of appointment of Auditors of the Company as may be applicable;

c) To approve of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

d) To review and monitor the Auditors' independence and performance, and effectiveness of audit process;

e) To examine / review the Financial Statements and the Auditors' Reports thereon with the management, before submission to the Board of Directors for approval, with particular reference to:

   (i) matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act;

   (ii) changes, if any, in the accounting policies and practices and reasons for the same;

   (iii) major accounting entries involving estimates based on the exercise of judgment by the Management;

   (iv) significant adjustments made in the Financial Statements arising out of audit findings;

   (v) compliance with listing and other legal requirements relating to Financial Statements;

   (vi) disclosure of any Related Party Transactions; and

   (vii) modified opinion(s) in the draft Audit Report.

f) To review, with the Management, the quarterly Financial Statements before submission to the Board of Directors for approval;

g) To grant approval for or any subsequent modification of transactions of the Company with Related Parties;

h) To scrutinize Inter-Corporate Loans and Investments;

i) To consider valuation of undertakings or assets of the Company, wherever it is necessary;

j) To evaluate internal financial controls and risk management systems;

k) To review, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors to take up steps in this matter;

l) To monitor the end use of funds raised through public offers and related matters;

m) To review, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;

n) To review the adequacy of Internal Audit function, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;

o) To discuss with Internal Auditors of any significant findings and follow up thereon;

p) To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board of Directors;

q) To discuss with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;

s) To review the functioning of the Whistle Blower mechanism;

t) To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

u) To investigate into any above matter or referred to it by the Board of Directors and for this purpose, it to have full access to information contained in the records of the Company and external professional advice, if necessary;

v) To mandatorily review the following information:

   (i) Management Discussion and Analysis of financial condition and results of operations;

   (ii) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the Management;

   (iii) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;

   (iv) Internal Audit reports relating to internal control weaknesses;

   (v) review of the appointment, removal and terms of remuneration of the Chief Internal Auditor;

   (vi) Statements of deviations:

      1. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and

      2. Annual statement of funds utilized for purposes other than those stated in the document / prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.

w) To review Financial Statements, in particular, the investments made by the Company's unlisted subsidiaries;

x) To note report of the Compliance Officer as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

y) To formulate the scope, functioning, periodicity of and methodology for conducting the Internal Audit;

z) To review show cause, demand, prosecution notices and penalty notices, which are materially important;

aa) Reviewing any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;

bb) Reviewing any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company;

cc) Details of any Joint Venture or Collaboration Agreement;

dd) Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;

ee) Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material;

ff) To perform such other functions and duties as may be required to be performed by the Audit Committee under the applicable provisions of the Act and/or the Rules framed thereunder and/or the Listing Regulations, including any amendment(s) thereto, as may be made from time to time;

gg) To review the utilization of loans and/or advances from/investment by the Company in the Subsidiary exceeding ₹100 Crore (Rupees One Hundred Crore Only) or 10% (Ten per cent) of the asset size of the Subsidiary, whichever is lower, including existing loans / advances / investments;

hh) To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a Financial Year and verify that the systems for internal control are adequate and are operating effectively;

ii) To make necessary amendments / revisions in the Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions of the Company and the Whistle Blower Policy of the Company from time to time, as it may deem fit.

In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Audit and Auditors) Rules, 2014, the Company has maintained cost records in its books of accounts for the Financial Year 2019-20 in respect of its business of manufacturing of Agrochemicals. The Cost Audit Report issued by the Cost Auditors of the Company is placed for review to the Audit Committee and the same is recommended to the Board of Directors for approval.

Meetings of the Audit Committee:

There were 4 (four) Audit Committee Meetings held during the Financial Year 2019-20, on 30th April, 2019, 26th July, 2019, 25th October, 2019 and 30th January, 2020, at which requisite quorum was duly present.

The representatives of the Statutory Auditors and Internal Auditors are invited to attend the Audit Committee Meetings. They have attended all the Meetings during the Financial Year and have shared their observations to the Audit Committee.

D. Nomination and Remuneration Committee:

Composition of the Nomination and Remuneration Committee:

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, during the Financial Year ended 31st March, 2020, comprised of the following 3 (three) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Vinod Malshe, Chairman of the Committee	Independent Director
2.	Dr. Leena Raje	Independent Director
3.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director

Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee are in conformity with the regulatory requirements mandated by Section 178 of the Act and Part D of Schedule II and other applicable provisions of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

(a) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a Policy relating to the Appointment and Remuneration of the Directors, Key Managerial Personnel and other Senior Management employees;

(b) To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors in accordance with the Nomination and Remuneration Policy;

(c) To devise a policy on Diversity of Board of Directors;

(d) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal;

(e) To consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;

(f) To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

(g) To recommend / review remuneration of the Managing Director(s), Whole Time Director(s) and Executive Director(s) based on their performance and defined assessment criteria;

(h) To recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management;

(i) To carry out any other function as may be mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable;

(j) To make necessary amendments / revisions the Nomination and Remuneration Policy of the Company from time to time, as it may deem fit.

Meetings of the Nomination and Remuneration Committee:

There were 3 (three) Nomination and Remuneration Committee Meetings held during the Financial Year 2019-20, on 30th April, 2019, 30th January, 2020 and 31st March, 2020, at which requisite quorum was duly present.

Performance Evaluation of Independent Directors:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of the Independent Directors, which is as follows:

i. Attendance and contribution at Board and Committee Meetings;

ii. Stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align with the Company's values and standards;

iii. Knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management assessment and mitigation, business operations, processes and Corporate Governance;

iv. Ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions;

v. Effective decision-making ability to respond positively and constructively to implement the same to encourage more transparency;

vi. Open channels of communication with executive management and other colleagues on the Board to maintain high standards of integrity and probity;

vii. Recognize the role which he / she is expected to play, internal Board relationships to make decisions

objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board;

viii. Global presence, rational, physical and mental fitness, broader thinking, vision on Corporate Social Responsibility, etc.;

ix. Quality of decision making on source of raw material / procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources, etc.;

x. Ability to monitor the performance of management and satisfy himself / herself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders;

xi. Contribution to enhance overall brand image of the Company.

E. Stakeholders' Relationship Committee:

Composition of the Stakeholders' Relationship Committee:

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee, during the Financial Year ended 31st March, 2020, comprised of the following 3 (three) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Balram Singh Yadav, Chairman of the Committee	Non-Executive, Non-Independent Director
2.	Mr. Vinod Malshe	Independent Director
3.	Mr. Sitendu Sharma (upto 30th January, 2020)*	Independent Director
4.	Mr. R. R. Govindan (w.e.f. 31st January, 2020)**	Independent Director

*Mr. Sitendu Sharma, Independent Director was a Member of the Stakeholders' Relationship Committee upto 30th January, 2020.

**Mr. R. R. Govindan, Independent Director was appointed as a Member of the Stakeholders' Relationship Committee w.e.f. 31st January, 2020 pursuant to reconstitution of the Committee.

Ms. Tejashree Pradhan, Company Secretary & Compliance Officer is the Secretary to Stakeholders' Relationship Committee and attends all the Meetings of the Committee.

Terms of Reference of the Stakeholders' Relationship Committee:

The terms of reference of the Stakeholders' Relationship Committee are in conformity with the regulatory requirements mandated by Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

a) To oversee and review all matters connected with transfer of Company's securities;

b) To approve issue of duplicate of shares / debentures certificates;

c) To oversee the performance of the Company's Share Transfer Agent;

d) To resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new / duplicate certificates, General Meetings etc.;

e) To investigate into complaints relating to allotment of shares, approval of transfers or transmission of shares, debentures or any other securities;

f) To review the measures taken for effective exercise of voting rights by Shareholders;

g) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company;

h) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the security holders of the Company;

i) To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable;

j) To specifically look into various aspects of interest of Shareholders, debenture-holders and other security holders.

Meetings of the Stakeholders' Relationship Committee:

There was 1 (One) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2019-20, on 30th January, 2020, at which requisite quorum was duly present.

Details of Investor Complaints during the Financial Year 2019-20:

Complaints outstanding as on 1st April, 2019	0
(+) Complaints received during the Financial Year ended 31st March, 2020	1
(-) Complaints resolved during the Financial Year ended 31st March, 2020	1
Complaints outstanding as on 31st March, 2020	0

There are no pending share transfers as on 31st March, 2020.

F. Risk Management Committee:

Composition of the Risk Management Committee:

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee, during the Financial Year ended 31st March, 2020, comprised of the following 4 (four) Members:

Sr. No.	Name of the Member	Category
1.	Mr. Ashok V. Hiremath, Chairman of the Committee	Managing Director (Non-Independent Director)
2.	Mr. Sitendu Sharma (upto 30th January, 2020)*	Independent Director
3.	Mr. R. R. Govindan (w.e.f. 31st January, 2020)**	Independent Director
4.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director
5.	Mr. Saurav Bhala	Chief Financial Officer

*Mr. Sitendu Sharma, Independent Director was a Member of the Risk Management Committee upto 30th January, 2020.

**Mr. R. R. Govindan, Independent Director was appointed as a Member of the Risk Management Committee w.e.f. 31st January, 2020, pursuant to reconstitution of the Committee.

Terms of Reference of the Risk Management Committee:

The terms of reference of the Risk Management Committee are in conformity with the regulatory requirements mandated by Regulation 21 of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

a) To lay down procedures to inform Board Members about the risk assessment and minimization procedures;

b) To frame, implement and monitor the risk management plan for the Company, specifically covering cyber security;

c) To monitor and review the risk management plan;

d) To make necessary amendments/revisions the Risk Management Policy of the Company from time to time, as it may deem fit.

Business risk evaluation and managing such risks is an ongoing process within the organization. The Board and the Senior Management are regularly briefed of risks assessed and the measures adopted by the Company to mitigate the risks and finalize the action plan for mitigation of the key risks.

Meetings of the Risk Management Committee:

There was 1 (one) Meeting of the Risk Management Committee held during the Financial Year 2019-20, on 30th January, 2020, at which requisite quorum was duly present.

G. Corporate Social Responsibility ('CSR') Committee:

Composition of the CSR Committee:

In terms of Section 135 of the Act, the CSR Committee, during the Financial Year ended 31st March, 2020, comprised of the following 4 (four) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Vinod Malshe, Chairman of the Committee	Independent Director
2.	Dr. Leena Raje	Independent Director
3.	Mr. Ashok V. Hiremath	Managing Director (Non-Independent Director)
4.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director

Terms of Reference of the CSR Committee:

The terms of reference of the CSR Committee are in conformity with the regulatory requirements mandated by Section 135 of the Act.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 and are as follows:

(i) To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken;

(ii) To recommend the amount of expenditure to be incurred on the CSR activities;

(iii) To monitor the CSR Policy and its implementation by the Company from time to time;

(iv) To constitute a transparent monitoring mechanism for implementation of CSR projects or programmes or activities undertaken by the Company;

(v) To review, approve and sign the Annual Report on CSR to be annexed to the Board's Report; and

(vi) To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Act and the Rules framed thereunder.

Meetings of the CSR Committee:

There were 2 (two) Meetings of the CSR Committee held during the Financial Year 2019-20, on 30th April, 2019 and 30th January, 2020, at which requisite quorum was duly present.

H. Compensation Committee:

Composition of the Compensation Committee:

In terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Compensation Committee, during the Financial Year ended 31st March 2020, comprised of the following 3 (three) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Sitendu Sharma, Chairman of the Committee (upto 30th January, 2020)*	Independent Director
2.	Mr. R. R. Govindan, Chairman of the Committee (w.e.f. 31st January, 2020)**	Independent Director
3.	Mr. Vinod Malshe	Independent Director
4.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director

*Mr. Sitendu Sharma, Independent Director was the Chairman of the Compensation Committee upto 30th January, 2020.

**Mr. R. R. Govindan, Independent Director was appointed as the Chairman of the Compensation Committee w.e.f. 31st January, 2020 pursuant to reconstitution of the Committee.

Terms of Reference of the Compensation Committee:

The Compensation Committee looks after the granting of Options, conversion of Options, terms and conditions of grant of Options, eligibility of employees for Employees Stock Option, amendment to Employees Stock Option Plan / Scheme, etc.

Meetings of the Compensation Committee:

There were 3 (three) Meetings of the Compensation Committee held during the Financial Year 2019-20, on 30th April, 2019, 26th July, 2019 and 25th October, 2019, at which requisite quorum was present.

I. Managing Committee:

Composition of the Managing Committee:

The Managing Committee, during the Financial Year ended 31st March 2020, comprised of the following 3 (three) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Balram Singh Yadav, Chairman of the Committee	Non-Executive, Non-Independent Director
2.	Mr. Ashok Hiremath	Managing Director (Non-Independent Director)
3.	Mr. Rakesh Dogra	Non-Executive, Non-Independent Director

Terms of Reference of the Managing Committee:

The terms of reference of the Managing Committee include handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors from time to time.

J. Meeting of Independent Directors:

Pursuant to Regulation 17 of the Listing Regulations, one-half of the composition of the Board of Directors consists of Independent Directors. The Board of Directors is of the opinion that all the Independent Directors of the Company satisfy the criteria for independence and the conditions specified in the Listing Regulations for appointment as Independent Directors and that they are independent of the Management of the Company.

During the year under review, 1 (One) Meeting of the Independent Directors was held on 30th April, 2019. All the Independent Directors were present at the Independent Directors' Meeting.

The Independent Directors, inter alia, discussed the following:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors of the Company are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, business strategy and risks involved. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board of Directors.

The details of familiarization programmes for Independent Directors are hosted on the website of the Company, viz., www.astecls.com, on the web link http://www.astecls.com/listing-compliance.aspx.

4. APPOINTMENT, REMUNERATION & PERFORMANCE EVALUATION OF DIRECTORS:

A. Policy for Selection and Appointment / Re-appointment of Directors:

The Nomination and Remuneration Committee has adopted a Policy which, inter alia, deals with the manner of selection / appointment of Directors on the Board of Directors, including the Managing Director and the Whole Time Director, if any, and their remuneration. This Policy is available on the website of the Company, viz., www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx.

The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a 'Director' is not disqualified for appointment under Section 164 of the Act.

The Nomination and Remuneration Committee considers the following attributes / criteria, while recommending to the Board of Directors, the candidature for appointment as a 'Director':

a) Qualification, expertise and experience of the Directors in their respective fields;

b) Personal, professional or business standing;

c) Diversity of the Board.

In case of re-appointment of a Director, the Board shall also take into consideration the performance evaluation of the Director.

Criteria of Selection of Non-Executive & Independent Directors:

a. The Non-Executive Directors shall be of high integrity, with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

b. In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independence of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

c. In particular, an Independent Director shall be a person who shall:

   i. uphold ethical standards of integrity and probity;

   ii. act objectively and constructively while exercising his / her duties;

   iii. exercise his / her responsibilities in a bona fide manner in the interest of the Company;

   iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;

   v. not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;

   vi. not abuse his / her position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

   vii. refrain from any action that would lead to loss of his / her independence;

   viii. where circumstances arise which make an Independent Director lose his / her independence, the Independent Director must immediately inform the Board accordingly;

   ix. assist the Company in implementing the best corporate governance practices.

Criteria for Selection of Managing Director and Whole Time Director:

For the purpose of selection of the Managing Director and Whole Time Director, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any Member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Act or other applicable laws.

B. Remuneration of Directors and Senior Management Personnel:

Policy for Determining Remuneration of Managing Director and Whole Time Director:

The remuneration to the Managing Director and Whole Time Director comprises of a fixed salary and other perquisites, allowances, contribution to Provident Fund, etc. are paid / made as per the Company's rules. The remuneration paid is subject to tax as per Income Tax Laws.

At the time of appointment or re-appointment, the Managing Director and Whole Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and / or the Board of Directors) and the Managing Director and Whole Time Director, within the overall limits prescribed under the Act. The remuneration shall be subject to the approval of the Shareholders of the Company.

In determining the remuneration, the Nomination and Remuneration Committee shall ensure / consider the following:

i. the relationship of remuneration and performance benchmarks is clear;

ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, is appropriate to the working of the Company and its goals;

iii. the responsibility required to be shouldered by the Managing Director and the Whole Time Director, the industry benchmarks and the current trends.

Policy for Determining Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee Meetings and commission as decided by the Committee, if any.

A Non-Executive, Independent Director shall be entitled to receive sitting fees for each Meeting of the Board of Directors and Committee of the Board attended by him / her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Nomination and Remuneration Committee may recommend to the Board of Directors, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board. Further, the Nomination and Remuneration Committee may recommend a higher commission for the Chairman and Managing Director of the Board of Directors, taking into consideration his / her overall responsibility.

In determining the quantum of commission payable to the Directors, the Nomination and Remuneration Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Directors.

Policy for Determining Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. Key Managerial Personnel and other Senior Management Employees), the Nomination and Remuneration Committee shall ensure / consider the following:

1. the relationship of remuneration and performance benchmark is clear;
2. the balance between fixed and incentive pay reflecting short and long term performance objectives, is appropriate to the working of the Company and its goals;
3. the remuneration is divided into two components, viz., fixed component comprising of salaries, perquisites and retirement benefits and a variable component comprising of performance bonus;
4. the remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market;

The Managing Director or Whole Time Director will carry out the individual performance review of Key Managerial Personnel and Senior Management Employees, based on the standard appraisal matrix and shall take into account, the appraisal score and other factors mentioned hereinabove, whilst recommending the annual increment and performance incentive to the Nomination and Remuneration Committee for its review and approval.

C. Terms of Appointment of Managing Director & Whole Time Director:

(i) Mr. Ashok V. Hiremath, Managing Director:

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 31st March, 2020, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company for a period of 2 (two) years with effect from 1st April, 2020 up to 31st March, 2022 and for the remuneration payable to him in such capacity.

The terms and conditions of re-appointment and remuneration of Mr. Ashok V. Hiremath are as follows:

Period of Re-appointment	2 (two) years w.e.f. 1st April, 2020 up to 31st March, 2022
Basic Salary	In the range of ₹42,77,496/- (Rupees Forty Two Lakh Seventy Seven Thousand Four Hundred Ninety Six Only) per annum to ₹60,00,000/- (Rupees Sixty Lakh Only), as may be determined by the Nomination and Remuneration Committee

Other benefits, perquisites and allowances	As may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company
Bonus / performance linked incentives	Based on performance criteria laid down by the Board of Directors or the Nomination and Remuneration Committee
Contribution to Provident Fund and Gratuity Fund	As per the Rules of the Company
Notice period, if any	3 (three) months' notice in writing of such termination or the Company paying 3 (three) months' Basic Salary in lieu thereof
Minimum Remuneration	Wherein during the currency of the tenure of Mr. Ashok V. Hiremath, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, subject to requisite approvals being obtained.

(ii) Mr. Arijit Mukherjee, Whole Time Director:

Period of Re-appointment	3 (three) years w.e.f. 4th May, 2019 up to 3rd May, 2022
Basic Salary	In the range of ₹26,13,163/- (Rupees Twenty Six Lakh Thirteen Thousand One Hundred Sixty Three Only) to ₹50,00,000/- (Rupees Fifty Lakh Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors
Other benefits, perquisites and allowances	As may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company
Bonus / performance linked incentives	Based on performance criteria laid down by the Board of Directors or the Nomination and Remuneration Committee
Contribution to Provident Fund and Gratuity Fund	As per the Rules of the Company
Notice period, if any	3 (three) months' notice in writing of such termination or the Company paying 3 (three) months' Basic Salary in lieu thereof
Minimum Remuneration	Where in any Financial Year during the currency of the tenure of Mr. Arijit Mukherjee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013, if and to the extent necessary, subject to requisite approvals being obtained.

D. Remuneration of Managing Director, Whole Time Director & Non-Executive Directors during the Financial Year 2019-20:

Remuneration paid to Managing Director & Whole Time Director:

(₹ in Lakh)

Name of the Director	Gross Salary	Commission / Bonus / Incentives / Others	Sitting Fees	Total
Mr. Ashok V. Hiremath, Managing Director	122.89	12.96	-	135.85
Mr. Arijit Mukherjee, Whole Time Director	50.01	4.75	-	54.76
Total	**172.90**	**17.71**	**-**	**190.61**

Sitting Fees and Commission to the Non-Executive Directors:

All Non-Executive, Independent Directors were paid sitting fees for attending the Meetings of the Board of Directors and Committee thereof, the details of which for the Financial Year 2019-20 are as under:-

(₹ in Lakh)

Name of the Independent Director	Sitting Fees	Professional Fee	Total
Mr. Sitendu Sharma	3.40	-	3.40
Mr. Vinod Malshe	4.30	-	4.30
Dr. Leena Raje	3.90	-	3.90
Dr. Brahma Nand Vyas*	3.40	-	3.40
Mr. Vijay Kashinath Khot	3.40	-	3.40
Mr. R. R. Govindan	1.00	-	1.00
Total	**19.40**	**-**	**19.40**

No Commission was paid to Directors during the Financial Year 2019-20.

* Dr. Brahma Nand Vyas was reimbursed expenses of ₹ 0.54 Lakh for attending the Meetings.

5. GENERAL MEETINGS AND POSTAL BALLOT:

A) Details of preceding 3 (three) Annual General Meetings (AGMs):

The date, time and venue of Annual General Meetings held during the preceding 3 (three) Financial Years and the Special Resolution(s) passed thereat are as follows:

Financial Year	Venue	Date	Time	Special Resolutions passed
2016-17	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra	28th July, 2017	3.00 p.m.	-
2017-18	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra	1st August, 2018	3.30 p.m.	1) To approve re-appointment of Mr. Ashok V. Hiremath, Managing Director of the Company for a period from 20th January, 2018 upto 31st March, 2019, upon recommendation of the Nomination and Remuneration Committee.
2018-19	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra	26th July, 2019	3.30 p.m.	1) To approve re-appointment of Mr. Ashok V. Hiremath, Managing Director of the Company for a period of 1 (one) year from 1st April, 2019 upto 31st March, 2020, upon recommendation of the Nomination and Remuneration Committee; 2) To approve re-appointment of Mr. Arijit Mukherjee, Whole Time Director of the Company for a period of 3 (three) years from 4th May, 2019 upto 3rd May, 2022, upon recommendation of the Nomination and Remuneration Committee.

B) Details of Special Resolutions passed at the Extra-Ordinary General Meetings (EGM) in the last 3 (three) years:

No Extra-ordinary General Meetings were held during the last 3 (three) Financial Years.

C) Postal Ballot:

No resolutions were passed through Postal Ballot during the Financial Year 2019-20. Further, no resolutions are proposed to be conducted through Postal Ballot as on the date of this Report.

D) Procedure adopted for Postal Ballot:

Although the Company has not passed any resolution through Postal Ballot during the Financial Year 2019-20, the following is the procedure which is usually adopted by the Company whenever such resolutions are passed:-

(i) The Board of Directors, at its Meeting, approves the items to be passed through Postal Ballot and authorizes one of the functional Directors and the Company Secretary to be responsible for the entire process of Postal Ballot.

(ii) A professional such as a Chartered Accountant / Company Secretary, who is not in employment of the Company, is appointed as the Scrutinizer for the poll process.

(iii) Notice of Postal Ballot, along with the ballot papers, are sent to the Shareholders along with a self-addressed envelope addressed to the Scrutinizer. E-voting facility is also offered to eligible Shareholders to enable them to cast their votes electronically.

(iv) An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of ballot papers and notice of Postal Ballot.

(v) The duly completed Postal Ballot papers are received by the Scrutinizer.

(vi) The Scrutinizer gives his / her report to the Chairman.

(vii) The Chairman announces the results of the Postal Ballot on receipt of the Scrutinizer's Report.

(viii) The results are intimated to the Stock Exchange(s) and are put up on the Company's website, www.astecls.com.

6. DISCLOSURES:

A) Material Related Party Transactions:

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the Financial Year 2019-20 were in the ordinary course of business and on the basis of arm's length price.

In the preparation of the Financial Statements, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Act, read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements. Attention of the Shareholders is drawn to the disclosure of transactions with Related Parties set out in Note No. 46 of the Standalone Financial Statements, forming a part of the Annual Report.

None of the transactions with any of the Related Parties during the Financial Year 2019-20 were in conflict with the Company's interest.

The Company's major Related Party Transactions are with Godrej Agrovet Limited, its Promoter and Holding Company. The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations and the Company's long term strategy.

All Related Party Transactions are on arm's length basis and are intended to further the Company's interests.

Except for drawing remuneration by the Managing Director and the Whole Time Director and payment of sitting fees to Independent Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company.

Your Company has formulated a Policy on Materiality and dealing with Related Party Transactions which specifies the manner of dealing with Related Party Transactions. This Policy has been put up on the website of the Company, viz., www.astecls.com, at the web link http://www.astecls.com/codes-and-policies.aspx.

B) Vigil Mechanism / Whistle Blower Policy:

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal, unethical behavior and actual or suspected fraud or violations of Company's Code of Conduct. The Company has a Whistle Blower Policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to the Whistle Blowing Officer of the Company. No personnel / employee of the Company has been denied access to the Audit Committee of the Company. The confidentiality of the reported violations, if any, is maintained and the employees reporting violations are not subjected to any discriminatory practice. Vigil Mechanism / Whistle Blower Policy is posted on the website of your Company, www.astecls.com, at the web link http://www.astecls.com/codes-and-policies.aspx.

C) Policy for Prevention of Sexual Harassment at Workplace:

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited. Your Company has formed an Internal Complaints Committee ("ICC") pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act"). While the said Act is applicable only to the women employees, your Company's Policy covers all employees.

The details of complaints with the ICC during the Financial Year 2019-20 are as follows:

Number of Complaints pending as at the beginning of the Financial Year	Nil
(+) Number of complaints filed during the Financial Year	Nil
(-) Number of complaints disposed of during the Financial Year	Nil
Number of complaints pending as at the end of the Financial Year	Nil

The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules framed thereunder.

D) Details of Non-compliance on Matters related to Capital Markets:

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchange(s) or the Securities and Exchange Board of India (SEBI) or any statutory authority, on any matter related to capital markets, during the last 3 (three) years.

E) Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the Financial Year (F.Y.) 2019-20, the Company has not raised funds through any kind of issue (public issue, rights issue, preferential issue, etc.).

F) Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs (MCA) or any such Statutory Authority:

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations, the Company has obtained a Certificate from Mr. Vikas R. Chomal, a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority. The said Certificate is annexed to this Corporate Governance Report.

G) Disclosure about instances where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, during the Financial Year 2019-20:

During the Financial Year (F.Y.) 2019-20, there were no instances reported / recorded, where the Board of Directors of the Company did not accept any recommendation(s) of any of its Committees.

H) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:

The Company has made the following payments to M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company for the Financial Year 2019-20:-

Audit Fees	₹15.00 Lakh
Reimbursement of Expenses	₹1.46 Lakh
Certification Fees	₹3.82 Lakh

None of the Subsidiaries of the Company has made any payments to M/s. B S R & Co. LLP.

Behram Chemicals Private Limited, a subsidiary of your Company, has made payment of ₹0.30 Lakh towards Audit Fees to M/s. Shah & Kathariya, Chartered Accountants, its Statutory Auditors.

I) Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities:

During the year, the Company has managed Foreign Exchange Risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through Forward Contracts. The details of Foreign Currency exposure are disclosed in Note No. 36.4 to the Standalone Financial Statements. Further, raw material price risk is one of the risks for the Company. Your Company has a framework and governance mechanism in place to ensure that the Company is adequately protected from the market volatility in terms of raw material price and availability. The Company does not enter into any derivative instruments for speculative purposes.

J) Risk Management:

Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment.

Your Company has formulated Risk Management Policy for identification of risks and has formed a Risk Management Committee in order to ensure implementation of the Policy. The Risk Management Policy is also made available on the website of your Company, viz., www.astecls.com, at the web link http://www.astecls.com/codes-and-policies.aspx.

The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of your Company.

K) Code of Conduct:

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of your Company, viz., www.astecls.com, at the web link http://www.astecls.com/codes-and-policies.aspx. The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down Code of Conduct for the Financial Year ended 31st March, 2020, is annexed to this Corporate Governance Report.

L) Disclosures by the Management to the Board of Directors:

Your Company had received disclosures from all the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2019-20. Interested Directors, if any, neither participate in discussions, nor do they vote on such matters at the Meetings of the Board of Directors or of Committees thereof.

M) Public, Rights and Other Issues:

There were no Public, Rights and Other Issues during the Financial Year 2019-20, except allotment of 10,900 (Ten Thousand Nine Hundred) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each under Employees Stock Option Plan, 2012 (ESOP 2012) and 4,800 (Four Thousand Eight Hundred) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each under Employees Stock Option Scheme, 2015 (ESOS 2015), pursuant to exercise of Options by the employees of the Company under the respective Schemes.

N) CEO and CFO Certification:

Mr. Ashok V. Hiremath, Managing Director and Mr. Saurav Bhala, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the Listing Regulations with regard to Quarterly and Annual Financial Statements for the Financial Year ended 31st March, 2020.

O) Management Discussion and Analysis Report:

The Management Discussion and Analysis Report for the Financial Year 2019-20 forms a part of this Annual Report.

P) Disclosure of Accounting Treatment in Preparation of Financial Statements:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

Q) Compliance Certificate on Corporate Governance:

As per Regulation 34 of the Listing Regulations, the Certificate issued by M/s. BNP & Associates, Company Secretaries, regarding compliance with the conditions of Corporate Governance for the Financial Year 2019-20 is annexed to this Corporate Governance Report.

R) Shareholders and Means of Communication

All vital information relating to the Company and its performance, including Quarterly and Annual Financial Results, official press releases are posted on the website of the Company, viz., www.astecls.com. The Quarterly and Annual Financial Results of the Company's performance are published in leading English daily newspaper 'Business Standard' and regional language daily newspaper 'Mumbai Lakshadeep'. The Financial Results of the Company are also available on the websites of BSE Limited and the National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively.

The Company files electronically the Quarterly and Annual Financial Results, Corporate Governance Report, Shareholding Pattern, etc. through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS).

7. GENERAL SHAREHOLDER INFORMATION:

i. Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India

ii. Annual General Meeting:

Date	Day	Time	Venue
22nd July, 2020	Wednesday	4.00 p.m.	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

iii. Financial Year:

Financial Year: From 1st April to 31st March

During the Financial Year ended 31st March, 2020, the Financial Results of the Company were announced as under:

Date	Quarter
26th July, 2019	First Quarter
25th October, 2019	Half Year
30th January, 2020	Third Quarter
5th May, 2020	Annual

iv. Book Closure Dates and Dividend Payment Date:

The Book Closure Dates are as under:-

From 18th July, 2020 (Saturday) to 21st July, 2020 (Tuesday) (both days inclusive)

The Dividend will be paid by 31st July, 2020 (Friday).

v. Corporate Identification Number (CIN):

Your Company's CIN, allotted by the Ministry of Corporate Affairs is L99999MH1994PLC076236.

Your Company is registered with the Registrar of Companies (ROC) - Mumbai in the State of Maharashtra, India.

vi. Listing Information:

Payment of Listing Fees:-

Your Company's Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Ltd ("NSE"). The ISIN Number of the Company for both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is INE563J01010.

Your Company has paid the Annual Listing Fees to BSE and NSE.

Payment of Depository Fees:-

Annual Custody / Issuer Fee for the Financial Year 2019-20 has been paid by the Company to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

vii. Stock Data:

Name of Stock Exchange	Stock Code
BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai – 400 001, Maharashtra	533138
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra	ASTEC

- Tables 1 and 2 below, respectively give the monthly high and low prices and volumes of Equity Shares of the Company at BSE and the NSE for the Year ended 31st March, 2020.
- Chart A below, compares the Company's share price at the BSE versus the Sensex and Chart B below, compares the Company's share price at the NSE versus NSE Nifty 50.
- Tables 3 and 4 below respectively give the distribution of shareholding by size and by ownership as on 31st March, 2020.

Table 1: Monthly High and Low Prices and Trading Volumes of Equity Shares of the Company at BSE for the Financial Year ended 31st March, 2020:

Month	High (in ₹)	Low (in ₹)	Volume (No. of Shares)
April 2019	562.00	502.00	20,727
May 2019	540.00	420.90	36,499
June 2019	480.00	438.55	8,735
July 2019	477.15	305.00	98,917
August 2019	382.65	342.00	16,561
September 2019	431.65	365.95	28,948
October 2019	416.00	340.00	18,215
November 2019	410.60	348.15	29,632
December 2019	463.00	370.60	22,057
January 2020	500.00	426.00	22,620
February 2020	497.60	436.05	16,303
March 2020	490.00	306.00	26,953

Table 2: Monthly High and Low Prices and Trading Volumes of Equity Shares of the Company at NSE for the Financial Year ended 31st March, 2020:

Month	High (in ₹)	Low (in ₹)	Volume (No. of Shares)
April 2019	562.80	501.60	2,81,424
May 2019	542.00	420.00	2,57,639
June 2019	475.00	436.00	1,15,111
July 2019	473.90	305.00	8,09,367
August 2019	384.70	338.00	2,14,122
September 2019	436.00	353.00	1,49,644
October 2019	419.00	339.55	1,42,311
November 2019	408.95	350.00	1,57,349
December 2019	464.00	370.00	1,85,735
January 2020	501.95	426.00	2,43,923
February 2020	498.15	436.00	1,56,174
March 2020	489.85	310.00	6,68,573

The table showing the performance of the Share Price of the Company in comparison with the broad-based indices (BSE Sensex and Nifty) is as under:-

Chart A – Company's Share Performance compared to BSE Sensex for F.Y. 2019-20:

Month	ASTEC Monthly Close Price on BSE	BSE Monthly Sensex Close
April 2019	509.90	39031.55
May 2019	459.05	39714.20
June 2019	470.55	39394.64
July 2019	350.70	37481.12
August 2019	369.80	37332.79
September 2019	408.50	38667.33
October 2019	372.30	40129.05
November 2019	381.00	40793.81
December 2019	454.80	41253.74
January 2020	469.85	40723.49
February 2020	472.60	38297.29
March 2020	399.95	29468.49

Monthly Close Share Price in comparison with BSE Sensex

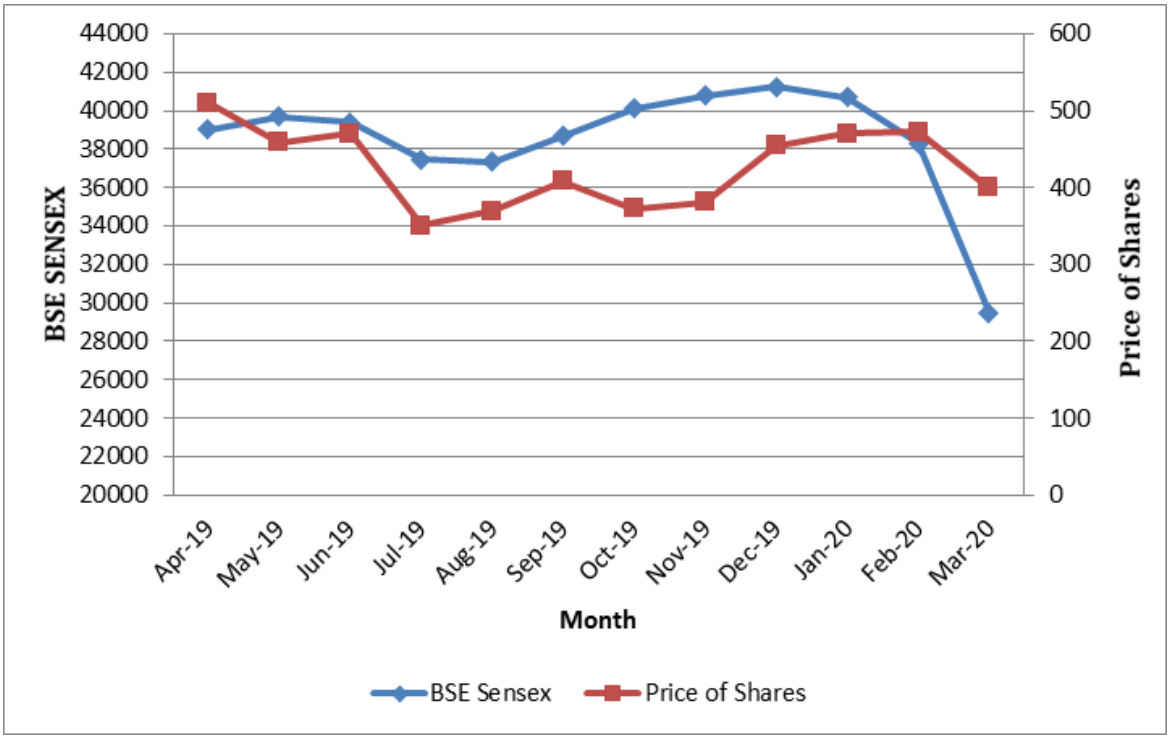

CHART B – Company's Share Performance compared to NSE Nifty 50 for F.Y. 2019-20:

Month	ASTEC Monthly Close Price on NSE	NSE Nifty 50 Monthly Close
April 2019	507.05	11748.15
May 2019	456.45	11922.80
June 2019	472.30	11788.85
July 2019	351.15	11118.00
August 2019	369.80	11023.25
September 2019	409.45	11474.45
October 2019	368.90	11877.45
November 2019	383.45	12056.05
December 2019	455.35	12168.45
January 2020	472.70	11962.10
February 2020	471.45	11201.75
March 2020	388.30	8597.75

Monthly Close Share Price in comparison with NSE Nifty 50

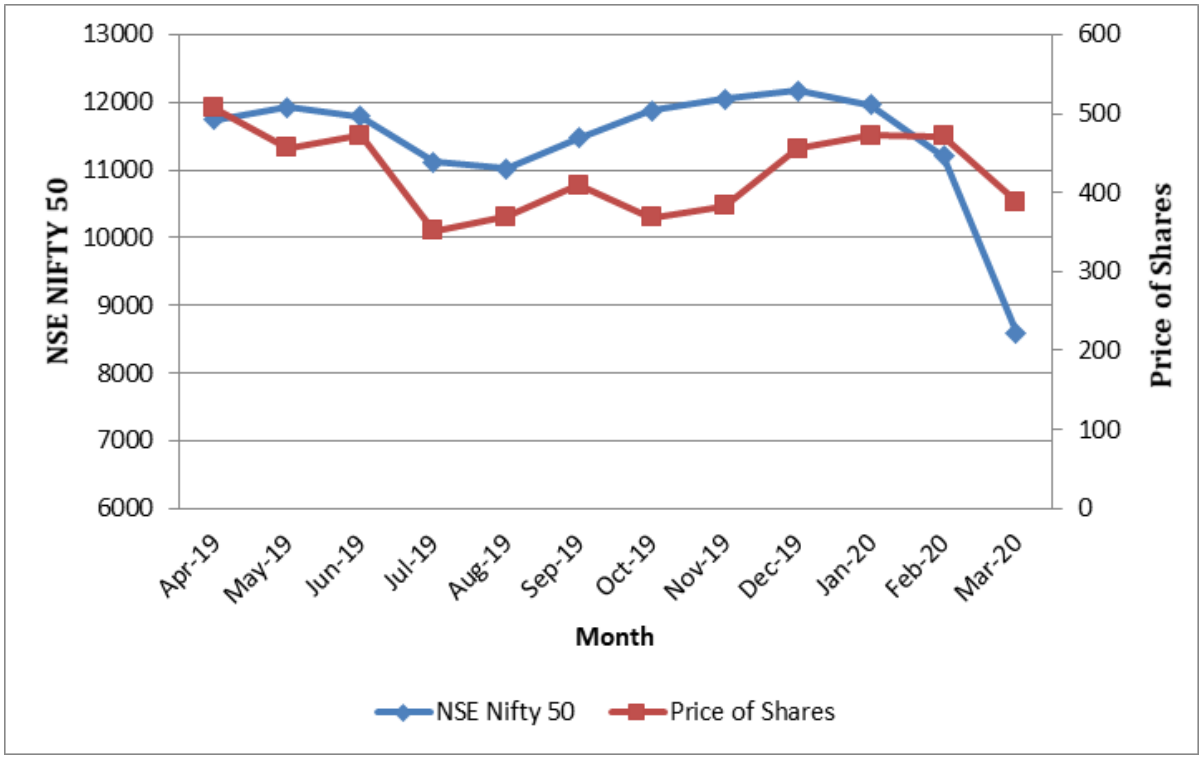

Table 3: Distribution of Shareholding by Size as at the Financial Year ended 31st March, 2020:

Distribution of Shareholding (No. of Shares)	Number of Shareholders	Shareholders %	Share Amount (In ₹)	Shareholding %
1-500	9,946	91.3231	8,93,033	4.5637
501-1000	458	4.2053	3,62,971	1.8549
1001-2000	218	2.0017	3,27,932	1.6758
2001-3000	94	0.8631	2,35,726	1.2046
3001-4000	46	0.4224	1,62,538	0.8306
4001-5000	29	0.2663	1,34,217	0.6859
5001-10000	42	0.3856	3,00,627	1.5363
10001 and above	58	0.5325	1,71,51,311	87.6482
Total	**10,891**	**100.0000**	**1,95,68,355**	**100.0000**

Note: The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent as on 31st March, 2020.

Table 4: Distribution of Shareholding by Ownership as on 31st March, 2020:

Category (as being reported to Stock Exchanges)	No. of Equity Shares	% of Shareholding
Promoters' Holding		
Individual Promoter	19,45,506	9.94%
Corporate Body(ies)	1,19,72,830*	61.18%
Individual Promoter Group	40,500	0.21%
Institutional Investors		
Financial Institutions /Banks	48,985	0.25%
Foreign Portfolio Investors	1,65,316	0.84%
Others		
Corporate Bodies	5,90,177	3.02%
Resident Individuals	41,32,645	21.12%
Non-Resident Indian(s)	3,27,773	1.68%
Clearing Members	2,87,510	1.47%
Mutual Fund	50,000	0.26%
Government Company (IEPF)	7,113	0.04%
Total	**1,95,68,355**	**100.00%**

Note: The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent as on 31st March, 2020.

* Godrej Agrovet Limited acquired additional 93,740 Equity Shares on 27th March, 2020, 82,135 Equity Shares on 30th March, 2020 and 55,311 Equity Shares on 31st March, 2020 aggregating to total shareholding of 1,22,04,016 Equity Shares, i.e., 62.37%, which was subsequently reflected in the Register of Members, after 31st March, 2020.

viii. Shares held in Physical and Dematerialized Form:

As on 31st March, 2020, the break-up of Share Capital of the Company held in dematerialized form is as under:

Mode	No. of Equity Shares	Percentage
Demat shares with NSDL	1,83,32,103	93.682%
Demat shares with CDSL	12,35,646	6.315%
Shares held in Physical mode	606	0.003%
Total	**1,95,68,355**	**100.000%**

(The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent dated 31st March, 2020.)

ix. Liquidity:

Higher trading activity is witnessed on NSE. The relevant data for the daily turnover on Stock Exchange(s) for the Financial Year 2019-20 is given below:

	BSE	NSE	Total
Shares (Nos.)	3,49,357	33,81,372	37,30,729
Value (in ₹ Lakh)	1,419.39	13,853.46	15,272.85

[Source: This information is compiled from the data available from the websites of BSE and NSE.]

x. Corporate Benefits to Investors:

The details of Dividend declared by your Company for the last 10 years is as under:

Financial Year	Dividend Declaration Date	Dividend Per Share (₹)
2018-19	26.07.2019	1.50
2017-18	01.08.2018	1.50
2016-17	28.07.2017	1.50
2015-16	-	Nil
2014-15	22.09.2015	1.25
2013-14	23.09.2014	1.00
2012-13	17.09.2013	0.75
2011-12	25.09.2012	0.50
2010-11	23.09.2011	0.50
2009-10	23.08.2010	1.00

Note: Dividend of ₹1.50 (Rupee One and Paise Fifty Only) per Equity Share of Face Value of ₹10/- (Rupees Ten Only) each is recommended by the Board of Directors at its Meeting held on 5th May, 2020 and is subject to declaration by the Shareholders at the ensuing 26th (Twenty Sixth) Annual General Meeting of the Company scheduled to be held on Wednesday, 22nd July, 2020.

xi. Compliance with Secretarial Standards:

The Institute of Company Secretaries of India (ICSI), a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with the applicable Secretarial Standards.

xii. Reconciliation of Share Capital Audit Report:

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every Quarter and Report thereon is submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and the total number of shares in physical form, as stated in the Reconciliation Share Capital Audit Report submitted to the Stock Exchanges.

xiii. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments and their Impact on Equity:

The Company does not have any outstanding GDRs / ADRs / warrants /convertible instruments.

xiv. Registrar and Share Transfer Agents and Share Transfer System:

Share transfer is effected within a maximum period of 30 (thirty) days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's shares to the Company Secretary / Authorised Representatives of Bigshare Services Private Limited, Registrar and Share Transfer Agent ("Bigshare"). A summary of transfer / transmission of shares of the Company so approved by the Company Secretary / Authorised Representatives of Bigshare is placed at the Stakeholders' Relationship Committee Meeting. The Company obtains from a Company Secretary in Practice, a Half Yearly Certificate to the effect that all certificates have been issued within 30 (thirty) days of the date of lodgement of the transfer, sub-division, consolidation and renewal, as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges where the Company's shares are listed.

The contact details of Bigshare Services Private Limited, our Registrar and Share Transfer Agents are as under:-

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road Marol, Andheri (East), Mumbai- 400 059, Maharashtra
Phone: 022- 6263 8200, Fax: 022 – 6263 8299
E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com

xv. Credit Ratings:

As on 31st March, 2020, ICRA Limited has assigned the Credit Ratings in respect of ₹455 Crore Line of Credit (LOC) and ₹150 Crore Commercial Paper Programme availed by the Company, as under:-

1. Long-term rating to [ICRA]AA- (pronounced ICRA double A minus)
2. Short-term rating at [ICRA]A1+ (pronounced ICRA A one plus)
3. Commercial Paper Programme at [ICRA]A1+ (pronounced ICRA A one plus).

xvi. Plant Locations:

1. Plot Nos. B-17, B-18 & B-21, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 309, Maharashtra
2. Plot No. B-16, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 309, Maharashtra
3. Plot No. K-2/1/1, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra
4. Plot No. K-2/1/2, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra

xvii. Research and Development Centre:

F-39, MIDC-Phase-II Dombivili (East), District Thane – 421 204, Maharashtra

xviii. Address for Correspondence:

Mr. Saurav Bhala, Chief Financial Officer

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 6337, Fax: 022 - 2261 8289
Email id: saurav.bhala@godrejastec.com, Website: www.astecls.com

Ms. Tejashree Pradhan, Company Secretary & Compliance Officer

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 5768, Fax: 022 - 2261 8289
Email id: tejashree.pradhan@godrejastec.com, Website: www.astecls.com

Investor Correspondence should be addressed to:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra
Phone: 022- 6263 8200, Fax: 022 – 6263 8299
Email id: investor@bigshareonline.com
Website: www.bigshareonline.com

Exclusive E-mail Id for Investors / Shareholders:

Your Company has designated an e-mail id to enable the Shareholders and Investors to correspond with the Company. The E-mail id is astecinvestors@godrejastec.com.

xix. SEBI Complaints Redressal System (SCORES):

The investor complaints are processed in a centralised web-based complaints redressal system. The salient features of this system are:

1. Centralised database of all complaints;
2. Online upload of Action Taken Reports (ATRs) by concerned companies; and
3. Online viewing by investors of actions taken on the complaint and its current status.

xx. Material Non-Listed Subsidiary Company:

Your Company does not have material subsidiary Company whose turnover or net worth (i.e. Paid-up capital and free reserves) exceeds 10% (ten per cent) of the consolidated turnover or net worth respectively of the Company and its subsidiary in the immediate preceding accounting year. The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Board Meetings. Copies of the Minutes of the Board Meetings of Subsidiary Companies are individually given to all the Directors and are tabled at the subsequent Board Meetings. Your Company has formulated a Policy for determining the Material Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has been put up on the website of the Company, viz., www.astecls.com, www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx.

xxi. Non-Compliance of any Requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

xxii. Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

Sr. No.	Particulars	Regulation	Compliance Status (Yes/ No/N.A.)	Compliance observed for the following:
1	Board of Directors	17 & 17A	Yes	• Board Composition • Meetings of Board of Directors • Review of compliance reports • Plans for orderly succession for appointments • Code of Conduct • Fees / Compensation • Minimum Information to be placed before the Board • Compliance Certificate • Risk Assessment and Management • Performance Evaluation of Independent Directors • Explanatory Statement to be annexed to the Notice of General Meeting • Maximum Number of Directorships
2	Audit Committee	18	Yes	• Composition • Meetings of Audit Committee • Powers of Audit Committee • Role of Audit Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	• Composition • Role of the Committee • Frequency of Meetings
4	Stakeholders' Relationship Committee	20	Yes	• Composition • Role of the Committee • Frequency of Meetings
5	Risk Management Committee	21	Yes	• Composition • Role of the Committee • Frequency of Meetings
6	Vigil Mechanism	22	Yes	• Formulation of Vigil Mechanism for Directors and Employees • Direct access to Chairperson of the Audit Committee
7	Related Party Transactions	23	Yes	• Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions • Approval for Related Party Transactions of the Company • Review of Transactions pursuant to aforesaid Contracts • Disclosure of Related Party Transactions

Sr. No.	Particulars	Regulation	Compliance Status (Yes/ No/N.A.)	Compliance observed for the following:
8	Corporate Governance requirements with respect to subsidiary of Listed entit	24 & 24 A	Yes	• Review of Investments made by Unlisted Subsidiary Companies by the Audit Committee • Minutes of Meetings of Board of Directors of Unlisted Subsidiary Companies placed at the Meetings of the Board of Directors of the Company • Review of significant transactions and arrangement entered into by the Unlisted Subsidiary Companies • Secretarial Audit Report of Material Subsidiary to be annexed
9	Obligations with respect to Independent Directors	25	Yes	• Maximum Directorship and Tenure • Meetings of Independent Directors • Familiarisation Programmes for Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	• Memberships / Chairmanships in Committees • Affirmation with respect to Compliance with the Code of Conduct and Ethics from Directors and Management
11	Other Corporate Governance Requirements	27	Yes	• Compliance with discretionary requirements • Filing of Quarterly Compliance Report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	• Terms and Conditions of Appointment of Independent Directors • Composition of various Committees of Board of Directors • Code of Conduct and Ethics for Directors Management Personnel • Details of Establishment of Vigil Mechanism / Whistle Blower Policy • Policy on Dealing with Related Party Transactions • Details of Familiarization Programmes imparted to Independent Directors

xxiii. Transfer of Unpaid / Unclaimed amounts of Dividend to Investor Education and Protection Fund:

During the year under review, the Company has transferred an amount of ₹ 75,610/- (Rupees Seventy Five Thousand Six Hundred and Ten Only) lying in the unpaid / unclaimed dividend account for the Financial Year 2011-12, to the Investor Education and Protection Fund (IEPF) pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, Equity Shares in respect of whom dividend will remain unclaimed progressively for 7 (seven) consecutive years, will be reviewed for transfer to the IEPF as required by law. The Company will transfer the said Equity Shares, after sending an intimation of such proposed transfer in advance to the concerned Shareholders, as well as, publish a public notice in this regard. Pursuant to Rule 5(8) of the Investor Education

and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2019, on the Company's website, viz., www.astecls.com, and on the website of the Ministry of Corporate Affairs (MCA).

xxiv. Compliance with the Non - Mandatory Requirements:

Your Company complies with all mandatory requirements and has also adopted some of the non - mandatory requirements as detailed under the head "Non - Mandatory Requirements".

NON - MANDATORY REQUIREMENTS

1. **Separate Positions of Chairperson and Managing Director:**

   The Company has separate positions for Chairperson and Managing Director. Mr. Nadir B. Godrej is the "Chairman" of the Company and Mr. Ashok V. Hiremath is the "Managing Director" of the Company.

2. **Reporting of Internal Auditors:**

   The Internal Auditors of the Company give their quarterly report / presentation to the Audit Committee and the same is taken for review at the time of Meetings of the Audit Committee.

CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF COMPANIES BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) / MINISTRY OF CORPORATE AFFAIRS (MCA) OR ANY SUCH STATUTORY AUTHORITY

We, Vikas R. Chomal And Associates, Practising Company Secretaries, hereby certify pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that, none of the following Directors of **Astec LifeSciences Limited**, viz.:

1.	Mr. Nadir B. Godrej	-	Chairman (Non-Executive, Non-Independent)
2.	Mr. Ashok V. Hiremath	-	Managing Director
3.	Mr. Arijit Mukherjee	-	Whole Time Director
4.	Mr. Balram Singh Yadav	-	Director (Non-Executive, Non-Independent)
5.	Mr. Rakesh Dogra	-	Director (Non-Executive, Non-Independent)
6.	Mr. R. R. Govindan	-	Director (Non-Executive, Independent)
7.	Mr. Vinod Malshe	-	Director (Non-Executive, Independent)
8.	Dr. Leena Raje	-	Director (Non-Executive, Independent)
9.	Mr. Vijay K. Khot	-	Director (Non-Executive, Independent)
10.	Dr. Brahma Nand Vyas	-	Director (Non-Executive, Independent)

have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs (MCA) or any such statutory authority.

FOR VIKAS R. CHOMAL AND ASSOCIATES

VIKAS R CHOMAL
PROPRIETOR
MEMBERSHIP NO.: 24941
CERTIFICATE OF PRACTICE NO.: 12133
UDIN: A024941B000201315

Date: May 5, 2020
Place: Thane, Maharashtra

DECLARATION BY MANAGING DIRECTOR WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT OF THE COMPANY

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said regulations, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2020.

For Astec LifeSciences Limited

Date: 5th May, 2020
Place: Mumbai

Ashok Hiremath
Managing Director

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
Astec LifeSciences Limited

We have examined the compliance of conditions of corporate governance by **Astec LifeSciences Limited** (the 'Company') for the year ended March 31, 2020, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019

B. Narasimhan
Partner
FCS 1303 / CP No. 10440
UDIN: F001303B000201393

Place: Mumbai
Date: May 5, 2020

BUSINESS RESPONSIBILITY REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

Astec LifeSciences Limited ("the Company") is pleased to present its first ever Business Responsibility Report for the Financial Year (F.Y.) 2019-20, in accordance with sub-regulation (2) of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2019] and Circular No. CIR/CFD/CMD/10/2015 dated November 4, 2015 issued by the Securities and Exchange Board of India (SEBI), to describe the initiatives taken by the Company from an environmental, social and governance perspective. This Report is prepared in accordance with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs) notified by the Ministry of Corporate Affairs (MCA), Government of India, in July 2011.

The Company recognizes the underlying idea of NVGs that a corporate needs to act as a 'Responsible Business' and ensure that its economic growth is socially and environmentally sustainable. The concept of parting with a portion of one's surplus wealth for the good of the society is a part of the Indian tradition over the centuries, prevalent in the business community as well. Further, there is an increasing concern from all stakeholders, who are demanding that businesses of all types and sizes should function with fairness and responsibility.

The need for a corporate to act as a 'Responsible Business' has been further highlighted by the sense of responsibility for social good displayed by corporates in the situation of worldwide unprecedented outbreak of Coronavirus disease - COVID-19 [declared as a pandemic by the World Health Organization (WHO)], which is having devastating effects on the economies and the global community at large, including India. The Company is committed to stand in solidarity with our people and the Government and their efforts to ensure public health and safety and endeavours to do to the best of its capabilities to serve its customers, employees and communities.

PRINCIPLES OF BUSINESS RESPONSIBILITY REPORT:

This Business Responsibility Report describes the activities of the Company under each of the following 9 (nine) principles as outlined in the NVGs:

Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 3

Businesses should promote the well-being of all employees.

Principle 4

Businesses should respect the interests of, and be responsive, towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

Principle 5

Businesses should respect and promote human rights.

Principle 6

Businesses should respect, protect and make efforts to restore the environment.

Principle 7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8

Businesses should support inclusive growth and equitable development.

Principle 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner.

ABOUT THE GODREJ GROUP & ITS PHILANTHROPIC EFFORTS:

The Company is a part of the "Godrej" Group, one of the largest professionally run private-sector groups in the country which has emerged as a major industrial and agricultural conglomerate acclaimed for the excellent quality of its products and services and having a well-established presence in varied businesses. The Group has completed over 100 years of service to the nation and is amongst the admired business groups in India, delivering quality products and services to its customers at competitive costs, with highest international standards of customer care.

It is noteworthy that the Godrej Group has been at the forefront of philanthropic and social activities for several decades, including but not limited to environmental protection, healthcare and education.

In the words of Mr. N. B. Godrej, the Chairman of the Company, the sustainability efforts by the Godrej Group can be described as:

"Much benefit can be seen
From our program Good and Green
Society and business gain
From all the people that we train
We thought we'd have to pay a price
For green energy but it's very nice
The costs have fallen very low
And every day our savings grow!"

A part of the shares of the Godrej Group are held in trusts that invest back in initiatives that support the environment as well as improve the quality and availability of healthcare and education. Through investment and oversight by the trust, a large tract of mangrove forests in Mumbai (Maharashtra) have been protected, developed, and maintained for several years and serve as a second set of lungs for the city. The Godrej Group has continually supported education and supports the Udayachal pre-primary and primary schools, which focus on the all-round development of children. The Udayachal high school has been accredited with the International School Award in recognition of the school incorporating global education into its curriculum and innovation into classroom teaching. In addition, the Godrej Group has supported initiatives in healthcare through the Godrej Memorial Hospital at Vikhroli, Mumbai (Maharashtra), which aims to provide quality healthcare at affordable costs. One such initiative is our partnership with 'Smile Train', a US-based NGO, which helps in performing corrective cleft lip and palate surgeries for children from low-income families. The Group offers surgery and hospitalization to the patients free of cost.

All the businesses in the Godrej Group are inspired by the Brighter Giving philosophy and have imbibed Godrej values. "Brighter Giving" is a structured, skill-based, long-term volunteering programme or platform through which the employees can offer their time, knowledge and skills in meaningful, volunteering projects. This programme has a long-term goal of seeking to enable and drive meaningful initiatives for the Godrej Group's non-profit partners and/or their beneficiaries. It also serves as a channel through which the employees can connect with and learn more about "Good & Green". In conjunction with the Godrej Group's vision for "Brighter Living" for all stakeholders, the Group has developed a long term vision of "Godrej Good & Green" for playing an active part in creating a more inclusive and greener India.

Operationalizing Good & Green is founded on shared value initiatives. The concept of "shared value" is defined as policies and operating practices that enhance the competitiveness of a company while simultaneously advancing the economic and social conditions in the communities in which it operates. As part of Good & Green, the Group aspires by 2020, to create a more employable Indian workforce, a greener India and innovate for good and green products.

ABOUT ASTEC LIFESCIENCES LIMITED & ITS CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

The Company was incorporated in 1994 and is engaged in the manufacture of agrochemical active ingredients (technical), bulk and formulations, intermediate products and sells its products in India as well as exports them to approximately 24 (twenty-four) countries. By continuously enhancing its exports through strategic alliances with parties worldwide, the Company is pleased to contribute its small share in the foreign exchange earnings of the country.

While the Company started its manufacturing operations way back in August 1994 by acquiring a sick unit in Dombivili (Maharashtra), it has expanded manifold over the years and presently carries out its manufacturing activities at 4 (four) major locations, viz., 3 (three) in Mahad (Maharashtra) and 1 (one) in Dombivili (Maharashtra).

The Company is primarily involved in the production of active ingredients and intermediates for agrochemicals and pharmaceutical segment. Hexaconazole, Tebuconazole, Metalaxyl, Propiconazole are some of the major products manufactured by the Company. The Company has a dedicated team of competent chemists who are engaged in the Company's in-house Research & Development (R&D) activities and the Company's well-equipped R&D facilities are recognized by the Department of Science and Industrial Research (DSIR).

The Company has received honourable certifications including ISO 9001:2015 (QMS), ISO 14001:2015 (EMS) & ISO 18001:2007 (OHSAS). It always focuses on ensuring utilization of right quality to raw materials at all its manufacturing locations, so that the desired quality of finished products is obtained and customer satisfaction levels are high.

The Company is committed to the health and safety of all its employees and also of the communities at large in the areas in which it operates. The Company is pleased to state that it has received the prestigious Indian Chemical Council award for "Excellence in Management of Health and Safety".

The Company actively undertakes various Corporate Social Responsibility (CSR) initiatives, mainly in the areas of agriculture and rural livelihoods, women empowerment and community development. Such initiatives create social, environmental and economic value to the society. Moreover, at all its manufacturing plants, the Company has a relentless focus on environmental sustainability and has adopted several measures for conservation of energy. The Company is also now actively participating in relief activities consequent to outbreak of COVID-19.

The Company, as a responsible corporate citizen, pursues good Corporate Governance by ensuring regulatory compliance, transparency in disclosures, efficient operational practices, strong internal controls, risk management system and by engaging and operating with fairness and integrity with all its stakeholders, namely, Shareholders, customers, employees, suppliers, customers, regulatory authorities and the general public.

The Company has a comprehensive Corporate Social Responsibility (CSR) Policy in place, which is posted on the Company's website www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx. The CSR Policy outlines programmes and projects which the Company undertakes to create a positive impact on its stakeholders. The CSR Committee reviews, monitors and provides strategic inputs for our sustainability efforts. Over the years, the Company has aligned its sustainability efforts with the priorities of the nation and the needs of local communities in order to deliver high-impact programmes that are easy to scale up.

ABOUT THIS BUSINESS RESPONSIBILITY REPORT:

This Business Responsibility Report of the Company is divided into the following 5 (five) sections, as per the format prescribed in SEBI Circular No. CIR/CFD/CMD/10/2015 dated November 4, 2015:-

Section A	:	General Information about the Company
Section B	:	Financial Details of the Company
Section C	:	Other Details
Section D	:	Business Responsibility (BR) Information
Section E	:	Principle-wise Performance

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY:

1. Corporate Identity Number (CIN): L99999MH1994PLC076236
2. Name of the Company: ASTEC LIFESCIENCES LIMITED
3. Registered Office Address : "Godrej One", 3rd Floor,
   Pirojshanagar, Eastern Express Highway,
   Vikhroli (East), Mumbai - 400 079,
   Maharashtra, India.
4. Website: www.astecls.com
5. E-mail ID: astecinvestors@godrejastec.com
6. Financial Year reported: From 1st April, 2019 to 31st March, 2020
7. Sector(s) that the Company is engaged in / List of three key products / services that the Company manufactures / provides (as in the Balance Sheet, industry activity code wise):

Sr. No.	Name and Description of Main Products	National Industrial Classification (NIC) Code of the Product (as per NIC 2008)
1.	Fungicides and Insecticides	20211
2.	Agrochemical Intermediates	20219

8. Total Number of Locations where Business Activity is undertaken by the Company:

Number of National Locations	The Company has plants at the following locations in Maharashtra:- (1) Plot Nos. B-17, B-18 & B-21, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 309, Maharashtra (2) Plot No. B-16, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 309, Maharashtra (3) Plot No. K-2/1/1, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra (4) Plot No. K-2/1/2, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra (5) Research & Development Centre: F-39, MIDC - Phase - II - Dombivili (East), District Thane – 421 204, Maharashtra
Number of International Locations	The Company has 2 (two) foreign subsidiaries:- 1. Astec Europe Sprl (Belgium, Europe) 2. Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Colombia)

9. Markets served by the Company (Local / State / National / International):

   The Company has spread its wings both in the domestic market and as well as international markets.

SECTION B: FINANCIAL DETAILS OF THE COMPANY:

Financial Year (F.Y.) 2019 - 20	Amount
Paid-up Capital (in ₹)	19,56,83,550
Total Turnover (₹ in Lakh)	52,222.09
Net Profit After Tax (₹ in Lakh)	4,747.19
Total Spending on Corporate Social Responsibility (CSR) (₹ in Lakh)	90.53

The list of activities in which the CSR expenditure mentioned above has been incurred, in compliance with the provisions of the Companies Act, 2013, is as follows:-

- Agriculture and Rural Livelihoods
- Women Empowerment
- Community Development

SECTION C: OTHER DETAILS:

1. **Subsidiary Companies:**

   The Company has 3 (three) subsidiaries as on March 31, 2020, in or outside India.

   The list of subsidiaries of the Company is given below:-

   1. Behram Chemicals Private Limited (India)
   2. Astec Europe Sprl (Belgium, Europe)
   3. Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Colombia)

2. **Participation of subsidiary companies in the Business Responsibility (BR) Initiatives of the parent company:**

   None of the subsidiaries of the Company are mandatorily required to comply with Section 135 of the Companies Act, 2013.

3. **Participation and percentage of participation of other entity/entities (e.g. suppliers, distributors, etc.) that the Company does business with, in the Business Responsibility (BR) Initiatives of the Company:**

   The other entities with whom the Company does business, viz., suppliers, distributors, etc. do not participate in the business responsibility initiatives of the Company.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION:

1 (a) **Details of Director / Directors responsible for implementation of the BR policy/ies:**

The Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, comprising of the following Directors as its Members (as on March 31, 2020):-

Sr. No.	Name	Position in the Committee	Director Identification Number (DIN)
1.	Mr. Vinod Malshe	Chairman (Non-Executive, Independent Director)	00642540
2.	Dr. Leena Raje	Member (Non-Executive, Independent Director)	06961551
3.	Mr. B. S. Yadav	Member (Non-Executive, Non-Independent Director)	00294803
4.	Mr. Ashok Hiremath	Member (Managing Director)	00349345

The CSR Committee of the Board of Directors is responsible for approving and overseeing the CSR projects implemented by the Godrej Good & Green team and reports to the Board of Directors of the Company.

The CSR Committee has formulated and recommended to the Board and the Board has approved a CSR Policy, which outlines the Company's strategy to bring about a positive impact on society through various CSR activities and programmes. This Policy focuses on addressing critical social, environmental and economic needs of the marginalized / underprivileged sections of the society. Through this Policy, the Company aligns its CSR strategy with the Godrej Group's Good & Green vision and goals. The Company adopts an approach that integrates the solutions to these problems into the strategies of the Company to benefit the communities at large and create a positive social and environmental impact.

There were two Meetings of the CSR Committee during the Financial Year 2019-20 (i.e., on 30th April, 2019 and 30th January, 2020).

(b) Details of Business Responsibility (BR) Head:

Name : Mr. Arijit Mukherjee

Designation : Whole Time Director

DIN : 07334111

Telephone : 022 – 2518 8010

Email id : arijit.mukherjee@godrejastec.com

2. Principle-wise [as per National Voluntary Guidelines (NVGs)] Business Responsibility Policy(ies):

(a) **Details of Compliance** [Reply in Yes (Y) / No (N)]**:**

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Business Ethics, Transparency & Accountability	Sustainability	Employees' Well-being	Stakeholders' Welfare	Human Rights	Environment	Influencing Regulatory Policy	Equitable Development	Customer Responsibility
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	The Company has formulated the policies and adopted best practices in its own volition, while being sensitive to the interest of all stakeholders.								
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes, the policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs (MCA). The policies are based on the above guidelines. The Company's policies are also aligned with the Godrej Group policies incorporating the global best practices.								
4	Has the policy being approved by the Board?	Since all the policies are not required to be approved by the Board of Directors, the approval of the Board has been obtained wherever it is mandatory.								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Business Ethics, Transparency & Accountability	Sustainability	Employees' Well-being	Stakeholders' Welfare	Human Rights	Environment	Influencing Regulatory Policy	Equitable Development	Customer Responsibility
6	Indicate the link for the policy to be viewed online?	The policies formulated and adopted by the Company are available on the website of the Company www.astecls.com.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Internal stakeholders are made aware of the policies. External stakeholders are communicated to the extent applicable.								
8	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The working of all the policies is internally monitored. Audit / evaluation by external agencies is carried out wherever mandatory.								

3. Governance related to Business Responsibility (BR):

(a) Frequency with which the Board of Directors, Committee of the Board or the Managing Director assess the BR Performance of the Company:

The Corporate Social Responsibility (CSR) Committee and the Board of Directors assess various initiatives forming part of the Business Responsibility (BR) performance of the Company twice in a year.

(b) Whether the Company publishes Business Responsibility Report or Sustainability Report and if yes, the hyperlink to view the Report and frequency of publication:

Based on the market capitalization, Financial Year 2019-20 is the first year when the Company is publishing its Business Responsibility Report as a part of its Annual Report. The same can be viewed on the website of the Company www.astecls.com .

SECTION E: PRINCIPLE-WISE PERFORMANCE:

The following are the updates for the Company on each of the Principles stated in the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business issued by the Ministry of Corporate Affairs (MCA).

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability:

The Company pursues good Corporate Governance by ensuring regulatory compliance, transparency in disclosures, efficient operational practices, strong internal controls, risk management systems, and by engaging and operating with fairness and integrity with all its stakeholders, namely, shareholders, customers, employees, suppliers, regulatory authorities and general public.

The Company, as a responsible corporate citizen, is fully aware of its obligations to make appropriate and timely disclosures as mandated under various laws. The Company also refrains from engaging in any practices that are abusive, corrupt or anti-competition.

Organization Structure:

At the apex, is the Board of Directors headed by a non-executive Chairman and having half of its composition as Independent Directors. The Board provides guidance and support to the management in terms of broad strategy, direction, governance and compliance. The Company's Board of Directors has the following 7 (seven) mandatory / non-mandatory committees:

i. Audit Committee;

ii. Nomination & Remuneration Committee;

iii. Stakeholders' Relationship Committee;

iv. Corporate Social Responsibility (CSR) Committee;

v. Risk Management Committee;

vi. Compensation Committee;

vii. Managing Committee.

These Committees have clearly defined areas of operation and they operate as empowered by the Board. These Committees monitor and provide direction to the senior leadership team. This ensures greater focus on specific aspects of corporate governance and expeditious resolution of any issues of governance if and when they arise.

Code of Conduct:

The Board of Directors and Senior Management of the Company comply with the Code of Conduct. An annual confirmation affirming compliance with the Code of Conduct from Board Members and Senior Management has been obtained for the Financial Year ended March 31, 2020.

The Company also has a Code of Conduct which is applicable to all employees the Company.

Whistle Blower Policy & Mechanism:

A Whistle Blower Policy has also been put in place by the Company. The purpose of this Policy is to allow employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their supervisors. A Whistleblowing Officer has been designated for the purpose of receiving and recording any complaints under this Policy. The Policy provides adequate safeguards against victimization of persons who use Whistle Blower mechanism and make provision for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

1 (One) stakeholder complaint was received under the Whistle Blower Mechanism during the Financial Year 2019-20, which stands resolved as on 31st March, 2020.

Dealings with Business Partners:

The Company encourages its business partners, viz., group companies, joint ventures, suppliers, distributors, contractors, etc. to follow ethics, transparency and accountability in their dealings with the Company.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

The Company believes that in order to function effectively and profitably, the Company needs to endeavor to improve the quality of life of people and to ensure this, the Company is required to to thoroughly work upon all stages of the product life cycle, right from formulation to final disposal.

Godrej Group's Good & Green vision supports the development of goods which are environmentally sustainable. As part of the vision, the Company aspires to develop products which consume fewer resources (energy, water), emit fewer greenhouse gases and include recyclable, renewable, and/or natural materials to the maximum possible extent, through extensive research.

During the Financial Year 2019-20, your Company has taken the following initiatives to demonstrate its commitment towards sustainable growth through Technology Absorption, Adaptation & Innovation:-

1) Methods/ Measures adopted / Efforts made:

a) Automation of Boiler

b) VFD installation to high power consuming motors

c) Pump replacement with energy efficient pumps

2) Benefits derived as a result of such Measures / Methods / Efforts:

a) Reduction in Fuel (Coal) Consumption

b) Reduction in power (Electricity) consumption

The Company aims to bring in world class agrochemicals through constant experimentation and looks for research-based solutions. Majority of the technologies utilized by the Company are developed by in-house Research & Development (R&D) Department. Some processes have been provided by potential customers and those have been suitably absorbed.

The Company stays committed to making environmental sustainability a key part of its manufacturing processes. At the Company's factories, there is a relentless focus on productivity and environmental sustainability. The Company is continuously working on energy efficiency and trying to get the best possible technology available in the market. Technologies implemented by the Company are not only energy efficient but also more reliable. This has helped the Company to enhance productivity and build a more sustainable business. The Company recognizes the fact that over-consumption results in unsustainable exploitation of the planet's resources, and therefore, it is necessary to promote sustainable consumption of resources, including recycling of resources.

While being vigilant about protection of the Company's own intellectual property, the Company respects the rights of other owners of intellectual property rights in the society at large.

Principle 3: Businesses should promote the well-being of all employees

The Company has amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees.

The Company constantly makes concerted efforts towards creating learning and development opportunities on a non-discriminatory basis, that continually enhance the employee value in line with the organizational objectives. Also, the safety and health of employees is utmost important to the Company and the Company is committed to building and maintaining a safe and healthy workplace. There are several policies formulated for the benefit of employees, which promote gender diversity, equal opportunities, prevention of sexual harassment, safety and health of employees.

The details of the Company's workforce are given in the table below:-

Total number of permanent employees as on March 31, 2020	371
Total number of employees hired on temporary / contractual / casual basis	437
Number of permanent women employees	16
Number of permanent employees with disabilities	02
Whether the Company has an employee association that is recognized by management	Yes
Percentage of permanent employees of the Company who are members of recognized employee association/s	22%
Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment in the Financial Year 2019-20 and pending, as on the end of the said Financial Year, i.e., March 31, 2020	As regards complaints relating to child labour, forced labour, involuntary labour, sexual harassment: • No such complaints were received during the Financial Year 2019-20 • No such complaints were pending as on 31st March, 2020.
Percentage of employees who were given safety and skill upgradation training during the Financial Year 2019-20	34%

All employees who join the Company demonstrate their commitment to follow the Code of Conduct by signing in their acceptance to adhere to the same.

Some of the measures / initiatives taken at the Company-level or at Group-level are as follows:-

- **Diversity and Equal Opportunities:**

  The Company values diversity and is committed to offering equal opportunities in employment. The Company does not discriminate against any team member or applicant for employment on the basis of nationality, race, colour, religion, caste, creed, gender, gender identity / expression, sexual orientation, disability, age, or marital status and always allows for equal opportunities for all team members.

  The Company is committed to creating and maintaining an atmosphere in which all employees can work together, without fear of sexual harassment, exploitation or intimidation. A gender-neutral Policy on Prevention of Sexual Harassment is in place. Internal Complaints Committees have been constituted at Head Office (HO) as well as at regional levels under Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules framed thereunder.

  All employees are required to go through mandatory training on prevention of sexual harassment.

- **Health & Safety:**

  - On-campus:

    We have canteen and eating facilities at Head Office (HO) and certain locations, where food and refreshments are provided to ensure that hygienic and healthy food is available at the premises. All Company premises are non-smoking zones. Smoking is strictly prohibited in the campus. Initiatives like fire safety training are also regularly undertaken.

  - Health Check-up:

    The Company has initiated a policy for annual health check-up of employees.

  - Good Working Environment:

- Progressive Human Resource (HR) Policies:

  The Company prides itself as a great place to work, a fact recognized and acknowledged externally as well. HR policies like flexible working hours, work from home arrangements, part-time work, leave and benefits, maternity leave, paternity leave and sickness leave – to name a few – go a long way in ensuring that the employees successfully strike a work-life balance.

- Engagement Forums:

  There are multiple touch points for leadership team to interact with employees through forums like long range plan, annual operating plan, engagement surveys, HR connect sessions, etc. The organization invests in functional training for all employees in line with their current and future career aspirations. The learning suite encompasses functional training, leadership development programs and behavioral training geared towards leading self, leading others and leading business.

Principle 4: Businesses should respect the interests of, and be responsive, towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Driven by strong leadership, the Company has actively championed social responsibility as a good corporate citizen by undertaking measures to achieve sustainable growth for all its stakeholders. Responding promptly to the needs of a changing society and enhancing value is the mission for the Company. Futuristic initiatives have been designed with a longstanding focus on breaking traditional, cultural barriers and mind-sets aimed at social progression measured through socio economic development in the life of people in and around its manufacturing areas.

The Company recognizes that it has the responsibility to think and act beyond the interests of its Shareholders, to include all its stakeholders.

The stakeholder engagement process consists of a variety of activities from stakeholder identification, consultation, prioritisation, collaboration and reporting. The identification of all relevant stakeholders and understanding their expectations is of high concern for the Company in its quest to be sustainable. The Company identifies key stakeholders on the basis of their influence on the Company's operations and the Company's impact on them. The Company has already identified and prioritized key stakeholders and continues its engagement with them through various mechanisms such as consultations with local communities, supplier / vendor meets, customer / employee satisfaction surveys, etc.

The Company is working in partnership with the government and local village communities in its various programmes and projects. This approach helps the Company to distribute accountability and ensure long-term impact of its community development initiatives.

- **Agriculture and Rural Livelihoods**:

  The Company has established the Integrated Rural Livelihoods Program where trainings, awareness and capacity building are undertaken for small and marginal farmers to improve their household income from farm and non-farm activities. There is a special focus to work with women farmers and create income models for landless farmers. The Company is working on agriculture, livestock development and enterprise management in the villages. Today, the Company is working in 9 villages of Mahad, Maharashtra with close to 2,120 households towards this goal.

- **Women Empowerment:**

  The Company seeks active involvement of Self-Help Group (SHG) members to come together and identify areas of improvement for enhanced living standards. The SHGs act as the vehicle of change, not only for the women but for the communities at large. The Company is working with 769 households and 89 SHGs, of which 33 SHGs have bank accounts with upto ₹ 6 Lakh in savings.

- **Community Development**:

  The Company undertakes infrastructure and repair works, mobile libraries, sports equipment at local government schools at Mahad, Maharashtra and supports schools in facilitating a better environment for holistic education.

The Company is working with 175 households and 50 Gram Panchayats to create awareness on waste management practices and inculcate the habit of correct and efficient waste disposal.

Principle 5: Businesses should respect and promote human rights

The Company strongly believes in the principle of respect for human rights of all, which imbibes its spirit from the Constitution of India.

The Company has in place, a Human Rights Policy which demonstrates the Company's commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business. The said Policy is available on the Company's website, www.astecls.com at the web link http://www.astecls.com/codes-and-policies.aspx

Further, the Company's Code of Conduct covers aspects like diversity, anti-discrimination, equal opportunity, compliance with the law and integrity which all contribute to respecting and promoting human rights.

The Company also has policies like Whistle Blower Policy and Policy on Prevention of Sexual Harassment at Workplace, which encourage respect and promotion of human rights.

Any violation of the Code of Conduct or the aforesaid policies can result in stern disciplinary action including termination of employment and / or other appropriate actions as permissible under the law.

The Company encourages its business partners to respect human rights.

No complaints pertaining to violation of human rights were received by the Company during the Financial Year 2019-20.

Principle 6: Businesses should respect, protect and make efforts to restore the environment

Godrej as a group believes in conserving the various resources of Mother Earth. As part of its Good & Green vision there is a specific commitment at Godrej Group to create a "Greener India".

The Company focuses on the following aspects with respect to environment protection:-

- Energy Conservation
- Water Conservation
- Waste Minimization

A dedicated team of 'Good & Green' has been set up at Group level to identify the risks and opportunities for individual manufacturing facilities. After identifying the risks and opportunities, the team proposes necessary action to be taken. The Company is proud to share that the emissions / waste generated by the Company are within the permissible limits given by Central Pollution Control Board (CPCB) / State Pollution Control Board (SPCB) for the Financial Year 2019-20.

Specific Efforts Energy Conservation:

At the Company's manufacturing plants, there is a relentless focus on productivity and environmental sustainability. The Company is continuously working on energy efficiency and trying to get the best possible technology available in the market. The Company focuses on using cost effective energy efficient equipment.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

For any policy advocacy, the Company ensures that it does so with the highest degree of responsible and ethical behaviour and also works with collective platforms such as trade and industry chambers and associations to take up matters with the relevant government bodies.

The Company is a Member of Crop Care Federation of India (CCFI), Pesticides Manufacturers & Formulators Association of India (PMFAI), Basic Chemicals, Cosmetics & Dyes Export Promotion Council (CHEMEXIL) and Bombay Chamber of Commerce and Industry (BCCI).

Principle 8: Businesses should support inclusive growth and equitable development

The Company recognizes the fact that corporate growth and equitable development are interdependent and that the Company owes a responsibility to play its role in the social and economic development agenda of the country.

The 'Good & Green' vision inspires each one at Astec LifeSciences Limited to continue to work towards building a brighter, greener and more inclusive India. Sustainability is intrinsically linked not just to the Company's growth strategy, but also to its legacy and values. The Company strongly believes that it is accountable to the communities while the Company continues to drive shareholder value. This helps the Company to improve the lives of those at the base of the pyramid, preserve and protect the environment, improve efficiency of operations and generate innovations.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

The Company has a customer-centric approach and greatly values the trust, satisfaction and loyalty of its customers. Its primary focus is delighting customers, both external and internal. The Company honours the freedom of choice of its customers and does not restrict free competition in any manner.

The Company continues to invest significantly in Research & Development (R&D) to develop newer products or variants to suit the needs of the customers at competitive prices. The Company is investing significantly in cutting-edge R&D to support our innovation pipeline.

By consistently providing quality products and meeting global standards, the Company has enhanced its ability to create novel value through all its alliances and collaboration that transcend industrial and organizational barriers and has earned an unshakeable reputation in the market.

There are no undisputed customer complaints pending as at the end of the Financial Year 2019-20.

The Company does display or disseminate adequate and truthful factual information to enable safe and effective usage of its products, which is over and above what is mandated by the applicable laws. The Company does not indulge in any kind of misleading or confusing advertisement.

There are no cases filed against the Company regarding unfair or anti-competitive trade practices during the preceding 5 (five) Financial Years.

The Company regularly conducts customer surveys to know the customer satisfaction trends.

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Ashok V. Hiremath
Managing Director
DIN: 00349345

Arijit Mukherjee
Whole Time Director
DIN: 07334111

Place: Mumbai
Date: 5th May, 2020

Independent Auditors' Report

To the Members of
Astec LifeSciences Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Astec LifeSciences Limited** ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Revenue Recognition

See note 26 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from sale of goods is recognised when the control of the goods has passed, which is usually on delivery of the goods. There is a risk of revenue being overstated on account of it being recorded in the wrong period.	In view of the importance of the matter we applied the following audit procedures in this area, among others to obtain sufficient audit evidence: – Evaluating the process followed by the company for revenue recognition including understanding and testing of key controls relating to recognition of revenue in correct period; – Inspecting documentation/records for sales transactions recorded both side of year-end to determine if revenue has been recognised in the correct period; and – Critically assessing manual journals posted to revenue to identify unusual or irregular items.

Pending Litigation and Claim

See note 43 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
As at 31 March 2020, the Company is having pending litigations under various laws such as Income Tax, Excise, VAT, Customs and GST. - The Management applies significant judgment estimating the likelihood of the future outcome in each case based on its own past assessments, judicial precedents and opinions of experts / legal counsels when considering if and how much to provide or in determining the required disclosure for the potential exposure. - Due to inherent complexity and magnitude of potential exposures, we regard this as key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient audit evidence: – Obtained and read the list of direct and indirect tax assessment/ litigations for movements from previous periods; – We discussed the status of significant and potential litigations with management who have knowledge of these matters and where relevant we also obtained formal communication from the Company's external tax consultants; – Use of our own local Direct and Indirect tax specialists to assess the value of contingent liabilities in light of the nature of exposure, applicable regulations and related correspondence with authorities; and – Considered the adequacy of the disclosure made in relation to contingent liabilities.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 43 to the standalone financial statements;.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595
UDIN: 20103595AAAABH9473

Mumbai
5 May 2020

Annexure A to the Auditors Report

The annexure referred to in independent auditor's report to the members of the Company on the standalone financial statements for the year ended 31 March 2020. We report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has a regular programme of physical verification of its Property Plant and Equipment, by which all Property, Plant and Equipment are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the above programme, the Company has verified all Property, Plant and Equipment during the year and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.

(ii) The management has conducted physical verification of inventory, except inventory in transit, at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(iii) (a) The Company has granted unsecured loans to three companies covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to other body corporate, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. In our opinion, the rate of interest and other terms and conditions on which the unsecured loans have been granted to companies listed in the register maintained under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company. In our opinion and according to information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of grant of loans, making investments, providing guarantees and securities, as applicable.

(b) The unsecured loans granted to the companies covered in the register maintained under Section 189 of the Act are repayable on demand. The borrowers have been regular in the payment of interest.

(c) The unsecured loans granted to the companies covered in the register maintained under Section 189 of the Act are repayable on demand and there is no amount overdue for more than ninety days in respect of such loans.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of grant of loans, making investments, providing guarantees and securities, as applicable.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of directives issued by the Reserve Bank of India or under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of Agro Products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' state insurance, duty of customs, Goods and Service Tax, Income Tax, Cess, Professional tax and other material statutory dues have been regularly deposited during the year with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' state insurance, duty of customs, Goods and Service Tax, Income Tax, Cess, Professional tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable. Also, refer note 44 of the financial statements.

(b) According to the records of the Company, the outstanding dues of income-tax, sales-tax, service tax, duty of custom, Goods and Service Tax, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	**Nature of dues**	**Amount (₹) in lakh**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act, 1961	Income Tax	58.67	FY 2006-07	High Court
Income Tax Act, 1961	Income Tax	*42.66	FY 2009-10	ITAT
Income Tax Act, 1961	Income Tax	79.36 **2.48 0.19 ***340.79	FY 2009-10 FY 2010-11 FY 2011-12 FY 2016-17	CIT (A)
Income Tax Act, 1961	Income Tax	****36.85	FY 2004-05	JCIT/DCIT
Central Excise Act	Excise Duty	#4,455.02 4,813.14 99.27	FY 2009–14 FY 2009–14 FY 2016–17	CESTAT High Court Joint Commissioner
Customs Act, 1962	Custom Duty	28.66	FY 2013-14	Commissioner of Custom
VAT and Sales Tax Act	Sales Tax	5.61 ##8.16 ###97.13 ####0.56	FY 2011-12 FY 2012-13 FY 2013-14 FY 2014-15	Deputy Commissioner Joint Commissioner Joint Commissioner Joint Commissioner
Goods and Service Tax Act	GST	256.64	FY 2017-18	Joint Commissioner

* Net of amount paid under protest amounting to ₹ 42.66 lakhs

** Net of amount paid under protest amounting to ₹ 1.66 lakhs

*** Net of amount paid under protest amounting to ₹ 30.00 lakhs

**** Net of amount paid under protest amounting to ₹ 41.41 lakhs

Net of amount paid under protest amounting to ₹ 121.58 lakhs

Net of amount paid under protest amounting to ₹ 1.97 lakhs

Net of amount paid under protest amounting to ₹ 10.80 lakhs

Net of amount paid under protest amounting to ₹ 0.81 lakhs

(viii) According to information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company did not have any loans or borrowings during the year from debenture holders or government.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.

(x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees have been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595
UDIN: 20103595AAAABH9473

Mumbai
5 May 2020

Annexure B to the Independent Auditors' report on the standalone financial statements of Astec LifeSciences Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Astec LifeSciences Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595
UDIN: 20103595AAAABH9473

Mumbai
5 May 2020

BALANCE SHEET AS AT MARCH 31, 2020

(₹ in lakh)

Particulars		Note No.	As at March 31, 2020	As at March 31, 2019
ASSETS				
(I)	**Non-current assets**			
	(a) Property, plant and equipment	2	17,747.43	16,457.64
	(b) Capital work-in-progress		2,211.22	1,863.24
	(c) Right of use assets	3	1,463.75	-
	(d) Intangible assets	4	156.86	206.71
	(e) Intangible assets under development		199.52	34.74
	(f) Financial assets			
	(i) Investments			
	Investments in subsidiaries	5 (a)	48.89	48.89
	Other investments	5 (b)	0.53	0.53
	(ii) Loans	6	244.28	245.25
	(g) Other tax assets (net)	7	351.55	217.24
	(h) Other non-current assets	8	1,617.07	2,194.42
	Total Non-current assets		**24,041.10**	**21,268.66**
(II)	**Current assets**			
	(a) Inventories	9	12,117.06	9,284.95
	(b) Financial assets			
	(i) Trade receivables	10	16,083.06	12,179.58
	(ii) Cash and cash equivalents	11	27.26	16.44
	(iii) Bank balances, other than (ii) above	12	117.97	126.90
	(iv) Loans	13	2,890.57	4.85
	(v) Others	14	473.35	26.34
	(c) Other current assets	15	1,459.38	3,200.87
	Total current assets		**33,168.65**	**24,839.93**
	Total Assets		**57,209.75**	**46,108.59**
EQUITY AND LIABILITIES				
(I)	**Equity**			
	(a) Equity share capital	16	1,956.84	1,955.27
	(b) Other equity	17	22,687.06	18,291.22
	Total equity		**24,643.90**	**20,246.49**
(II)	**Liabilities**			
(1)	**Non current liabilities**			
	(a) Financial liabilities			
	(i) Lease Liability	18	36.16	-
	(b) Provisions	19	32.02	22.86
	(c) Deferred tax liabilities (net)	20	609.50	922.95
	Total non current liabilities		**677.68**	**945.81**
(2)	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	21	9,871.16	17,566.79
	(ii) Trade payables	22		
	Total outstanding dues from Micro Enterprises and Small Enterprises		11.91	102.64
	Total outstanding dues from other than Micro Enterprises and Small Enterprises		20,275.10	6,261.58
	(iii) Other financial liabilities	23	1,584.37	893.03
	(b) Other current liabilities	24	91.20	55.76
	(c) Provisions	25	54.43	36.49
	Total current liabilities		**31,888.17**	**24,916.29**
	Total liabilities		**32,565.85**	**25,862.10**
	Total Equity and Liabilities		**57,209.75**	**46,108.59**

The Notes 1 to 47 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars		Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
I.	Revenue from operations	26	52,222.09	43,090.12
II.	Other income	27	1,193.25	1,110.07
III.	**Total Income (I + II)**		**53,415.34**	**44,200.19**
IV.	**Expenses**			
	Cost of materials consumed	28	33,343.71	29,505.18
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	472.50	(1,555.88)
	Employee benefits expense	30	2,992.04	2,509.88
	Finance costs	31	1,263.88	1,237.59
	Depreciation and amortisation expense	32	2,322.38	1,934.06
	Other expenses	33	6,893.41	4,990.03
	Total expenses (IV)		**47,287.92**	**38,620.86**
V.	**Profit before tax (III-IV)**		**6,127.42**	**5,579.33**
VI.	**Tax expense:**		**1,380.23**	**2,010.73**
	1. Current tax		1,605.78	1,528.88
	2. Deferred tax		(305.49)	442.22
	3. Adjustment for tax of previous years (net)		79.94	39.63
VII.	**Profit for the year after tax (V - VI)**		**4,747.19**	**3,568.60**
VIII.	**Other comprehensive income**			
	(A) (i) Items that will not be reclassified to profit or loss			
	Remeasurement of defined benefit liability		(24.34)	(6.70)
	(ii) Income tax related to items that will not be reclassified to profit or loss		6.13	2.34
			(18.21)	**(4.36)**
	(B) (i) Items that will be reclassified to profit or loss			
	Effective portion of gains/losses on hedging instruments in a cash flow hedge		-	35.25
	(ii) Income tax related to items that will be reclassified to profit or loss		-	(12.20)
			-	**23.05**
	Total other comprehensive income		**(18.21)**	**18.69**
IX.	**Total comprehensive income for the year (VII + VIII)**		**4,728.98**	**3,587.29**
X.	**Earnings per equity share (Nominal value of ₹ 10 each, fully paid-up)**	34		
	Basic (in ₹)		24.27	18.26
	Diluted (in ₹)		24.25	18.23

The Notes 1 to 47 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Cash flow from operating activities		
Profit before tax	**6,127.42**	**5,579.33**
Adjustments for		
Depreciation and amortisation expense	2,321.89	1,934.06
Interest income	(26.56)	(36.28)
Finance cost	1,263.88	1,237.59
Unrealised foreign exchange (gain)/loss	142.74	(189.76)
Loss allowance	31.14	3.58
Loss/(gain) on sale of property, plant and equipment	17.96	(0.04)
Bad debts / advances written off	-	242.54
Employee stock options expense	5.55	16.35
Net loss/(gain) on lease modification	0.48	-
Sundry balances written back	-	(174.75)
	3,757.08	**3,033.29**
Operating profit before working capital changes	**9,884.50**	**8,612.62**
Change in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(3,437.45)	(102.89)
(Increase)/Decrease in loans	1.77	(52.85)
(Increase)/Decrease in other financial assets-current	(430.63)	91.08
(Increase)/Decrease in other current assets	1,741.49	(431.51)
(Increase)/Decrease in inventories	(2,832.11)	(1,437.12)
(Increase)/Decrease in other non-current assets	38.40	(12.77)
Increase/(Decrease) in trade payables	13,124.53	(3,514.01)
Increase/(Decrease) in other financial liabilities	547.45	19.37
Increase/(Decrease) in other current liabilities	35.44	8.99
Increase/(Decrease) in provisions	2.76	(7.90)
	8,791.65	**(5,439.61)**
Cash generated from operations	**18,676.15**	**3,173.01**
Direct Taxes paid (net of refunds received)	(1,820.03)	(1,640.51)
Net cash inflow / (outflow) from operating activities	**16,856.12**	**1,532.50**
Cash flow from investing activities		
Acquisition of property, plant and equipment and cwip	(4,529.40)	(5,277.54)
Proceeds from sale of property, plant and equipment	15.75	1.61
Intercorporate deposits given	(2,886.52)	-
Deposits redeemed / (placed)	10.98	(10.27)
Interest received	8.12	36.28
Net cash inflow / (outflow) from investing activities	**(7,381.07)**	(5,249.92)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Cash flow from financing activities		
Proceeds / (Repayment) of borrowings (net)	(7,830.73)	5,272.93
Proceeds from issue of shares	21.96	27.60
Payment of lease liabilities	(10.80)	-
Finance cost paid	(1,291.03)	(1,237.59)
Dividend paid to company's shareholders (including Dividend Distribution Tax)	(353.63)	(353.45)
Net cash inflow / (outflow) from financing activities	**(9,464.23)**	**3,709.49**
Net increase / (decrease) in cash and cash equivalents	10.82	(7.93)
Cash and cash equivalents at the beginning of the year	16.44	24.37
Cash and cash equivalents at the end of the year	**27.26**	**16.44**

Note 1 :

The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Cash Flow Statement notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.

Note 2 : Movement in Borrowings

(₹ in lakh)

Particulars	March 31, 2019	Cash Flows	Non-cash changes	March 31, 2020
Long term borrowings	-	-	-	-
Short term borrowings	17,566.79	(7,830.73)	135.10	9,871.16
Total borrowings	**17,566.79**	**(7,830.73)**	**135.10**	**9,871.16**

(₹ in lakh)

Particulars	March 31, 2018	Cash Flows	Non-cash changes	March 31, 2019
Long term borrowings	40.20	(40.20)	-	-
Short term borrowings	12,417.28	5,313.13	(163.62)	17,566.79
Total borrowings	**12,457.48**	**5,272.93**	**(163.62)**	**17,566.79**

The Notes 1 to 47 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
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Managing Director
DIN: 00349345

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Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

Statement of changes in equity

(a) Equity share capital

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the reporting period	1,955.27	1,952.77
Changes in equity share capital during the year	1.57	2.50
Balance at the end of the reporting period	**1,956.84**	**1,955.27**

(b) Other equity

(₹ in lakh)

Particulars	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Capital redemption reserve	Employee share option outstanding	Cash Flow Hedge Reserve	Total Equity
Balance as at April 1, 2018	**0.20**	**7,898.52**	**1,249.28**	**5,802.11**	**0.30**	**88.56**	**(23.05)**	**15,015.89**
Profit for the year	-	3,568.60	-	-	-	-	-	3,568.60
Other comprehensive income for the year	-	(4.36)	-	-	-	-	23.05	18.69
Total comprehensive income for the year	**-**	**3,564.24**	**-**	**-**	**-**	**-**	**23.05**	**3,587.29**
Transactions with the owners of the Company								
Contributions and distributions								
Dividends	-	(293.19)	-	-	-	-	-	(293.19)
Dividend distribution tax	-	(60.26)	-	-	-	-	-	(60.26)
Exercise of employee stock options	(0.10)			52.79		(27.59)		25.11
Employee stock option expense						16.35		16.35
Balance as at March 31, 2019	**0.10**	**11,109.31**	**1,249.28**	**5,854.90**	**0.30**	**77.33**	**-**	**18,291.22**
Balance as at April 1, 2019	**0.10**	**11,109.31**	**1,249.28**	**5,854.90**	**0.30**	**77.33**	**-**	**18,291.22**
Transition impact of Ind-AS 116, net of tax		(5.45)						(5.45)
Restated Balance as at April 1, 2019	**0.10**	**11,103.86**	**1,249.28**	**5,854.90**	**0.30**	**77.33**	**-**	**18,285.77**
Profit for the year	-	4,747.19	-	-	-	-	-	4,747.19
Other comprehensive income for the year	-	(18.21)	-	-	-	-	-	(18.21)
Total comprehensive income for the year	**-**	**4,728.98**	**-**	**-**	**-**	**-**	**-**	**4,728.98**
Transactions with the owners of the Company								
Contributions and distributions								
Final Dividend	-	(293.33)	-	-	-	-	-	(293.33)
Dividend distribution tax	-	(60.30)	-	-	-	-	-	(60.30)
Exercise of employee stock options	(0.10)	-	-	36.74	-	(16.25)	-	20.39
Employee stock option expense	-	-	-		-	5.55	-	5.55
Balance as at March 31, 2020	**-**	**15,479.21**	**1,249.28**	**5,891.64**	**0.30**	**66.63**	**-**	**22,687.06**

The Notes 1 to 47 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

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SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

Notes forming part of the Financial Statements

Note 1 : Significant accounting policies

A. General Information

Astec LifeSciences Limited ("the Company") is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at Godrej One, 3rd Floor, Pirojsha Nagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079. The Company was incorporated under the Companies Act, 1956 on January 25, 1994. The Company manufactures a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

B. Basis of preparation

(1) Statement of compliance with Ind AS

The accompanying financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The financial statements for the year ended 31 March 2020 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on May 5, 2020.

(2) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments - measured at fair value

(3) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency') The Indian Rupee (INR) is the functional and presentation currency of the company. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

C. Key estimates and assumptions

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

(1) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the

estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

(2) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

(3) Recognition of deferred tax assets

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

(4) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

(5) Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities / assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

(6) Fair valuation of employee share options

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

(7) Determining whether an arrangement contains a lease

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

(8) Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

(9) Liability for Sales Return

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

D. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

E. Significant accounting policies

(1) Revenue recognition :

i. Sale of goods

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Company includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Company. As at 31 March 2020, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Company using a best estimate based on accumulated experience.

ii. Dividend income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(2) Foreign currency :

(i) Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

- Qualifying cash flow hedges to the extent that the hedges are effective.

(3) Employment Benefits

(i) Short-term obligations

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Company has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on either Economic Value Added (EVA) or Profit before tax (PBT). The PLVR amount is related to actual improvement made in either EVA or PBT over the previous year when compared with expected improvements.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, and

(b) defined contribution plans such as provident fund.

Gratuity obligations

The following post – employment benefit plans are covered under the defined benefit plans:

Gratuity :

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Astec LifeSciences Limited Employee Stock Option Plan.

Employee options:

The fair value of options granted under the Astec LifeSciences Limited Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Terminal benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(4) Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(5) Inventories

(i) Raw materials and stores, work in progress, traded and finished goods

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of weighted average price. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(6) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Depreciation/ Amortizations

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Plant and Machinery:

Based on the condition of the plants, regular maintenance schedule, material of construction, external and internal assessment and past experience, the Company has considered useful life of Plant and Machinery as 20 years.

(b) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(c) Right of use Asset:

Amortized over the primary lease period.

(d) Leasehold improvements and equipments:

Amortised over the Primary lease period or 16 years whichever is less

Assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(7) Intangible assets

(i) Computer software

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software and product registration, which are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software 6 years
- Product Registration 5 years

(ii) Research and development

Revenue expenditure on research and development is charged to the Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research and development is accounted for as an addition to property, plant and equipment.

(8) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

(9) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Company. The Company has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

(10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(11) Hedge accounting

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk and commodity price risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement profit or loss.

i. Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).

- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

Equity investments

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.

b) Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(12) Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

(13) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in profit or loss.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

(14) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Transition :- Refer Note 3 of the Financial Statements

(15) Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

(16) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(17) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(18) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(F) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Note 2 : Property, plant and equipment

(₹ in lakh)

Particulars	Leasehold Land	Plant and Machinery	Factory Buildings	Office Buildings	Electrical Installations	Furniture and Fixtures	Vehicles	Computers	Office and Other Equipment	Total
Gross Block										
As at April 1, 2018	**155.25**	**10,156.32**	**3,135.22**	**267.48**	**303.84**	**138.44**	**198.71**	**48.78**	**35.69**	**14,439.73**
Additions	136.35	4,774.32	1,900.62	-	203.60	11.56	30.76	32.35	14.27	7,103.83
Disposals	-	-	-	-	-	-	2.83	-	-	2.83
As at March 31, 2019	**291.60**	**14,930.64**	**5,035.84**	**267.48**	**507.44**	**150.00**	**226.64**	**81.13**	**49.96**	**21,540.73**
Accumulated Depreciation										
As at April 1, 2018	**5.55**	**2,746.85**	**276.39**	**14.02**	**54.53**	**65.07**	**44.09**	**19.91**	**14.99**	**3,241.40**
For the year	2.44	1,512.54	209.12	4.73	43.31	21.90	26.29	14.45	8.12	1,842.90
Disposals	-	-	-	-	-	-	1.21	-	-	1.21
As at March 31, 2019	**7.99**	**4,259.39**	**485.51**	**18.75**	**97.84**	**86.97**	**69.17**	**34.36**	**23.11**	**5,083.09**
Net Block as at March 31, 2019	**283.61**	**10,671.25**	**4,550.33**	**248.73**	**409.60**	**63.03**	**157.47**	**46.77**	**26.85**	**16,457.64**
Gross Block										
As at April 1, 2019	**291.60**	**14,930.64**	**5,035.84**	**267.48**	**507.44**	**150.00**	**226.64**	**81.13**	**49.96**	**21,540.73**
Transition impact of Ind-AS 116 (Refer Note 2.1)	(291.60)	-	-	-	-	-	-	-	-	(291.60)
Restated Gross Block as at April 1, 2019	**-**	**14,930.64**	**5,035.84**	**267.48**	**507.44**	**150.00**	**226.64**	**81.13**	**49.96**	**21,249.13**
Additions	-	2,754.21	949.13	-	24.81	24.87	57.09	24.03	30.71	3,864.85
Disposals	-	35.56	-	-	-	-	11.35	-	-	46.91
As at March 31, 2020	**-**	**17,649.29**	**5,984.97**	**267.48**	**532.25**	**174.87**	**272.38**	**105.16**	**80.67**	**25,067.07**
Accumulated Depreciation										
As At April 1, 2019	**7.99**	**4,259.39**	**485.51**	**18.75**	**97.84**	**86.97**	**69.17**	**34.36**	**23.11**	**5,083.09**
Transition impact of Ind-AS 116 (Refer Note 2.1)	(7.99)									(7.99)
Restated accumulated depreciation as at April 1, 2019	**-**	**4,259.39**	**485.51**	**18.75**	**97.84**	**86.97**	**69.17**	**34.36**	**23.11**	**5,075.10**
For the year	-	1,875.24	247.25	4.73	52.45	15.68	30.72	19.68	11.99	2,257.74
Disposals	-	9.54	-	-	-	-	3.66	-	-	13.20
As at March 31, 2020	**-**	**6,125.09**	**732.76**	**23.48**	**150.29**	**102.65**	**96.23**	**54.04**	**35.10**	**7,319.64**
Net Block as at March 31, 2020	**-**	**11,524.20**	**5,252.21**	**244.00**	**381.96**	**72.22**	**176.15**	**51.12**	**45.57**	**17,747.43**

Note 2.1 :-

The Company adopted Ind AS 116 effective 1st April 2019. Consequently, leasehold land has been reclassified from 'Property, Plant & Equipment' to 'Right of Use assets'.

Note 3 - Right-of-use assets

(₹ in lakh)

Particulars	Land and Buildings
As at April 1, 2019 (Restated)	**325.76**
Additions	1,152.79
Disposals	-
Balance as at March 31, 2020	**1,478.55**
As at April 1, 2019 (Restated)	-
Depreciation	14.81
Impairment loss	-
Balance as at March 31, 2020	**14.81**
Carrying amounts	
As at April 1, 2019 (Restated)	**325.76**
Balance as at March 31, 2020	**1,463.75**

Note 3.1 - Breakdown of lease expenses

(₹ in lakh)

Particulars	For the Year ended March 31, 2020
Short-term lease expense	100.40
Total lease expense	**100.40**

Note 3.2 - Cash outflow on leases

(₹ in lakh)

Particulars	For the Year ended March 31, 2020
Repayment of lease liabilities	6.35
Interest on lease liabilities	4.45
Short-term lease expense	100.40
Total cash outflow on leases	**111.20**

Note 3.3 - Maturity analysis

(₹ in lakh)

Particulars	Less than 1 year	Between 1 and 5 years	Over 5 years	Weighted average effective interest rate%
April 1, 2019				
Lease liabilities	6.35	31.66	11.42	9.00
TOTAL	**6.35**	**31.66**	**11.42**	
March 31, 2020				
Lease liabilities	6.92	34.51	1.65	9.00
TOTAL	**6.92**	**34.51**	**1.65**	

Note 3.4 - Impact of changes in accounting policies

The following table provides the extract of impacts of adopting Ind AS 116 on the financial statements

i. Statement of financial position

(₹ in lakh)

Particulars	Impact of changes in accounting policies		
April 1, 2019	**As previously reported**	**Adjustments**	**As restated**
Right-of-use assets	-	325.76	325.76
Leasehold Land	283.61	(283.61)	-
Deferred Tax Asset	-	1.83	1.83
Total assets	**283.61**	**43.98**	**327.59**
Lease liabilities - Non-current	-	43.08	43.08
Current maturities of lease liabilities	-	6.35	6.35
Total liabilities	**-**	**49.43**	**49.43**
Retained earnings	-	(5.45)	(5.45)
Total equity	**-**	**(5.45)**	**(5.45)**

Extract of effect on both basic and diluted earnings per share

Particulars		Due to Adoption of Ind-AS 116
For the year ended 31 March 2020		
Increase/ (decrease) in profit for the year attributable to owners of the Company	₹ in lakh	(0.36)
Increase/ (decrease) in basic earnings per share	₹ per share	(0.00)
Increase/ (decrease) in diluted earnings per share	₹ per share	(0.00)

Note 3.5 - Reconciliation between operating lease commitments disclosed in March 2019 financials applying Ind AS 17 and lease liabilities recognised in the statement of financial position

(₹ in lakh)

Particulars	Amount
Operating lease commitments disclosed in 31st March, 2019 financials (under Ind AS 17)	66.60
Less: Discounting impact	17.17
Lease liabilities recognised in the statement of financial position as at 1st April, 2019	**49.43**

Note 4 : Intangible Assets

(₹ in lakh)

Particulars	Computer Software	Product Registration	Total
Gross Block			
As at April 1, 2018	290.34	250.58	540.92
Additions	20.51	-	20.51
Disposals	-	-	-
As at March 31, 2019	**310.85**	**250.58**	**561.43**
Accumulated amortisation			
As at April 1, 2018	55.29	208.27	263.56
For the year	48.85	42.31	91.16
Disposals	-	-	-
As at March 31, 2019	**104.14**	**250.58**	**354.72**
Net Block as at March 31, 2019	**206.71**	**-**	**206.71**
Gross Block			
As at April 1, 2019	310.85	250.58	561.43
Additions	-	-	-
Disposals	-	-	-
As at March 31, 2020	**310.85**	**250.58**	**561.43**
Accumulated amortisation			
As at April 1, 2019	104.14	250.58	354.72
For the year	49.85		49.85
Disposals	-	-	-
As at March 31, 2020	**153.99**	**250.58**	**404.57**
Net Block as at March 31, 2020	**156.86**	**-**	**156.86**

Note 5 : Non-current financial assets- investments

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
A. Investments in subsidiaries		
(a) Investments in equity instruments (Fully Paid, unquoted)		
(i) Behram Chemicals Private Limited	42.18	42.18
39,380 (Previous year 39,380) Equity Shares of ₹100/- each.		
(ii) Astec Europe Sprl	5.71	5.71
9,520 (Previous Year 9,520) Equity Shares of EUR 1/- each.		
(iii) Comercializadora Agricola Agroastrachem Cia Ltda	1.00	1.00
400 (Previous Year 400) Equity Shares of USD 1/- each.		
Total (A)	**48.89**	**48.89**
B. Investment in equity instruments at fair value through Statement of Profit & Loss (Fully paid, unquoted)		
Shamrao Vithal Co-operative Bank Ltd	0.53	0.53
2,100 (Previous Year 2,100) equity shares of ₹ 25/- each.		
Total (B)	**0.53**	**0.53**
TOTAL (A + B)	**49.42**	**49.42**

Note 5.1 : Other disclosures

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Aggregate amount of quoted investment	-	-
Market value of quoted investment	-	-
Aggregate amount of unquoted investments	49.42	49.42
Aggregate amount of impairment in value of investments	-	-

Note 5.2

Particulars	As at March 31, 2020	As at March 31, 2019
Name of subsidiary - Place of business	% of holding	% of holding
1. Behram Chemicals Private Limited - Mumbai	65.63	65.63
2. Astec Europe Sprl - Belgium	50.10	50.10
3. Comercializadora Agricola Agroastrachem cia Ltda - Colombia	100.00	100.00

Note 6 : Non-current financial assets - loans

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good (unless otherwise stated)		
Security deposits	244.28	245.25
TOTAL	**244.28**	**245.25**

Note 7 : Other tax assets / (liabilities) (net)

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	217.24	118.22
Less: Current tax payable for the year	1,605.78	1,528.88
Add: Taxes paid	1,820.03	1,640.51
Less: Earlier year tax adjustment	79.94	12.61
Closing balance	**351.55**	**217.24**

Note 8 : Other non-current assets

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Capital advances	451.94	990.89
2 Balance with Government Authorities		
i) Considered good	1,165.13	1,203.53
ii) Considered doubtful	3.73	3.73
Less : Allowance for doubtful advances	(3.73)	(3.73)
TOTAL	**1,617.07**	**2,194.42**

Note 9 : Inventories

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
(Valued at lower of cost and net realisable value)		
1 Raw materials (including stock in transit of ₹ 1,688.79 Lakh (Previous year : ₹ 111.65 Lakh)	7,584.46	4,353.91
2 Work-in-progress	2,946.44	2,701.35
3 Finished goods	1,318.50	2,036.09
4 Stores and Spares	267.66	193.60
TOTAL	**12,117.06**	**9,284.95**

Note 10 : Current trade receivables (Refer Note 36.2)

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
- Unsecured and considered good	16,083.06	12,179.58
- Credit impaired	35.34	4.20
Less : Loss allowance	(35.34)	(4.20)
TOTAL	**16,083.06**	**12,179.58**

Note 11 : Cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Cash on hand	1.75	0.38
2 Balances with banks:		
Current accounts	25.51	16.06
TOTAL	**27.26**	**16.44**

Note 12 : Bank balances other than cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Fixed deposits - maturity more than 3 months and less than 12 months (Refer Note 12.1)	111.47	120.52
2 Unclaimed dividend accounts	6.50	6.38
TOTAL	**117.97**	**126.90**

Note 12.1: Fixed deposits are restricted and the same is held towards security of bank guarantees.

Note 13 : Current financial assets - loans

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good, unless otherwise stated		
1 Loans and advances Related parties		
Intercorporate Deposits (Refer note 46)	2,886.52	-
2 Loans and advances - Others		
Loans and advances to employees	2.79	4.85
3 Security Deposits	1.26	-
TOTAL	**2,890.57**	**4.85**

Note 14 : Other current financial assets

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Derivatives		
- Foreign exchange forward contracts not designated as hedge	245.23	-
2 Merchandise exports incentive scheme - scripts in hand	201.91	24.65
3 Interest accrued on financial assets	19.42	1.69
4 Claims receivable	6.79	-
TOTAL	**473.35**	**26.34**

Note 15 : Other current assets

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Advances to suppliers	72.31	74.41
2 Balance with government authorities		
i) Considered good	1,217.26	2,926.79
3 Prepaid expenses	165.35	194.89
4 Advance to related party (Refer note 46)	3.27	3.27
5 Others	1.19	1.51
TOTAL	**1,459.38**	**3,200.87**

Note 16 : Share Capital

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Authorised :		
2,50,00,000 (Previous year: 2,50,00,000) Equity shares of the par value of ₹ 10 each	2,500.00	2,500.00
TOTAL	**2,500.00**	**2,500.00**
2 Issued, Subscribed and Paid-up:		
1,95,68,355 (Previous year: 1,95,52,655) Equity shares fully paid up	1,956.84	1,955.27
TOTAL	**1,956.84**	**1,955.27**
3 Reconciliation of number of shares outstanding at the beginning and end of the year :		
Equity shares:		
Outstanding at the beginning of the year	19,552,655	19,527,655
Issued during the year	15,700	25,000
Outstanding at the end of the year	**19,568,355**	**19,552,655**

4 Rights, preferences and restrictions attached to equity shares

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

5 Shareholders holding more than 5% shares in the company is set out below:

Equity shares	As at March 31, 2020		As at Mar 31, 2019	
	No. of shares	%	No. of shares	%
1 Godrej Agrovet Limited - Holding company	12,204,016	62.37%	11,275,466	57.67%
2 Ashok Hiremath	1,945,506	9.94%	1,945,506	9.95%

6 There are no shares reserved for issue under options.

Note 17 : Other equity

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1. Retained earnings	15,479.21	11,109.31
2. General reserve	1,249.28	1,249.28
3. Capital redemption reserve	0.30	0.30
4. Employee stock options outstanding	66.63	77.33
5. Securities premium	5,891.64	5,854.90
6. Share application money pending allotment	-	0.10
TOTAL	**22,687.06**	**18,291.22**

Capital redemption reserve

Capital redemption reserve was created for buy back of shares. The company may issue fully paid-up bonus shares out of the capital redemption reserve.

Employee stock options outstanding

The employee stock options outstanding is used to recognise the grant date fair value of options issued to employees under the Company's stock option plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Cash flow hedge reserve

The Company uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the Company used foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit and loss when the hedged item affects the profit and loss.

Note 18 : Non-current financial liabilities

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Lease liabilities	36.16	-
TOTAL	**36.16**	-

Note 19 : Non-current liabilities - provisions

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits :		
- Provision for compensated absences	32.02	22.86
TOTAL	**32.02**	22.86

Note 20 : Deferred tax liabilities (net)

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax liabilities (net) (Refer note 39)	609.50	922.95
TOTAL	**609.50**	922.95

Note 21 : Current financial liabilities - Borrowings

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Secured		
(a) Cash credit from banks (Refer Note 21.1)	2,368.22	-
(b) Buyers credit (Refer Note 21.3)	20.79	-
2 Unsecured		
(a) Cash credit from banks (Refer Note 21.4)	1,436.58	-
(b) Working Capital loan		
Foreign currency (Refer Note 21.2)	-	172.93
Rupee (Refer Note 21.5)	6,018.04	4,200.00
(c) Commercial Paper (Refer Note 21.6)	-	10,000.00
(d) Buyers credit (Refer Note 21.3)	27.52	3,193.86
TOTAL	**9,871.16**	**17,566.79**

Note 21.1 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.25% (Previous year MCLR + 0.25%).

Note 21.2 : Foreign currency loans from Banks are at an interest rate of Nil (Previous year LIBOR + 65 bps) and were repayable within 180 days in the previous year.

Note 21.3 : Buyers credit are at an interest rate of 3 to 6 month LIBOR + 40 to 120 bps and are repayable within 6 months.

Note 21.4 : Cash Credit from banks/overdraft are repayable on demand and carries interest at MCLR + 0.25%(Previous year MCLR + 0.55%).

Note 21.5 : Working capital loan (Rupee) from banks carries interest rate of 5.89% to 8.55% (Previous year - 7.45% to 8.45%). These loans are repayable on different dates within 3 months.

Note 21.6 : Commercial Paper carries interest rate of Nil (Previous year 6.95% to 8.49%) and were repayable within 3 months in the previous year.

Details of security:

All the secured current borrowings (Note 21 above) have first pari passu charge on the current assets and movable assets of the Company, including inventory and receivables both present & future.

The company does not have any default as on the Balance Sheet date in repayment of any loan or interest.

Note 22 : Current - trade payables

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Trade payables		
a. Due to micro, small and medium enterprises (Refer Note 22.1)	11.91	102.64
b. Others	20,275.10	6,261.58
TOTAL	**20,287.01**	**6,364.22**

Additional disclosure related to Micro, Small and Medium Enterprises

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
A Principal amount remaining unpaid	11.91	102.64
B Interest due thereon	-	6.51
C Interest paid by the company in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	6.51	-
D Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E Interest accrued and remaining unpaid	-	6.51
F Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 22.1: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same. Accordingly, ₹ Nil is overdue as on March 31, 2020 (Previous year ₹ 102.64 lakh) to Micro, Small and Medium Enterprises on account of principal or interest.

Note 23 : Other financial liabilities

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Current maturities of lease liabilities	6.92	-
2 Non trade payables	841.57	379.54
3 Derivative liability		
- Foreign exchange forward contracts not designated as hedge	-	79.83
4 Unclaimed dividend	6.50	6.38
5 Other payables	729.38	427.28
TOTAL	**1,584.37**	**893.03**

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 24 : Other current liabilities

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Advances from customers	7.66	9.57
2 Employee deductions	20.45	14.54
3 Statutory liabilities	63.09	31.65
TOTAL	**91.20**	**55.76**

Note 25 : Current liabilities - provisions

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Provision for employee benefits		
- Provision for compensated absences	3.11	2.71
- Provision for gratuity	38.87	22.87
2 Provision for sales return (Refer note 25.1)	12.45	10.91
TOTAL	**54.43**	**36.49**

Note 25.1 - Movement of Provision for Sales return

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	10.91	22.28
Less:- Utilised during the year	5.31	-
Less:- Reversed during the year	5.60	22.28
Add:- Provision for the year	12.45	10.91
Closing balance	**12.45**	**10.91**

Note 25.2 : The Company makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Note 26 : Revenue from operations (Refer Note 26.1)

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Sale of products		
- Export sales	29,541.49	24,293.25
- Domestic sales	22,680.60	18,796.87
TOTAL	**52,222.09**	**43,090.12**

Note 26.1

1 Sales by performance obligations

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Upon delivery	10,971.76	16,453.43
Upon shipment	41,250.33	26,636.69
TOTAL	**52,222.09**	**43,090.12**

2 Reconciliation of revenue from contract with customers

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Revenue from contract with customer as per the contract price	52,521.95	43,266.48
Adjustments made to contract price on account of :-		
a) Commission / Discounts	(299.86)	(176.36)
TOTAL	**52,222.09**	**43,090.12**

Note 27 : Other income

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Export incentives	605.73	722.48
2 Interest income		
(a) Instruments measured at amortized cost		
(i) Interest received on fixed deposits	10.18	25.83
(ii) Interest received on Inter Corporate Deposit	1.69	-
(ii) Interest received on others	16.38	10.45
3 Rent income	-	3.63
4 Electricity duty refund	23.25	-
5 Insurance claims received	6.79	-
6 Sundry balances/Provisions no longer required written back	-	174.75
7 Foreign exchange difference (net)	528.31	166.48
8 Miscellaneous income	0.92	6.45
TOTAL	**1,193.25**	**1,110.07**

Note 28 : Cost of materials consumed

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Stocks at the beginning of the year	4,353.91	4,421.39
2 Add : Purchases	36,574.26	29,437.70
	40,928.17	**33,859.09**
3 Less: Stocks at the end of the year	7,584.46	4,353.91
TOTAL	**33,343.71**	**29,505.18**

Note 29 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Stocks at the beginning of the year		
(a) Finished goods	2,036.09	1,243.14
(b) Work-in-progress	2,701.35	1,938.42
Total Stock at the beginning of the year	**4,737.44**	**3,181.56**
2 Less : Stocks at the end of the year		
(a) Finished goods	1,318.50	2,036.09
(b) Work-in-progress	2,946.44	2,701.35
Total Stock at the end of the year	**4,264.94**	**4,737.44**
Changes in the stock of finished goods, work-in-progress, stock-in-trade	**472.50**	**(1,555.88)**

Note 30 : Employee benefit expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Salaries, wages, bonus and allowances	2,769.87	2,294.05
2 Contribution to provident, gratuity and other funds	130.21	104.85
3 Expense on employee stock based payments (Refer Note 42)	5.55	16.35
4 Staff welfare expense	86.41	94.63
TOTAL	**2,992.04**	**2,509.88**

Note 31 : Finance Costs

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Interest expense		
Paid towards loans and cash credit	1,166.55	1,143.93
2 Other borrowing costs	97.33	93.66
TOTAL	**1,263.88**	**1,237.59**

Note 32 : Depreciation and amortisation expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Depreciation	2,257.73	1,842.90
2 Amortisation	49.85	91.16
3 Amortisation of right of use asset	14.80	-
TOTAL	**2,322.38**	1,934.06

Note 33 : Other expenses

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Power and fuel	2,879.78	2,380.40
2 Rent	100.40	113.99
3 Rates and taxes	82.43	58.74
4 Effluent treatment plant charges	408.79	279.74
5 Stores and spares consumed	214.33	227.67
6 Repairs and maintenance		
(a) Machinery	281.40	240.78
(b) Buildings	11.21	18.21
(c) Other assets	10.93	12.99
7 Insurance	221.11	130.34
8 Auditor's remuneration (Refer Note 33 (a) below)	20.29	16.45
9 Freight	557.84	387.12
10 Professional and legal fees	491.47	298.92
11 Directors sitting fees	19.40	18.90
12 Bad debts/advances written off	-	242.54
13 Loss allowance	31.14	3.58
14 Security charges	107.61	70.70
15 Loss on sale of fixed assets	17.96	-
16 Research expenses	89.13	87.18
17 Travelling expenses	80.84	85.09
18 Export Incentives (MEIS) written off	620.09	-
19 Corporate social responsibility (Refer Note 33 (b) below)	90.53	57.53
20 Miscellaneous expenses	556.73	259.16
TOTAL	**6,893.41**	**4,990.03**

Note 33 (a) : Auditor's remuneration

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
(a) Audit Fees (including limited reviews)	15.00	15.00
(b) Other matters	3.83	-
(c) Reimbursement of Expenses	1.46	1.45
TOTAL	**20.29**	**16.45**

Note 33 (b) : Corporate social responsibility expenditure

Total expenditure incurred on Corporate social responsibility activities during the current year is ₹ 90.53 lakh (previous year ₹ 57.53 lakh)

(₹ in lakh)

Amount spent during FY 19-20 on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	90.53	-	90.53
TOTAL	**90.53**	**-**	**90.53**

(₹ in lakh)

Amount spent during FY 18-19 on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	57.53	-	57.53
TOTAL	**57.53**	**-**	**57.53**

Note 34 : Earnings per share

Calculation of weighted average number of equity shares

Particulars		March 31, 2020	March 31, 2019
1	**Calculation of weighted average number of equity shares - Basic**		
(a)	Number of shares at the beginning of the year	19,552,655	19,527,655
	Number of shares outstanding at the end of the year	19,568,355	19,552,655
	Weighted average number of equity shares outstanding during the year	**19,562,457**	**19,546,258**
2	**Calculation of weighted average number of equity shares - Diluted**		
(a)	Number of shares at the beginning of the year	19,552,655	19,527,655
	Effect of potential equity shares	29,401	44,680
	Revised number of potential shares at the beginning of the year	**19,582,056**	**19,572,335**
(b)	Number of equity shares outstanding at the end of the year	19,568,355	19,552,655
	Effect of potential equity shares	10,518	29,401
	Revised number of potential equity shares outstanding at the end of the year	**19,578,873**	**19,582,056**
	Weighted average number of potential equity shares outstanding during the year	**19,572,975**	**19,575,659**
3	**Profit attributable to ordinary shareholders (Basic/diluted)**		
	Profit (loss) for the year, attributable to the owners of the Company	4,747.19	3,568.60
4	Basic Earnings per share (₹)	24.27	18.26
5	Diluted Earnings per share (₹)	24.25	18.24
6	Nominal Value of Shares (₹)	10	10

Note 34.1 The calculation of diluted earnings per share is based on profit attributed to equity shareholders and weighted average number of equity shares outstanding after adjustments for the effects of all dilutive potential equity shares.

Note 35 : Employee benefits

The Company contributes to the following post-employment plans in India.

Defined Contribution Plan:

The Company pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Company recognised ₹ 92.94 lakh for the year ended March 31, 2020 (Previous Year ₹ 68.05 lakh) towards provident fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

The Company's gratuity and leave encashment/long-term compensated absences schemes are defined benefit plans. The Company's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The Company's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the Company to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Defined benefit obligation	(151.80)	(111.12)
Fair value of plan assets	112.93	88.25
Net defined benefit (obligation)/assets	**(38.87)**	**(22.87)**

i. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) / liability and its components

(₹ in lakh)

Particulars	Defined Benefit Obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Opening balance	111.12	88.59	88.25	68.34	22.87	20.25
Included in profit or loss						
Current service cost	12.75	10.99	-	-	12.75	10.99
Past service cost	-	-	-	-	-	-
Interest cost (income)	8.66	6.89	6.87	5.32	1.78	1.58
Liability / Assets transferred in / Acquisitions	0.22	0.65	0.22	0.65	-	-
Included in OCI						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain) arising from:	23.98	5.18	-	-	23.98	5.18
Demographic assumptions	2.24	-	-	-	2.24	-
Financial assumptions	13.61	(0.11)	-	-	13.61	(0.11)
Experience adjustment	8.13	5.29	-	-	8.13	5.29
Return on plan assets excluding interest income	-	-	(0.36)	(1.52)	0.36	1.52
	156.73	**112.30**	**94.99**	**72.78**	**61.73**	**39.52**
Others						
Contributions paid by the employer	-	-	22.87	16.66	(22.87)	(16.66)
Benefits paid	(4.93)	(1.19)	(4.93)	(1.19)	-	-
Closing balance	**151.80**	**111.12**	**112.93**	**88.25**	**38.87**	**22.87**

Represented by

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Net defined benefit asset	-	-
Net defined benefit liability	38.87	22.87
TOTAL	**38.87**	22.87

ii. Plan assets

Plan assets comprise the following

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Insurer managed fund (100%)	112.93	88.25
TOTAL	**112.93**	88.25

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2020	March 31, 2019
Discount rate	6.84%	7.79%
Future salary growth	5.00%	5.00%
Rate of employee turnover	For service 4 yrs & Below 7.00 % p.a. & For service 5 yrs and above 2.00 % p.a.	For service 4 yrs & Below 15.00 % p.a. & For service 5 yrs and above 2.00 % p.a.
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in lakh)

Particulars	March 31, 2020		March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(14.28)	16.78	(10.25)	12.00
Future salary growth (1% movement)	16.93	(14.64)	12.22	(10.60)
Rate of employee turnover (1% movement)	2.22	(2.57)	2.73	(3.12)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2020 were as follows

(₹ in lakh)

Expected future benefit payments	March 31, 2020	March 31, 2019
1st Following year	12.94	7.56
2nd Following year	3.94	4.49
3rd Following year	4.20	5.97
4th Following year	13.27	3.60
5th Following year	9.96	11.76
Thereafter	59.82	45.49

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2020 based on actuarial valuation using the projected accrued benefit method is ₹ 9.97 lakh (Previous year : ₹ 11.28 lakh).

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss.

Note 36: Financial instruments – Fair values and risk management

Note 36.1 : Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakh)

March 31, 2020		Carrying amount				Fair value			
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets									
I	**Non Current Financial Assets**								
1	Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2	Long-term loans and advances	-	-	244.28	244.28	-	-	-	-
II	**Current Financial Assets**								
1	Trade and other receivables	-	-	16,083.06	16,083.06	-	-	-	-
2	Cash and cash equivalents	-	-	27.26	27.26	-	-	-	-
3	Bank balance other than (2) above	-	-	117.97	117.97	-	-	-	-
4	Short-term loans and advances	-	-	2,890.57	2,890.57	-	-	-	-
5	Other current financial assets	447.14	-	26.21	473.35	-	447.10	-	447.10
	Total	**447.67**	**-**	**19,389.35**	**19,837.02**	**-**	**447.63**	**-**	**447.63**
Financial liabilities									
I	**Non Current Financial Liabilities**								
1	Lease liabilities	-	-	36.16	36.16	-	36.16	-	-
II	**Current Financial liabilities**								
1	Short term borrowings	-	-	9,871.16	9,871.16	-	-	-	-
2	Trade payables	-	-	20,287.01	20,287.01	-	-	-	-
3	Other financial liabilities	-	-	1,584.37	1,584.37	-	6.92	-	6.92
	Total	**-**	**-**	**31,778.70**	**31,778.70**	**-**	**43.08**	**-**	**6.92**

(₹ in lakh)

March 31, 2019		Carrying amount				Fair value			
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets									
I	**Non-current Financial Assets**								
1	Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2	Long-term loans and advances	-	-	245.25	245.25	-	-	-	-
II	**Current Financial Assets**								
1	Trade and other receivables	-	-	12,179.58	12,179.58	-	-	-	-
2	Cash and cash equivalents	-	-	16.44	16.44	-	-	-	-
3	Bank balance other than (2) above	-	-	126.90	126.90	-	-	-	-
4	Short-term loans and advances	-	-	4.85	4.85	-	-	-	-
5	Other current financial assets	24.65	-	1.69	26.34	-	24.65	-	24.65
	Total	**25.18**	**-**	**12,574.71**	**12,599.89**	**-**	**25.18**	**-**	**25.18**
Financial liabilities									
I	**Current Financial liabilities**								
1	Short term borrowings	-	-	17,566.79	17,566.79	-	-	-	-
2	Trade payables	-	-	6,364.22	6,364.22	-	-	-	-
3	Other financial liabilities	79.83	-	813.20	893.03	-	79.83	-	79.83
	Total	**79.83**	**-**	**24,744.21**	**24,824.04**	**-**	**79.83**	**-**	**79.83**

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 36.2 : Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's sales are backed by letters of credit and commercial general liability insurance policy from Reliance General Insurance.

The company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals. The Company monitors each loans and advances given and makes any specific provision wherever required.

The Company's management has considered internal and certain external sources of information including economic forecasts and industry reports up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Company's management has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company's management expects that it will fully recover the carrying amount of inventories, trade receivables, intangible assets and investments. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
Exports	8,048.58	4,277.68
Domestic	8,034.48	7,901.90
Total of Trade Receivables (Net of Loss Allowance)	**16,083.06**	**12,179.58**

Impairment

The ageing of trade receivables that were not impaired was as follows.

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
Neither past due nor impaired	14,288.76	10,703.08
Past due 1–30 days	1,171.46	941.99
Past due 31–90 days	99.88	422.80
Past due 91–180 days	353.14	42.19
> 180 days	169.82	69.52
TOTAL	**16,083.06**	**12,179.58**

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
Balance as at the beginning of the year	4.20	18.32
Loss allowance recognised	31.14	213.18
Amounts written off	-	(227.30)
Balance as at the end of the year	**35.34**	**4.20**

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 27.26 lakh at March 31, 2020 (previous year ₹ 16.44 lakh) . The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Note 36.3 : Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

March 31, 2020	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Lease Liability	36.16	36.16	-	-	7.55	26.96	1.65
Current, non derivative financial liabilities							
Cash credit from bank	3,804.80	3,804.80	3,804.80	-	-	-	-
Working capital loans	6,018.04	6,018.04	6,018.04	-	-	-	-
Buyers credit	48.32	48.32	48.32	-	-	-	-
Trade payables	20,287.01	20,287.01	15,270.45	5,016.56	-	-	-
Other current financial liabilities	1,584.37	1,584.37	1,580.91	3.46	-	-	-
Derivative liability	-	-	-	-	-	-	-
Total	**31,778.70**	**31,778.70**	**26,722.52**	**5,020.02**	**7.55**	**26.96**	**1.65**

(₹ in lakh)

March 31, 2019	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Current, non derivative financial liabilities							
Working capital loans	4,372.93	4,372.93	4,372.93	-	-	-	-
Commercial Paper	10,000.00	10,000.00	10,000.00	-	-	-	-
Buyers credit	3,193.86	3,193.86	3,193.86	-	-	-	-
Trade payables	6,364.22	6,364.22	6,364.22	-	-	-	-
Other current financial liabilities	813.20	813.20	813.20	-	-	-	-
Derivative liability	79.83	79.83	79.83	-	-	-	-
Total	**24,824.04**	**24,824.04**	**24,824.04**	**-**	**-**	**-**	**-**

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Note 36.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company uses derivatives to manage market risks. Generally, the Company hedge the financial instruments to manage volatility in profit or loss.

Currency risk

The company operates internationally and portion of the business is transacted in USD, EURO and GBP currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

Particulars	March 31, 2020			March 31, 2019		
	USD	EUR	GBP	USD	EUR	GBP
Financial Assets						
Trade receivables	8,048.58	-	-	4,277.69	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Net exposure to foreign currency risk (Assets)	**8,048.58**	**-**	**-**	**4,277.69**	**-**	**-**
Financial Liabilities						
Foreign currency loan	-	-	-	-	-	-
Buyers credit / PCFC	(47.82)	-	-	(3,316.66)	-	-
Trade payables	(14,226.01)	(104.17)	(6.82)	(3,707.20)	(16.30)	(7.63)
Foreign exchange forward contracts	5,630.69	-	-	2,868.24	-	-
Net exposure to foreign currency risk (Liabilities)	**(8,643.14)**	**(104.17)**	**(6.82)**	**(4,155.62)**	**(16.30)**	**(7.63)**
Net exposure	**(594.56)**	**(104.17)**	**(6.82)**	**122.07**	**(16.30)**	**(7.63)**
Un-hedged foreign currency exposures						
Purchase	(8,643.14)	(104.17)	(6.82)	(4,155.62)	(16.30)	(7.63)
Sale	8,048.58	-	-	4,277.69	-	-

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against all other currencies at March 31, 2020 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

March 31, 2020

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (2% movement)	(11.89)	11.89
EUR (2% movement)	(2.08)	2.08
GBP (3% movement)	(0.20)	0.20
TOTAL	**(14.18)**	**14.18**

March 31, 2019

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (3% movement)	3.66	(3.66)
EUR (2% movement)	(0.33)	0.33
GBP (2% movement)	(0.15)	0.15
TOTAL	**3.18**	**(3.18)**

Note: Sensitivity has been calculated using standard Deviation % of Foreign currency rate movement.

Note 36.5 : Interest rate risk

Interest rate risk can either be fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

(₹ in lakh)

Particulars	Nominal amount	
	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets		
Bank Deposits	111.47	120.52
Loans & Advances to Related Parties	2,886.52	-
TOTAL	**2,997.99**	**120.52**

(₹ in lakh)

Particulars	Nominal amount	
	March 31, 2020	March 31, 2019
Variable-rate instruments		
Financial liabilities		
Borrowings	9,871.16	17,566.79
Total	**9,871.16**	**17,566.79**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in lakh)

Particulars	Profit or (loss)		Profit or (loss)	
	March 31, 2020		March 31, 2019	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(98.71)	98.71	(175.67)	175.67
Cash flow sensitivity (net)	**(98.71)**	**98.71**	**(175.67)**	**175.67**

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Note 37 : Hedge accounting

The Company's risk management policy is to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Company uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value, therefore the hedge ratio is 1:1. The Company's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, changes in timing of the hedged transactions is the main source of hedge ineffectiveness.

a. Disclosure of effects of hedge accounting on financial position

March 31, 2020

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-	-	-						

March 31, 2019

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-	-	-						

b. Disclosure of effects of hedge accounting on financial performance

March 31, 2020	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	NA	NA	NA	NA	

March 31, 2019	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	NA	NA	NA	35.25	

c. **The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting**

(₹ in lakh)

Movements in cash flow hedging reserve	March 31, 2020	March 31, 2019
Opening balance	-	(23.05)
Add : Changes in fair value	-	-
Less : Amounts reclassified to profit or loss	-	35.25
Less: Deferred tax relating to the above	-	(12.20)
Closing balance	**-**	**-**

Note 38 : Income Taxes

(a) Amounts recognised in profit and loss

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Current income tax		
In respect of current year	1,605.78	1,528.88
Adjustments in respect of earlier years	79.94	12.61
Deferred income tax		
In respect of current year		
Origination and reversal of temporary differences	(44.27)	437.45
Change in tax rate	(261.22)	4.77
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	-	27.02
Deferred tax expense	**(305.49)**	**469.24**
Tax expense recognised in the Statement of Profit & Loss	**1,380.23**	**2,010.73**

(b) Amounts recognised in other comprehensive income

(₹ in lakh)

Particulars	March 31, 2020			March 31, 2019		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurement of defined benefit (liability) / asset	(24.34)	6.13	(18.21)	(6.70)	2.34	(4.36)
Items that will be reclassified to profit or loss						
Exchange difference arising on currency translation - cash flow hedge reserve	-	-	-	35.25	(12.20)	23.05
TOTAL	**(24.34)**	**6.13**	**(18.21)**	**28.55**	**(9.86)**	**18.69**

(c) Reconciliation of tax expense and accounting profit for the year is as under:

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Profit before tax	6,127.42	5,579.33
Company's domestic tax rate	25.168%	34.944%
Tax using the Company's domestic tax rate (Current year 25.168% and Previous Year 34.944%)	1,542.15	1,949.64
Tax effect of:		
Expense not allowed for tax purposes	22.78	22.38
Income not considered for tax purpose	-	(3.66)
Change in tax rate	(261.22)	4.77
Others	(3.42)	(2.03)
TOTAL	**1,300.29**	**1,971.10**
Adjustments in respect of earlier years	79.94	39.63
Tax expense as per Statement of Profit & Loss	**1,380.23**	**2,010.73**
Current tax	**1,605.78**	**1,528.88**
Deferred tax	**(305.49)**	**442.22**
Adjustment for tax of previous years (net)	**79.94**	**39.63**

The Company's weighted average tax rates for the year ended March 31, 2020 and March 31, 2019 were 22.53% and 36.00%, respectively.

The effective tax rate for the year ended March 31, 2020 was lower primarily on account of reduction in existing Income tax rate and remeasuring the deferred tax liabilities basis the reduced tax rate from previous year.

The Company has elected to apply the reduced tax rate as per the new section 115BAA which was inserted in the Income Tax Act, 1961, by the Government of India on September 20, 2019 vide the Taxation Laws (Amendment) Ordinance 2019 in accordance with the provisions/conditions defined in the said section.

Note 39 : Movement in deferred tax balances for the year ended March 31, 2020

(₹ in lakh)

Particulars	Net balance April 1, 2019	Recognised in profit or loss	Recognised in other equity	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2020
Deferred tax asset/(liabilities)								
Property, plant and equipment & Intangible assets	(957.23)	(297.29)	-	-	(297.29)	659.94	-	(659.94)
Lease	-	(0.12)	(1.83)	-	(1.95)	-	1.95	1.95
Provision for gratuity	7.99	(1.79)	-	-	(1.79)	-	9.78	9.78
Provisions for leave encashement	8.94	0.09	-	-	0.09	-	8.84	8.84
Provisions for doubtful debts	2.77	(7.06)	-	-	(7.06)	-	9.83	9.83
Others-Sales return provision	3.81	0.68	-	-	0.68	-	3.13	3.13
OCI Item	10.77	-	-	(6.13)	(6.13)	-	16.90	16.90
Deferred Tax assets / (Liabilities)	**(922.95)**	**(305.49)**	**(1.83)**	**(6.13)**	**(313.45)**	**659.94**	**50.44**	**(609.50)**

Movement in deferred tax balances for the year ended March 31, 2019

(₹ in lakh)

Particulars	Net balance April 1, 2018	Recognised in profit or loss	Recognised in other equity	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2019
Deferred tax asset/(liabilities)								
Property, plant and equipment & Intangible assets	(493.05)	464.18	-	-	464.18	957.23	-	(957.23)
Provision for gratuity	7.01	(0.98)	-	-	(0.98)	-	7.99	7.99
Provisions for leave encashement	6.22	(2.72)	-	-	(2.72)	-	8.94	8.94
Provisions for doubtful debts	7.63	4.86	-	-	4.86	-	2.77	2.77
Others-Sales return provision	7.71	3.90	-	-	3.90	-	3.81	3.81
OCI Item	20.63	-	-	9.86	9.86	-	10.77	10.77
Deferred Tax assets / (Liabilities)	**(443.85)**	**469.24**	**-**	**9.86**	**479.10**	**957.23**	**34.28**	**(922.95)**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Company does not have any intention to dispose investments in subsidiaries in the forseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

Note 40 : Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

a) The Company's adjusted net debt to equity ratio at March 31, 2020 was as follows:-

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Total borrowings	9,871.16	17,566.79
Less : Cash and cash equivalents	27.26	16.44
Adjusted net debt	**9,843.90**	**17,550.35**
Total equity	**24,643.90**	**20,246.49**
Adjusted net debt to total equity ratio	0.40	0.87

b) Dividends

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
(i) Equity shares		
Final dividend for the year ended March 31, 2019 of ₹ 1.50/- (March 31, 2018 - ₹ 1.50/-) per fully paid share	293.33	293.19
(ii) Dividend not recognised at the end of the reporting period		
The directors have recommended the payment of a final dividend of ₹ 1.50/- per fully paid equity share (March 31, 2019 - ₹ 1.50/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	293.53	293.29

Note 41: Operating Segment

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the consolidated financial statements of Astec LifeSciences Limited and therefore no separate disclosure on segment information is given in these financial statements.

Note 42 : Share based payments

(a) Employee stock option scheme (ESOS, 2015)

The Company has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(b) Employee stock option plan (ESOP, 2012)

The Company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Company in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option plan (ESOP,2012)

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	18,700	34.00	37,200
Granted during the year	-	-	-	-
Exercised during the year	34.00	9,900	34.00	18,500
Lapsed during the year	-	-	-	-
Closing balance		**8,800**		**18,700**
Vested and exercisable		**8,800**		**15,700**

Employee stock option scheme (ESOS,2015)

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	387.35	34,500	387.35	40,000
Granted during the year	-	-	-	-
Exercised during the year	387.35	4,800	387.35	5,500
Lapsed during the year	-	-	-	-
Closing balance		**29,700**		**34,500**
Vested and exercisable		**25,700**		**22,500**

No options expired during the periods covered in the above tables.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2020	March 31, 2019
			Share options	Share options
January 31, 2015	January 30, 2023	34.00	-	-
January 31, 2015	January 30, 2024	34.00	-	3,200
January 31, 2015	January 30, 2025	34.00	1,000	4,800
January 31, 2015	January 30, 2026	34.00	3,800	5,700
May 16, 2015	May 15, 2023	34.00	-	-
May 16, 2015	May 15, 2024	34.00	-	-
May 16, 2015	May 15, 2025	34.00	2,000	2,000
May 16, 2015	May 15, 2026	34.00	2,000	3,000
July 26, 2016	July 25, 2020	387.35	8,000	12,000
July 26, 2016	July 25, 2021	387.35	9,700	10,500
July 26, 2016	July 25, 2022	387.35	8,000	8,000
July 26, 2016	July 25, 2023	387.35	4,000	4,000
TOTAL			**38,500**	**53,200**
Weighted average remaining contractual life of options outstanding at end of period			2.51	3.76

(i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2020 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Grant date	Expiry date	Exercise price	March 31, 2020	March 31, 2019
			Share options	Share options
January 31, 2015	January 30, 2023	95.84	-	-
January 31, 2015	January 30, 2024	109.41	-	3,200
January 31, 2015	January 30, 2025	109.91	1,000	4,800
January 31, 2015	January 30, 2026	110.49	3,800	5,700
May 16, 2015	May 15, 2023	105.77	-	-
May 16, 2015	May 15, 2024	118.18	-	-
May 16, 2015	May 15, 2025	119.30	2,000	2,000
May 16, 2015	May 15, 2026	119.67	2,000	3,000
July 26, 2016	July 25, 2020	100.00	8,000	12,000
July 26, 2016	July 25, 2021	159.00	9,700	10,500
July 26, 2016	July 25, 2022	278.00	8,000	8,000
July 26, 2016	July 25, 2023	297.00	4,000	4,000
TOTAL			**38,500**	**53,200**

The model inputs for options granted includes:

ESOS, 2015 granted on 26 July 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

Particulars	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹ 387.35/-	₹ 387.35/-	₹ 387.35/-	₹ 387.35/-
Expected price volatility of the company's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:

ESOP, 2012- Option B granted on 16 May 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹ 138/-	₹ 138/-	₹ 138/-	₹ 138/-
Expected price volatility of the company's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:

ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-
Expected price volatility of the company's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

c) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Employee stock option plan	5.55	16.35
TOTAL	**5.55**	**16.35**

Note 43 : Contingent Liabilities

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Claims against the Company not acknowledged as debts:		
(i) Excise matter Excise duty demands relating to clearance/storage of Raw Material/ goods from DTA and used/manufactured in 100% EOU unit. The said amount includes up-to-date interest.	9,489.02	8,828.71
(ii) Customs matter a The company has replied to the SCN no. 1624 / 2013 -14 dated 9th July 2013 issued by the Commissioner of Custom - Raigarh alleging that goods imported in Unit B-16 were kept in unit B-17 and therefore are liable for confiscation. The personal hearing of the said SCN is pending. The said amount includes up-to-date interest.	28.66	26.60
(iii) Goods and Service tax (GST) a GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest.	256.64	-
(iv) Income tax a The company has preferred appeal against the order of various income tax authorities in which demand of ` 742.62 lakh has been determined for various assessment years. The said demand also includes interest payable as determined by the competent authority.		
(i) Pending before DCIT/JCIT/AO	78.26	242.15
(ii) Pending before CIT (Appeal)	458.49	329.95
(iii) Pending before ITAT	147.20	147.20
(iv) Pending before High Court	58.67	89.14
(v) Sales tax matters		
(a) Pending before Dy. Comm. Sales tax	5.61	5.61
(b) Pending before JSCT(Appeal)	119.44	118.06
(c) Pending C & H Forms	52.69	51.47
(vi) Civil matters Nath Bio-Genes (India) Ltd has filed a suit against the Company alleging that some product supplied by the company was responsible for the poor germination of its seeds.	6,500.00	6,500.00
(vii) Guarantees outstanding	455.14	461.97
(viii) Letters of Credit given by the company (different letter of credits issued to various suppliers for supply of materials)	5,394.10	1,650.15

Note 44

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the financial statements. The impact of the same is not ascertainable.

Note 45 : Commitments

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Estimated value of contracts remaining to be executed on capital account (net of advances), to the extent not provided for:	4,438.30	472.60

Note 46 : Related Party Disclosures

In compliance with Ind AS 24 - "Related Party Disclosures" as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

Relationships:

(i) Holding Companies:

Godrej Agrovet Limited (GAVL) holds 62.37% Equity Shareholding in Astec LifeSciences Limited. GAVL is the subsidiary of Godrej Industries Limited (GIL) and GIL is a subsidiary of Vora Soaps Limited (VSL) (upto December 23, 2018). Consequently, GIL is the Ultimate Holding Company of the Company w.e.f. December 24, 2018.

(ii) Subsidiary Companies:

1 Behram Chemicals Private Limited
2 Astec Europe Sprl
3 Comercializadora Agricola Agroastrachem Cia Ltda

(iii) Fellow Subsidiaries:

1 Creamline Dairy Products Limited
2 Godrej Tyson Foods Limited (w.e.f. 27th March, 2019)
3 Godrej Maxximilk Private Limited (w.e.f. 27th March, 2019)
4 Godrej One Premises Management Private Limited
5 Godvet Agrochem Limited

(iv) Associates / Joint Ventures of Godrej Agrovet Limited (GAVL) :

1 Godrej Tyson Foods Limited (upto 26th March, 2019)
2 Godrej Maxximilk Private Limited (upto 26th March, 2019)

(v) Associates / Joint Ventures of Godrej Industries Limited (GIL) :

Godrej Consumer Products Limited

(vi) Entities which is controlled/jointly controlled/has significant influence of KMP's of Astec LifeSciences Limited:

Astec Crop Care Private Limited

(vii) Entities which has significant influence of Director's of Astec LifeSciences Limited :

Nichem Solutions

(viii) Other related parties

Godrej & Boyce Manufacturing Company Limited

(ix) Key Managerial Personnel

1 Mr. Nadir B. Godrej, Chairman and Non-Executive Director
2 Mr. B. S. Yadav, Non-Executive Director
3 Mr. Rakesh Dogra, Non-Executive Director
4 Mr. Ashok V.Hiremath, Managing Director
5 Mr. Arijit Mukherjee, Whole Time Director
6 Mr. Saurav Bhala, Chief Financial Officer
7 Ms. Tejal Jariwala, Company Secretary (upto 31st October, 2018)
8 Ms. Tejashree Pradhan, Company Secretary (w.e.f. 1st November, 2018)

2. **Related party disclosures as required by IND AS - 24, "Related Party Disclosures", are given below**

The following transactions were carried out with the related parties in the ordinary course of business :

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2020	March 31, 2019
1	**Sale of materials / finished goods**			
	Godrej Agrovet Limited	Holding company	148.75	760.02
	Godrej Consumer Products Limited	Other related party	207.98	
	Astec Crop Care Private Limited	Other related party	-	22.13
	Nichem Solutions	Other related party	0.89	7.63
2	**Purchase of materials / finished goods**			
	Godrej Agrovet Limited	Holding company	0.11	-
	Astec Crop Care Private Limited	Other related party	-	21.37
3	**Purchase of Property, plant & equipment**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	15.24	37.69
4	**Expenses Charged by / Reimbursement made to other companies**			
	Godrej Agrovet Limited	Holding company	668.79	247.29
	Godrej Industries Limited	Holding company	2.78	3.51
	Godrej & Boyce Manufacturing Company Limited	Other related party	1.68	1.30
	Godrej Consumer Products Limited	Other related party	2.09	10.59
	Creamline Dairy Products Limited	Fellow subsidiary	1.24	1.57
	Godrej One Premises Management Private Limited	Fellow subsidiary	-	-
	Nichem Solutions	Other related party	18.88	8.00
5	**Expenses Charged to / Reimbursement made by other companies**			
	Godrej Agrovet Limited	Holding company	29.61	26.04
	Behram Chemicals Private Limited	Subsidiary company	1.88	3.43
	Godrej Maxximilk Private Limited	Fellow subsidiary	1.05	-
6	**Plant Maintenance charges**			
	Behram Chemicals Private Limited	Subsidiary company	10.80	10.80
7	**Dividend Paid**			
	Godrej Agrovet Limited	Holding company	170.70	168.27
8	**Intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	3,722.00	16,510.00
	Creamline Dairy Products Limtied	Fellow subsidiary	16,350.00	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	-	700.00
9	**Intercorporate deposits repaid**			
	Godrej Agrovet Limited	Holding company	3,722.00	16,510.00
	Creamline Dairy Products Limtied	Fellow subsidiary	16,350.00	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	-	700.00
10	**Interest expense on intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	5.03	242.49
	Creamline Dairy Products Limtied	Fellow subsidiary	65.75	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	-	10.36

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2020	March 31, 2019
11	**Intercorporate deposits placed**			
	Godvet Agrochem Limited	Fellow subsidiary	480.00	-
	Godrej Maxximilk Private Limited	Fellow subsidiary	905.00	-
	Godrej Tyson Foods Limited	Fellow subsidiary	1,500.00	-
12	**Interest income on intercorporate deposits given**			
	Godvet Agrochem Limited	Fellow subsidiary	0.19	-
	Godrej Maxximilk Private Limited	Fellow subsidiary	0.90	-
	Godrej Tyson Foods Limited	Fellow subsidiary	0.60	-
11	**Other Income**			
	Astec Crop Care Private Limited	Other related party	-	3.63
12	**Capital advance given**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	-	53.93
13	**Outstanding capital advance**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	0.32	16.24
14	**Outstanding Receivables**			
	Godrej Agrovet Limited	Holding company	-	-
	Comercializadora Agricola Agroastrachem Cia Ltda	Subsidiary company	3.27	3.27
	Astec Crop Care Private Limited	Other related party	-	2.06
	Nichem Solutions	Other related party	0.89	2.73
	Godrej Consumer Products Limited	Other related party	207.98	-
15	**Outstanding Payables**			
	Godrej Agrovet Limited	Holding company	80.43	11.85
	Behram Chemicals Private Limited	Subsidiary company	59.51	50.80
	Godrej Consumer Products Limited	Other related party	2.09	-
16	**Remuneration to Key Management Personnel**			
	Short Term Employee Benefit		243.06	274.43
	Post employment gratuity benefits		4.38	3.68
	Dividend Paid		29.35	29.30

Note 47 : The figures for the previous year have been regrouped / reclassified to correspond with current year's classfication/ disclosure that include changes consequent to the issuance of "Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013.

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

Independent Auditors' Report

To the Members of
Astec LifeSciences Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Astec LifeSciences Limited** (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of such subsidiary as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Revenue Recognition

See note 25 to the Consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from sale of goods is recognised when the control of the goods has passed, which is usually on delivery of the goods. There is a risk that revenue may be overstated on account of it being recorded in the incorrect period.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: – Evaluating the process followed by the management for revenue recognition including understanding and testing of key controls relating to recognition of revenue in correct period; – Inspecting underlying documentation/records for sales transactions recorded either side of year-end to determine whether revenue has been recognised in the correct period; and – Critically assessing manual journals posted to revenue to identify unusual or irregular items.

Pending Litigation and Claim

See note 42 to the Consolidated financial statements

The key audit matter	How the matter was addressed in our audit
As at 31 March 2020, the Company is having pending litigations under various laws such as Income Tax, Excise, VAT, Customs and GST. - The Management applies significant judgment estimating the likelihood of the future outcome in each case based on its own past assessments, judicial precedents and opinions of experts / legal counsels when considering whether and how much to provide or in determining the required disclosure for the potential exposure. - Due to inherent complexity and magnitude of potential exposures, we regard this as key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: – Obtained and read the list of direct and indirect tax assessment/ litigations for movements from previous periods; – We discussed the status of significant and potential litigations with management who have knowledge of these matters and where relevant we also obtained formal confirmation from the Company's external tax consultants; – Use of our own local Indirect and Direct tax specialists to assess the value of contingent liabilities in light of the nature of exposure, applicable regulations and related correspondence with authorities; and – Considering the adequacy of the disclosure made in relation to contingent liabilities.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of a subsidiary; whose financial statements reflect total assets of ₹ 103.34 lakhs as at 31 March 2020, total revenues of ₹ 10.80 lakhs and net cash flows amounting to ₹ 0.00 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures

included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the audit report of the other auditor.

(b) The financial information of two subsidiaries, whose financial information reflect total assets of ₹ 5.72 lakhs as at 31 March 2020, total revenues of ₹ 38.52 lakhs and net cash flows amounting to ₹ (1.24) lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:

   i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group, Refer Note 42 to the consolidated financial statements.

   ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there are no amounts which are required to be transferred to the Investor Education and Protection Fund in case of its subsidiary company incorporated in India during the year ended 31 March 2020.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595
UDIN: 20103595AAAABG4699

Mumbai
5 May 2020

Annexure A to the Independent Auditor's Report of even date on the consolidated financial statements of Astec LifeSciences Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to financial statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph (A-f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of Astec LifeSciences Limited (hereinafter referred to as "the Holding Company") and such company incorporated in India under the Companies Act, 2013 which is its subsidiary company, as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595
UDIN: 20103595AAAABG4699

Mumbai
5 May 2020

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(₹ in lakh)

Particulars		Note No.	As at March 31, 2020	As at March 31, 2019
ASSETS				
(I)	**Non-current assets**			
	(a) Property, plant and equipment	2	17,772.40	16,488.23
	(b) Capital work-in-progress		2,211.22	1,863.24
	(c) Right of use assets	3	1,433.17	-
	(d) Intangible assets	4	156.86	206.71
	(e) Intangible assets under development		199.52	34.74
	(f) Financial assets			
	(i) Investments	5	0.53	0.53
	(ii) Loans	6	254.40	255.37
	(g) Other tax assets (net)	7	351.55	217.21
	(h) Other non-current assets	8	1,617.07	2,194.42
	Total Non current assets		**23,996.72**	**21,260.45**
(II)	**Current Assets**			
	(a) Inventories	9	12,117.06	9,284.95
	(b) Financial assets			
	(i) Trade receivables	10	16,084.49	12,180.93
	(ii) Cash and cash equivalents	11	30.81	21.23
	(iii) Bank balances, other than (ii) above	12	117.97	126.90
	(iv) Loans	13	2,890.57	4.85
	(v) Others	14	473.35	26.34
	(c) Other current assets	15	1,460.87	3,202.56
	Total current assets		**33,175.12**	**24,847.76**
	Total Assets		**57,171.84**	**46,108.21**
EQUITY AND LIABILITIES				
(I)	**Equity**			
	(a) Equity share capital	16	1,956.84	1,955.27
	(b) Other equity	17	22,699.74	18,293.38
	Equity attributable to equity holders of the parent		**24,656.58**	**20,248.65**
	Non-controlling interests		32.85	31.25
	Total equity		**24,689.43**	**20,279.90**
(II)	**Liabilities**			
(1)	**Non current liabilities**			
	(a) Provisions	18	32.02	22.86
	(b) Deferred tax liabilities (net)	19	614.10	925.02
	Total non current liabilities		**646.12**	**947.88**
(2)	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	20	9,871.16	17,566.79
	(ii) Trade payables	21		
	Total outstanding dues from Micro Enterprises and Small Enterprises		11.91	102.64
	Total outstanding dues from other than Micro Enterprises and Small Enterprises		20,227.05	6,222.80
	(iii) Other financial liabilities	22	1,579.06	894.94
	(b) Other current liabilities	23	92.68	56.77
	(c) Provisions	24	54.43	36.49
	Total current liabilities		**31,836.29**	**24,880.43**
	Total liabilities		**32,482.41**	**25,828.31**
	Total Equity and Liabilities		**57,171.84**	**46,108.21**

The Notes 1 to 48 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars		Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
I.	Revenue from operations	25	52,260.61	43,090.12
II.	Other income	26	1,193.25	1,115.66
III.	**Total Income (I + II)**		**53,453.86**	**44,205.78**
IV.	**Expenses**			
	Cost of materials consumed	27	33,343.71	29,505.18
	Purchases of Stock-in-Trade		37.07	-
	Changes in inventories of finished goods work-in-progress and stock-in-trade	28	472.50	(1,555.88)
	Employee benefits expense	29	2,992.04	2,509.88
	Finance costs	30	1,259.43	1,237.59
	Depreciation and amortisation expense	31	2,316.42	1,934.94
	Other expenses	32	6,897.44	4,983.66
	Total expenses (IV)		**47,318.61**	**38,615.37**
V.	**Profit before tax (III - IV)**		**6,135.25**	**5,590.41**
VI.	**Tax expense:**		**1,382.54**	**2,013.87**
	1. Current tax		1,607.40	1,530.88
	2. Deferred tax		(304.80)	442.94
	3. Adjustment for tax of previous years (net)		79.94	40.05
VII.	**Profit for the year (V - VI)**		**4,752.71**	**3,576.54**
VIII.	**Other comprehensive income**			
	(A) (i) Items that will not be reclassified to profit or loss			
	Remeasurement of defined benefit liability		(24.34)	(6.70)
	Income tax related to items that will not be reclassified to profit or loss		6.13	2.34
			(18.21)	**(4.36)**
	(B) (i) Items that will be reclassified to profit or loss			
	Foreign operations – foreign currency translation differences		1.15	0.76
	Effective portion of gains/losses on hedging instruments in a			
	Cash flow hedge		-	35.25
	Income tax related to items that will be reclassified to profit or loss		-	(12.20)
			1.15	**23.81**
	Other comprehensive income for the year		**(17.06)**	**19.45**
IX.	**Total comprehensive income for the year (VII + VIII)**		**4,735.65**	**3,595.99**
	Profit attributable to:			
	Equity holders of the Company		4,751.11	3,573.68
	Non-controlling interest		1.60	2.86
			4,752.71	**3,576.54**
	Other Comprehensive Income is attributable to:			
	Equity holders of the Company		(17.06)	19.45
	Non-controlling interest		-	-
			(17.06)	**19.45**
	Total Comprehensive income attributable to:			
	Equity holders of the Company		4,734.05	3,593.13
	Non-controlling interest		1.60	2.86
			4,735.65	**3,595.99**
X.	**Earnings per equity share (Nominal value of ₹ 10 each, fully paid-up)**			
	Basic (in ₹)	33	24.29	18.28
	Diluted (in ₹)		24.27	18.26

The Notes 1 to 48 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Cash flow from operating activities		
Profit before tax	**6,135.25**	**5,590.41**
Adjustments for		
Depreciation and amortisation expense	2,316.42	1,934.94
Interest income	(26.56)	(36.28)
Finance cost	1,259.43	1,237.59
Unrealised foreign exchange (gain)/loss	143.89	(189.00)
Loss allowance	31.14	3.58
Loss/(Gain) on sale of property, plant and equipment	17.96	(0.04)
Bad debts / advances written off	-	242.54
Employee stock options expense	5.55	16.35
Sundry balances written back	-	(174.75)
	3,747.83	**3,034.93**
Operating profit before working capital changes	**9,883.08**	**8,625.34**
Change in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(3,437.53)	(102.86)
(Increase)/Decrease in loans	1.77	(52.85)
(Increase)/Decrease in other financial assets-current	(430.63)	91.08
(Increase)/Decrease in other current assets	1,741.69	(431.52)
(Increase)/Decrease in inventories	(2,832.11)	(1,437.12)
(Increase)/Decrease in other non-current assets	38.40	(12.77)
Increase/(Decrease) in trade payables	13,115.25	(3,554.97)
Increase/(Decrease) in other financial liabilities	547.15	52.15
Increase/(Decrease) in other current liabilities	35.91	2.43
Increase/(Decrease) in provisions	2.76	(7.90)
	8,782.67	**(5,454.33)**
Cash generated from operations	**18,665.74**	**3,171.01**
Direct Taxes paid (net of refunds received)	(1,821.68)	(1,642.46)
Net cash inflow / (outflow) from operating activities	**16,844.06**	**1,528.55**
Cash flow from investing activities		
Acquisition of property, plant and equipment and cwip	(4,529.40)	(5,277.54)
Proceeds from sale of property, plant and equipment	15.75	1.61
Intercorporate deposits given	(2,886.52)	-
Deposits redeemed / (placed)	10.98	(10.27)
Interest received	8.12	36.28
Net cash inflow / (outflow) from investing activities	**(7,381.06)**	**(5,249.92)**

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Cash flow from financing activities		
Proceeds / (Repayment) of borrowings (net)	(7,830.73)	5,272.93
Proceeds from issue of shares	21.96	27.60
Finance cost paid	(1,291.03)	(1,237.59)
Dividend paid to company's shareholders (including Dividend Distribution Tax)	(353.63)	(353.45)
Net cash inflow / (outflow) from financing activities	**(9,453.43)**	**3,709.49**
Net increase / (Decrease) in cash and cash equivalents	9.58	(11.89)
Cash and cash equivalents at the beginning of the year	21.23	33.12
Cash and cash equivalents at the end of the year	**30.81**	**21.23**

Note 1 :

The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Cash Flow Statement notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

Note 2 : Movement in Borrowings

(₹ in lakh)

Particulars	March 31, 2019	Cash Flows	Non-cash changes	March 31, 2020
Long term borrowings	-	-	-	-
Short term borrowings	17,566.79	(7,830.73)	135.10	9,871.16
Total borrowings	**17,566.79**	**(7,830.73)**	**135.10**	**9,871.16**

(₹ in lakh)

Particulars	March 31, 2018	Cash Flows	Non-cash changes	March 31, 2019
Long term borrowings	40.20	(40.20)	-	-
Short term borrowings	12,417.28	5,313.13	(163.62)	17,566.79
Total borrowings	**12,457.48**	**5,272.93**	**(163.62)**	**17,566.79**

The Notes 1 to 48 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(a) Equity share capital

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the reporting period	1,955.27	1,952.77
Changes in equity share capital during the year	1.57	2.50
Balance at the end of the reporting period	**1,956.84**	**1,955.27**

(b) Other equity

(₹ in lakh)

Particulars	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Employee share option outstanding	Capital redemption reserve	Cash Flow Hedge Reserve	Foreign currency translation reserve	Total	Non - controlling interest	Total
Balance as at April 1, 2018	**0.20**	**7,894.64**	**1,249.28**	**5,802.11**	**88.57**	**0.30**	**(23.05)**	**0.20**	**15,012.25**	**28.38**	**15,040.63**
Profit for the year	-	3,573.68	-	-	-	-	-	-	3,573.68	2.86	3,576.54
Other comprehensive income for the year	-	(4.36)	-	-	-	-	23.05	0.76	19.45	-	19.45
Total comprehensive income for the year	**-**	**3,569.32**	**-**	**-**	**-**	**-**	**23.05**	**0.76**	**3,593.13**	**2.86**	**3,595.99**
Transactions with the owners of the Company											
Contributions and distributions											
Dividends	-	(293.19)	-	-	-	-	-	-	(293.19)	-	(293.19)
Dividend distribution tax	-	(60.26)	-	-	-	-	-	-	(60.26)	-	(60.26)
Exercise of employee stock options	(0.10)	-	-	52.79	(27.59)	-	-	-	25.10	-	25.10
Employee stock option expense	-	-	-	-	16.35	-	-	-	16.35	-	16.35
Balance as at March 31, 2019	**0.10**	**11,110.51**	**1,249.28**	**5,854.90**	**77.33**	**0.30**	**-**	**0.96**	**18,293.38**	**31.25**	**18,324.61**
Balance as at April 1, 2019	**0.10**	**11,110.51**	**1,249.28**	**5,854.90**	**77.33**	**0.30**	**-**	**0.96**	**18,293.38**	**31.25**	**18,324.61**
Profit for the period	-	4,751.11	-	-	-	-	-		4,751.11	1.60	4,752.72
Other comprehensive income for the period	-	(18.21)	-	-	-	-	-	1.15	(17.06)	-	(17.06)
Total comprehensive income for the period	**-**	**4,732.90**	**-**	**-**	**-**	**-**	**-**	**1.15**	**4,734.06**	**1.60**	**4,735.66**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lakh)

Particulars	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Employee share option outstanding	Capital redemption reserve	Cash Flow Hedge Reserve	Foreign currency translation reserve	Total	Non - controlling interest	Total
Transactions with the owners of the Company											
Dividends	-	(293.33)	-	-	-	-	-	-	(293.33)	-	(293.33)
Dividend distribution tax	-	(60.30)	-	-	-	-	-	-	(60.30)	-	(60.30)
Exercise of employee stock options	(0.10)	-	-	36.74	(16.25)	-	-	-	20.39	-	20.39
Employee stock option expense	-	-	-	-	5.55	-	-	-	5.55	-	5.55
Balance as at March 31, 2020	**-**	**15,489.78**	**1,249.28**	**5,891.64**	**66.63**	**0.30**	**-**	**2.11**	**22,699.74**	**32.85**	**22,732.59**

The Notes 1 to 48 form an integral part of the Financial Statements

As per our report of even date attached
For B S R & Co. LLP
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
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SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 : Significant accounting policies

A. General Information

Astec LifeSciences Limited ("the Company") is a public limited Group, which is domiciled and incorporated in the Republic of India with its registered office situated at Godrej One, 3rd Floor, Pirojsha Nagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079. The Company & its subsidiaries together considered as a group manufactures & distributes a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

B. Basis of preparation

(1) Statement of compliance with Ind AS

The accompanying consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements for the year ended 31 March 2020 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on May 5, 2020.

(2) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments - measured at fair value

(3) Basis of Consolidation

(i) Subsidiaries :

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the group's share of other comprehensive income of the investee in other comprehensive income.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the unless it has incurred obligations or made payments on behalf of the other entity group does not recognise further losses, Unrealised gains on transactions between the group and its subsidiaries are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

(4) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency') The Indian Rupee (INR) is the functional and presentation currency of the Group. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

C. Key estimates and assumptions

While preparing consolidated financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

(1) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

(2) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

(3) Recognition of deferred tax assets

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

(4) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

(5) Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

(6) Fair valuation of employee share options

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

(7) Determining whether an arrangement contains a lease

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

(8) Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

(9) Liability for Sales Return

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Group to be reliable estimate of future sales returns.

D. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

E. Significant accounting policies

(1) Revenue recognition :

i. Sale of goods

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Group includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Group no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Group. As at 31 March 2020, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Group using a best estimate based on accumulated experience.

ii. Dividend income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(2) Foreign currency :

(i) Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

- Qualifying cash flow hedges to the extent that the hedges are effective.

(3) Employment Benefits

(i) Short-term obligations

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Group has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on either Economic Value Added (EVA) or Profit before tax (PBT). The PLVR amount is related to actual improvement made in either EVA or PBT over the previous year when compared with expected improvements.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, and

(b) defined contribution plans such as provident fund.

Gratuity obligations

The following post – employment benefit plans are covered under the defined benefit plans:

Gratuity :

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income.

They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Astec LifeSciences Limited Employee Stock Option Plan.

Employee options:

The fair value of options granted under the Astec LifeSciences Limited Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus plans

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Terminal benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(4) Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(5) Inventories

(i) Raw materials and stores, work in progress, traded and finished goods

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of weighted average price. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(6) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iii) Depreciation/ Amortizations

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Plant and Machinery:

Based on the condition of the plants, regular maintenance schedule, material of construction, external and internal assessment and past experience, the Group has considered useful life of Plant and Machinery as 20 years.

(b) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(c) Right of use Asset :

Amortized over the primary lease period.

(d) Leasehold improvements and equipments:

Amortised over the Primary lease period or 16 years whichever is less

Assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(7) Intangible assets

(i) Computer software

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software and product registration, which are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software	6 years
- Product Registration	5 years

(ii) Research and development

Revenue expenditure on research & development is charged to the Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research & development is accounted for as an addition to property, plant & equipment.

(8) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

(9) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Group. The Group has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

(10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(11) Hedge accounting

The Group designates certain hedging instruments in respect of foreign currency risk, interest rate risk and commodity price risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement profit or loss."

i. Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Group measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

Equity investments

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.

b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of

item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(12) Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

(13) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in profit or loss.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

(14) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset classes primarily consist of leases for land. The group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (1) the contract involves the use of an identified asset (2) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a lessor

Leases for which the group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Transition :- Refer Note 3 of the Financial Statements

(15) Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that

reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

(16) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(17) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(18) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(F) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Note 2 : Property, plant and equipment

(₹ in lakh)

Particulars	Leasehold Land	Plant and Machinery	Factory Building	Office Buildings	Electrical Installations	Furniture and Fixtures	Vehicles	Computers	Office & Other Equipment	Total
Gross Block										
As at April 1, 2018	160.34	10,160.88	3,158.57	267.48	303.84	138.44	198.71	48.81	36.81	14,473.88
Additions	136.35	4,774.27	1,900.62	-	203.60	11.56	30.76	32.35	14.27	7,103.78
Disposals	-	-	-	-	-	-	2.83	-	-	2.83
As at March 31, 2019	**296.69**	**14,935.15**	**5,059.19**	**267.48**	**507.44**	**150.00**	**226.64**	**81.16**	**51.08**	**21,574.83**
Accumulated Depreciation										
As at April 1, 2018	5.76	2,746.84	278.82	14.02	54.53	65.06	44.09	19.92	14.99	3,244.02
For the year	2.51	1,512.52	209.93	4.73	43.31	21.90	26.29	14.47	8.12	1,843.78
Disposals	-	-	-	-	-	-	1.21	-	-	1.21
As at March 31, 2019	**8.27**	**4,259.36**	**488.75**	**18.75**	**97.84**	**86.96**	**69.17**	**34.39**	**23.11**	**5,086.59**
Net Block as at March 31, 2019	**288.42**	**10,675.80**	**4,570.44**	**248.72**	**409.60**	**63.05**	**157.47**	**46.76**	**27.97**	**16,488.21**
Gross Block										
As at April 1, 2019	296.69	14,935.15	5,059.19	267.48	507.44	150.00	226.64	81.16	51.08	21,574.83
Transition impact of Ind-AS 116 (Refer Note 2.1)	(296.69)	-	-	-	-	-	-	-	-	(296.69)
Restated Gross Block as at April 1, 2019	-	14,935.15	5,059.19	267.48	507.44	150.00	226.64	81.16	51.08	21,278.14
Additions	-	2,754.21	949.13	-	24.81	24.87	57.09	24.03	30.71	3,864.85
Disposals	-	35.56	-	-	-	-	11.35	-	-	46.91
As at March 31, 2020	**-**	**17,653.80**	**6,008.32**	**267.48**	**532.25**	**174.87**	**272.38**	**105.19**	**81.79**	**25,096.08**
Accumulated Depreciation										
As at April 1, 2019	8.27	4,259.36	488.75	18.75	97.84	86.96	69.17	34.39	23.11	5,086.60
Transition impact of Ind-AS 116 (Refer Note 2.1)	(8.27)									(8.27)
Restated accumulated depreciation as at April 1, 2019	-	4,259.36	488.75	18.75	97.84	86.96	69.17	34.39	23.11	5,078.33
For the period	-	1,875.24	248.06	4.73	52.45	15.68	30.72	19.68	11.99	2,258.55
Disposals	-	9.54	-	-	-	-	3.66	-	-	13.20
As at March 31, 2020	**-**	**6,125.06**	**736.81**	**23.48**	**150.29**	**102.64**	**96.23**	**54.07**	**35.10**	**7,323.68**
Net Block as at March 31, 2020	**-**	**11,528.74**	**5,271.51**	**244.00**	**381.96**	**72.23**	**176.15**	**51.12**	**46.69**	**17,772.40**

Note 2.1 :-

The Group adopted Ind AS 116 effective 1st April 2019. Consequently, leasehold land has been reclassified from 'Property, Plant & Equipment' to 'Right of Use assets'.

Note 3 - Right-of-use assets

(₹ in lakh)

Particulars	Leasehold Land
As at April 1, 2019 (Restated)	288.42
Additions	1,152.79
Disposals	-
Balance as at March 31, 2020	**1,441.21**
As at April 1, 2019 (Restated)	
Depreciation	8.04
Impairment loss	-
Balance as at March 31, 2020	**8.04**
Carrying amounts	
As at April 1, 2019 (Restated)	**288.42**
Balance as at March 31, 2020	**1,433.17**

Note 3.1 - Breakdown of lease expenses

(₹ in lakh)

Particulars	For the Year ended March 31, 2020
Short-term lease expense	100.98
Total lease expense	**100.98**

Note 3.2 - Cash outflow on leases

(₹ in lakh)

Particulars	For the Year ended March 31, 2020
Repayment of lease liabilities	-
Interest on lease liabilities	-
Short-term lease expense	100.98
Total cash outflow on leases	**100.98**

Note 3.3 - Impact of changes in accounting policies

The following table provides the extract of impacts of adopting Ind AS 116 on the financial statements

i. Statement of financial position

(₹ in lakh)

Particulars	**Impact of changes in accounting policies**		
April 1, 2019	**As previously reported**	**Adjustments**	**As restated**
Right-of-use assets	-	288.42	288.42
Leasehold Land	288.42	(288.42)	-
Deferred Tax Asset	-	-	-
Total assets	**288.42**	**-**	**288.42**
Lease liabilities - Non-current	-	-	-
Current maturities of lease liabilities	-	-	-
Total liabilities	**-**	**-**	**-**
Retained earnings	-	-	-
Total equity	**-**	**-**	**-**

Note 3.4 - Reconciliation between operating lease commitments disclosed in March 2019 financials applying Ind AS 17 and lease liabilities recognised in the statement of financial position

(₹ in lakh)

Particulars	**Amount**
Operating lease commitments disclosed in 31st March, 2019 financials (under Ind AS 17)	-
Less: Discounting impact	-
Lease liabilities recognised in the statement of financial position as at 1st April, 2019	**-**

Note 4 : Intangible Assets

(₹ in lakh)

Particulars	Computer Software	Product Registration	Total
Gross Block			
As at April 1, 2018	290.34	250.58	540.92
Additions	20.51	-	20.51
Disposals	-	-	-
As at March 31, 2019	**310.85**	**250.58**	**561.43**
Accumulated amortisation			
As at April 1, 2018	55.29	208.27	263.56
For the year	48.85	42.31	91.16
Disposals	-	-	-
As at March 31, 2019	**104.14**	**250.58**	**354.72**
Net Block as at March 31, 2019	**206.71**	**-**	**206.71**
Gross Block			
As at April 1, 2019	310.85	250.58	561.43
Additions	-	-	-
Disposals	-	-	-
As at March 31, 2020	**310.85**	**250.58**	**561.43**
Accumulated amortisation			
As at April 1, 2019	104.14	250.58	354.72
For the period	49.85	-	49.85
Disposals	-	-	-
As at March 31, 2020	**153.99**	**250.58**	**404.57**
Net Block as at March 31, 2020	**156.86**	**-**	**156.86**

Note 5 : Non-current financial assets- investments

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
A. Investment in equity instruments at fair value through Statement of Profit & Loss (Fully paid, unquoted)		
Shamrao Vithal Co-operative Bank Ltd	0.53	0.53
2,100 (Previous Year 2,100) equity shares of ₹ 25/- each.		
TOTAL	**0.53**	**0.53**

Note 5.1 : Other disclosures

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Aggregate amount of quoted investment	-	-
Market value of quoted investment	-	-
Aggregate amount of unquoted investments	0.53	0.53
Aggregate amount of impairment in value of investments	-	-

Note 6 : Non-current financial assets - loans

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good (unless otherwise stated)		
Security deposits	254.40	255.37
TOTAL	**254.40**	**255.37**

Note 7 : Other tax assets / (liabilities) (net)

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	217.21	118.24
Less: Current tax payable for the year	1,607.40	1,530.88
Add: Taxes paid	1,821.68	1,642.46
Less: Earlier year tax adjustment	79.94	12.61
Closing balance	**351.55**	**217.21**

Note 8 : Other non-current assets

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Capital advances	451.94	990.89
2 Balance with Government Authorities		
i) Considered good	1,165.13	1,203.53
ii) Considered doubtful	3.73	3.73
Less : Allowance for doubtful advances	(3.73)	(3.73)
TOTAL	**1,617.07**	**2,194.42**

Note 9 : Inventories

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
(Valued at lower of cost and net realisable value)		
1 Raw materials (including stock in transit of ₹ 1,688.79 Lakh (Previous year : ₹ 111.65 Lakh)	7,584.46	4,353.91
2 Work-in-progress	2,946.44	2,701.35
3 Finished goods	1,318.50	2,036.09
4 Stores and Spares	267.66	193.60
TOTAL	**12,117.06**	**9,284.95**

Note 10 : Current trade receivables (Refer note 35.2)

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
- Unsecured and considered good	16,084.49	12,180.93
- Credit impaired	35.34	4.20
Less : Loss allowance	(35.34)	(4.20)
TOTAL	**16,084.49**	**12,180.93**

Note 11 : Cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Cash on hand	1.98	0.65
2 Balances with banks:		
Current accounts	28.83	20.58
TOTAL	**30.81**	**21.23**

Note 12 : Bank balances other than cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Fixed deposits - maturity more than 3 months and less than 12 months (Refer Note 12.1)	111.47	120.52
2 Unclaimed Dividend accounts	6.50	6.38
TOTAL	**117.97**	**126.90**

Note 12.1: Fixed deposits are restricted and the same is held towards security of bank guarantees.

Note 13 : Current financial assets - loans

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good, unless otherwise stated		
1 Loans and advances related parties		
Intercorporate Deposits (Refer note 45)	2,886.52	-
2 Loans and Advances - Others		
Loans and advances to employees	2.79	4.85
3 Security Deposits	1.26	-
TOTAL	**2,890.57**	**4.85**

Note 14 : Other current financial assets

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Derivatives		
- Foreign exchange forward contracts not designated as hedge	245.23	-
2 Merchandise exports incentive scheme - scripts in hand	201.91	24.65
3 Interest accrued on financial assets	19.42	1.69
4 Claims receivable	6.79	-
TOTAL	**473.35**	**26.34**

Note 15 : Other current assets

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Advances to suppliers	72.31	74.41
2 Balance with government authorities		
i) Considered good	1,218.81	2,927.96
3 Prepaid expenses	168.47	198.68
4 Others	1.28	1.51
TOTAL	**1,460.87**	**3,202.56**

Note 16 : Share Capital

(₹ in lakh)

Particulars		As at March 31, 2020	As at March 31, 2019
1	**Authorised:**		
	2,50,00,000 (Previous year: 2,50,00,000) Equity shares of the par value of ₹ 10 each	2,500.00	2,500.00
	TOTAL	**2,500.00**	**2,500.00**
2	**Issued, Subscribed and Paid-up:**		
	1,95,68,355 (Previous year: 1,95,52,655) Equity shares fully paid up	1,956.84	1,955.27
	TOTAL	**1,956.84**	**1,955.27**
3	**Reconciliation of number of shares outstanding at the beginning and end of the year:**		
	Equity shares :		
	Outstanding at the beginning of the year	19,552,655	19,527,655
	Issued during the year	15,700	25,000
	Outstanding at the end of the year	**19,568,355**	**19,552,655**

4 Rights, preferences and restrictions attached to equity shares

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

5 Shareholders holding more than 5% shares in the company is set out below:

Equity shares		As at March 31, 2020		As at Mar 31, 2019	
		No. of shares	%	No. of shares	%
1	Godrej Agrovet Limited - Holding company	12,204,016	62.37%	11,275,466	57.67%
2	Ashok Hiremath	1,945,506	9.94%	1,945,506	9.95%

6 There are no shares reserved for issue under options.

Note 17 : Other equity

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1. Retained earnings	15,489.78	11,110.51
2. General reserve	1,249.28	1,249.28
3. Capital redemption reserve	0.30	0.30
4. Employee stock options outstanding	66.63	77.33
5. Securities premium	5,891.64	5,854.90
6. Foreign currency translation reserve	2.11	0.96
7. Share application money pending allotment	-	0.10
TOTAL	**22,699.74**	**18,293.38**

Capital redemption reserve

Capital redemption reserve was created for buy back of shares. The company may issue fully paid-up bonus shares out of the capital redemption reserve.

Employee stock options outstanding

The employee stock options outstanding is used to recognise the grant date fair value of options issued to employees under the Company's stock option plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Cash flow hedge reserve

The Group uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the Company uses foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit and loss when the hedged item affects the profit and loss.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations, if any, are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Note 18 : Non-current liabilities - provisions

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits :		
- Provision for compensated absences	32.02	22.86
TOTAL	**32.02**	**22.86**

Note 19 : Deferred tax liabilities (net)

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax liabilities (net) (Refer Note 38)	614.10	925.02
TOTAL	**614.10**	**925.02**

Note 20 : Current Financial Liabilities - Borrowings

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Secured		
(a) Cash credit from banks (Refer Note 20.1)	2,368.22	-
(b) Buyers credit (Refer Note 20.3)	20.79	-
2 Unsecured		
(a) Cash credit from banks (Refer Note 20.4)	1,436.58	-
(b) Working Capital loan		
Foreign currency (Refer Note 20.2)	-	172.93
Rupee (Refer Note 20.5)	6,018.04	4,200.00
(c) Commercial Paper (Refer Note 20.6)	-	10,000.00
(d) Buyers credit (Refer Note 20.3)	27.52	3,193.86
TOTAL	**9,871.16**	**17,566.79**

Note 20.1 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.25% (Previous year MCLR + 0.25%).

Note 20.2 : Foreign currency loans from Banks are at an interest rate of Nil (Previous year LIBOR + 65 bps) and were repayable within 180 days in the previous year.

Note 20.3 : Buyers credit are at an interest rate of 3 to 6 month LIBOR + 40 to 120 bps and are repayable within 6 months.

Note 20.4 : Cash Credit from banks/overdraft are repayable on demand and carries interest at MCLR + 0.25% (Previous year MCLR + 0.55%).

Note 20.5 : Working capital loan (Rupee) from banks carries interest rate of 5.89% to 8.55% (Previous year - 7.45% to 8.45%). These loans are repayable on different dates within 3 months.

Note 20.6 : Commercial Paper carries interest rate of Nil (Previous year 6.95% to 8.49%) and were repayable within 3 months in the previous year.

Details of security:

All the secured current borrowings (Note 20 above) have first pari passu charge on the current assets and movable assets of the Group, including inventory and receivables both present & future.

The group does not have any default as on the Balance Sheet date in repayment of any loan or interest.

Note 21 : Current - trade payables

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Trade payables		
a. Due to micro, small and medium enterprises (Refer Note 21.1)	11.91	102.64
b. Others	20,227.05	6,222.80
TOTAL	**20,238.96**	**6,325.44**

Additional disclosure related to Micro, Small and Medium Enterprises

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Additional disclosure related to Micro, Small and Medium Enterprises		
A Principal amount remaining unpaid	11.91	102.64
B Interest due thereon	-	6.51
C Interest paid by the Group in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	6.51	-
D Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E Interest accrued and remaining unpaid	-	6.51
F Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 21.1: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Group on the basis of the information available with the Group and the auditors have relied on the same. Accordingly, ₹ Nil is overdue as on March 31, 2020 (Previous year ₹ 102.64 lakh) to Micro, Small and Medium Enterprises on account of principal or interest.

Note 22 : Other financial liabilities

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Non trade payables	841.57	379.54
3 Derivative liability		
- Foreign exchange forward contracts designated as hedge	-	79.83
3 Unclaimed dividend	6.50	6.38
4 Other payables	730.99	429.19
TOTAL	**1,579.06**	**894.94**

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 23 : Other current liabilities

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Advances from customers	7.66	9.57
2 Employee deductions	20.45	14.54
3 Statutory liabilities	63.09	31.65
4 Others	1.48	1.01
TOTAL	**92.68**	**56.77**

Note 24 : Current liabilities - provisions

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
1 Provision for employee benefits		
- Provision for compensated absences	3.11	2.71
- Provision for gratuity	38.87	22.87
2 Provision for sales return (Refer note 24.1)	12.45	10.91
TOTAL	**54.43**	**36.49**

Note 24.1 - Movement of Provision for Sales return

(₹ in lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	10.91	22.28
Less:- Utilised during the year	5.31	-
Less:- Reversed during the year	5.60	22.28
Add:- Provision for the year	12.45	10.91
Closing balance	**12.45**	**10.91**

Note 24.2 : The Group makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Note 25 : Revenue from operations (Refer Note 25.1)

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Sale of products		
- Export sales	29,580.01	24,293.25
- Domestic sales	22,680.60	18,796.87
TOTAL	**52,260.61**	**43,090.12**

Note 25.1

1 Sales by performance obligations

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Upon delivery	10,971.76	16,453.43
Upon shipment	41,288.85	26,636.69
TOTAL	**52,260.61**	**43,090.12**

2 Reconciliation of revenue from contract with customers

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Revenue from contract with customer as per the contract price	52,560.47	43,266.48
Adjustments made to contract price on account of :-		
a) Commission / Discounts	(299.86)	(176.36)
TOTAL	**52,260.61**	**43,090.12**

Note 26 : Other income

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Export incentives	605.73	722.48
2 Interest income		
(a) Instruments measured at amortised cost		
(i) Interest received on fixed deposits	10.18	25.83
(ii) Interest received on Inter Corporate Deposit	1.69	-
(ii) Interest received on others	16.38	10.45
3 Rent income	-	3.63
4 Electricity duty refund	23.25	-
5 Insurance claims received	6.79	-
6 Sundry balances/Provisions no longer required written back	-	174.75
7 Foreign exchange difference (net)	528.31	170.16
8 Miscellaneous income	0.92	8.36
TOTAL	**1,193.25**	**1,115.66**

Note 27 : Cost of materials consumed

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Stocks at the beginning of the year	4,353.91	4,421.39
2 Add : Purchases	36,574.26	29,437.70
	40,928.17	**33,859.09**
3 Less: Stocks at the end of the year	7,584.46	4,353.91
TOTAL	**33,343.71**	**29,505.18**

Note 28 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Stocks at the beginning of the year		
(a) Finished goods	2,036.09	1,243.14
(b) Work-in-progress	2,701.35	1,938.42
Total Stock at the beginning of the year	**4,737.44**	**3,181.56**
2 Less : Stocks at the end of the year		
(a) Finished goods	1,318.50	2,036.09
(b) Work-in-progress	2,946.44	2,701.35
Total Stock at the end of the year	**4,264.94**	**4,737.44**
Changes in the stock of finished goods, work-in-progress, stock-in-trade	**472.50**	**(1,555.88)**

Note 29 : Employee benefit expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Salaries, wages, bonus and allowances	2,769.87	2,294.05
2 Contribution to provident, gratuity and other funds	130.21	104.85
3 Expense on employee stock based payments (Refer note 41)	5.55	16.35
4 Staff welfare expense	86.41	94.63
TOTAL	**2,992.04**	**2,509.88**

Note 30 : Finance Costs

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Interest expense		
Paid towards loans and cash credit	1,162.10	1,143.93
2 Other borrowing costs	97.33	93.66
TOTAL	**1,259.43**	**1,237.59**

Note 31 : Depreciation and amortisation expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Depreciation	2,258.53	1,843.78
2 Amortisation	49.85	91.16
3 Amortisation of right of use asset	8.04	-
TOTAL	**2,316.42**	**1,934.94**

Note 32 : Other expenses

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
1 Power and fuel	2,879.78	2,380.40
2 Rent	100.98	103.77
3 Rates and taxes	82.43	58.74
4 Effluent treatment plant charges	408.79	279.74
5 Stores and spares consumed	214.33	227.67
6 Repairs and maintenance		
(a) Machinery	281.40	239.79
(b) Buildings	11.21	18.21
(c) Other assets	10.93	13.97
7 Insurance	221.11	130.34
8 Auditor's remuneration (Refer note 32 (a) below)	20.59	16.74
9 Freight	557.84	387.12
10 Professional and legal fees	494.09	302.35
11 Directors sitting fees	19.40	18.90
12 Bad debts/advances written off	-	242.54
13 Loss allowance	31.14	3.58
14 Security charges	107.61	70.70
15 Loss on sale of fixed assets	17.96	-
16 Research expenses	89.13	87.18
17 Travelling expenses	80.84	85.09
18 Export Incentives (MEIS) written off	620.09	-
19 Corporate social responsibility (Refer note 32 (b) below)	90.53	57.53
20 Miscellaneous expenses	557.26	259.30
TOTAL	**6,897.44**	**4,983.66**

Note 32 (a) : Auditor's remuneration

(₹ in lakh)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
(a) Audit Fees (including limited review)	15.30	15.30
(b) Other matters	3.83	-
(c) Reimbursement of Expenses	1.46	1.45
TOTAL	**20.59**	**16.74**

Note 32 (b) : Corporate social responsibility expenditure

Total expenditure incurred on Corporate social responsibility activities during the current year is ₹ 90.53 lakh (previous year ₹ 57.53 lakh)

(₹ in lakh)

Amount spent during FY 19-20 on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	90.53	-	90.53
TOTAL	**90.53**	**-**	**90.53**

(₹ in lakh)

Amount spent during FY 18-19 on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	57.53	-	57.53
TOTAL	**57.53**	**-**	**57.53**

Note 33 : Earnings per share

Calculation of weighted average number of equity shares - Basic

	Particulars	March 31, 2020	March 31, 2019
1	**Calculation of weighted average number of equity shares - Basic**		
(a)	Number of shares at the beginning of the year	19,552,655	19,527,655
	Number of shares outstanding at the end of the year	19,568,355	19,552,655
	Weighted average number of equity shares outstanding during the year	**19,562,457**	**19,546,258**
2	**Calculation of weighted average number of equity shares - Diluted**		
(a)	Number of equity shares at the beginning of the year	19,552,655	19,527,655
	Effect of potential equity shares	29,401	44,680
	Revised number of potential shares at the beginning of the year	**19,582,056**	**19,572,335**
(b)	Number of equity shares outstanding at the end of the year	19,568,355	19,552,655
	Effect of potential equity shares	10,518	29,401
	Revised number of potential equity shares outstanding at the end of the year	**19,578,873**	**19,582,056**
	Weighted average number of potential equity shares outstanding during the year	**19,572,975**	**19,575,659**

Particulars		March 31, 2020	March 31, 2019
3	**Profit attributable to ordinary shareholders (Basic/diluted)**		
	Profit (loss) for the period/year, attributable to the owners of the Group	4,751.11	3,573.68
4	Basic Earnings per share (₹)	24.29	18.28
5	Diluted Earnings per share (₹)	24.27	18.26
6	Nominal Value of Shares (₹)	10	10

Note 33.1 The calculation of diluted earnings per share is based on profit attributed to equity shareholders and weighted average number of equity shares outstanding after adjustments for the effects of all dilutive potential equity shares.

Note 34 : Employee benefits

The Group contributes to the following post-employment plans in India.

Defined Contribution Plans:

The Group pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Group recognised ₹ 92.94 lakh for the year ended March 31, 2020 (Previous Year ₹ 68.05 lakh) towards provident fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

The Group's gratuity and leave encashment/long-term compensated absences schemes are defined benefit plans. The Group's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The Group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Group.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees adminster the contributions made by the Group to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Defined benefit obligation	(151.80)	(111.12)
Fair value of plan assets	112.93	88.25
Net defined benefit (obligation)/assets	**(38.87)**	**(22.87)**

i. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) / liability and its components

(₹ in lakh)

Particulars	Defined Benefit Obligation		Fair value of plan assets		Net defined benefit (asset) / liability	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Opening balance	111.12	88.59	88.25	68.34	22.87	20.25
Included in profit or loss					-	
Current service cost	12.75	10.99	-	-	12.75	10.99
Past service cost	-	-	-	-	-	-
Interest cost (income)	8.66	6.89	6.87	5.32	1.78	1.58
Liability / Assets transferred in / Acquisitions	0.22	0.65	0.22	0.65	-	-
Included in OCI					-	-
Remeasurement loss (gain):					-	-
Actuarial loss (gain) arising from:	23.98	5.18	-	-	23.98	5.18
Demographic assumptions	2.24	-	-	-	2.24	-
Financial assumptions	13.61	(0.11)	-	-	13.61	(0.11)
Experience adjustment	8.13	5.29	-	-	8.13	5.29
Return on plan assets excluding interest income	-	-	(0.36)	(1.52)	0.36	1.52
	156.73	**112.30**	**94.99**	**72.78**	**61.73**	**39.52**
Other						
Contributions paid by the employer	-	-	22.87	16.66	(22.87)	(16.66)
Benefits paid	(4.93)	(1.19)	(4.93)	(1.19)	-	-
Closing balance	**151.80**	**111.12**	**112.93**	**88.25**	**38.87**	**22.87**

Represented by

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Net defined benefit asset	-	-
Net defined benefit liability	38.87	22.87
TOTAL	**38.87**	**22.87**

ii. Plan assets

Plan assets comprise the following

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Insurer managed fund (100%)	112.93	88.25
TOTAL	**112.93**	**88.25**

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2020	March 31, 2019
Discount rate	6.84%	7.78%
Future salary growth	5.00%	5.00%
Rate of employee turnover	For service 4 yrs & Below 7.00 % p.a. & For service 5 yrs and above 2.00 % p.a.	For service 4 yrs & Below 15.00 % p.a. & For service 5 yrs and above 2.00 % p.a.
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in lakh)

Particulars	March 31, 2020		March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(14.28)	16.78	(10.25)	12.00
Future salary growth (1% movement)	16.93	(14.64)	12.22	(10.60)
Rate of employee turnover (1% movement)	2.22	(2.57)	2.73	(3.12)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2020 were as follows

(₹ in lakh)

Expected future benefit payments	March 31, 2020	March 31, 2019
1st Following year	12.94	7.56
2nd Following year	3.94	4.49
3rd Following year	4.20	5.97
4th Following year	13.27	3.60
5th Following year	9.96	11.76
Therafter	59.82	45.49

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2020 based on actuarial valuation using the projected accrued benefit method is ₹ 9.97 lakh (Previous year : ₹ 11.28 lakh).

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss.

Note 35 : Financial instruments – Fair values and risk management

Note 35.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakh)

March 31, 2020		Carrying amount				Fair value			
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets									
I	**Non Current Financial Assets**								
1	Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2	Long-term loans and advances	-	-	254.40	254.40	-	-	-	-
II	**Current Financial Assets**								
1	Trade and other receivables	-	-	16,084.49	16,084.49	-	-	-	-
2	Cash and cash equivalents	-	-	30.81	30.81	-	-	-	-
3	Bank balance other than (2) above	-	-	117.97	117.97	-	-	-	-
4	Short-term loans and advances	-	-	2,890.57	2,890.57	-	-	-	-
5	Other current financial assets	447.14	-	26.21	473.35	-	447.10	-	447.10
		447.67	**-**	**19,404.45**	**19,852.12**	**-**	**447.63**	**-**	**447.63**
Financial liabilities									
I	**Current Financial liabilities**								
1	Short term borrowings	-	-	9,871.16	9,871.16	-	-	-	-
2	Trade payables	-	-	20,238.96	20,238.96	-	-	-	-
3	Other financial liabilities	-	-	1,579.06	1,579.06	-	-	-	-
		-	**-**	**31,689.18**	**31,689.18**	**-**	**-**	**-**	**-**

(₹ in lakh)

March 31, 2019		Carrying amount				Fair value			
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets									
I	**Non-current Financial Assets**								
1	Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2	Long-term loans and advances	-	-	255.37	255.37	-	-	-	-
II	**Current Financial Assets**								
1	Trade and other receivables	-	-	12,180.93	12,180.93	-	-	-	-
2	Cash and cash equivalents	-	-	21.23	21.23	-	-	-	-
3	Bank balance other than (2) above	-	-	126.90	126.90	-	-	-	-
4	Short-term loans and advances	-	-	4.85	4.85	-	-	-	-
5	Other current financial assets	24.65	-	1.69	26.34	-	24.65	-	24.65
		25.18	**-**	**12,590.97**	**12,616.15**	**-**	**25.18**	**-**	**25.18**
Financial liabilities									
I	**Current Financial liabilities**								
1	Short term borrowings	-	-	17,566.79	17,566.79	-	-	-	-
2	Trade payables	-	-	6,325.44	6,325.44	-	-	-	-
3	Other financial liabilities	79.83	-	815.11	894.94	-	79.83	-	79.83
		79.83	**-**	**24,707.34**	**24,787.17**	**-**	**79.83**	**-**	**79.83**

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 35.2 : Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's sales are backed by letters of credit and commercial general liability insurance policy from Reliance General insurance. Accordingly no provision has been made on the same.

The Group individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals. The Group monitors each loans and advances given and makes any specific provision wherever required.

The Group's management has considered internal and certain external sources of information including economic forecasts and industry reports up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Group's management has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Groups's management expects that it will fully recover the carrying amount of inventories, trade receivables, intangible assets and investments. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
Exports	8,050.00	4,279.03
Domestic	8,034.49	7,901.90
Total of Trade Receivables (Net of Loss Allowance)	**16,084.49**	**12,180.93**

Impairment

The ageing of trade receivables that were not impaired was as follows.

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
Neither past due nor impaired	14,288.76	10,703.08
Past due 1–30 days	1,171.46	941.99
Past due 31–90 days	99.88	422.80
Past due 91–180 days	353.14	42.19
> 180 days	171.25	70.87
TOTAL	**16,084.49**	**12,180.93**

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2020	March 31, 2019
Balance as at the beginning of the year	4.20	18.32
Loss allowance recognised	31.14	213.19
Amounts written off	-	(227.31)
Balance as at the end of the year	**35.34**	**4.20**

Cash and cash equivalents

The Group held cash and cash equivalents of ₹ 30.81 lakh at March 31, 2020 (previous year ₹ 21.23 lakh). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Note 35.3 : Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

March 31, 2020	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Current, non derivative financial liabilities							
Cash credit from bank	3,804.80	3,804.80	3,804.80	-	-	-	-
Working Capital Loans	6,018.04	6,018.04	6,018.04	-	-	-	-
Buyers credit	48.31	48.31	48.31	-	-	-	-
Trade payables	20,238.96	20,238.96	15,222.40	5,016.56	-	-	-
Other current financial liabilities	1,579.06	1,579.06	1,579.06	-	-	-	-
Derivative liability	-	-	-	-	-	-	-
Total	**31,689.18**	**31,689.18**	**26,672.62**	**5,016.56**	**-**	**-**	**-**

(₹ in lakh)

March 31, 2019	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Current, non derivative financial liabilities							
Working Capital Loans	4,372.93	4,372.93	4,372.93	-	-	-	-
Commercial Paper	10,000.00	10,000.00	10,000.00	-	-	-	-
Buyers credit	3,193.86	3,193.86	3,193.86	-	-	-	-
Trade payables	6,325.44	6,325.44	6,325.44	-	-	-	-
Other current financial liabilities	815.11	815.11	815.11	-	-	-	-
Derivative liability	79.83	79.83	79.83	-	-	-	-
Total	**24,787.17**	**24,787.16**	**24,787.17**	**-**	**-**	**-**	**-**

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Note 35.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group uses derivatives to manage market risks. Generally, the Group hedge the financial instruments to manage volatility in profit or loss.

Currency risk

The Group operates internationally and portion of the business is transacted in USD, GBP & EURO currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

Particulars	March 31, 2020			March 31, 2019		
	USD	EUR	GBP	USD	EUR	GBP
Financial Assets						
Trade receivables	8,048.58	-	-	4,277.69	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Net exposure to foreign currency risk (Assets)	**8,048.58**	**-**	**-**	**4,277.69**	**-**	**-**
Financial Liabilities						
Foreign currency loan	**-**	**-**	**-**	**-**	**-**	**-**
Buyers credit / PCFC	**(47.82)**	**-**	**-**	**(3,316.66)**	**-**	**-**
Trade payables	**(14,226.01)**	**(104.17)**	**(6.82)**	**(3,707.20)**	**(16.30)**	**(7.63)**
Foreign exchange forward contracts	**5,630.69**	**-**	**-**	**2,868.24**	**-**	**-**
Net exposure to foreign currency risk (Liabilities)	**(8,643.14)**	**(104.17)**	**(6.82)**	**(4,155.62)**	**(16.30)**	**(7.63)**
Net exposure	**(594.56)**	**(104.17)**	**(6.82)**	**122.07**	**(16.30)**	**(7.63)**
Un-hedged foreign currency exposures						
Purchase	(8,643.14)	(104.17)	(6.82)	(4,155.62)	(16.30)	(7.63)
Sale	8,048.58	-	-	4,277.69	-	-

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against all other currencies at 31 March, 2020 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

March 31, 2020

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (2% movement)	(11.89)	11.89
EUR (2% movement)	(2.08)	2.08
GBP (3% movement)	(0.20)	0.20
TOTAL	**(14.18)**	**14.18**

March 31, 2019

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (3% movement)	3.66	(3.66)
EUR (2% movement)	(0.33)	0.33
GBP (2% movement)	(0.15)	0.15
TOTAL	**3.18**	**(3.18)**

Note: Sensitivity has been calculated using standard Deviation % of Foreign currency rate movement.

Note 35.5 : Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

(₹ in lakh)

Particulars	Nominal amount	
	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets		
Bank Deposits	111.47	120.52
Loans and advances to related parties	2,886.52	-
TOTAL	**2,997.99**	**120.52**

(₹ in lakh)

Particulars	Nominal amount	
	March 31, 2020	March 31, 2019
Variable-rate instruments		
Financial liabilities		
Borrowings	9,871.16	17,566.79
TOTAL	**9,871.16**	**17,566.79**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in lakh)

Particulars	Profit or (loss)		Profit or (loss)	
	March 31, 2020		March 31, 2019	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(98.71)	98.71	(175.67)	175.67
Cash flow sensitivity (net)	**(98.71)**	**98.71**	**(175.67)**	**175.67**

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Note 36 : Hedge accounting

The Group's risk management policy is to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Group uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value, therefore the hedge ratio is 1:1. The Group's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Group assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, changes in timing of the hedged transactions is the main source of hedge ineffectiveness.

a. Disclosure of effects of hedge accounting on financial position

March 31, 2020

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-	-	-						

March 31, 2019

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-	-	-						

b. Disclosure of effects of hedge accounting on financial performance

(₹ in lakh)

March 31, 2020	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	NA	NA	NA	NA	
March 31, 2019	**Change in the value of the hedging instrument recognised in OCI (net of tax)**	**Hedge ineffectiveness recognised in profit or loss**	**Line item in the statement of profit or loss that includes the hedge ineffectiveness**	**Amount reclassified from cash flow hedging reserve to profit or loss**	**Line item affected in statement of profit or loss because of the reclassification**
Cash flow hedge	NA	NA	NA	35.25	

c. **The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting**

(₹ in lakh)

Movements in cash flow hedging reserve	March 31, 2020	March 31, 2019
Opening balance	-	(23.05)
Add : Changes in fair value	-	-
Less : Amounts reclassified to profit or loss	-	35.25
Less: Deferred tax relating to the above	-	(12.20)
Closing balance	**-**	**-**

Note 37 : Income Taxes

(a) Amounts recognised in profit and loss

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Current income tax		
In respect of current year	1,607.40	1,530.88
Adjustments in respect of earlier years	79.94	12.61
Deferred income tax		
In respect of current year		
Origination and reversal of temporary differences	(43.58)	438.17
Reduction in tax rate	(261.22)	4.77
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	-	27.44
Deferred tax expense	**(304.80)**	**470.38**
Tax expense recognised in the Statement of Profit & Loss	**1,382.54**	**2,013.87**

(b) Amounts recognised in other comprehensive income

(₹ in lakh)

Particulars	March 31, 2020			March 31, 2019		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit liability (asset)	(24.34)	6.13	(18.21)	(6.70)	2.34	(4.36)
Items that will be reclassified to profit or loss						
Foreign operations – foreign currency translation differences	1.15	-	1.15	0.76	-	0.76
Exchange difference arising on currency translation cash flow hedge reserve	-	-	-	35.25	(12.20)	23.05
Total	**(23.19)**	**6.13**	**(17.06)**	**29.31**	**(9.86)**	**19.45**

(c) Reconciliation of tax expense and accounting profit for the year is as under:

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Profit before tax	**6,135.25**	**5,590.41**
Company's domestic tax rate	25.168%	34.944%
Tax using the Company's domestic tax rate (Current year 25.168% and Previous Year 34.944%)	1,544.12	1,953.51
Tax effect of:		
Expense not allowed for tax purposes	22.78	22.38
Income not considered for tax purpose	-	(3.66)
Change in tax rate	(261.22)	4.77
Tax paid at lower rate	0.35	(1.15)
Others	(3.43)	(2.03)
TOTAL	**1,302.60**	**1,973.82**
Adjustments in respect of earlier years	79.94	40.05
Tax expense as per Statement of Profit & Loss	**1,382.54**	**2,013.87**
Current tax	**1,607.40**	**1,738.51**
Deferred tax	**(304.80)**	**207.77**
Adjustment for tax of previous years (net)	**79.94**	**40.05**

The Group's weighted average tax rates for the year ended March 31, 2020 and March 31, 2019 were 22.53% and 36.02%, respectively.

The effective tax rate for the year ended March 31, 2020 was lower primarily on account of reduction in existing Income tax rate and remeasuring the deferred tax liabilities basis the reduced tax rate from previous year.

Note 38 : Movement in deferred tax balances for the year ended March 31, 2020

(₹ in lakh)

Particulars	Net balance April 1, 2019	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2020
Deferred tax asset / (liabilities)							
Property, plant and equipment & Intangible assets	(959.90)	(297.00)	-	(297.00)	662.90	-	(662.90)
MAT Credit Entitlement	0.60	0.30	-	0.30	-	0.31	0.31
Provision for gratuity	7.99	(1.79)	-	(1.79)	-	9.78	9.78
Provisions for leave encashement	8.93	0.08	-	0.08	-	8.85	8.85
Provisions for doubtful debts	2.78	(7.06)	-	(7.06)	-	9.84	9.84
Others-Sales return provision	3.81	0.68	-	0.68	-	3.13	3.13
OCI Item	10.77	-	(6.13)	(6.13)	-	16.90	16.90
Deferred Tax assets / (Liabilities)	**(925.02)**	**(304.80)**	**(6.13)**	**(310.93)**	**662.90**	**48.80**	**(614.10)**

Movement in deferred tax balances for the year ended March 31, 2019

(₹ in lakh)

Particulars	Net balance April 1, 2018	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2019
Deferred tax asset / (liabilities)							
Property, plant and equipment & Intangible assets	(494.71)	465.19	-	465.19	959.90	-	(959.90)
MAT Credit Entitlement	0.73	0.13	-	0.13	-	0.60	0.60
Provision for gratuity	7.01	(0.98)	-	(0.98)	-	7.99	7.99
Provisions for leave encashement	6.22	(2.71)	-	(2.71)	-	8.93	8.93
Provisions for doubtful debts	7.63	4.85	-	4.85	-	2.78	2.78
Others-Sales return provision	7.71	3.90	-	3.90	-	3.81	3.81
OCI Item	20.63	-	9.86	9.86	-	10.77	10.77
Deferred Tax assets / (Liabilities)	**(444.78)**	**470.38**	**9.86**	**480.24**	**959.90**	**34.89**	**(925.02)**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Group does not have any intention to dispose investments in subsidiaries in the forseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

Note 39 : Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Group's Capital Management is to maximise shareholder value. The Group manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

a) **The Company's adjusted net debt to equity ratio at March 31, 2020 was as follows:-**

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Total borrowings	9,871.16	17,566.79
Less : Cash and cash equivalents	30.81	21.23
Adjusted net debt	**9,840.35**	**17,545.56**
Total equity	**24,689.43**	**20,279.90**
Adjusted net debt to total equity ratio	0.40	0.87

b) Dividends

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
(i) Equity shares		
Final dividend for the year ended March 31, 2019 of ₹ 1.50/- (March 31, 2018 - ₹ 1.50/-) per fully paid share	293.33	293.19
(ii) Dividend not recognised at the end of the reporting period		
The directors have recommended the payment of a final dividend of ₹ 1.50/- per fully paid equity share (March 31, 2019 - ₹ 1.50/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	293.53	293.29

Note 40: Operating Segment

A. General Information

(a) Factors used to identify the entity's reportable segments, including the basis of organisation - Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (""CODM"") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) and Chief Operating Officer (COO) of the Group. The Group has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

B. Information about geographical segment

(₹ in lakh)

(a) Revenue from external customers	March 31, 2020	March 31, 2019
Within India	22,680.60	18,796.87
Outside India	29,580.01	24,293.25

(₹ in lakh)

(b) Segment assets	March 31, 2020	March 31, 2019
Within India	57,166.12	46,101.70
Outside India	5.72	6.51

(₹ in lakh)

(c) Segment Liabilities	March 31, 2020	March 31, 2019
Within India	32,468.63	25,813.69
Outside India	13.78	14.62

C. Information about major customers

Revenues from customers of the only segment i.e. Agrochemicals which contributed more than 10% of the group's total revenues represented approximately ₹ 18,313.18 Lakh from 2 customers (March 31, 2019 - ₹ 12,513.18 Lakh from 2 customers).

Note 42 : Share based payments

(a) Employee stock option scheme (ESOS, 2015)

The Group has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Group.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(b) Employee stock option plan (ESOP,2012)

The Group has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Group in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Group.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option plan (ESOP,2012)

(₹ in lakh)

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	18,700	34.00	37,200
Granted during the year	-	-	-	-
Exercised during the year	34.00	9,900	34.00	18,500
Lapsed during the year	-	-	-	-
Closing balance		**8,800**		**18,700**
Vested and exercisable		**8,800**		**15,700**

Employee stock option scheme (ESOS,2015)

(₹ in lakh)

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	387.35	34,500	-	40,000
Granted during the year	-	-	-	-
Exercised during the year	387.35	4,800	387.35	5,500
Lapsed during the year	-	-	-	-
Closing balance		**29,700**		**34,500**
Vested and exercisable		**25,700**		**22,500**

No options expired during the periods covered in the above tables.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2020	March 31, 2019
			Share options	Share options
January 31, 2015	January 30, 2023	34.00	-	-
January 31, 2015	January 30, 2024	34.00	-	3,200
January 31, 2015	January 30, 2025	34.00	1,000	4,800
January 31, 2015	January 30, 2026	34.00	3,800	5,700
May 16, 2015	May 15, 2023	34.00	-	-
May 16, 2015	May 15, 2024	34.00	-	-
May 16, 2015	May 15, 2025	34.00	2,000	2,000
May 16, 2015	May 15, 2026	34.00	2,000	3,000
July 26, 2016	July 25, 2020	387.35	8,000	12,000
July 26, 2016	July 25, 2021	387.35	9,700	10,500
July 26, 2016	July 25, 2022	387.35	8,000	8,000
July 26, 2016	July 25, 2023	387.35	4,000	4,000
TOTAL			**38,500**	**53,200**
Weighted average remaining contractual life of options outstanding at end of period			2.51	3.76

(i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2020 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Grant date	Expiry date	Exercise price	March 31, 2020	March 31, 2019
			Share options	Share options
January 31, 2015	January 30, 2023	95.84	-	-
January 31, 2015	January 30, 2024	109.41	-	3,200
January 31, 2015	January 30, 2025	109.91	1,000	4,800
January 31, 2015	January 30, 2026	110.49	3,800	5,700
May 16, 2015	May 15, 2023	105.77	-	-
May 16, 2015	May 15, 2024	118.18	-	-
May 16, 2015	May 15, 2025	119.30	2,000	2,000
May 16, 2015	May 15, 2026	119.67	2,000	3,000
July 26, 2016	July 25, 2020	100.00	8,000	12,000
July 26, 2016	July 25, 2021	159.00	9,700	10,500
July 26, 2016	July 25, 2022	278.00	8,000	8,000
July 26, 2016	July 25, 2023	297.00	4,000	4,000
TOTAL			**38,500**	**53,200**

ESOS, 2015 granted on 26 July 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

Particulars	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Expected price volatility of the Group's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:

ESOP, 2012- Option B granted on 16 May 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹ 138/-	₹ 138/-	₹ 138/-	₹ 138/-
Expected price volatility of the Group's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:

ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-
Expected price volatility of the Group's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

c) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Employee stock option plan (Note 29)	5.55	16.35
TOTAL	**5.55**	**16.35**

Note 42 : Contingent Liabilities

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Claims against the Company not acknowledged as debts:		
(i) Excise matter Excise duty demands relating to clearance/storage of Raw Material/ goods from DTA and used/manufactured in 100% EOU unit. The said amount includes up-to-date interest.	9,489.02	8,828.71
(ii) Customs matter a 'The Group has replied the SCN no. 1624 / 2013 -14 dated 9th July 2013 issued by the Commissioner of Custom - Raigarh alleging that goods imported in Unit B-16 were kept in unit B-17 and therefore are liable for confiscation. The personal hearing of the said SCN is pending. The said amount includes upto date interest	28.66	26.60

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
(iii) Goods and Service tax (GST)		
a 'GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest.	256.64	-
(iv) Income tax		
a 'The Group has preferred appeal against the order of various income tax authorities in which demand of ₹ 742.62 lakh has been determined for various assessment years. The said demand also includes interest payable as determined by the competent authority.		
(i) Pending before DCIT/JCIT/AO	81.55	245.44
(ii) Pending before CIT (Appeal)	458.49	329.95
(iii) Pending before ITAT	147.20	147.20
(iv) Pending before High Court	58.67	89.14
(v) Sales tax matters		
(a) Pending before Dy. Comm. Sales tax, Thane	5.61	5.61
(b) Pending before JSCT(Appeal)	121.29	119.91
(c) Pending C & H forms	52.69	51.47
(vi) Civil matters		
Nath Bio-Genes (India) Ltd has filed a suit against the Group alleging that some product supplied by the Group was responsible for the poor germination of its seeds.	6,500.00	6,500.00
(vii) Guarantees outstanding	455.14	461.97
(viii) Letters of Credit given by Group (different letter of credits issued to various suppliers for supply of materials)	5,394.10	1,650.15

Note 43

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the financial statements. The impact of the same is not ascertainable.

Note 44 : Commitments

(₹ in lakh)

Particulars	March 31, 2020	March 31, 2019
Estimated value of contracts remaining to be executed on capital account (net of advances), to the extent not provided for:	4,438.30	472.60

Note 45 : Related Party Disclosures

In compliance with Ind AS 24 - "Related Party Disclosures" as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

Relationships:

(i) Holding Companies:

Godrej Agrovet Limited (GAVL) holds 62.37% Equity Shareholding in Astec LifeSciences Limited. GAVL is the subsidiary of Godrej Industries Limited (GIL) and GIL is a subsidiary of Vora Soaps Limited (VSL) (upto December 23, 2018). Consequently, GIL is the Ultimate Holding Company of the Company w.e.f. December 24, 2018.

(ii) Fellow Subsidiaries:

1 Creamline Dairy Products Limited
2 Godrej Tyson Foods Limited (w.e.f. 27th March, 2019)
3 Godrej Maxximilk Private Limited (w.e.f. 27th March, 2019)
4 Godrej One Premises Management Private Limited
5 Godvet Agrochem Limited

(iii) Associates / Joint Ventures of Godrej Agrovet Limited (GAVL) :

1 Godrej Tyson Foods Limited (upto 26th March, 2019)
2 Godrej Maxximilk Private Limited (upto 26th March, 2019)

(iv) Associates / Joint Ventures of Godrej Industries Limited (GIL) :

Godrej Consumer Products Limited

(v) Entities which is controlled/jointly controlled/has significant influence of KMP's of Astec LifeSciences Limited:

Astec Crop Care Private Limited

(vi) Entities which has significant influence of Director's of Astec LifeSciences Limited :

Nichem Solutions

(vii) Other related parties

Godrej & Boyce Manufacturing Company Limited

(viii) Key Managerial Personnel

1 Mr. Nadir B. Godrej, Chairman and Non-Executive Director
2 Mr. B. S. Yadav, Non-Executive Director
3 Mr. Rakesh Dogra, Non-Executive Director
4 Mr. Ashok V.Hiremath, Managing Director
5 Mr. Arijit Mukherjee, Whole Time Director
6 Mr. Saurav Bhala, Chief Financial Officer
7 Ms. Tejal Jariwala, Company Secretary (upto 31st October, 2018)
8 Ms. Tejashree Pradhan, Company Secretary (w.e.f. 1st November, 2018)

2. **Related party disclosures as required by IND AS - 24, "Related Party Disclosures", are given below "**

The following transactions were carried out with the related parties in the ordinary course of business :

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2020	March 31, 2019
1	**Sale of materials / finished goods**			
	Godrej Agrovet Limited	Holding company	**148.75**	760.02
	Godrej Consumer Products Limited	Other related party	**207.98**	-
	Astec Crop Care Private Limited	Other related party	**-**	22.13
	Nichem Solutions	Other related party	**0.89**	7.63
2	**Purchase of materials / finished goods**			
	Godrej Agrovet Limited	Holding company	**0.11**	-
	Astec Crop Care Private Limited	Other related party	**-**	21.37
3	**Purchase of Property, plant & equipment**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**15.24**	37.69
4	**Expenses Charged by / Reimbursement made to other companies**			
	Godrej Agrovet Limited	Holding company	**668.79**	247.29
	Godrej Industries Limited	Holding company	**2.78**	3.51
	Godrej & Boyce Manufacturing Company Limited	Other related party	**1.68**	1.30
	Godrej Consumer Products Limited	Other related party	**2.09**	10.59
	Creamline Dairy Products Limited	Fellow subsidiary	**1.24**	1.57
	Nichem Solutions	Other related party	**18.88**	8.00
5	**Expenses Charged to / Reimbursement made by other companies**			
	Godrej Agrovet Limited	Holding company	**29.61**	26.04
	Godrej Maxximilk Private Limited	Fellow subsidiary	**1.05**	-
6	**Dividend Paid**			
	Godrej Agrovet Limited	Holding company	**170.70**	168.27
7	**Intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	**3,722.00**	16,510.00
	*Maximum amount of Intercorporate Deposit outstanding during the year		**2,472.00**	10,320.00
	Creamline Dairy Products Limtied	Fellow subsidiary	**16,350.00**	-
	*Maximum amount of Intercorporate Deposit outstanding during the year		**5,150.00**	-
	Godrej Tyson Foods Limited	Fellow subsidiary	**-**	700.00
	*Maximum amount of Intercorporate Deposit outstanding during the year		**-**	700.00
8	**Intercorporate deposits repaid**			
	Godrej Agrovet Limited	Holding company	**3,722.00**	16,510.00
	Creamline Dairy Products Limtied	Fellow subsidiary	**16,350.00**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**-**	700.00
9	**Interest expense on intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	**5.03**	242.49
	Creamline Dairy Products Limtied	Fellow subsidiary	**65.75**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**-**	10.36

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2020	March 31, 2019
10	**Intercorporate deposits given**			
	Godvet Agrochem Limited	Fellow subsidiary	**480.00**	-
	*Maximum amount of Intercorporate Deposit outstanding during the year		**480.00**	-
	Godrej Maxximilk Private Limited	Fellow subsidiary	**905.00**	-
	*Maximum amount of Intercorporate Deposit outstanding during the year		**905.00**	-
	Godrej Tyson Foods Limited	Fellow subsidiary	**1,500.00**	-
	*Maximum amount of Intercorporate Deposit outstanding during the year		**1,500.00**	-
11	**Interest income on intercorporate deposits given**			
	Godvet Agrochem Limited	Fellow subsidiary	**0.19**	-
	Godrej Maxximilk Private Limited	Fellow subsidiary	**0.90**	-
	Godrej Tyson Foods Limited	Fellow subsidiary	**0.60**	-
12	**Other Income**			
	Astec Crop Care Private Limited	Other related party	**-**	3.63
11	**Capital advances given**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**-**	53.93
12	**Outstanding capital advance**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**0.32**	16.24
13	**Outstanding Receivables**			
	Astec Crop Care Private Limited	Other related party	**-**	2.06
	Nichem Solutions	Other related party	**0.89**	2.73
	Godrej Consumer Products Limited	Other related party	**207.98**	-
14	**Outstanding Payables**			
	Godrej Agrovet Limited	Holding company	**80.43**	11.85
	Godrej Consumer Products Limited	Other related party	**2.09**	-
15	**Remuneration to Key Management Personnel**			
	Short term employee benefit		**243.06**	274.43
	Post employment gratuity benefits		**4.38**	3.68
	Dividend Paid		**29.35**	29.30

Note 46 : Interest in other entities

(a) Subsidiaries

The group's subsidiaries at March 31, 2020 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Principal activities	Place of business / Country of incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest	
			March 31, 2020	March 31, 2019%	March 31, 2020%	March 31, 2019%
			%	%	%	%
Behram Chemicals Private Limited	Manufacturing of agrochemicals	India	65.63	65.63	34.37	34.37
Astec Europe Sprl	Distribution of agrochemicals	Belgium	50.10	50.10	49.90	49.90
Comercializadora Agricola Agroastrachem Cia Ltda	Distribution of agrochemicals	Columbia	100.00	100.00	-	-

(b) Non-controlling interests (NCI)

(₹ in lakh)

Summarised balance sheet	Behram Chemicals Pvt Ltd		Astec Europe SPRL	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Current Assets	63.51	55.39	5.49	6.21
Current liabilities	0.77	0.35	8.78	8.22
Net current assets	**62.74**	**55.04**	**(3.29)**	**(2.01)**
Non-current assets	39.83	40.71	-	-
Non-current liabilities	2.64	2.07	-	-
Net non-current assets	**37.19**	**38.64**	**-**	**-**
Net assets	**99.93**	**93.68**	**(3.29)**	**(2.01)**
Accumulated NCI	**34.35**	**32.20**	**(1.64)**	**(1.00)**

(₹ in lakh)

Summarised statement of profit and loss	Behram Chemicals Pvt Ltd		Astec Europe Sprl	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Revenue	10.80	10.80	38.52	-
Profit for the year	6.24	7.22	(1.09)	0.75
Other comprehensive income	-	-	-	-
Total comprehensive income	**6.24**	**7.22**	**(1.09)**	**0.75**
Profit allocated to NCI	**2.14**	**2.48**	**(0.54)**	**0.37**
Dividends paid to NCI	**-**	**-**	**-**	**-**

(₹ in lakh)

Summarised cash flow	Behram Chemicals Pvt Ltd		Astec Europe Sprl	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Cash flows from operating activities	0.00	0.04	(1.20)	(3.91)
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	-	-	-	-
Total cash flows	**0.00**	**0.04**	**(1.20)**	**(3.91)**
Net increase/ (decrease) in cash and cash equivalents	**0.00**	**0.04**	**(1.20)**	**(3.91)**

Note 47 : Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013

(₹ in lakh)

Name of the entities in group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Astec LifeSciences Limited								
March 31, 2020	**99.87%**	**24,657.06**	**99.89%**	**4,747.55**	**106.74%**	**(18.20)**	**99.87%**	**4,729.35**
March 31, 2019	99.83%	20,245.12	99.78%	3,568.64	96.09%	18.70	99.76%	3,587.34
Subsidiaries (group's share)								
Indian								
Behram Chemicals Private limited								
March 31, 2020	**0.16%**	**40.41**	**0.13%**	**6.24**	**0.00%**	**-**	**0.13%**	**6.24**
March 31, 2019	0.21%	42.87	0.20%	7.22	0.00%	-	0.20%	7.22
Foreign								
Astec Europe sprl								
March 31, 2020	**-0.01%**	**(3.29)**	**-0.02%**	**(1.09)**	**1.11%**	**(0.19)**	**-0.03%**	**(1.28)**
March 31, 2019	-0.01%	(2.01)	0.02%	0.75	0.36%	0.07	0.02%	0.82
Foreign								
Comercializadora Agricola Agroastrachem Cia Ltda								
March 31, 2020	**-0.02%**	**(4.76)**	**0.00%**	**-**	**-7.86%**	**1.34**	**0.03%**	**1.34**
March 31, 2019	-0.03%	(6.10)	0.00%	(0.05)	3.55%	0.69	0.02%	0.64
Total								
March 31, 2020	**100.00%**	**24,689.42**	**100.00%**	**4,752.70**	**100.00%**	**(17.05)**	**100.00%**	**4,735.65**
March 31, 2019	100.00%	20,279.88	100.00%	3,576.56	100.00%	19.46	100.00%	3,596.02

Note 48 : The figures for the previous year have been regrouped / reclassified to correspond with current year's classfication/ disclosure that include changes consequent to the issuance of "Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013."

As per our report of even date attached
For **B S R & Co. LLP**
CHARTERED ACCOUNTANTS
Firm Registration Number : 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595
Mumbai, May 5, 2020

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

ASHOK HIREMATH
Managing Director
DIN: 00349345

ARIJIT MUKHERJEE
Whole Time Director
DIN: 07334111

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

ASTEC

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