ASTEC

Astec LifeSciences Ltd.

Dated: 28th July, 2017

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 23rd (Twenty Third Annual General Meeting)

Dear Sir,

With reference to our letter dated 4th July, 2017 in respect of the Notice of the 23rd (Twenty Third) Annual General Meeting ("AGM") of Astec LifeSciences Limited scheduled to be held on Friday, 28th July, 2017 at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079, Maharashtra, we would like to inform that the AGM was duly held and business was transacted thereat as per the Notice of the AGM dated 4th May, 2017.

In this connection, please find enclosed the following disclosures pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Companies Act, 2013:-

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;**

ASTEC LIFESCIENCES LIMITED MUMBAI

ISO 9001 International Standards Certifications ISO 9001:2008

ISO 14001 International Standards Certifications ISO 14001:2004

OHSAS 18001 International Standards Certifications OHSAS 18001:2007

Responsible Care® OUR COMMITMENT TO SUSTAINABILITY

Regd. Office :
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai -400079,
Maharashtra, India
Telephone : 022 - 25188010
Fax : 022 - 22618289
E-mail: astecinfo@godrejastec.com
Website : www.astecls.com
CIN : L99999MH1994PLC076236

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Astec LifeSciences Ltd.

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

3. Report of Scrutinizer dated 28th July, 2017 pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 – **Enclosed as Annexure 3;**

4. Annual Report for the Financial Year 2016-17 duly approved and adopted by the Shareholders at the AGM, pursuant to Regulation 34 of the Listing Regulations – **Enclosed as Annexure 4.**

We request you to take the above on your records.

Thanking you,

Yours sincerely,

For Astec LifeSciences Limited

ASTEC LIFESCIENCES LIMITED MUMBAI

Tejal Jariwala

Company Secretary & Compliance Officer

(ACS 32441)

Encl: A/a

ISO 9001 International Standards Certifications ISO 9001:2008

ISO 14001 International Standards Certifications ISO 14001:2004

OHSAS 18001 International Standards Certifications OHSAS 18001:2007

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Annexure 1

Summary of Proceedings of the 23rd (Twenty Third) Annual General Meeting

The **23rd (Twenty Third) Annual General Meeting ("AGM" or "the Meeting")** of the Shareholders of **Astec LifeSciences Limited ("the Company")** was held on **Friday, 28th July, 2017** at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra.

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

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

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) and the representatives of M/s. Shah & Kathariya (Statutory Auditors) and M/s. P. K. Pandya & Co. (Secretarial Auditors) attended the AGM.

The Chairman welcomed all the Shareholders and with the consent of the Shareholders present, took the Notice of the Meeting, Report of Board of Directors and of the Auditors and the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31st March, 2017 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 which had commenced on Monday, 24th July, 2017 at 9.00 a.m. (IST) upto Thursday, 27th July, 2017 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 Ballot Form at the end of 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 Ballot voting process.

Clarifications were then provided to the queries raised by the Shareholders on the Financials of the Company for the Year 2016-17.

The following items of business as per the Notice of the AGM dated 4th May, 2017 were transacted at the AGM:

ASTEC LIFESCIENCES LIMITED MUMBAI

Regd. Office :
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai -400079,
Maharashtra, India
Telephone : 022 - 25188010
Fax : 022 - 22618289
E-mail: astecinfo@godrejastec.com
Website : www.astecls.com
CIN : L99999MH1994PLC076236

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1. Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Statutory Auditors thereon.

2. Declaration of Final Dividend @15% (i.e. Re.1.50 per Equity Share of Face Value of Rs.10/- each) on Equity Shares for the Financial Year 2016-17.

3. Appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a Director, liable to retire by rotation.

4. Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company for a term of 5 (five) years commencing from the conclusion of the 23rd (Twenty Third) Annual General Meeting (AGM), till the conclusion of the 28th (Twenty Eighth) AGM.

5. 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, 2018.

The Chairman then informed that that the results of the voting shall be declared within 24 (Twenty Four) hours from the conclusion of the AGM and the same will be 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 AGM ended at 4.00 p.m. (IST) with a vote of thanks to the Chair.

It may also please be noted that as per the Report of the Scrutinizer dated 28th July, 2017 issued by Mr. Vikas R. Chomal, Practicing Company Secretary, all the above mentioned 5 (Five) Resolutions stand passed with requisite majority.

For Astec LifeSciences Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(ACS 32441)

ASTEC LIFESCIENCES LIMITED MUMBAI

ISO 9001 International Standards Certifications ISO 9001:2008
ISO 14001 International Standards Certifications ISO 14001:2004
OHSAS 18001 International Standards Certifications OHSAS 18001 : 2007
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Eastern Express Highway,
Vikhroli (E), Mumbai -400079,
Maharashtra, India
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Website : www.astecls.com
CIN : L99999MH1994PLC076236

Annexure 2

Voting results as per Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	28th July, 2017
Total number of Shareholders on record date	12,379 Shareholders as on Friday, 21st July, 2017
No. of Shareholders present in the Meeting either in person or through proxy:- Promoters and Promoter Group: Public: No. of Shareholders attended the Meeting through Video Conferencing:- Promoter and Promoter Group: Public:	 2 56 Nil Nil

ASTEC LIFESCIENCES LIMITED MUMBAI

Agenda wise disclosure:

1)

Resolution required: Ordinary				Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Statutory Auditors thereon.				
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 favour (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 and Promoter Group	**E-voting**	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (I)	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
Public-Institutions	**E-voting**	55,465	55,465	100.00	55,465	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (II)	55,465	55.465	100.00	55.465	-	100.00	-
Public-Non-Institutions	**E-voting**	70,337	63,851	90.77	63,841	10	99.98	
	Poll		6,486	9.22	6,451	-	99.46	0.01
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (III)	70,337	70,337	100.0	70,292	10	99.93	0.01
Total (I+II+III)		**1,29,45,563**	**1,29,45,563**	**100.00**	**1,29,45,518**	**10**	**99.99**	**0.01**

ASTEC LIFESCIENCES LIMITED MUMBAI

2)

Resolution required: Ordinary				Declaration of Final Dividend @15% (i.e. Re.1.50 per Equity Share of Face Value of Rs.10/- each) on Equity Shares for the Financial Year 2016-17.				
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 favour (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 and Promoter Group	**E-voting**	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (I)	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
Public- Institutions	**E-voting**	55,465	55,465	100.00	55,465	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (II)	55,465	55,465	100.00	55,465	-	100.00	-
Public- Non- Institutions	**E-voting**	70,302	63,816	90.77	63,816	-	100.00	-
	Poll		6,486	9.22	6,451	-	99.46	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (III)	70,302	70,302	100.00	70,267	-	99.95	-
Total (I+II+III)		**1,29,45,528**	**1,29,45,528**	**100.00**	**1,29,45,493**	**-**	**99.99**	**0.01**

ASTEC LIFESCIENCES LIMITED MUMBAI

3)

Resolution required: Ordinary				Appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a Director, liable to retire by rotation.				
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 favour (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 and Promoter Group	**E-voting**	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (I)	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
Public- Institutions	**E-voting**	55,465	55,465	100.00	-	55,465	-	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (II)	55,465	55,465	-	-	55,465	-	100.00
Public- Non- Institutions	**E-voting**	70,337	63,851	90.77	63,791	60	99.90	0.01
	Poll		6,486	9.22	6,451	-	99.46	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (III)	70,337	70,337	100.00	70,242	60	99.86	0.08
Total (I+II+III)		**1,29,45,563**	**1,29,45,563**	**100.00**	**1,28,90,003**	**55,525**	**99.57**	**0.42**

ASTEC LIFESCIENCES LIMITED MUMBAI

4)

Resolution required: Ordinary				Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company for a term of 5 (five) years commencing from the conclusion of the 23rd (Twenty Third) Annual General Meeting (AGM), till the conclusion of the 28th (Twenty Eighth) AGM.				
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 favour (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 and Promoter Group	**E-voting**	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (I)	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
Public-Institutions	**E-voting**	55,465	55,465	100.00	55,465	-	100.00	-
	Poll		-	-	-		-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (II)	55,465	55,465	100.00	55,465	-	100.00	-
Public-Non-Institutions	**E-voting**	70,337	63,851	90.77	63,791	60	99.90	0.09
	Poll		6,486	9.22	6,451	-	99.46	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (III)	70,337	70,337	100.00	70,242	60	99.86	0.08
Total (I+II+III)		**1,29,45,563**	**1,29,45,563**	**100.00**	**1,29,45,468**	**60**	**99.99**	**0.01**

ASTEC LIFESCIENCES LIMITED MUMBAI

5)

Resolution required: Ordinary				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, 2018.				
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 favour (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 and Promoter Group	**E-voting**	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (I)	1,28,19,761	1,28,19,761	100.00	1,28,19,761	-	100.00	-
Public-Institutions	**E-voting**	55,465	55,465	100.00	55,465	-	100.00	-
	Poll		-	-	-		-	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (II)	55,465	55,465	100.00	55,465	-	100.00	-
Public-Non-Institutions	**E-voting**	70,337	63,851	90.77	63,791	60	99.90	0.09
	Poll		6,486	9.22	4,451	-	68.62	-
	Postal Ballot (if applicable)		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Total (III)	70,337	70,337	100.00	68,242	60	97.02	0.08
Total (I+II+III)		**1,29,45,563**	**1,29,43,563**	**100.00**	**1,29,43,468**	**60**	**99.98**	**0.02**

ASTEC LIFESCIENCES LIMITED MUMBAI

ANNEXURE - 3

VIKAS R. CHOMAL & ASSOCIATES
COMPANY SECRETARIES

COMBINED SCRUTINIZER REPORT FOR THE RESULT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING CONDUCTED AT THE VENUE OF ANNUAL GENERAL MEETING THROUGH BALLOT FORM

To,
Mr. Nadir B. Godrej
Chairman
Astec LifeSciences Limited
Godrej One, 3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400079.

Sub : Passing of Resolutions through Remote E-voting and through Ballot Form at the 23rd(Twenty Third) Annual General Meeting of Astec LifeSciences Limited held on Friday, 28th July, 2017 at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai– 400 079, Maharashtra.

The Board of Directors had appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting through Ballot Form at the 23rd (Twenty Third) Annual General Meeting (AGM) of the Company.

The Remote E-voting had commenced on Monday, 24th July, 2017 [at 09.00 a.m. (IST)] till Thursday, 27th July, 2017 [till 05.00 p.m. (IST)]. The Company had availed of the services of National Securities Depository Limited (NSDL), for providing facility of remote e-voting to the Shareholders of the Company.

At the end of the remote e-voting period on Thursday, 27th July, 2017 at 05.00 p.m. (IST), the voting portal of the service provider was blocked forthwith. The limited information for the Shareholders who cast their votes, such as name, folio and number of shares held was obtained from the NSDL.

At the venue of the AGM, the facility to vote through Ballot Form was provided to facilitate those Shareholders present at the AGM who could not participate in the remote e-voting process.

Vikas R. Chomal & Associates ★ Company Secretaries ★ Mumbai

A/B - 201, 2nd Floor, Manas Bldg., Near Mahajan Wadi, Kharkar Ali, Thane (West) - 400 601.
Contact : 022-2541 0931, 9867811641, 9819811641 • E-mail : vikas@vrca.co.in / csvrca@gmail.com
Website : www.vrca.co.in

After counting of votes conducted at the venue of AGM through Ballot Form, the remote e-voting results were duly unblocked by me as a scrutinizer on 28th July, 2017 at 4.10 P.M. (IST) in the presence of two witnesses Ms. Priyanka Patil and Ms. Pooja Singh. For further details kindly refer my Scrutinizer report dated 28th July, 2017 attached herewith.

At the venue of the AGM,One Ballot box was kept for the purpose casting of votes which was locked in my presence with due identification mark placed by me. The locked Ballot box was subsequently opened in my presence and in the presence of two witnesses, as mentioned above, and the Ballot Forms were diligently scrutinized. The Ballot Forms were reconciled with the records maintained by the Registrar and the Share Transfer Agents, Bigshare Services Private Limited. The Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Thereafter, I as a scrutinizer duly compiled details of the remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM through Ballot Forms.

The Result of the Remote E-voting together with that of voting conductedat the venue of AGM by wayof Ballot Formsare as under:

RESOLUTION NO 1 - Ordinary Resolution

Adoption of Financial Statements for the Financial Year ended 31st March, 2017:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,29,39,067	6,451	1,29,45,518	100	35
Dissent	10	0	10	Negligible	
Total	1,29,39,077	6,451	1,29,45,528	100	

Vikas R. Chomal & Associates Company Secretaries Mumbai

RESOLUTION NO 2 - Ordinary Resolution

Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,29,39,042	6,451	1,29,45,493	100	35
Dissent	0	0	0	0	
Total	1,29,39,042	6,451	1,29,45,493	100	

RESOLUTION NO 3 - Ordinary Resolution

Appointment of a Director in place of Mr. Nadir B. Godrej, retiring by rotation, who has offered himself for re-appointment:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,28,83,552	6,451	1,28,90,003	99.57	35
Dissent	55,525	0	55,525	0.43	
Total	1,29,39,077	6,451	1,29,45,528	100	

RESOLUTION NO 4 - Ordinary Resolution

Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,29,39,017	6,451	1,29,45,468	100	35
Dissent	60	0	60	Negligible	
Total	1,29,39,077	6,451	1,29,45,528	100	

Vikas R Chomal & Associates * Company Secretaries * Mumbai

RESOLUTION NO 5 - Ordinary Resolution

Ratification of Remuneration of M/s. NNT & Co., Cost Accountants appointed as the "Cost Auditors" of the Company:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,29,39,017	4,451	1,29,43,468	100	2,035
Dissent	60	0	60	Negligible	
Total	1,29,39,077	4,451	1,29,43,528	100	

The above FIVE Resolutions stand passed with requisite majority.

I hereby confirm that I am maintaining the Register received from NSDL electronically in respect of remote e-voting and manually in respect of the votes cast through Ballot Form by the shareholders of the Company at the venue of AGM. I shall arrange to hand over these records to the Chairman of the AGM or such person to be authorized by him in due course.

Thanking You,
Yours faithfully,
For Vikas R. Chomal & Associates,
Company Secretaries

Vikas R. Chomal & Associates Mumbai Company Secretaries

Vikas R. Chomal
(Proprietor)
ACS-24941, CP-12133
Date: 28th July, 2017.

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Astec LifeSciences Limited

23rd Annual Report 2016-2017

CONTENTS

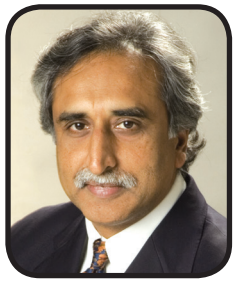
Particulars	Page No.
Board of Directors	2
Corporate Information	3
Managing Director's Message	5
Financial Highlights	6
Notice of Annual General Meeting (AGM) and Explanatory Statement	7
Route Map for AGM Venue	16
Directors' Report and Annexures	17
Management Discussion and Analysis Report	56
Report on Corporate Governance	59
Auditors' Report (Standalone)	89
Standalone Accounts	96
Auditors' Report (Consolidated)	151
Consolidated Accounts	156
Proxy Form	-

Important Communication to Shareholders

The Ministry of Corporate Affairs 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. To support this green initiative of the Government in full measure, Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings, with the Depository through their concerned Depository Participants.

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. Sitendu Sharma
Director

Dr. Leena Raje
Director

Mr. Vinod Malshe
Director

Dr. Brahma Nand Vyas
Director

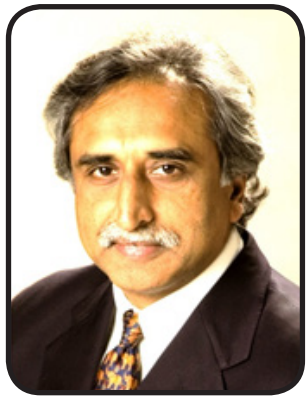
Mr. Vijay Kashinath Khot
Director

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. Sitendu Sharma Mr. Vinod Malshe Dr. Leena Raje Dr. Brahma Nand Vyas Mr. Vijay Kashinath Khot
STATUTORY AUDITORS	:	M/s. Shah & Kathariya, Chartered Accountants
SECRETARIAL AUDITORS	:	M/s. P. K. Pandya & Co., Practicing Company Secretaries
BOARD COMMITTEES		
AUDIT COMMITTEE	:	Mr. Sitendu Sharma (Chairman) Mr. Vinod Malshe Dr. Leena Raje Mr. Vijay Kashinath Khot 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. Sitendu Sharma Mr. Vinod Malshe
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. Sitendu Sharma Mr. Balram Singh Yadav Mr. P. P. Manoj
COMPENSATION COMMITTEE	:	Mr. Sitendu Sharma (Chairman) 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. Ravindra Inani (upto 31st May, 2016) Mr. P. P. Manoj (w.e.f. 26th July, 2016)
COMPANY SECRETARY & COMPLIANCE OFFICER	:	Ms. Tejal Jariwala
REGISTRAR AND SHARE TRANSFER AGENT	:	Bigshare Services Private Limited E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072, Maharashtra
REGISTERED OFFICE	:	**Upto 31st May, 2017:** 7th Floor, Elite Square, 274, Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra **With effect from 1st June, 2017:** "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra **Contact Number:-** Tel. No.: 022-25188010 Fax No.: 022-22618289 **Website:** www.astecls.com **Email:** astecinfo@godrejastec.com **Corporate Identity Number (CIN):** L99999MH1994PLC076236
FACTORIES	:	(1) B-17, B-18 and B-21, MIDC Mahad, Birwadi Industrial Area, Mahad, District Raigad – 402 301, Maharashtra (2) B-16, MIDC Mahad, Birwadi Industrial Area, Mahad, District Raigad – 402 301, Maharashtra (3) Additional MIDC Plot No: K-2/1/1, Mahad, District Raigad – 402 301, Maharashtra
RESEARCH & DEVELOPMENT CENTRE	:	F-39, MIDC-Phase-II Dombivili (East) – 421 204, District Thane, Maharashtra
BANKERS	:	ICICI Bank Limited State Bank of Hyderabad IDBI Bank Limited Kotak Mahindra Bank Limited Axis Bank Limited HDFC Bank Limited Citibank N.A.

MANAGING DIRECTOR'S MESSAGE



Mr. Ashok V. Hiremath
Managing Director

I am pleased to inform you that your Company's performance has significantly improved over the previous year. Sales grew by 36.55% from ₹22,190.14 Lakh to ₹30,301.34 Lakh, while Profit After Tax grew by 5,296.89% from ₹35.38 Lakh to ₹1,909.42 Lakh. This was achieved in spite of reduced selling prices which negatively impacted the topline.

The improved performance was due to better plant utilization and debottlenecking which enabled us to meet the increased demand for our products. Significant reductions were effected in operating costs and borrowing cost.

The outlook for the current year is bright and we expect to further improve our performance. Our order books are healthy. We expect that some of the projects undertaken during the year will come on line which will further improve performance. These include the introduction of new products, backward integration and efficiency improvements.

Our Environment, Health & Safety (EHS) performance has continued to be good. We crossed 3 million hours worked without lost time injury. One of our sites operates on a zero discharge basis and we have made significant improvements in controlling the generation of wastes. We have been audited by multinationals and the results are very encouraging. Our 'Responsible Care' initiatives are yielding good results.

Our integration with Godrej is going well and many processes have been strengthened. We have successfully implemented the SAP ERP system and Human Resource (HR) functions have improved.

Our Research & Development (R&D) facilities at Dombivli have expanded and this will result in increased development capabilities.

Our Corporate Social Responsibility (CSR) activities continue satisfactorily and we have completed some projects in the areas of drinking water supply, sanitation and education.

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.

FINANCIAL HIGHLIGHTS

Standalone Financial Highlights: **(₹ in Lakh)**

Particulars	2016-17	2015-16	% Change
Revenue from Operations	31,275.74	23,518.55	33.0%
Total Equity	13,798.55	11,823.60	16.7%
Capital Expenditure excluding Capital Work-in-Progress (CWIP)	3,068.51	1,284.28	138.9%
Profit / (Loss) Before Exceptional Items and Tax	3,922.93	1,074.18	265.2%
Profit / (Loss) Before Tax	2,862.72	759.42	277.0%
Profit / (Loss) After Tax	1,909.42	35.38	5296.9%
Other Comprehensive Income (Net of Tax)	(10.64)	(6.37)	67.0%
Total Comprehensive Income	1,898.78	29.01	6445.3%
Earnings Per Share – Basic (in ₹)	9.79	0.18	5338.9%
Earnings Per Share – Diluted (in ₹)	9.77	0.18	5327.8%
Proposed Dividend, subject to approval of Shareholders at the ensuing AGM (per Equity Share of Face Value of ₹10/- each) (in ₹)	1.50	-	0.0%

Consolidated Financial Highlights: **(₹ in Lakh)**

Particulars	2016-17	2015-16	% Change
Revenue from Operations	31,340.35	24,699.25	26.9%
Total Equity	11,850.89	9,857.36	20.2%
Capital Expenditure excluding Capital Work-in-Progress (CWIP)	3,068.51	1,284.28	138.9%
Profit / (Loss) Before Exceptional Items and Tax	3,934.51	1,557.19	152.7%
Profit / (Loss) Before Tax	2,874.30	1,242.43	131.3%
Profit / (Loss) After Tax	1,917.86	506.63	278.6%
Other Comprehensive Income (Net of tax)	(4.97)	(21.92)	(77.3%)
Total Comprehensive Income	1,912.90	484.71	294.6%
Total Comprehensive Income attributable to:			
- Owners of Astec LifeSciences Limited	1,906.81	480.85	296.5%
- Non Controlling Interests	6.09	3.86	57.8%
Earnings Per Share – Basic (in ₹)	9.81	2.55	284.7%
Earnings Per Share – Diluted (in ₹)	9.78	2.54	285.0%

ASTEC

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: astecinfo@godrejastec.com

NOTICE OF THE 23RD (TWENTY THIRD) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd (Twenty Third) Annual General Meeting ("AGM") of the Shareholders of ASTEC LIFESCIENCES LIMITED will be held on Friday, 28th July, 2017 at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements for the Financial Year ended 31st March, 2017:**

   To consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 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 2016-17:**

   To declare Final Dividend on Equity Shares for the Financial Year 2016-17.

3. **Appointment of a Director in place of Mr. Nadir B. Godrej, retiring 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.

4. **Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company:**

   To consider appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company and if thought fit, to pass, the following as an Ordinary Resolution:-

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), be and are hereby appointed as the "Statutory Auditors" of the Company, to hold office for a term of 5 (five) years commencing from the conclusion of the 23rd (Twenty Third) Annual General Meeting (AGM), till the conclusion of the 28th (Twenty Eighth) AGM, at such remuneration as may be decided by the Company."

   "**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."

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

SPECIAL BUSINESS:

5. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants appointed as the "Cost Auditors" of the Company:

To consider and ratify the remuneration of M/s. NNT & Co., Cost Accountants appointed as the Cost Auditors of the Company and if thought fit, to pass, the following as an Ordinary Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions of 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 Board of Directors, remuneration of M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904), the "Cost Auditors" appointed by the Board of Directors of the Company, for the Financial Year ending 31st March, 2018 for the conduct of the audit of the cost records of the Company, of ₹40,000/- (Rupees Forty Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, 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. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to the Special Business under Item No. 5 as set out in the Notice is annexed hereto.

2. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.**

   Pursuant to Section 105 of the Act, a person can act as a Proxy on behalf of not more than 50 (fifty) Shareholders and holding in aggregate, not more than 10% (ten per cent) of the total share capital of the Company. Shareholders holding more than 10% (ten per cent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Shareholder. A proxy so appointed shall not have any right to speak at the Meeting. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company **(*)**, duly completed and signed, not later than 48 (forty eight) hours before the commencement of the Meeting. Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

   Corporate Shareholders intending to send their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified true copy of the Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

3. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company between 09.30 a.m. (IST) to 06.00 p.m. (IST).

4. Shareholder(s) / Proxy(ies) / Authorised Representative(s) should bring the duly filled Attendance Slip enclosed herewith to the AGM.

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

5. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, will be available for inspection by the Shareholders at the AGM.

6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Shareholders at the AGM.

7. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 19th July, 2017 to Friday, 21st July, 2017 (both days inclusive).**

8. All documents referred to in Point No. 5 and 6 of the accompanying Notice are available for inspection at the Registered Office of the Company **(*)** between 10.00 a.m. (IST) to 4.00 p.m. (IST) on all days except Saturdays, Sundays and Public Holidays, upto the date of the AGM.

9. Shareholders holding shares in dematerialised form are requested to direct change of address notifications and updates of bank account details to their respective Depository Participants.

10. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Shareholders who have registered their e-mail address(es) either with the Company or with the Depository Participant(s). Shareholders holding shares in dematerialised form are requested to register their e-mail address(es) with their Depository Participant(s) only. Shareholders of the Company who have registered their e-mail address(es) are also entitled to receive such communication in physical form, upon request. For Members who have not registered their e-mail address(es), physical copies would be sent by the permitted mode.

    Members are requested to support this Green Initiative by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialised form) or with Bigshare Services Private Limited, Registrar and Share Transfer Agent ("Bigshare") (in case of Shares held in physical form).

11. The Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent in electronic mode to Shareholders whose e-mail address(es) are registered with the Company or the Depository Participant(s), unless the Shareholders have requested for hard copies of the same. Physical copy of the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent to those Shareholders who have not registered their e-mail address(es) with the Company or Depository Participant(s). Shareholders who have received the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM. Shareholders are requested to furnish the printed Attendance Slip along with a valid identity proof such as PAN card, Passport, AADHAR card or Driving License while entering the AGM hall.

12. The Dividend, if declared at the AGM, would be paid / dispatched on Monday, 7th August, 2017 to those persons or their mandates:

    (a) whose names appear as Beneficial Owners as at the end of the business hours on Tuesday, 18th July, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) 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 Tuesday, 18th July, 2017.

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

13. Pursuant to the provisions of Section 124 and 125 of the Act, the amount of Dividend remaining unclaimed for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund (IEPF). The details of Dividend declared from the Financial Year 2008-09 and the last date of transferring Unclaimed and Unpaid Dividend declared by the Company for the Financial Year 2009-10 is as under:

Financial Year	Date of Declaration of Dividend	Dividend (%)	Dividend per Share (in ₹)	Amount lying in the Unpaid Dividend Account as on 31st March, 2017 (in ₹)	Last date for claiming Unpaid/ Unclaimed dividend
2008-09	27.08.2009	7.5	0.75	Nil	-
2009-10	23.08.2010	10	1.00	1,00,296.00	23.09.2017
2010-11	23.09.2011	5	0.50	55,384.00	23.10.2018
2011-12	25.09.2012	5	0.50	75,406.50	25.10.2019
2012-13	17.09.2013	7.5	0.75	78,285.50	17.10.2020
2013-14	23.09.2014	10	1.00	1,08,112.00	23.10.2021
2014-15	22.09.2015	12.5	1.25	1,14,896.50	22.10.2022
2015-16	-	-	-	Nil	-

The Company is required to transfer the amount of Unpaid Dividend for the Financial Year 2009-10 to the IEPF on 23rd September, 2017 as the amount has been lying unpaid for the said year for more than 7 (seven) years.

14. Shareholders who have not encashed the Dividend warrants for the previous year(s) so far, are requested to make their claim to Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400 072, Maharashtra, well in advance of the above due dates. Pursuant to the provisions of 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, 2016 (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.

15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

16. The Securities and Exchange Board of India has made it mandatory for all companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the Registrar and Share Transfer Agents 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 Shareholders 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. Shareholders 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.

17. The Company has extended the facility of electronic credit of Dividend directly to the respective Bank Account(s) of the Shareholder(s) through the ECS / National Electronic Clearing Service (NECS). Shareholders wishing to avail of this facility are requested to intimate Bigshare / Depository

Participant(s) about the same. Shareholders located in places where ECS / NECS facility is not available may submit their Bank Account details to Bigshare. This will enable the Company to incorporate this information on the Dividend warrants and thus prevent fraudulent encashment.

18. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company **(*)** to facilitate clarifications during the Meeting.

19. E-voting:

    a) In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s) / modification(s) / re-enactment(s) thereto], the Company has provided a facility to the Shareholders to cast their votes, electronically, through the electronic voting service facility arranged by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice. The Facility for voting through Ballot Form will also be made available at the AGM and the Shareholders attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the AGM through Ballot Form.

    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 **Monday, 24th July, 2017 (at 9.00 a.m. IST)** and ends on **Thursday, 27th July, 2017 (at 5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., **Friday, 21st July, 2017**, 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.

PROCEDURE FOR REMOTE E-VOTING IS AS UNDER:

I] A] In case a Shareholder receives an email from NSDL [for Shareholders whose e-mail ids are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; "**Astec LifeSicences e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "**Astec LifeSciences Limited**".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail, to the Scrutinizer, Mr. Vikas R. Chomal, Practicing Company Secretary on vikas@vrca.co.in / csvrca@gmail.com with a copy marked to evoting@nsdl.co.in.

B] In case a Shareholder receives physical copy of the Notice of Annual General Meeting [for Shareholders whose email IDs are not registered with the Company / Depository Participants(s)]:

Initial password is provided with the Attendance Slip in the following format:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II] In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available in the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

III] If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password / PIN for casting your vote.

IV] You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V] The voting rights of Shareholders shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on the cut-off date **Friday, 21st July, 2017**.

VI] Any person, who acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., **Friday, 21st July, 2017**, may obtain the login ID and password by sending an e-mail request at evoting@nsdl.co.in.

VII] However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VIII] In case of grievances connected with facility for voting by electronic means, Shareholders are requested to contact Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited (NSDL), through e-mail, at RajivR@nsdl.co.in / evoting@nsdl.co.in or call on 1800-222-990. Shareholders may also write to him at NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra.

20. Voting through Ballot Form shall be allowed at the time of AGM for the Shareholders who have not already cast their vote through remote e-voting.

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

22. The Results shall be declared not later than 48 (forty eight) hours from conclusion of the AGM. The Results declared along with the Scrutiniser'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 (BSE) and National Stock Exchange of India Limited (NSE), where Equity Shares of the Company are listed.

23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Friday**, **28th July, 2017**.

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

Mumbai, 4th May, 2017

Registered Office (*):
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079
Maharashtra
Tel No.: 022-2518 8010
Fax No.: 022-22618289
Website: www.astecls.com
Email: astecinfo@godrejastec.com
CIN: L99999MH1994PLC076236

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

Tejal Jariwala
Company Secretary & Compliance Officer
(ACS 32441)

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

ANNEXURE TO THE NOTICE FOR THE 23rd (TWENTY THIRD) 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 23rd (Twenty Third) Annual General Meeting of Astec LifeSciences Limited on **Friday, 28th day of July, 2017** at **3.00 p.m.** (IST): -

Item No. 5:

The Board of Directors of the Company, based on recommendations of the Audit Committee, has appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904), as the "Cost Auditors" of the Company for the Financial Year 2017-18, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on 4th May, 2017.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹40,000/- (Rupees Forty Thousand Only) per annum, exclusive of applicable tax(es) 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 Section 141(3) of the Act;

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

(c) none of their Partners is in the whole-time employment of any Company; and

(d) they are an independent firm of Cost Accountants 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. 5.

The Board recommends the Ordinary Resolution set forth in Item No. 5 for approval of the Shareholders.

Mumbai, 4th May, 2017

Registered Office (*):
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079
Maharashtra
Tel No.: 022-2518 8010
Fax No.: 022-22618289
Website: www.astecls.com
Email: astecinfo@godrejastec.com
CIN: L99999MH1994PLC076236

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

Tejal Jariwala
Company Secretary & Compliance Officer
(ACS 32441)

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

Brief Resume of Director(s) / Person(s) seeking Appointment / Re-appointment at the 23rd (Twenty Third) Annual General Meeting of the Company

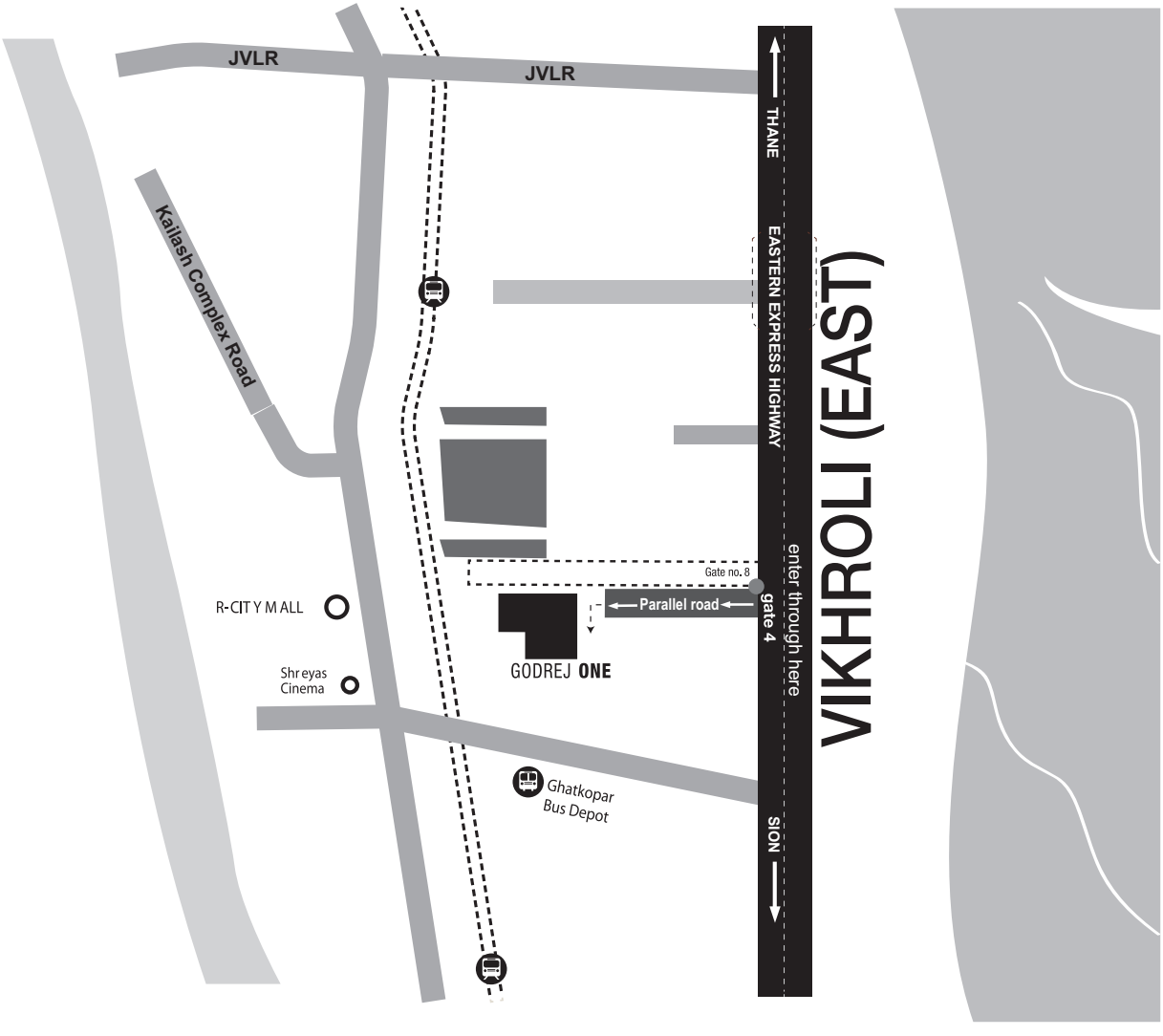
[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	**Mr. Nadir B. Godrej**
Director Identification Number (DIN)	00066195
Date of Birth (DD/MM/YYYY)	26/08/1951
Age (in years)	65
Nationality	Indian
Date of Appointment (DD/MM/YYYY)	06/11/2015
Shareholding in the Company	Nil
Qualification	B. S. (Chemical Engineering) from Massachusetts Institute of Technology (U.S.A.), M.S. (Chemical Engineering) from Stanford University, M.B.A. from Harvard Business School.
Nature of expertise in specific functional areas	Engineering and Management
Directorships held in other Companies*	1. Godrej Consumer Products Limited 2. Godrej Industries Limited 3. Godrej Properties Limited 4. Mahindra and Mahindra Limited 5. The Indian Hotels Company Limited
Chairmanships of Committees in other companies**	Godrej Consumer Products Limited (Stakeholders' Relationship Committee and Corporate Social Responsibility Committee) Godrej Agrovet Limited (Corporate Social Responsibility Committee and Managing Committee)
Memberships of Committees in other companies**	Godrej Industries Limited (Stakeholders' Relationship Committee) Mahindra and Mahindra Limited (Audit Committee and Governance, Nomination and Remuneration Committee) Godrej Tyson Foods Limited (Nomination and Remuneration Committee) The Indian Hotels Company Limited (Nomination and Remuneration Committee, Audit Committee and Corporate Social Responsibility Committee)
Relationships between Directors of the Company *inter-se*	None

* this includes names of Listed Companies in which the person holds the Directorship.

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

ROAD MAP FOR AGM VENUE



DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

To the Shareholders,

Your Company's Directors are pleased to present the 23rd (Twenty Third) Annual Report alongwith the Audited Financial Statements for the Financial Year ended 31st March, 2017.

1. Highlights of Financial Performance

Your Company's financial performance during the Financial Year 2016-17 as compared to that of the previous Financial Year 2015-16 is summarized below:-

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Revenue from Operations (Gross)	31,275.74	23,518.55	31,340.35	24,699.24
Other Income	237.42	285.16	237.42	721.50
Total Income	**31,513.16**	**23,803.71**	**31,577.77**	**25,420.74**
Profit before Interest, Depreciation & Tax	6,513.22	3,359.80	6,526.23	3,877.65
Less: Finance Charges	1,222.98	1,249.46	1,223.53	1,280.62
Less: Depreciation	1,367.31	1,036.16	1,368.19	1,039.84
Profit /(Loss) before Exceptional Items and Tax	**3,922.93**	**1,074.18**	**3,934.51**	**1,557.19**
Less: Exceptional Items	1,060.21	314.76	1,060.21	314.76
Profit /(Loss) before Tax	**2,862.72**	**759.42**	**2,874.30**	**1,242.43**
Less: Provision for Current Tax	609.27	-	612.41	2.64
Less: Provision for Deferred Tax	344.03	724.04	344.03	733.15
Profit/(Loss) After Tax	**1,909.42**	**35.38**	**1,917.86**	**506.63**
Other Comprehensive Income (Net of tax)	(10.64)	(6.37)	(4.97)	(21.92)
Total Comprehensive Income	**1,898.78**	**29.01**	**1,912.90**	**484.71**
Total Comprehensive Income attributable to:				
- Owners of Astec LifeSciences Limited	N.A	N.A	1,906.81	480.85
- Non-controlling interests	N.A	N.A	6.09	3.86

(N.A: Not Applicable)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April, 2016, pursuant to the notification of Companies (Indian Accounting Standard) Rules, 2015 issued by the Ministry of Corporate Affairs. Previous years' figures have been restated and audited by our Statutory Auditor M/s. Shah & Kathariya, Chartered Accountants (Firm Registration No. 115171W).

2. Review of Operations / State of Affairs

Standalone:

For the Financial Year ended 31st March, 2017, Operating Profit, i.e., Earnings Before Interest, Tax, Depreciation and Amortization ("EBITDA") is ₹6,513.22 Lakh, against Operating Profit of ₹ 3,359.80 Lakh reported for the Financial Year ended 31st March, 2016. Profit After Tax is ₹1,909.42 Lakh for the Financial Year ended 31st March, 2017, as compared to the Profit After Tax of ₹35.38 Lakh reported for the Financial Year ended 31st March, 2016.

Consolidated:

For the Financial Year ended 31st March, 2017, Operating Profit, i.e., EBITDA is ₹6,526.23 Lakh, against Operating Profit of ₹3,877.64 Lakh reported for the Financial Year ended 31st March, 2016, Profit After Tax is ₹1,917.86 Lakh for the Financial Year ended 31st March, 2017, as compared to the Profit After Tax of ₹506.63 Lakh reported for the Financial Year ended 31st March, 2016.

3. Dividend

Your Directors have recommended a Final Dividend for the Financial Year 2016-17 at the rate of 15% (fifteen per cent), i.e., ₹1.50/- (Rupee One and Paise Fifty Only) per Equity Share of Face Value of ₹10/- (Rupees Ten Only) each, subject to approval of the Shareholders at the ensuing 23rd (Twenty Third) Annual General Meeting.

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Tuesday, 18th July, 2017 and in respect of shares held in dematerialised 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 Dividend payout for the Financial Year under review is in accordance with the Company's Dividend Distribution Policy.

4. Particulars of Loans, Guarantees and Investments

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

5. Share Capital

The Paid-up Equity Share Capital as on 31st March, 2017 was ₹19,51,28,550/- (Rupees Nineteen Crore Fifty One Lakh Twenty Eight Thousand Five Hundred and Fifty Only). During the Financial Year under review, the Company has allotted 57,800 (Fifty Seven Thousand Eight Hundred) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each pursuant to exercise of Options by the employees of the Company under Employee Stock Options Plan, 2012 (ESOP 2012).

6. Management Discussion and Analysis Report

There is a separate section on Management Discussion and Analysis Report forming a part of the Annual Report of the Company, which includes the following:

- Industry Structure and Developments;
- Discussion on Financial Performance with respect to Operational Performance;
- Segment - wise or Product - wise Performance;
- Material Developments in Human Resources / Industrial Relations front and Number of people employed;
- Opportunities and Threats;
- Internal Control Systems and their Adequacy;
- Risk and Concerns;
- Outlook.

7. Godrej Agrovet Limited (Holding Company)

Godrej Agrovet Limited is, *inter-alia*, engaged in the business of manufacture and marketing of Animal Feeds, Agricultural Inputs and Oil Palm. The shareholding of Godrej Agrovet Limited in the Company as on 31st March, 2017 was 55.54% [i.e. 1,08,37,139 (One Crore Eight Lakh Thirty Seven Thousand One Hundred Thirty Nine) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each] of the Paid-up Equity Share Capital of the Company.

8. Subsidiary Companies

Your Company had following Subsidiary Companies during the Financial Year 2016-17:

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, 2017, Operating Profit, i.e., EBITDA is ₹10.22 Lakh, against Operating Profit of ₹9.44 Lakh reported for the Financial Year ended 31st March, 2016, Profit After Tax is ₹6.45 Lakh for the Financial Year ended 31st March, 2017, as compared to the Profit After Tax of ₹5.90 Lakh reported for the Financial Year ended 31st March, 2016.
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 period ended 31st March, 2017, Operating Profit, i.e., EBITDA was ₹8.55 Lakh, against Operating Profit of ₹16.28 Lakh reported for the period ended 31st December, 2015, Profit After Tax was ₹7.77 Lakh for the period ended 31st March, 2017, as compared to Profit After Tax of ₹15.90 Lakh reported for the period ended 31st December, 2015.
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 period ended 31st March, 2017, Operating Profit, i.e., EBIDTA was Profit/ (Loss) of ₹ (5.72) Lakh against Operating Profit/ (Loss) of ₹(3.65) Lakh reported for the period ended 30th September, 2015, Profit/ (Loss) after Tax was ₹(5.75) Lakh for the period ended 31st March, 2017, as compared to Profit/ (Loss) after Tax of ₹(3.65) Lakh reported for the period ended 30th September, 2015.

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 forms a part of the Directors' Report and is annexed herewith in Form AOC-1 as '**Annexure A'**.

9. 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 a 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, viz., www.astecls.com. 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 **(*)**.

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

10. Directors

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Company's Articles of Association, Mr. Nadir B. Godrej, Chairman and Non-Executive Non-Independent Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting (AGM), and being eligible, has offered himself for re-appointment. Appropriate resolution for re-appointment of Mr. Nadir B. Godrej as the "Chairman and Director" is being moved at the ensuing 23rd (Twenty Third) AGM, which the Board recommends for your approval.

Mr. Arijit Mukherjee, Director of the Company was appointed as the "Whole Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2016 upto 3rd May, 2019 on the terms and conditions as approved by the Shareholders of the Company by way of passing of Special Resolution at the 22nd (Twenty Second) AGM of the Company held on 26th July, 2016.

Mr. Nadir B. Godrej, Mr. Balram Singh Yadav and Mr. Rakesh Dogra, Directors of the Company were appointed as "Additional Directors" of the Company upto the conclusion of the 22nd (Twenty Second) AGM. They were appointed as "Directors" of the Company as approved by the Shareholders of the Company by way of passing of Ordinary Resolutions at the 22nd (Twenty Second) AGM held on 26th July, 2016.

Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas, Directors of the Company 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 as approved by the Shareholders of the Company by way of passing of Ordinary Resolutions at the 22nd (Twenty Second) AGM of the Company held on 26th July, 2016.

Your Company has received declarations from Mr. Sitendu Sharma, Mr. Vinod Malshe, Dr. Leena Raje, Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas, Independent Directors of the Company, 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.

Meetings:

The Board of Directors of your Company met 4 (four) times during the Financial Year ended 31st March, 2017. 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.

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

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.

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, 2017, 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, 2017 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, 2017 have been prepared on a going concern basis;

e) that proper Internal Financial Controls were in place and that the Financial Controls were 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.

11. Auditors

Statutory Auditors:

In terms of the provisions of Section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 pertaining to mandatory rotation of Statutory Auditors, your Company is required to appoint new Statutory Auditors in place of M/s. Shah & Kathariya, Chartered Accountants, Mumbai (Firm Registration Number: 115171W), the existing Statutory Auditors, at the ensuing 23rd (Twenty Third) AGM of the Company.

Keeping in view the requirements set out in the Companies Act, 2013 and Rules framed thereunder and based on the recommendation of the Audit Committee, the Board of Directors have recommended the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as the new Statutory Auditors for a term of 5 (five) years, to hold office from the conclusion of the 23rd (Twenty Third) AGM till the conclusion of 28th (Twenty Eighth) AGM, subject to approval of the Shareholders at the ensuing 23rd (Twenty Third) AGM.

Your Company has obtained written confirmation from M/s. B S R & Co. LLP, Chartered Accountants that they are eligible for appointment in terms of the said provisions of the Companies Act, 2013 and Rules framed thereunder and that they are not disqualified for appointment. The Auditors have

also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

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 maintained by your Company are required to be audited. Your Directors had, on recommendation of the Audit Committee, appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904) as the Cost Auditors of the Company for the Financial Year 2016-17.

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 Company had appointed M/s. P. K. Pandya & Co., a firm of Company Secretaries in Practice (Certificate of Practice Number: 2311), Mumbai to undertake the Secretarial Audit of the Company for the Financial Year 2016-17.

The Secretarial Audit Report issued by M/s. P. K. Pandya & Co., Secretarial Auditors for the Financial Year ended 31st March, 2017 is annexed herewith as **'Annexure B'.**

12. Composition of Audit Committee of the Board of Directors

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)
Mr. Vinod Malshe	Member (Independent Director)
Dr. Leena Raje	Member (Independent Director)
Mr. Vijay Kashinath Khot	Member (Independent Director)
Mr. Ashok V. Hiremath	Member (Managing Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

Audit Committee Meetings were held 4 (four) times during the Financial Year 2016-17 (on 4th May, 2016, 26th July, 2016, 27th October, 2016 and 25th January, 2017). The Board has accepted all the recommendations of the Audit Committee.

13. Composition of Nomination and Remuneration Committee of the Board of Directors

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:-

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)

Nomination and Remuneration Committee Meetings were held 3 (three) times during the Financial Year 2016-17 (on 4th May, 2016, 26th July, 2016 and 25th January, 2017).

14. 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:-

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)

CSR Committee Meetings were held 2 (two) times during the Financial Year 2016-17 (on 4th May, 2016 and 25th January, 2017).

Areas of CSR Expenditure:

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 is as under:

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 of 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.

Amount of CSR spending:

Your Company was required to spend ₹ 16.49 Lakh towards CSR Activities in terms of provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, during the Financial Year 2016-17. Your Company has spent ₹17.85 Lakh towards CSR Activities. Your Company is in process of taking up different projects for the improvement of sanitation, health and education for the people in the areas where it operates.

Annual Report on CSR Activities:

The Annual Report on CSR Activities for the Financial Year 2016-17 is annexed herewith as '**Annexure C**'.

15. Risk Management

Pursuant to the requirement 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)
Mr. P. P. Manoj	Member (Chief Financial Officer)

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

16. Related Party Transactions

All Related Party Transactions entered into by your Company during the Financial Year 2016-17 were on arm's length basis and in the ordinary course of business. There are 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 regarding disclosure of Related Party Transactions in Form AOC-2 is not applicable. Attention of Shareholders is also drawn to the disclosure of transactions with related parties set out in Note No. 38 of Standalone Financial Statement, 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, sectoral specialisation and the Company's long term strategy for sectoral investments, profitability, legal requirements, liquidity and capital resources. All related party transactions are on arms' length basis and are intended to further the Company's interests.

17. 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, viz., www.astecls.com. 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:	
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, 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.
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.

The key policies that have been adopted by the Company are as follows:	
Policy for determining Material Subsidiaries	This Policy is used to determine the material subsidiaries and material non-listed Indian Subsidiaries of the Company and to provide the governance framework for them. At present, your Company does not have any material subsidiary whose net worth exceeds 20% (twenty per cent) of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% (twenty per cent) of the consolidated income of the Company.
Nomination and Remuneration Policy	This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director (Executive / Non-Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management Employees.
Whistle Blower Policy / Vigil Mechanism	Your Company has a Vigil Mechanism / Whistle Blower Policy which provides adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to Mr. Sitendu Sharma, Chairman of the Audit Committee, in appropriate or exceptional cases.
Policy on 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. As required under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee (ICC) comprising of the following Members: 1) Ms. Tejal Jariwala, Presiding Officer; 2) Dr. Leena Raje, Member; 3) Mr. Ritesh Bhardwaj, Member; 4) Ms. Sanjeevani Sadani, Member; 5) Ms. Neera Nundy, Member. No complaints of sexual harassment were received during the Financial Year 2016-17.
Policy on Materiality of Related Party Transaction and dealing with Related Party Transaction	This Policy regulates all transactions between the Company and its Related Parties.
Code of Conduct for Insider Trading	This Policy sets up an appropriate mechanism to curb Insider Trading.
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 Listing Regulations.
Policy for Maintenance and Preservation of Documents	The purpose of this Policy is to specify the type of document(s) and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Listing Regulations. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.

The key policies that have been adopted by the Company are as follows:	
Archival Policy	This Policy was framed pursuant to the Regulation 30 of the Listing Regulations. As per this Policy, your Company is required to disclose on its website, all such events or information which have been disclosed to the Stock Exchanges where the securities of the Company are listed under Regulation 30 of Listing Regulations. Further, such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per this Policy of the Company.
Dividend Distribution Policy	This Policy is framed by the Board of Directors in terms of the Listing Regulations. The focus of the Company is to have a Policy on distribution of Dividend so that the investor may know as to when and how much Dividend they may expect.

18. Managerial Remuneration

It is hereby confirmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees during the Financial Year 2016-17 was as per the Nomination and Remuneration Policy of the Company.

Disclosure as per 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 2016-17 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-17 is as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the Financial year 2016-17 (₹ in Lakh)	% increase in Remuneration in the Financial year 2016-17	Ratio of Remuneration of each Director to Median Remuneration of Employees
1	Mr. Nadir B. Godrej, Chairman, Non-Executive Non- Independent Director	Nil	Not Applicable	Nil
2	Mr. Ashok V. Hiremath, Managing Director	95.75	(0.022%)	1.29:1
3	Mr. Arijit Mukherjee, Whole Time Director*	35.60	Not Applicable	0.48:1
4	Mr. Balram Singh Yadav, Non-Executive Non- Independent Director	Nil	Not Applicable	Nil
5	Mr. Rakesh Dogra, Non-Executive Non-Independent Director	Nil	Not Applicable	Nil
6	Mr. Brahma Nand Vyas, Non-Executive Independent Director	Nil	Not Applicable	Nil
7	Mr. Vijay Kashinath Khot, Non-Executive Independent Director	Nil	Not Applicable	Nil

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the Financial year 2016-17 (₹ in Lakh)	% increase in Remuneration in the Financial year 2016-17	Ratio of Remuneration of each Director to Median Remuneration of Employees
8	Mr. Sitendu Sharma, Non- Executive Independent Director	Nil	Not Applicable	Nil
9	Mr. Vinod Malshe, Non-Executive Independent Director	Nil	Not Applicable	Nil
10	Dr. Leena Raje, Non-Executive Independent Director	Nil	Not Applicable	Nil
11	Mr. Ravindra Inani, Chief Financial Officer**	36.43	(10.60%)	Not Applicable
12	Mr. P. P. Manoj, Chief Financial Officer***	13.14	Not Applicable	
13	Ms. Tejal Jariwala, Company Secretary & Compliance Officer	8.78	21.95%	
* Appointed as Whole Time Director with effect from 3rd May, 2017 **Resigned with effect from 31st May, 2016 ***Appointed with effect from 26th July, 2016				
(ii) The percentage increase in the median remuneration of employees in the Financial Year		50.10%		
(iii) The number of permanent employees on the rolls of Company		247 as on 31st March, 2017		
(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 percentile decrease in Remuneration of Employees during the Financial Year 2016-17 was 0.08% as compared to Average percentile decrease in remuneration of Managerial Personnel which was 0.11%.		

19. Particulars of Employees

Statement of Employees as per Rules 2 and 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2016-17:-

There were no employees except Mr. Ashok V. Hiremath, Managing Director of the Company, drawing remuneration more than as provided under Rule 5, sub-rule (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the Financial Year 2016-17.

The statement showing details of Mr. Ashok V. Hiremath, Managing Director, as required under Rule 5, sub-rule (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as follows:-

Sr. No.	Particulars	Information
(i)	Name of the Employee	Mr. Ashok V. Hiremath
(ii)	Designation of the Employee	Managing Director
(iii)	Remuneration received	₹95.75/- Lakh
(iv)	Nature of Employment, whether contractual or otherwise	Contractual
(v)	Qualifications and Experience of the Employee	M.A. Engineering (OXON), D.C.E. (London) 38 years of experience in agrochemical industry
(vi)	Date of Commencement of Employment	25th January, 1994
(vii)	Age of the Employee	61 Years
(viii)	Last employment held by the Employee before joining the Company	Not Applicable
(ix)	Percentage of Equity Shares held by the Employee in the Company	9.97% of the Paid-up Equity Share Capital
(x)	Whether any such Employee is a Relative of any Director or Manager of the Company and if so, name of such Director or Manager	No

20. 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 2016-17**		
	Sr. No.	**Name of Director / KMP**	**Date of Appointment / Re-appointment / Resignation**
	(i)	**Mr. Nadir B. Godrej**	Change in designation from "Additional Director" to "Director" with effect from 26th July, 2016.
	(ii)	**Mr. Balram Singh Yadav**	Change in designation from "Additional Director" to "Director" with effect from 26th July, 2016.
	(iii)	**Mr. Rakesh Dogra**	Change in designation from "Additional Director" to "Director" with effect from 26th July, 2016.
	(iv)	**Mr. Arijit Mukherjee**	Change in designation from "Additional Director" to "Director" and appointment as "Whole Time Director" with effect from 4th May, 2016 for a term upto 3rd May, 2019.
	(v)	**Mr. Vijay Kashinath Khot**	Change in designation from "Additional Director" to "Director" with effect from 26th July, 2016.
	(vi)	**Dr. Brahma Nand Vyas**	Change in designation from "Additional Director" to "Director" with effect from 26th July, 2016.
	(vii)	**Mr. Ravindra Inani**	Resignation from post of "Chief Financial Officer" with effect from 31st May, 2016.
	(viii)	**Mr. P. P. Manoj**	Appointed as the "Chief Financial Officer" with effect from 26th July, 2016.
3	**Names of Companies which have become or have ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the Financial Year 2016-17**	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 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.

21. 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.

22. Investor Education and Protection Fund (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the Investors Education Provident 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. Further, according to the IEPF Rules, the shares in respect of which Dividend has not been paid or claimed by the Shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Accordingly, the Company shall transfer the Unclaimed and Unpaid Dividend. Further, the corresponding shares will be transferred as per IEPF Rules, details of which are provided on our website, viz., www.astecls.com.

23. 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 in their Report for the Financial Year 2016-17.

The Secretarial Auditors in their Report for the Financial Year 2016-17, have given the following remark:-

"As regards compliance with Regulation 30 of the Listing Regulations in respect of the Board Meeting held on 26th July, 2016, although the Company had duly communicated the outcome of the said Meeting to the Stock Exchanges within the prescribed time limit, there was an inadvertent delay in intimating the time of commencement and conclusion of the Meeting."

Your Company had duly communicated the outcome of the Board Meeting held on 26th July, 2016 to the Stock Exchanges within the prescribed time limit and the delay in intimating the time of commencement and conclusion of the Meeting was inadvertent.

24. Material Changes and Commitments, if any, affecting the Financial Position of the Company which have occurred between the end of the Financial Year 2016-17 to which the Financial Statements relate and the date of the Directors' Report (i.e., from 1st April, 2017 upto 4th May, 2017), if any

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the Financial Year 2016-17 to which the Financial Statements relate and the date of the Directors' Report (i.e., from 1st April, 2017 upto 4th May, 2017).

25. Employee Stock Options Plan, 2012 and Employee Stock Options Scheme, 2015

Your Company has introduced the following Employee Stock Options Plan and Scheme:

Sr. No.	Name of the Plan / Scheme	Date of Shareholders' Approval	Exercise Price of Option
1)	Employee Stock Options 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)	Employee Stock Options 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. Date of grant: 26th July, 2016 – At ₹ 387.35/- per Option

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. The Certificate would be kept open for inspection by the Shareholders at the ensuing 23rd (Twenty Third) Annual General Meeting.

The Disclosures as per Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefit) Regulation, 2014 have been put up the website of the Company, viz., www.astecls.com.

26. Listing Fees

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

27. 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, a number of new products were developed and many cost reduction schemes were initiated.

28. 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**'.

29. Depository System

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

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., customers, members, 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 the Company.

Cautionary Statement

Statements in the Directors' 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 Report. 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: 4th May, 2017

ANNEXURE A TO DIRECTORS' REPORT

Form No. AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of 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	Name of Subsidiary Companies		
		Behram Chemicals Private Limited	Astec Europe Sprl	Comercializadora Agricola Agroastrachem Cia Ltda
1	Reporting Period	01.04.2016 to 31.03.2017	01.01.2016 to 31.03.2017	01.10.2015 to 31.03.2017
2	Reporting Currency and Exchange rate as on last date of the relevant Financial Year	Indian Rupees	EURO (Exchange Rate 69.2476)	Columbian Peso (Exchange Rate 0.022)
3	Share Capital	60.00	11.40	1.00
4	Reserves and Surplus	16.65	(12.22)	(9.28)
5	Total Assets	87.81	9.91	1.74
6	Total Liabilities	11.16	10.73	10.01
7	Investments	-	-	-
8	Turnover	-	64.62	-
9	Profit before Taxation	9.33	8.02	(5.75)
10	Provision for Taxation	2.88	0.25	-
11	Profit after Taxation	6.45	7.77	(5.75)
12	Proposed Dividend	Nil	Nil	Nil
13	% Shareholding	65.63%	50.10%	100.00%

Notes:

1. Name of subsidiaries which are yet to commence operations:

Comercializadora Agricola Agroastrachem Cia Ltda, in Bogota Columbia. This Company is formed as a 100% Subsidiary and is yet to commence its operations.

2. Name of subsidiaries which have been liquidated or sold during the Year:

No subsidiary company has been liquidated or sold during the financial year.

Part B

(Information in respect of each 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

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

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

P. M. Kathariya
Partner
Membership No. 031315

Ashok V. Hiremath
Managing Director
(DIN: 00349345)

Arijit Mukherjee
Whole Time Director
(DIN: 07334111)

Place : Mumbai
Date : May 4, 2017

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

ANNEXURE B TO DIRECTORS' REPORT

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Astec LifeSciences Limited
7th Floor, Elite Square,
274 Perin Nariman Street,
Fort Mumbai 400 001.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Astec LifeSciences Limited (hereinafter called the "Company") for the audit period from 1st April, 2016 to 31st March, 2017 ("the Audit Period"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, Minute books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting's made hereinafter.

We have examined the books, papers, Minute books, Forms and Returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

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

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

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

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

   a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations");

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

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

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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

We have also examined, on test check basis, the relevant documents and records maintained by the Company under the Insecticide Act, 1968 and the Rules thereunder which is applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and

(ii) The Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above. *As regards compliance with Regulation 30 of the Listing Regulations in respect of the Board Meeting held on 26th July, 2016, although the Company had duly communicated the outcome of the said Meeting to the Stock Exchanges within the prescribed time limit, there was an inadvertent delay in intimating the time of commencement and conclusion of the Meeting.*

During the period under review, provisions of the following Regulations were not applicable to the Company:

(a) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas 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, 2009;

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

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, 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 7 (seven) days, proper consent thereof were obtained and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the Meetings.

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 period under review.

We report that during the Audit Period, consent of the Shareholders was obtained at the 22nd (Twenty Second) Annual General Meeting held on 26th July, 2016 for increase in borrowing limits upto ₹ 500 Crore (Rupees Five Hundred Crore Only).

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines.

For P. K. Pandya & Co.
Practising Company Secretary

Place: Mumbai
Date: 4th May, 2017

Prakash K. Pandya
FCS No.: 3901
C P No.: 2311

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
7th Floor, Elite Square,
274 Perin Nariman Street,
Fort Mumbai 400001.

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

1. The compliance of provisions of all laws, Rules, Regulations, Standards applicable to Astec LifeSciences Limited ("the Company") is the responsibility of the Management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the Management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management Representation about the compliance of laws, Rules and Regulations and major events during the Audit Period.
6. The 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 P. K. Pandya & Co.
Practising Company Secretary

Place: Mumbai
Date: 4th May, 2017

Prakash K. Pandya
FCS No.: 3901
C P No.: 2311

ANNEXURE C TO DIRECTORS' 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, we will continue 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 timely measure the effectiveness of projects implemented;
- Few targeted areas for conducting CSR Activities are health and sanitation, education, skills for employability, livelihoods and income generation, waste resource management and water conservation, rural development projects, medical aid, animal welfare, conservation of natural resources, protection of national heritage, human rights 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 a part of CSR, the Company has been actively working in three areas of focus for Financial Year 2016-17:

- **Sanitation**: Providing mobile toilet vans to communities.
- **Health**: Providing clean and hygienic drinking water.
- **Education & Skilling**: Providing support for further education to deserving students from below poverty line by funding their vocational courses.

2. Composition of the CSR Committee:

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:

The Average Net Profit for the last three Financial Years amounts to ₹8,24,98,972/-.

4. Prescribed CSR Expenditure (two per cent of the amount as mentioned in Item No. 3 above):

The prescribed CSR Expenditure for the Company is ₹16,49,979/-.

5. Details of CSR spent during the Financial Year:

(a) **Total amount to be spent for the Financial Year:**
₹17,85,587/-

(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	Amount spent on projects, 1) Direct expenditure 2) Overheads	Cumulative expenditure up to the reporting period	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	Access to clean water for domestic purposes	Eradicating hunger, poverty and malnutrition, **promoting preventive health care** and **sanitation and making available safe drinking water**	1.Local 2. Raigad (Maharashtra)	8.0	1. Direct Expenditure-8.03 2. Overheads-NIL	8.03	**Direct Implementation:** 8.03
2	Reduce Open Defecation	Eradicating hunger, poverty and malnutrition, **promoting preventive health care and sanitation** and making available safe drinking water	1.Local 2. Raigad (Maharashtra)	3.0	1. Direct Expenditure-4.66 2. Overheads-NIL	4.66	**Direct Implementation:** 4.66
3	Promoting Vocation skills and Education for the Girl Child	**Promoting** education, including special education and **employment enhancing vocation skills** especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	1.Local 2. Mumbai (Maharashtra)	5.0	1. Direct Expenditure-5.0 2. Overheads-NIL	5.0	**Indirect Implementation:** SPRJ Kanyashala Trust - Registered on 4th December 1941 5.0

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	Amount spent on projects, 1) Direct expenditure 2) Overheads	Cumulative expenditure up to the reporting period	Amount spent direct or through the implementing agency (Amount spent; Implementing agency name; Legal structure of the agency; Date of establishment of implementing agency)
4	Community Development at Schools	**Promoting education**, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	1.Local 2. Mumbai (Maharashtra) Thane (Maharashtra)	0.30	1. Direct Expenditure- 0.15 2. Overheads- NIL	0.15	**Direct Implementation:** 0.15
Total				**16.30**		**17.85**	

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's report.**

   Not Applicable. The Company has spent more than the prescribed amount as a part of CSR expenditure during the Financial Year 2016-17.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.**

   Through this Report, Astec LifeSciences Limited, the Company seeks to communicate its commitment towards CSR to the Ministry of Corporate Affairs. The implementation and monitoring of our CSR Policy is in compliance with the CSR objectives and policies as laid down in this Report. The CSR Committee is 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. We have 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.

Date: 4th May, 2017 **For Astec LifeSciences Limited**
Place: Mumbai

Ashok V. Hiremath
Managing Director
(DIN: 00349345)

Vinod Malshe
Chairman - CSR Committee
(DIN: 00642540)

ANNEXURE D TO THE DIRECTORS' REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31st March, 2017

[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:-	7th Floor, Elite Square, 274 Perin NarimanStreet, Fort, Mumbai-400 001, Maharashtra Tel No.: 022-6120 5600; 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** E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400 072, Maharashtra Phone No.: 022-4043 0200; Fax No.: 022-2847 5207 Email: info@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:-

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/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	U15410MH1991PLC135359	Holding Company	55.53%	Section 2(46)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held*	Applicable Section
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.	**Godrej & Boyce Mfg. Co. Ltd.** Registered Office: Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	U28993MH1932PLC001828	Holding Company (Ultimate Holding Company) (Upto 29th March, 2017)	Nil (No direct Share-holding)	Section 2(46)
4.	**Vora Soaps Limited** Registered Office: Eastern Express Highway, Vikhroli, Mumbai-400079 Maharashtra, India	U24241MH1979PLC021804	Holding Company (Ultimate Holding Company) (With effect from 30th March, 2017)	Nil (No direct Share-holding)	Section 2(46)
5.	**Behram Chemicals Private Limited** Registered Office: Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400079 Maharashtra, India	U24100MH1993PTC071480	Subsidiary Company	65.63%	Section 2(87)(ii)
6.	**Astec Europe Sprl** Registered Office: Siège : 'rue de Pont, 33 7500 Tournai,' Belgium, Europe	Foreign Company	Subsidiary Company	50.10%	Section 2(87)(ii)
7.	**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, 2017**

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	10.00	19,45,506	0	19,45,506	9.97	(0.03)*
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Government(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	1,04,34,880	0	1,04,34,880	53.64	1,08,37,139	0	1,08,37,139	55.56	1.92

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)	
e) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any Other: Directors Relatives	0	0	0	0	0	0	0	0	0
Sub-total (A) (1)	**1,23,80,386**	**0**	**1,23,80,386**	**63.64**	**1,27,82,645**	**0**	**1,27,82,645**	**65.54**	**1.90**
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**1,23,80,386**	**0**	**1,23,80,386**	**63.64**	**1,27,82,645**	**0**	**1,27,82,645**	**65.54**	**1.90**
***Change in % of shareholding is due to increase in Paid- Up Equity Share Capital on account of allotment of 48,800 Equity Shares under Employee Stock Options Plan, 2012 (ESOP 2012)**									
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / Financial Institutions	12,048	0	12,048	0.06	52,971	0	52,971	0.27	0.21
c) Central Government	0	0	0	0	0	0	0	0	0
d)State Government(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) Foreign Institutional Investors (FIIs)	1,94,550	0	1,94,550	1.00	0	0	0	0	(1.00)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify) Foreign Portfolio Investors	0	0	0	0	3,64,555	0	3,64,555	1.87	1.87
Sub-total (B)(1)	**2,06,598**	**0**	**2,06,598**	**1.06**	**4,17,526**	**0**	**4,17,526**	**2.14**	**1.08**
(2) Non-Institutions									
a) Bodies Corporates									
(i) Indian	9,62,889	0	9,62,889	4.94	9,07,190	0	9,07,190	4.65	(0.29)
(ii) Overseas	64,500	0	64,500	0.33	0	0	0	0	(0.33)

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)	
b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ₹1 Lakh	29,45,847	105	29,45,952	15.14	26,73,850	105	26,73,955	13.70	(1.44)
(ii) Individual Shareholders holding nominal share capital in excess of ₹1Lakh	26,58,225	0	26,58,225	13.66	24,74,539	0	24,74,539	12.69	(0.97)
c) Others (Specify)									
(i) Trust	0	0	0	0	10800	0	10,800	0.06	0.06
(ii) Clearing Member	48,726	0	48,726	0.25	21,988	0	21,988	0.11	(0.14)
(iii) Non Resident Indian	1,87,779	0	1,87,779	0.96	2,15,212	0	2,15,212	1.10	0.14
Sub-total (B)(2)	**68,67,966**	**105**	**68,68,071**	**35.30**	**63,03,579**	**105**	**63,03,684**	**32.32**	**(2.98)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**70,74,564**	**105**	**70,74,669**	**36.36**	**67,21,105**	**105**	**67,21,210**	**34.46**	**(1.90)**
C. Shares held by Custodian for GDRs & ADRs (C)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**1,94,54,950**	**105**	**1,94,55,055**	**100**	**1,95,03,750**	**105**	**1,95,03,855**	**100**	**0**

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change In Shareholding during the year (Difference between A and B)
		No. of Shares	% of total shares of the Company	% of Shares pledged/ encumbered of total shares (A)	No. of Shares	% of total shares of the Company	% of Shares pledged/ encumbered of total shares (B)	
1	Ashok V. Hiremath	19,45,506	10.00	0	19,45,506	9.97	0	(0.03)*
2	Godrej Agrovet Limited	1,04,34,880	53.64	0	1,08,37,139	55.56	0	1.92
	Total	**1,23,80,386**	**63.64**	**0**	**1,27,82,645**	**65.54**	**0**	**1.90**

***Change in % of shareholding is due to increase in Paid-up Equity Share Capital on account of allotment of 48,800 Equity Shares under Employee Stock Options Plan, 2012 (ESOP 2012)**

(iii) Change in Promoters' 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
	At the beginning of the year - As on 1st April, 2016	1,23,80,386	63.64	-	-
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.):	-	-	4,02,259*	2.06
	At the End of the year - As on 31st March, 2017	-	-	1,27,82,645	65.54

Note:

Increase: Godrej Agrovet Limited acquired 4,000 Equity Shares on 29.09.2016; Acquired 12,087 Equity Shares on 30.09.2016; Acquired 5,184 Equity Shares on 06.02.2017; Acquired 1,81,060 Equity Shares on 09.02.2017; Acquired 2,997 Equity Shares on 10.02.2017; Acquired 15,203 Equity Shares on 13.02.2017; Acquired 5,678 Equity Shares on 15.02.2017 ; Acquired 4,665 Equity Shares on 17.02.2017; Acquired 2,024 Equity Shares on 20.02.2017; Acquired 614 Equity Shares on 23.02.2017 ; Acquired 2,589 Equity Shares on 27.02.2017; Acquired 4,311 Equity Shares on 28.02.2017; Acquired 6,311 Equity Shares on 01.03.2017; Acquired 14,356 Equity Shares on 02.03.2017; Acquired 10,209 Equity Shares on 03.03.2017; Acquired 8,850 Equity Shares on 06.03.2017; Acquired 22,751 Equity Shares on 07.03.2017; Acquired 1,000 Equity Shares on 08.03.2017; Acquired 1,828 Equity shares on 09.03.2017; Acquired 8,238 Equity Shares on 10.03.2017; Acquired 88,304 Equity Shares on 16.03.2017.

Decrease: Nil

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

1. NARENDRA KUMAR AGARWAL

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	8,57,762	4.41	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(8,57,762)	(4.41)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0

Note:

Increase: NIL

Decrease: Sold 8,57,762 Equity Shares on 30.09.2016

2. VARUN 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	3,08,642	1.59	-	-

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
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	(3,08,642)	(1.59)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0
Note: Increase: NIL Decrease: Sold 3,08,642 Equity Shares on 31.03.2017				

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	3,08,642	1.59	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	90,000	0.46
At the End of the Year (or on the date of separation, if separated during the year)	-	-	3,98,642	2.04
Note: Increase**:** Acquired 90,000 Equity Shares on 25.11.2016; Acquired 3,08,642 Equity Shares on 31.03.2017 Decrease**:** Sold 3,08,642 Equity Shares on 24.03.2017				

4. 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	3,08,641	1.59	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(3,08,641)	(1.59)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0
Note: Increase: NIL Decrease: Sold 3,08,642 Equity Shares on 17.03.2017				

5. OWN LEASING AND FINANCE 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	2,21,240	1.14	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	14,602	0.08
At the End of the Year (or on the date of separation, if separated during the year)	-	-	2,35,842	1.21
Note: Increase: Acquired 14,602 Equity Shares on 22.04.2016 Decrease: NIL				

6. 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	1.03	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	0	0
At the End of the Year (or on the date of separation, if separated during the year)	-	-	2,00,000	1.03
Note: Increase: Acquired 1,00,000 Equity Shares on 31.12.2016; Acquired 20,000 Equity Shares on 31.03.2017 Decrease: Sold 50,000 Equity Shares on 28.10.2016; Sold 50,000 Equity Shares on 11.11.2016; Sold 20,000 Equity Shares on 06.01.2017				

7. EM RESURGENT 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	1,94,550	1.00	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(1,94,550)	(1.00)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0
Note: Increase: Acquired 43,318 Equity Shares on12.08.2016; Acquired 7,558 Equity Shares on 19.08.2016 Decrease: Sold 2,45,426 Equity Shares on 25.11.2016				

8. NARENDRA KUMAR AGARWAL				
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	1,81,500	0.93	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(1,81,500)	(0.93)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	0	0
Note: Increase: NIL Decrease: Sold 1,81,500 Equity Shares on 07.10.2016				

9. AJAY UPADHYAYA				
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	95,000	0.49	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	0	0
At the End of the Year (or on the date of separation, if separated during the year)	-	-	95,000	0.49
Note: Increase: NIL Decrease: NIL				

10. 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	0.44	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(15,000)	(0.08)
At the End of the Year (or on the date of separation, if separated during the year)	-	-	70,000	0.36
Note: Increase: NIL Decrease: Sold 15,000 Equity Shares on 10.03.2017				

11. ASHISH AGARWAL*				
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	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	6,86,060	3.52
At the End of the Year (or on the date of separation, if separated during the year)	-	-	6,86,060	3.52

Note:
Increase: Acquired 8,57,762 Equity Shares on 30.09.2016
Decrease: Sold 74,282 Equity Shares on 23.12.2016; Sold 65,811 Equity Shares on 06.01.2017; Sold 7,475 Equity Shares on 13.01.2017; Sold 23,841 Equity Shares on 20.01.2017; Sold 293 Equity Shares on 03.02.2017

12. 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	0	0	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	5,28,587	2.71
At the End of the Year (or on the date of separation, if separated during the year)	-	-	5,28,587	2.71

Note:
Increase: Acquired 1,55,426 Equity Shares on 25.11.2016; Acquired 64,520 Equity Shares on 02.12.2016; Acquired 3,08,641 Equity Shares on 31.03.2017
Decrease: NIL

13. LGOF GLOBAL OPPORTUNITIES 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	64,500	0.33	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	2,44,142	1.25
At the End of the Year (or on the date of separation, if separated during the year)	-	-	3,08,642	1.58

Note:
Increase: Acquired 2,44,142 Equity Shares on 24.03.2017
Decrease: NIL

14. VANAJA SUNDAR IYER*				
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	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	1,50,000	0.77
At the End of the Year (or on the date of separation, if separated during the year)	-	-	1,50,000	0.77
Note: Increase: Acquired 1,50,000 Equity Shares on 31.03.2017 Decrease: NIL				

15. BINITA R. KAPADIA*				
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	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	60,000	0.31
At the End of the Year (or on the date of separation, if separated during the year)	-	-	60,000	0.31
Note: Increase: Acquired 30,000 Equity Shares on 13.05.2016; Acquired 20,000 Equity Shares on 17.06.2017; Acquired 10,000 Equity Shares on 13.01.2017 Decrease: NIL				

*** Not in the list of Top 10 shareholders as on 01-04-2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2017.**
Note: The above changes in shareholding are derived based on weekly benpos statement.

(v) Shareholding of Directors and Key Managerial Personnel:

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

For each of the Directors and KMP	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	10.00	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	0	0
At the End of the Year	-	-	19,45,506	9.97*

Note:
Increase: Nil
Decrease: Nil

***Change in % of shareholding is due to increase in paid up equity share capital on account of allotment of allotment of 48,800 equity shares under Employee Stock Options Plan, 2012 (ESOP 2012)**

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

For each of the Directors and KMP	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	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	400	0.01
At the End of the Year	-	-	400	0.01

Note:
Increase: Acquired 100 Equity Shares on 26.08.2016; Acquired 100 Equity Shares on 30.09.2016; Acquired 200 Equity Shares on 07.10.2016
Decrease: Nil
Note: The above changes in shareholding are derived based on weekly benpos statement.

3) Mr. Ravindra Inani (Ceased to be Chief Financial Officer with effect from 31st May, 2016)

For each of the Directors and KMP	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	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	8,000	0.04
At the End of the Year	-	-	8,000	0.04

Note:
Increase: Allotment of 4,000 Equity Shares on 04.05.2016 under ESOP 2012; Allotment of 4,000 Equity Shares on 26.07.2016 under ESOP 2012
Decrease: Nil

Note:	**The following Directors and Key Managerial Personnel did not hold any Equity Shares of the Company during the Financial Year 2016-17:-** 1) Mr. Nadir B. Godrej (Chairman & Director), (2) Mr. Arijit Mukherjee (Whole Time Director and Key Managerial Personnel), (3) Mr. Balram Singh Yadav (Director), (4) Mr. Sitendu Sharma (Director), (5) Mr. Vinod Malshe (Director), (6) Dr. Leena Raje (Director), (7) Dr. Brahma Nand Vyas (Director), (8) Mr. Vijay Khot (Director), (9) Ms. Tejal Jariwala (Company Secretary & Compliance Officer), (10) Mr. P. P. Manoj (Chief Financial Officer- appointed w.e.f. 26th July, 2016).

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	3,397.86	9,297.24	-	12,695.10
ii) Interest due but not paid	-	44.38	-	44.38
iii) Interest accrued but not due	6.20	-	-	6.20
Total (i+ii+iii)	3,404.06	9,341.62	-	12,745.68
Change in Indebtedness during the financial year				
• Addition	2,673.76	2,608.84	-	5,282.60
• Reduction	2,326.08	3046.24	-	5,372.32
Net Change	347.68	(437.40)	-	(89.72)
Indebtedness at the end of the financial year				
i) Principal Amount	3,751.74	8,904.22	-	12,655.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**3,751.74**	**8,904.22**	**-**	**12,655.96**

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 (with effect from 4th May, 2016)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	95.75	35.60	131.35
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	20,000 Options	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As a % of Profit	-	-	-
	- Others, specify	-	-	-

Sl. No.	Particulars of Remuneration	Mr. Ashok V. Hiremath Managing Director	Mr. Arijit Mukherjee Whole Time Director (with effect from 4th May, 2016)	Total Amount
5	Others, Please specify- (Contribution to funds)	-	-	-
	TOTAL (A)	**95.75**	**35.60**	**131.35**
	Ceiling as per the Act	(being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		**269.64**

B. Remuneration to other Directors:

I) Independent Directors (₹ in Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Sitendu Sharma	Mr. Vinod Malshe	Dr. Leena Raje	Dr. Brahma Nand Vyas	Mr. Vijay Khot	
	Fee for attending Board / Committee Meetings	1.90	1.65	1.90	1.00	1.30	7.75
	Commission	-	-	-	-	-	-
	Others (please specify)	-	-	-	-	-	-
	TOTAL B(I)	**1.90**	**1.65**	**1.90**	**1.00**	**1.30**	**7.75**

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

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
		Mr. Nadir B. Godrej	Mr. Balram Singh Yadav	Mr. Rakesh Dogra	Mr. Arijit Mukherjee (Upto 3rd May, 2016)	
	Fee for attending Board/Committee Meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others (Salary)	-	-	-	2.36	2.36
	TOTAL B(II)	-	-	-	**2.36**	**2.36**
	TOTAL B(I)+B(II)= B					**10.11**
Total Managerial Remuneration (B)						**10.11**
Total Sitting Fees						7.75
Total Other Remuneration						2.36
	Overall Ceiling as per the Act	(being 1% of net profits of the Company calculated under Section 198 of the Companies Act, 2013)				**26.96**

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (₹ in Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Ravindra Inani, Chief Financial Officer (Upto 31st May, 2016)	Mr. P. P. Manoj, Chief Financial Officer (with effect from 26th July, 2016)	Ms. Tejal Jariwala, Company Secretary & Compliance Officer	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	22.14	13.14	8.78	**44.06**

C.	Remuneration to Key Managerial Personnel other than MD/Manager/WTD				(₹ in Lakh)
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Ravindra Inani, Chief Financial Officer (Upto 31st May, 2016)	Mr. P. P. Manoj, Chief Financial Officer (with effect from 26th July, 2016)	Ms. Tejal Jariwala, Company Secretary & Compliance Officer	Total Amount
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	14.30	-	-	**14.30**
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	10,000 Options	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	-As a % of Profit	-	-	-	-
	-Others, specify	-	-	-	-
5	Others (Please specify- Contribution to funds)	-	-	-	-
	TOTAL	**36.44**	**13.14**	**8.78**	**58.36**

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: 4th May, 2017

ANNEXURE E TO THE DIRECTORS' REPORT

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

1. Conservation of Energy

A. Water conservation – MEE condensate and distillate recycled to process which help to reduce fresh water consumption in processes.

B. Fuel conservation – Heat recovery from steam condensate to boiler feed water for reducing coal consumption. Use of low steam pressure ejector system to reduce steam consumption. Preheating of feed with distillate / bottom product to recover heat in DSF, methanol, CMD column.

C. Rain water harvesting reduces the external water requirement and enhances the ground water table of local area.

D. Use of high calorific value by-product as an alternate fuel to Baby boiler.

E. Electrical power factor – unity.

F. Use of cooling water instead of chilled water in reactions and in distillation column condenser.

G. Baccomber system for cooling tower water treatment instead of chemicals.

(i) Steps taken or Impact on Conservation of Energy

- Segregation, collection and transfer system (Tank pump and Piping);
- Heat exchangers & Piping modification for Continuous distillation column;
- Collection Pit & Poly Vinyl Chloride drain pipes for rainwater harvesting;
- Synchronization of high energy consuming operations at Mahad Unit.

(ii) Steps taken by the Company for utilizing Alternate Sources of Energy

- Use of alternative fuel (by-products from Process) in baby boiler by modifying fuel injection system.

(iii) Capital Investment on Energy Conservation Equipments

- Modification of Baby Boiler for use of new Fuel worth ₹ 10 Lakh.
- Changed chilled water unit with High efficiency Chilling unit worth ₹ 220 Lakh.
- Capacitor Banks increased to achieve 1 Power Factor – ₹ 1.5 Lakh.

A. Power and Fuel Consumption

Particulars	2016-17	2015-16
1. Electricity		
a. Purchased		
Unit (KWH in thousands)	11,930.01	9,939.64
Total amount (₹ in lakh)	1,003.31	824.65
Rate/KWH (₹)	8.41	8.30
b. Own Generation		
Through Diesel Generator		-
Unit (KWH in thousands)	-	-
Unit per Ltr. of Diesel	-	-
Oil Cost/ Unity		

Particulars	2016-17	2015-16
2. Furnace Oil		
Quantity (Kg.)	399.17	852.71
Total Cost (₹ in lakh)	107.97	228.06
Average rate/Kg. (₹)	27.05	26.75
3. Coal		
Quantity (MT.)	6,314.12	4,946.12
Total Cost (₹in lakh)	393.91	272.64
Average rate/Kg. (₹)	6.24	5.51
4. Others		
Low Sulphur Heavy Stock / Light Diesel Oil / High Speed Diesel Oil		-
Quantity (K. Ltrs) (Light Diesel Oil / High Speed Diesel Oil)	24.65	-
Average rate/Ltr. (₹)	59.36	
Total Cost (₹ in lakh)	14.00	6.00

B. Consumption per Unit of Production

The operations being multi-cycle/ multi product type, consumption per unit for each product cannot be meaningfully determined. Hence, the said information has not been furnished.

2. Technology Absorption

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.

(i) Efforts made towards Technology Absorption

a) Water treatment in cooling tower by Baccomber system - Baccomber uses a unique combination of Ultra Low Frequency waves and Emitters to control scale, corrosion, algae and bacteria.

b) Dehydration of solvents by continuous fractionation instead azeotropic batch distillation.

c) Improvement in Heat Transfer Coefficient by forced circulation systems.

d) Use of Variable frequency drives for Fuel Injection.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution

The benefits derived as a result of the above efforts are as under:-

a) 20% (Twenty per cent) Improvement in technical production.

b) Commercialization of 3 (three) new products.

c) Reduction in disposal cost.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

a	Year of import	2013-14 and 2014-15
b	Whether technology has been fully absorbed	Yes (Nauta Mixture, Hazop Manager software)
c	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable

3. **Research & Development (R&D)**

a. **Specific areas in which your Company carried out R&D**:

A number of products for the agrochemical industries have been developed for reputed customers in Europe, United States of America (USA) and Japan. Some of the existing processes modified to zero liquid discharge. Backward integration carried out for reducing dependability on imported intermediates.

b. **Benefits derived as a result of above R&D**:

The R&D efforts will result in substantial increase in turnover and profitability. These efforts have reduced the manufacturing cost as well as the cost of waste disposal with protection for environment.

c. **Future Plan of Action**:

- R&D will be focused on custom synthesis projects and backward integration to be competitive in the market.
- To work on continuous processes to increase production capacity with safety.
- To develop new processes and improve existing processes with eco-friendly technology.
- To reduce / minimize the waste generation and work on developing zero discharge processes.
- To develop the products locally and make available to farmers with low cost to improve the productivity.

d. **Expenditure on R&D**

(₹ in Lakh)

Particulars	2016-17	2015-16
Capital & Recurring	147.46	127.32
Total R&D expenditure as a percentage of total turnover	0.47	0.54

4. **Foreign Exchange Earnings and Outgo**

1. **Activities relating to Export, initiatives to increase Exports, Development of new Export markets for products and services and Export promotion plans**:

Your Company has been constantly endeavouring to increase its exports. Strategic alliances are made with various parties to increase exports. Your Company is obtaining product registrations in various parts of the world. During the Financial Year under review, your Company had exports of ₹ 12,959.17 Lakh.

2. **Total Foreign Exchange Earned and Used**:

Foreign exchange earned in terms of actual inflows during the Financial Year 2016-17 was ₹ 12,959.17 Lakh (equivalent value of various currencies).

Foreign exchange outgo in terms of actual outflows during the Financial Year 2016-17 was ₹ 10,566.51 Lakh (equivalent value of various currencies).

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: 4th May, 2017

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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.

Indian Economy & Agriculture Overview

Indian economy is undergoing transformation and will keep on doing so for the next few years. We foresee the economy shifting towards more formal and organized play in the next few years, which will result in consolidation across many sectors. We expect the same to happen in the Indian Agro chemical play too.

Indian agriculture had a great season with South West monsoon being normal after two drought years. 24 out of the 36 monsoon divisions in the country received normal rainfall during the Financial Year 2016-17. Good monsoons helped to improve the poor sentiment prevailing in the rural economy. The country is looking at bumper Kharif and Rabi crops on back strong monsoon. Important to note is the significant jump in production of Pulses and Oilseeds in the country. Strong Minimum Support Prices (MSPs) and good remuneration in the market made the farmers shift significant acreages to Pulses and Oilseeds crops.

The Kharif and Rabi acreage were 3% and 6% higher than the last year, most of the crops have seen significant jump in production. The Pulses and Oilseeds crop production is expected to be on a record high this year – Oilseeds production in expected to touch 34 million MT against 25 million MT last year, i.e., 34% growth over last year and Pulses production is expected to touch 22.1 million MT against 16.4 million MT last year, i.e., 35% growth over last year.

Structure of the Indian Agro-chemical Industry & Developments

The Indian agrochemical market has been growing on an average of around 8%, but the exports from India are clocking double digit growth rates. While India is emerging as an alternate supply base for agrochemicals amongst global companies – part of the growth is being driven by Chinese clampdown on some of the unregulated chemical manufacturers in the country.

The future of Indian agrochemical industry looks bright on many counts –

- The usage of agrochemicals in the country is amongst the lowest in the world (as compared to developed / developing agri economies);
- Indian is slowly emerging as a global supplier of agrochemicals to global companies, as more chemistries go off patent, it creates unique opportunity for Indian companies to strengthen their games.

Azole fungicides in India are around ~ ₹1000 Crore business and we have built a strong presence across the portfolio and there is no marked resistance that has developed across any of the addressable crop for fungicides. Apart from formulations being sold with one Technical, there are interesting combinations that are emerging in fungicides which can significantly enhance the application of the molecules in the crops.

Company's Financial and Operational Performance

The Company had a strong Financial Year 2016-17 with the sales of the business growing by 36.55% and Profit After Tax (PAT) of the Company improving to ₹1,909.42 Lakh during the Financial Year 2016-17. Acquisition by Godrej Agrovet Limited (GAVL) has helped the Company to build GAVL into a strong front play for its chemistries. Going ahead, we will keep on strengthening the same.

The Contract Manufacturing business has grown from strength to strength. We expect this vertical to be a strong growth driver in future for the Company. For the same, the Company's manufacturing capabilities were assessed by host of global agrochemical companies. We will keep on working towards building a strong Contract Manufacturing business pipeline for future growth.

The Company was awarded with "Responsible Care" certification for its manufacturing facilities.

The key highlights of the Standalone Financials for the Financial Year ended 31st March, 2017 are as under:-

Particulars	Amount (₹ in Lakh)
Revenue from Operations	31,275.74
Earnings Before Interest, Tax, Depreciation and Amortization	5,453.01
Profit / (Loss) After Tax for the year	1,909.42
Total Comprehensive Income for the year	1,898.78

Opportunities & Threats

Opportunities:

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

Threats:

The Indian agrochemical industry faces a few risks that can temporarily impact the business.

A poor South West monsoon can dampen the sentiment in rural India and along with limited access to water for irrigation, may eventually dampen the demand for agrochemicals in the country.

Being a business that has a significant market in exports and requires inputs that may not always be domestically available, risks associated with foreign currency volatility also exist.

Segment-Wise Performance or Product- Wise Performance

Your Company has only 1 (one) reportable segment i.e. Agrochemicals and total sales from Agrochemicals was ₹30,301.34 Lakh for the Financial Year 2016-17.

Risks and Concerns

Poor South West monsoon remains one dominant risk for the domestic agrochemical business which can have significant impact on the tech / bulk business of your Company. 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 Contract Manufacturing timelines. Resistance by pests to application of chemical, can significantly limit the application of the chemical in crops thereby reducing the life cycle of the chemical.

Internal Control Systems and their Adequacy

Your Company remains committed to improve the effectiveness of internal control systems for business processes with regard to its operations, financial reporting and compliance with 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.

Outlook

The azole fungicide category has remained a strong growth driver for fungicide in India and globally with no significant reporting of resistance being developed on this category. We expect the category to grow at a healthy pace in future in India and globally.

The Company is also working on enhancing its offering within the azole fungicide products and developing a robust pipeline for Contract Manufacturing business.

Material Developments in Human Resources / Industrial Relations front, including number of people employed

Your Company would like to place on record, sincere appreciation for the valuable contribution and support of employees towards the performance and growth of the Company. The management team comprises of professionals with proven track record. The total number of permanent employees on the rolls of the Company as on March 31, 2017 is 247. Your Company has integrated its Policies with "Godrej Group" which include Human Resource Policy, Group Insurance, Group Mediclaim and Hospitalisation Scheme and Maternity Policy and Employees Engagement activities have also been initiated during the Financial Year 2016-17. 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.

REPORT ON CORPORATE GOVERNANCE

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), your Directors present the Company's Report on Corporate Governance for the Financial Year ended 31st March, 2017.

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 Agreements executed with the Stock Exchanges with which the Company's shares are listed. Corporate Governance is a set of systems and practices to ensure that the affairs of your 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 your 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. Your Company's customers have benefited from quality products delivered at the 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.

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

2. Board of Directors

Board Structure

The Board of Directors of your Company comprises of 10 (Ten) Directors as on 31st March, 2017 as follows:-

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

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.

None of the Directors is a Director in more than 10 (ten) Public Limited Companies (as specified in Section 165 of the Act) or acts as 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 in any Listed Company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian Public Limited Companies in which he / she is a Director.

Board Training and Induction

At the time of appointing a Director, a formal Letter of Appointment is given to him / her, which *inter alia* explains the role, function, 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.

Board Meetings and Attendance

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 Shareholders' long-term interests are being served. The Executive Directors are assisted by Senior Managerial Personnel in overseeing the functional matters of the Company.

The Board of Directors meets at regular intervals to discuss and decide on business strategies / 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 way of circulation. The resolutions by circulation are noted at the subsequent Board Meetings.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each Director. This ensures timely and informed decisions by the Board.

During the Financial Year 2016-17, 4 (four) Board Meetings were held on 4th May, 2016, 26th July, 2016, 27th October, 2016 and 25th January, 2017. 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 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 at the close of business hours on 31st March, 2017 are given hereunder:

Name of the Director	Nature of Directorship	Appointment / Cessation during the Financial Year 2016-17	No. of Board Meetings attended during the Financial Year 2016-17	Whether attended last AGM held on 26th July, 2016 (Present / Absent)	No. of Outside Directorships held as on 31st March, 2017*	No. of Board Committees of other Companies in which a Member / Chairman as on 31st March, 2017#
Mr. Nadir B. Godrej (DIN: 00066195)	Chairman, Non-Executive Non-Independent Director	Change in designation from "Additional Director" to "Director" w.e.f. 26th July, 2016	4	Present	9	Chairman- 1 Member- 4
Mr. Ashok V. Hiremath (DIN: 00349345)	Managing Director	-	4	Present	1	Chairman- 0 Member- 0
Mr. Arijit Mukherjee (DIN: 07334111)	Whole Time Director	Appointed as the "Whole Time Director" at the 22nd AGM held on 26th July, 2016 for a period of 3 (three) years commencing from 4th May, 2016 upto 3rd May, 2019	4	Present	1	Chairman- 0 Member- 0
Mr. Balram Singh Yadav (DIN: 00294803)	Non-Executive Non-Independent Director	Change in designation from "Additional Director" to "Director" w.e.f. 26th July, 2016	3	Present	6	Chairman-1 Member-4

Name of the Director	Nature of Directorship	Appointment / Cessation during the Financial Year 2016-17	No. of Board Meetings attended during the Financial Year 2016-17	Whether attended last AGM held on 26th July, 2016 (Present / Absent)	No. of Outside Directorships held as on 31st March, 2017*	No. of Board Committees of other Companies in which a Member / Chairman as on 31st March, 2017#
Mr. Rakesh Dogra (DIN: 07334098)	Non-Executive Non-Independent Director	Change in designation from "Additional Director" to "Director" w.e.f. 26th July, 2016	4	Present	1	Chairman- 0 Member- 0
Mr. Sitendu Sharma (DIN: 01956423)	Non-Executive Independent Director	-	4	Present	2	Chairman- 2 Member- 3
Mr. Vinod Malshe (DIN: 00642540)	Non-Executive Independent Director	-	3	Present	1	Chairman- 0 Member- 0
Dr. Leena Raje (DIN: 06961551)	Non-Executive Independent Director	-	4	Present	0	Chairman- 0 Member- 0
Dr. Brahma Nand Vyas (DIN: 02796071)	Non-Executive Independent Director	Appointed as an "Independent Director" at the 22nd AGM held on 26th July, 2016 for a period of 5 (five) years with effect from 29th January, 2016 upto 28th January, 2021.	4	Present	0	Chairman- 0 Member- 0
Mr. Vijay Kashinath Khot (DIN: 03520249)	Non-Executive Independent Director	Appointed as an "Independent Director" at the 22nd AGM held on 26th July, 2016 for a period of 5 (five) years with effect from 29th January, 2016 upto 28th January, 2021.	4	Present	0	Chairman- 0 Member- 0

** 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 (excluding Astec LifeSciences Limited) have been considered.

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. 38 to the Standalone Financial Statement forming a part of the Annual Report.

In 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.

Employee Stock Options to Directors

Mr. Arijit Mukherjee, Whole Time Director of the Company was granted 20,000 (Twenty Thousand) Options under Employee Stock Options Scheme, 2015 (ESOS 2015) on 26th July, 2016 at an Exercise Price of ₹387.35/- per Option. Your Company has not granted Employee Stock Options to any other Director during the Financial Year 2016-17.

Directors seeking appointment / re-appointment

Mr. Nadir B. Godrej, Chairman (Non-Executive Non-Independent Director) of the Company, is liable to retire by rotation at the forthcoming 23rd (Twenty Third) AGM of your Company and being eligible, has offered himself for re-appointment.

Mr. Nadir B. Godrej is the Managing Director of Godrej Industries Limited and Chairman of Godrej Agrovet Limited. He is also a Director of numerous companies including Godrej & Boyce Manufacturing Company Limited, Godrej Consumer Products Limited, Indian Hotels Company Limited and Mahindra & Mahindra Limited.

A veteran of the Indian industry, Mr. Godrej has played an important role in developing the animal feed, agricultural input and chemicals businesses owned by Godrej. His active interest in research related to these areas has resulted in several patents in the field of agricultural chemicals and surfactants.

With his tremendous experience and expertise, Mr. Godrej has also contributed to the development of a variety of industries by participating keenly in industry bodies such as the Compound Livestock Feed Manufacturers Association of India, Indian Chemical Manufacturers Association, and Oil Technologists' Association of India. Mr. Godrej was also a Member of the CII National Council and Chairman of the CII National Committee on Chemicals from March 2012 to March 2017.

Currently, Mr. Godrej is 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".

A Bachelor of Chemical Engineering from the Massachusetts Institute of Technology and a Master of Chemical Engineering from Stanford University, Mr. Godrej completed his MBA from the Harvard Business School.

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

3. Committees of the Board

(a) Composition of the Committees of the Board of Directors during the Financial Year 2016-17 is summarized below:

Name of Director	Independent / Non-Independent	Position in Committee (whether Member/Chairman)					
		Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Compensation Committee
Mr. Nadir B. Godrej	Non-Independent	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	N.A.

Name of Director	Independent / Non-Independent	Position in Committee (whether Member/Chairman)					
		Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Compensation Committee
Mr. Arijit Mukherjee	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Balram Singh Yadav	Non-Independent	Member	Member	Member	Chairman	Member	Member
Mr. Rakesh Dogra	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Sitendu Sharma	Independent	Chairman	N.A.	N.A.	Member	Member	Chairman
Mr. Vinod Malshe	Independent	Member	Chairman	Chairman	Member	N.A	Member
Dr. Leena Raje	Independent	Member	Member	Member	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas	Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot	Independent	Member (w.e.f. 26. 07.2016)	N.A.	N.A.	N.A.	N.A.	N.A.

Ms. Tejal Jariwala, Company Secretary & Compliance Officer was the Secretary to all the Board Committees during the Financial Year 2016-17.

(b) Attendance Details of the Meetings of Committees and Board of Directors during the Financial Year 2016-17 are summarized below:

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	3	2	3	1	0	2
Mr. Rakesh Dogra	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Sitendu Sharma	4	N.A.	N.A.	1	1	3
Mr. Vinod Malshe	3	1	2	1	N.A.	2
Dr. Leena Raje	4	2	3	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot	3	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

- Leave of absence was granted to the Directors whenever they could not be physically present for the Committee Meetings.
- N.A. indicates not a Member of the Committee.

(1) Audit Committee

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee, as on 31st March 2017, comprised of the following 6 (six) Directors as Members:

Sr. No.	Name of the Member	Category
1	Mr. Sitendu Sharma, Chairman of the Committee	Independent Director
2	Mr. Vinod Malshe	Independent Director
3	Dr. Leena Raje	Independent Director
4	Mr. Vijay Kashinath Khot	Independent Director
5	Mr. Ashok V. Hiremath	Non-Independent Director
6	Mr. Balram Singh Yadav	Non-Independent Director

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.

Ms. Tejal Jariwala, Company Secretary & Compliance Officer, is the Secretary to the Audit Committee.

The terms of reference of the Audit Committee are wide and in line with the regulatory requirements mandated by the Act and Part C of Schedule II to the Listing Regulations as follows:

- Overview 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.
- Recommending the appointment / removal of auditor, fixation of audit fees and approval for payment for any other services.
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters that need to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section (3) of Section 134 of the Act.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Compliance with listing and other legal requirements relating to financial statements.
  - (f) Disclosure of any related party transactions.
  - (g) Any modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly / annual financial statements before submission to the Board for approval.
- Reviewing, 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 utilisation of proceeds of a public or rights

issue, and making appropriate recommendations to the board to take up steps in this matter.

- Reviewing with the management, performance of the statutory and internal auditors, and adequacy of the internal control system.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Reviewing the adequacy of internal audit function, if any, including the structure of Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing 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 matter to the Board.
- Discussion with 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.
- Evaluation of internal financial controls and risk management systems.
- 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.
- Reviewing the functioning of the Whistle Blower mechanism.
- Approval of appointment of Chief Financial Officer (CFO) (i.e. the person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- Reviewing, 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Approval or any subsequent modification of transactions of the listed entity with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Reviewing Management discussion and analysis of financial condition and results of operations.
- Reviewing statement of significant related party transactions submitted by Management.
- Reviewing Management letters of internal control weaknesses issued by the Statutory Auditors.
- Reviewing Internal Audit reports relating to internal control weaknesses.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

There were 4 (four) Audit Committee Meetings held during the Financial Year 2016-17, on 4th May, 2016, 26th July, 2016, 27th October, 2016 and 25th January, 2017.

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 year and have shared their observations to the Audit Committee.

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 2016-17 in respect of its business of manufacturing of Fungicides (Agrochemicals). The Cost Audit Report issued by the Cost Auditor of the Company is placed for review to the Audit Committee and the same is recommended to the Board of Directors for approval.

(2) Nomination and Remuneration Committee

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, as on 31st March 2017, 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-Independent Director

There were 3 (three) Nomination and Remuneration Committee Meetings held during the Financial Year 2016-17, on 4th May, 2016, 26th July, 2016 and 25th January, 2017.

a) Terms of reference

The terms of reference of Nomination and Remuneration Committee are as below:

- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- 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 remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising and reviewing the policy on diversity of Board of Directors.
- Decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

b) Details of remuneration paid to Executive Directors for the Financial Year 2016-17 are given below:

(₹ in Lakh)

Name of the Director	Salary	Commission / Bonus / Incentives / Perquisite	Sitting Fees	Total
Mr. Ashok V. Hiremath, Managing Director (From 1st April, 2016 upto 31st March, 2017)	95.75	-	-	95.75
Mr. Arijit Mukherjee, Whole Time Director (From 4th May, 2016 upto 31st March, 2017)	35.60	-	-	35.60
Total	**131.35**	**-**	**-**	**131.35**

c) Sitting Fees and Commission to the Non-Executive Directors for the Financial Year 2016-17

All Non-Executive Independent Directors were paid sitting fees for attending Board and Committee Meetings, the details of which for the Financial Year 2016-17 are as under:-

(₹ in Lakh)

Name of the Director	Sitting Fees	Professional Fee	Total
Mr. Sitendu Sharma	1.90	0	1.90
Dr. Leena Raje	1.90	0	1.90
Mr. Vinod Malshe	1.65	0	1.65
Dr. Brahma Nand Vyas	1.00	0	1.00
Mr. Vijay Kashinath Khot	1.30	0	1.30
Total	**7.75**	**0**	**7.75**

d) Policy for Selection and Appointment of Directors and their Remuneration

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 Managing Director and Whole Time Director, if any, and their remuneration.

(1) Criteria of selection of Non-Executive 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 independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

c. 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.

d. The Nomination and Remuneration Committee shall consider the following attributes / criteria, while recommending to the Board the candidature for appointment as Director.

   i) Qualification, expertise and experience of the Directors in their respective fields;

   ii) Personal, Professional or business standing;

   iii) Diversity of the Board.

e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director.

(2) Remuneration

(a) 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.

   i) A Non-Executive Independent Director shall be entitled to receive sitting fees for each Meeting of the Board and Committee of the Board attended by him, 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;

   ii) The Nomination and Remuneration Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board;

iii) 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 overall responsibility;

iv) 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 Director.

(b) The remuneration to the Executive Directors comprises a fixed salary and other perquisites (if any). The leave travel allowance is paid as per the Company's rules. Provident Fund and Superannuation are provided for as per the Company's policy. Wherever applicable the perquisites are considered as part of remuneration and taxed as per Income Tax Laws.

The commission, if any, recommended to the Board by the Nomination and Remuneration Committee to the Board shall be paid to the Managing Director and the Whole Time Director in accordance with the provisions of the Act. The Nomination and Remuneration Committee deals with all elements of remuneration package, stock options, service contracts etc. of the Managing Director and the Whole Time Director.

(3) Managing Director and Whole Time Director

- **Criteria for Selection / Appointment:**

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.

- **Remuneration:**

i. 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 the Board of Directors) and the Managing Director and Whole Time Director within the overall limits prescribed under the Act.

ii. The remuneration shall be subject to the approval of the Shareholders of the Company in General Meeting.

iii. In determining the remuneration, the Nomination and Remuneration Committee shall ensure / consider the following:

a) the relationship of remuneration and performance benchmarks is clear;

b) balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;

c) responsibility required to be shouldered by the Managing Director and Whole Time Director, the industry benchmarks and the current trends.

- **Remuneration Policy for the Senior Management Employees**

I. 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:

i. the relationship of remuneration and performance benchmark is clear;

ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;

iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;

iv. 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;

II. The Managing 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.

e) Performance Evaluation Criteria for Independent Directors

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

1. Attendance and contribution at Board and Committee Meetings;
2. His / her stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align Company's value and standards;
3. His / her knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance;
4. His / her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions;
5. Effective decision making ability to respond positively and constructively to implement the same to encourage more transparency;
6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity;
7. 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;
8. His / her global presence, rational, physical and mental fitness, broader thinking, vision on Corporate Social Responsibility, etc.;
9. 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.;
10. His / her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders;
11. His / her contribution to enhance overall brand image of the Company.

f) Terms of Appointment and Remuneration of Executive Directors

(i) Mr. Ashok V. Hiremath, Managing Director

Period of Appointment	3 (three) years (from 20th January, 2015 upto 19th January, 2018)
Salary	Upto 3rd May, 2016: ₹36,00,000/- (Rupees Thirty Six Lakh Only) per annum; With effect from 4th May, 2016: In the range of ₹37,50,000/- (Rupees Thirty Seven Lakh Fifty Thousand Only) per annum to ₹60,00,000/- (Rupees Sixty Lakh Only) per annum.
Allowances	Upto 3rd May, 2016: ₹48,00,000/- (Rupees Forty Eight Lakh Only) per annum; With effect from 4th May, 2016: As may be determined by the Nomination and Remuneration Committee and / or the Board of Directors, from time to time.
Perquisites	As may be determined by the Nomination and Remuneration Committee and / or the Board of Directors, from time to time.
Retiral Benefits	Contribution to Provident Fund and Superannuation Fund, if any, shall be as per the rules of the Company. Gratuity shall be at the rate of half month's basic salary for each completed year of service.
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 of the Financial Years during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Schedule V to the Companies Act, 2013, subject to requisite approvals being obtained.

(ii) Mr. Arijit Mukherjee, Whole Time Director (From 4th May, 2016 to 31st March, 2017)

Period of Appointment	3 (three) years (from 4th May, 2016 upto 3rd May, 2019)
Salary	In the range of ₹ 15,30,000/- (Rupees Fifteen Lakh Thirty Thousand Only) per annum to ₹25,00,000/- (Rupees Twenty Five Lakh Only) per annum
Allowances	As may be determined by the Nomination and Remuneration Committee and / or the Board of Directors, from time to time.
Perquisites	As may be determined by the Nomination and Remuneration Committee and / or the Board of Directors, from time to time.
Retiral Benefits	Contribution to Provident Fund and Superannuation Fund, if any, shall be as per the rules of the Company. Gratuity shall be at the rate of half month's basic salary for each completed year of service.
Performance Bonus	Bonus / performance linked incentives based on performance criteria laid down by the Nomination and Remuneration Committee and/or the Board of Directors.
Stock Options	20,000 (Twenty Thousand) Options granted under Employee Stock Options Scheme, 2015 (ESOS 2015) at an Exercise Price of ₹387.35/- per Option.

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 the Financial Years during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Schedule V to the Companies Act, 2013, subject to requisite approvals being obtained.

(3) Stakeholders' Relationship Committee

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee, as on 31st March 2017, 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-Independent Director
2	Mr. Vinod Malshe	Independent Director
3	Mr. Sitendu Sharma	Independent Director

The functioning and the terms of reference of the Committee are as prescribed and in due compliance with Regulation 20 read with Part D of Schedule II to the Listing Regulations and Section 178 of the Act, as applicable, and include reviewing existing investor redressal system, redressing Shareholder complaints like delay in transfer of shares, non-receipt of Annual Report, non-receipt of dividend warrants etc. and suggesting improvements in investors' relations.

There was 1 (one) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2016-17, on 25th January, 2017.

Name and Designation of Compliance Officer:

Ms. Tejal Jariwala, Company Secretary & Compliance Officer

Details of Investor Complaints during the Financial Year 2016-17:

Complaints outstanding as on 1st April, 2016	0
Complaints received during the year ended 31st March, 2017	3
Complaints resolved during the year ended 31st March, 2017	3
Complaints outstanding as on 31st March, 2017	0

There are no pending share transfers as on 31st March, 2017.

(4) Risk Management Committee

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee, as on 31st March 2017, 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. Balram Singh Yadav	Non-Independent Director
3	Mr. Sitendu Sharma	Independent Director
4	Mr. P. P. Manoj	Chief Financial Officer

This Committee lays down procedures to inform Board members about the risk assessment and minimization procedures. The Committee is responsible for framing, implementing and monitoring the risk management plan for the Company. The Committee monitors and reviews the risk management

plan. The Board has adopted the Risk Management Policy. 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.

There was 1 (one) Meeting of the Risk Management Committee held during the Financial Year 2016-17, on 27th October, 2016.

(5) Compensation Committee

In terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Compensation Committee, as on 31st March 2017, comprised of the following 3 (three) Directors as Members:

Sr. No.	Name of the Member	Category
1	Mr. Sitendu Sharma, Chairman of the Committee	Independent Director
2	Mr. Balram Singh Yadav	Non-Independent Director
3	Mr. Vinod Malshe	Independent Director

The Compensation Committee looks after the granting of Options, conversion of Options, terms and conditions of grant of Options, eligibility of employees for Employee Stock Options (ESOP), ESOP to Subsidiaries' employees and amendment to ESOP Scheme, etc.

There were 3 (three) Meetings of the Compensation Committee held during the Financial Year 2016 -17, on 4th May, 2016, 26th July, 2016 and 25th March, 2017.

(6) Corporate Social Responsibility (CSR) Committee

The CSR Committee, as on 31st March 2017, 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	Non-Independent Director
4	Mr. Balram Singh Yadav	Non-Independent Director

Pursuant to the provisions of Section 135 of the Act, CSR Committee has been constituted by the Board of Directors. The Committee's prime responsibilities are as under:

- To assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy', to observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.
- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act.
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor implementation of such activities.

There were 2 (two) Meetings of the CSR Committee held during the Financial Year 2016-17, on 4th May, 2016 and 25th January, 2017.

(7) Independent Directors' Meeting

During the year under review, 2 (two) Meetings of the Independent Directors were held on 25th January, 2017 and 25th March, 2017.

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 the Independent Directors were present at both the Meetings.

Independent Directors 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.

The details of such familiarisation programmes for Independent Directors are hosted on the website of the Company, viz., www.astecls.com.

4. General Meetings

a) Details of last 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
2013-14	Kilachand Conference Room, 2nd Floor, IMC Building, Churchgate, Mumbai – 400 020 Maharashtra	23rd September, 2014	3.30 p.m.	1) Adoption of new set of Memorandum of Association of the Company; 2) Adoption of new set of Articles of Association of the Company; 3) Approval of variations in Employee Stock Options Plan, 2012 (ESOP 2012); 4) Amendment of Capital Clause of the Memorandum of Association of the Company.
2014-15	M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, Kaala Ghoda, 18/20, K. Dubash Marg, Mumbai-400 001 Maharashtra	22nd September, 2015	4.00 p.m.	1) Re-appointment of Mr. Vinod Malshe (DIN: 00642540) as an Independent Director; 2) Re-appointment of Mr. Sitendu Sharma (DIN: 01956423) as an Independent Director; 3) Re-appointment of Mr. Mohammed Zakir (DIN: 00331018) as an Independent Director; 4) Re-appointment of Mr. Mandar Patil (DIN: 05284076) as an Independent Director; 5) Re-appointment of Dr. Leena Raje (DIN: 06961551) as an Independent Director; 6) Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as the "Managing Director" of the Company; 7) Re-appointment of Mr. Janak Rawal (DIN: 05177267) as the "Whole Time Director" of the Company;

				8) Approval of payment of Professional fees to Mr. Laxmikant Kabra (DIN: 00061346), Director of the Company; 9) Approving implementation of Employee Stock Option Scheme, 2015 (ESOS 2015); 10) Approval of grant of Options under Employee Stock Options Scheme, 2015 (ESOS 2015) to the employees of Subsidiary Companies of Astec LifeSciences Limited.
2015-16	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400 079, Maharashtra	26th July, 2016	3.30 p.m.	1) To approve increase in remuneration of Mr. Ashok V. Hiremath, Managing Director of the Company, upon recommendation of the Nomination and Remuneration Committee; 2) To appoint Mr. Arijit Mukherjee (DIN: 07334111) as the "Whole Time Director" of the Company; 3) To approve increase in borrowing powers of the Company under Section 180 (1)(c) of the Companies Act, 2013; 4) To alter the Articles of Association of the Company; 5) To alter / amend the Employee Stock Options Scheme, 2015 (ESOS 2015).

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 2016-17.

d) Procedure adopted for Postal Ballot

Although the Company has not passed any resolution through Postal Ballot during the Financial Year 2016-17, 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 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 your Company's website.

5. Disclosures

a) Related Party Transactions:

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the Financial Year 2016-17 were in the ordinary course of business and on the basis of arm's length price. There were no material significant transactions with Related Parties during the Financial Year 2016-17 which were in conflict with the interest of the Company.

In 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. 38 of the Standalone Financial Statement, forming a part of the Annual Report.

None of the transactions with any of the Related Parties were in conflict with the Company's interest.

The Company's major Related Party Transactions are with Godrej Agrovet Limited, its Promoter. The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long term strategy for sectoral investments, profitability, legal requirements, liquidity and capital resources.

All Related Party Transactions are on arm's length basis and are intended to further the Company's interests.

Your Company has formulated a Policy on materiality and dealing with Related Party Transactions which specify the manner of dealing with Related Party Transactions. This Policy has been put up on the website of the Company, viz., www.astecls.com.

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 Mr. Sitendu Sharma, Chairman of Audit Committee. 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, viz., www.astecls.com.

c) Policy for Prevention of Sexual Harassment at the 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 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.

d) Details of Non-compliance on Matters related to Capital Markets:

No penalties or strictures were imposed on the Company by the Stock Exchange(s) or the SEBI or any statutory authority(ies), on any matter related to capital markets. However, the Secretarial Auditors in their Report for the Financial Year 2016-17, has given the following remark:-

"As regards compliance with Regulation 30 of the Listing Regulations in respect of the Board Meeting held on 26th July, 2016, although the Company had duly communicated the outcome of the said Meeting to the Stock Exchanges within the prescribed time limit, there was an inadvertent delay in intimating the time of commencement and conclusion of the Meeting."

Your Company had duly communicated the outcome of the Board Meeting held on 26th July, 2016 to the Stock Exchanges within the prescribed time limit and the delay in intimating the time of commencement and conclusion of the Meeting was inadvertent..

e) 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.34 to the Standalone Financial Statement.

f) 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. Risk Management Policy is also made available on the website of your Company, viz., www.astecls.com. 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.

g) 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. 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, 2017, is annexed to this Corporate Governance Report.

h) Disclosures by 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 2016-17. Interested Directors, if any, neither participate in discussions, nor do they vote on such matters.

i) Public, Rights and Other Issues:

There were no Public, Rights and Other Issues during the Financial Year 2016-17 except allotment of 57,800 Equity Shares to the Employees under Employee Stock Options Plan, 2012 (ESOP 2012).

j) CEO and CFO Certification:

Mr. Ashok V. Hiremath, Managing Director and Mr. P. P. Manoj, 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, 2017.

k) Management Discussion and Analysis Report:

Management Discussion and Analysis Report forms a part of this Annual Report.

l) **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 in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

6. Compliance Certificate on Corporate Governance

As per Regulation 34 of the Listing Regulations, the Certificate issued by M/s. P. K. Pandya & Co., Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance is annexed to this Corporate Governance Report.

7. 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 Lakshdeep'**. The Financial Results of the Company are also available on the websites of BSE Limited and 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).

8. General Shareholder Information

i. **Registered Office:**

Upto 31st May, 2017

Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai - 400 001, Maharashtra, India

With effect from 1st June, 2017

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra, India

ii. **Annual General Meeting:**

Date	Day	Time	Venue
28th July, 2017	Friday	3.00 p.m.	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra

iii. **Financial Calendar:**

Financial Year: 1st April to 31st March

During the Financial Year ended 31st March, 2017, Financial Results were announced as under:

Date	Quarter
26th July, 2016	First Quarter
27th October, 2016	Half year
25th January, 2017	Third Quarter
4th May, 2017	Annual

iv. **Book Closure Dates and Dividend Payment Date:**

The Book Closure dates are as under:-

Wednesday, 19th July, 2017 to Friday, 21st July, 2017 (both days inclusive)

The date of dispatch of Dividend will be as under:-

Monday, 7th August, 2017

v. **Corporate Identification Number (CIN):**

Your Company's CIN, allotted by the Ministry of Corporate Affairs is L99999MH1994PLC076236. Your Company is registered at 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 National Stock Exchange of India Ltd ("NSE"). The ISIN Number of the Company for both NSDL and 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 2017-18 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, 2017.
- 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, 2017.

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, 2017

Month	High (in ₹)	Low (in ₹)	Volume (No.of Shares)
April 2016	229.70	197.50	1,22,791
May 2016	246.70	206.00	1,79,073
June 2016	415.60	237.00	23,43,075
July 2016	408.20	349.20	10,81,850
August 2016	438.00	350.00	7,98,273
September 2016	449.40	374.20	5,02,314
October 2016	652.70	401.05	12,27,392
November 2016	674.00	480.00	17,03,249
December 2016	694.80	576.00	10,37,905
January 2017	638.00	562.00	6,92,361
February 2017	613.70	558.35	3,75,022
March 2017	631.80	585.00	5,38,863

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, 2017

Month	High (in ₹)	Low (in ₹)	Volume(No. of Shares)
April 2016	230.00	195.25	3,88,753
May 2016	246.55	205.90	5,66,710
June 2016	416.00	236.35	77,02,285
July 2016	408.00	346.00	28,79,686
August 2016	438.40	348.85	23,20,347
September 2016	448.95	355.50	11,83,393
October 2016	650.60	402.30	37,05,489
November 2016	674.00	482.05	48,51,950
December 2016	694.00	575.50	31,04,588
January 2017	638.40	561.65	19,13,832
February 2017	614.70	557.55	9,38,291
March 2017	631.00	585.00	15,77,056

Chart A – The Company's share performance compared to BSE Sensex for the Financial Year 2016-17

Month	ASTEC Monthly Close Price On BSE (In ₹)	BSE Monthly Sensex Close
April 2016	223.50	25,606.62
May 2016	240.80	26,667.96
June 2016	367.50	26,999.72
July 2016	369.10	28,051.86
August 2016	420.95	28,452.17
September 2016	410.10	27,865.96
October 2016	644.05	27,930.21
November 2016	593.80	26,652.81
December 2016	618.50	26,626.46
January 2017	566.25	27,655.96
February 2017	590.80	28,743.32
March2017	603.45	29,620.50

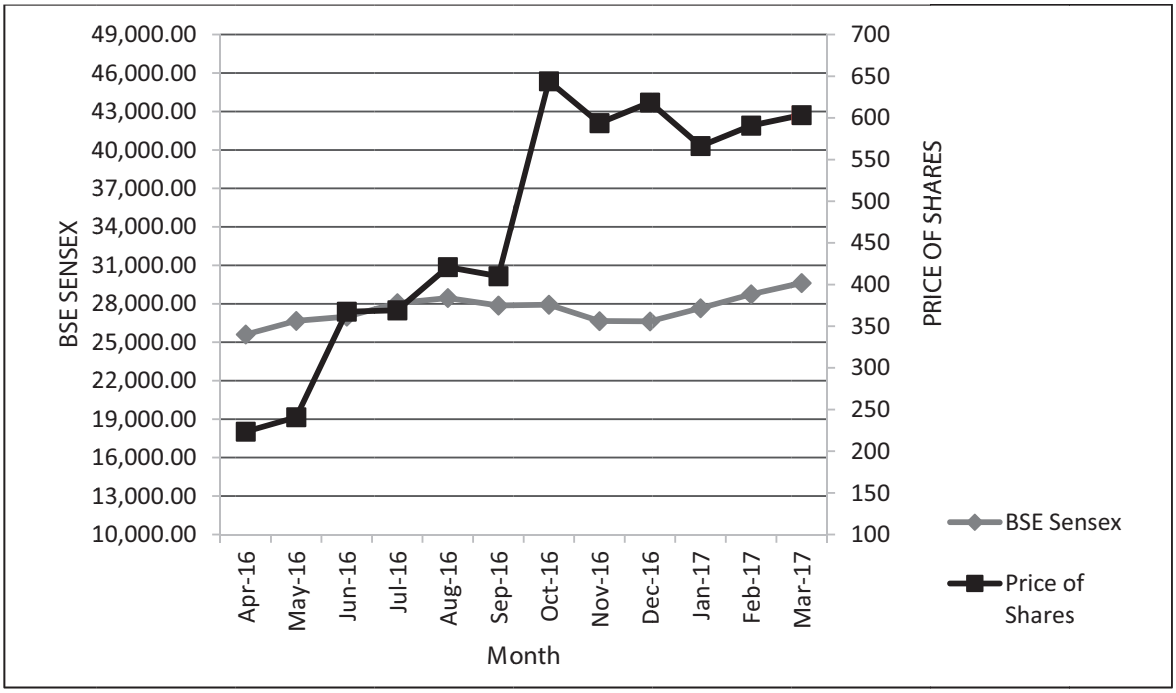


CHART B – The Company's share performance compared to NSE Nifty 50 for the Financial Year 2016-17

Month	ASTEC Monthly Close Price On NSE (In ₹)	NSE Nifty 50 Monthly Close
April 2016	224.25	7849.80
May 2016	240.25	8160.10
June 2016	368.40	8287.75
July 2016	368.85	8638.50
August 2016	420.95	8786.20
September 2016	411.65	8611.15
October 2016	643.30	8625.70
November 2016	595.30	8224.50
December 2016	618.55	8185.80
January 2017	566.25	8561.30
February 2017	592.50	8879.60
March 2017	603.40	9173.75

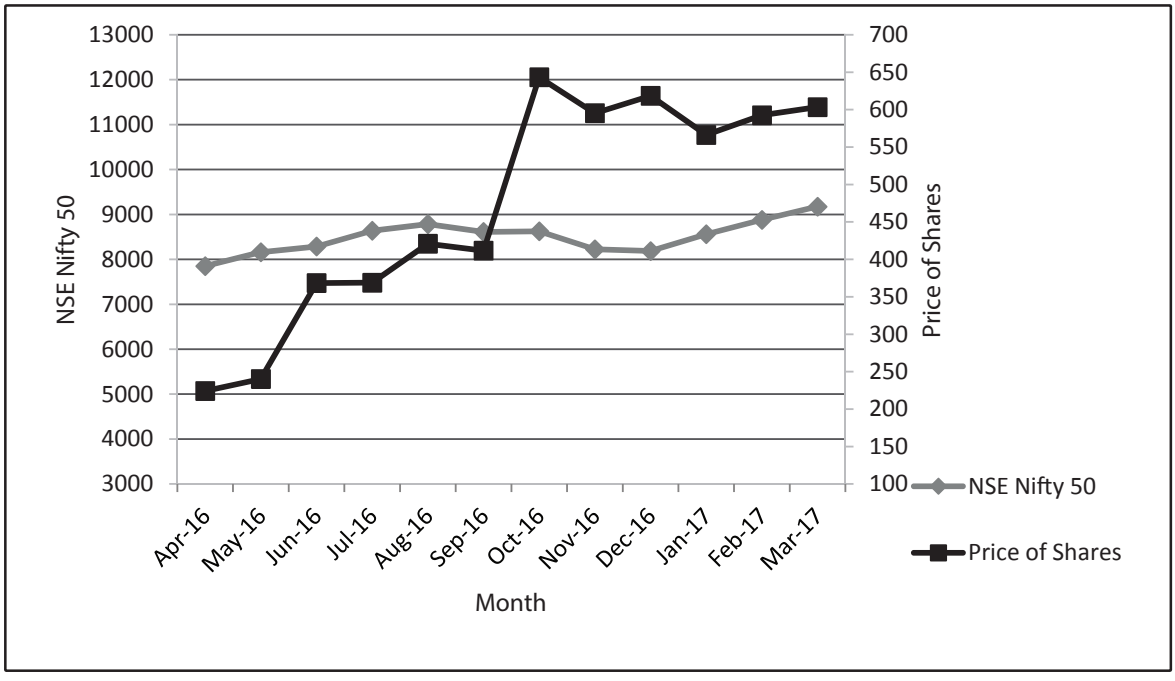


Table 3: Distribution of shareholding by size as on the Financial Year ended 31st March, 2017

Number of Shares	Number of Shareholders	Shareholders %	Number of Shares held	Shareholding %
1-5000	10,739	90.1906	10,96,200	5.6204
5001-10000	590	4.9551	4,73,762	2.4291
10001-20000	263	2.2088	4,01,430	2.0582
20001-30000	97	0.8146	2,47,335	1.2681
30001-40000	50	0.4199	1,82,409	0.9352
40001-50000	48	0.4031	2,24,729	1.1522
50001-100000	61	0.5123	4,63,360	2.3757
100001 and above	59	0.4955	1,64,14,630	84.1610
Total	**11,907**	**100.00**	**1,95,03,855***	**100.00**

**The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent dated 31st March, 2017. The reason for difference between the Listed Capital (1,95,03,855 Equity Shares) and Paid-Up Capital (1,95,12,855 Equity Shares) is as under:-*

The Company had made allotment of 9,000 (Nine Thousand) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each on 25th March, 2017 which led to increase in the issued, subscribed and paid-up capital of the Company from 1,95,03,855 Equity Shares to 1,95,12,855 Equity Shares. The listing applications in respect of the above allotment were submitted to BSE Limited and National Stock Exchange of India Limited ("the Exchanges") on 31st March, 2017 and the Trading Approval of Exchanges was subsequently received on 3rd April, 2017. The Company had already obtained In-Principle Approval of BSE Limited dated 26th November, 2014 and National Stock Exchange of India Limited dated 27th June, 2013.

Table 4: Distribution of shareholding by ownership as on 31st March, 2017

Category (as reported to Stock Exchanges)	No. of Equity Shares	% of Shareholding
Promoters' holding		
Individual Promoter	19,45,506	9.97
Corporate Body(ies)	1,08,37,139	55.56
Institutional Investors		
Financial Institutions/Banks	52,971	0.27
Foreign Portfolio Investors	3,64,555	1.87
Others		
Corporate Bodies	9,07,190	4.65
Resident Individuals	51,48,494	26.39
NRIs	2,15,212	1.10
Clearing Members	21,988	0.11
Trusts	10,800	0.06
Total	**1,95,03,855***	**100.00**

**The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent dated 31st March, 2017. The reason for difference between the Listed Capital (1,95,03,855 Equity Shares) and Paid-Up Capital (1,95,12,855 Equity Shares) is as under:-*
The Company had made allotment of 9,000 (Nine Thousand) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each on 25th March, 2017 which led to increase in the issued, subscribed and paid-up capital of the Company from 1,95,03,855 Equity Shares to 1,95,12,855 Equity Shares. The listing applications in respect of the above allotment were submitted to BSE Limited and National Stock Exchange of India Limited ("the Exchanges") on 31st March, 2017 and the Trading Approval of Exchanges was subsequently received on 3rd April, 2017. The Company had already obtained In-Principle Approval of BSE Limited dated 26th November, 2014 and National Stock Exchange of India Limited dated 27th June, 2013.

viii. Shares held in physical and dematerialized form:

As on 31st March, 2017, 99.99% of the Company's Equity Shares were held in dematerialized form and the remaining 0.01% in physical form. The break up is listed below:

Mode	No. of Shares	Percentage
Demat shares with NSDL	1,78,55,735	91.54
Demat shares with CDSL	16,48,015	8.45
Shares held in physical mode	105	0.01
Total	**1,95,03,855***	**100**

**The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent dated 31st March, 2017. The reason for difference between the Listed Capital (1,95,03,855 Equity Shares) and Paid-Up Capital (1,95,12,855 Equity Shares) is as under:-*
The Company had made allotment of 9,000 (Nine Thousand) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each on 25th March, 2017 which led to increase in the issued, subscribed and paid-up capital of the Company from 1,95,03,855 Equity Shares to 1,95,12,855 Equity Shares. The listing applications in respect of the above allotment were submitted to BSE Limited and National Stock Exchange of India Limited ("the Exchanges") on 31st March, 2017 and the Trading Approval of Exchanges was subsequently received on 3rd April, 2017. The Company had already obtained In-Principle Approval of BSE Limited dated 26th November, 2014 and National Stock Exchange of India Limited dated 27th June, 2013.

ix. Liquidity:

Higher trading activity is witnessed on NSE. Relevant data for the turnover on stock exchange(s) for the Financial Year 2016-17 is given below:

	BSE	NSE	TOTAL
Shares (Nos.)	1,06,02,168	3,11,32,380	4,17,34,548
Value (in ₹ Crore)	506.12	1,488.79	1,994.91

[Source: This information is compiled from the data available from the websites of BSE and NSE]

x. Corporate Benefits to Investors:

Details of Dividend declared by your company for last 10 years is as under:

Financial Year	Dividend Declaration Date	Dividend Per Share (₹)
2015-16	-	-
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
2008-09	27.08.2009	0.75
2007-08	28.08.2008	1.00
2006-07	27.09.2007	15.00*

**Share of paid-up Equity Share of Face Value of ₹ 100/- per share.*

Note: Dividend of ₹1.50/- (One Rupee Fifty Paisa) at face value of ₹ 10/- (Rupee Ten each) per Equity Share recommended by the Board of Directors on 4th May, 2017, is subject to declaration by Shareholders at the ensuing 23rd (Twenty Third) Annual General Meeting scheduled to be held on 28th July, 2017.

xi. Reconciliation of Share Capital Audit Report:

As stipulated by the 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 dematerialised form (held with NSDL and CDSL) and the total number of shares in physical form except for the Quarter ended 31st March, 2017, as stated in the Reconciliation Share Capital Audit Report submitted to the Stock Exchange(s).

xii. 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.

xiii. 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.

Contact details of Bigshare Services Private Limited, our Registrar and Share Transfer Agents are as under:-

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai - 400 072, Maharashtra
Phone No.: 022- 4043 0200
Fax No.: 022 - 2847 5207
E-mail: info@bigshareonline.com,
Website: www.bigshareonline.com

xiv. Plant Locations:

i) B-17, B-18 and B-21, MIDC Mahad, Birwadi Industrial Area, Mahad, District Raigad-402 301, Maharashtra

ii) B-16, MIDC Mahad, Birwadi Industrial Area, Mahad, District Raigad- 402 301, Maharashtra

iii) Additional MIDC, Plot No: K-2/1/1, Mahad, District Raigad-402 301, Maharashtra

xv. Research and Development Centre:

F-39, MIDC-Phase-II, Dombivili (East) - 421 201, District Thane, Maharashtra

xvi. Address for Correspondence:

Mr. P. P. Manoj
Chief Financial Officer
"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 5750, Fax: 022 - 2261 8289
Email id: pp.manoj@godrejastec.com, Website: www.astecls.com

Ms. Tejal Jariwala
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: tejal.jariwala@godrejastec.com, Website: www.astecls.com

Investor Correspondence should be addressed to:
Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka,
Andheri (East), Mumbai - 400 072, Maharashtra
Phone: 022- 4043 0200, Fax: 022 - 2847 5207
Email id: info@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.

xvii. SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web-based complaints redress 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.

xviii. Material Non-listed Subsidiary Company:

Your Company does not have material non-listed Indian subsidiary Company whose turnover or net worth (i.e. Paid-up capital and free reserves) exceeds 20% (twenty 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.

xix. 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.

xx. 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	Yes	• Board Composition • Meeting 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
2	Audit Committee	18	Yes	• Composition • Meeting of Audit Committee • Powers of Audit Committee • Role of Audit Committee and review of information by the Committee

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Compliance observed for the following:
3	Nomination and Remuneration Committee	19	Yes	• Composition • Role of the Committee
4	Stakeholders' Relationship Committee	20	Yes	• Composition • Role of the Committee
5	Risk Management Committee	21	Yes	• Composition • Role of the Committee
6	Vigil Mechanism	22	Yes	• Formulation of Vigil Mechanism for Directors and Employees • Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	• Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions • Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee and Board of Directors. • Review of transactions pursuant to aforesaid Contracts.
8	Corporate Governance requirements with respect to subsidiary of Listed entity	24	Yes	• Review of Investment made by unlisted subsidiary companies by Audit Committee. • Minutes of meeting of Board of Director on unlisted Subsidiary Companies placed at meeting of Board of Director • Review of significant transactions and arrangment entered by unlisted Subsidiary Companies
9	Obligations with respect to Independent Directors	25	Yes	• Maximum Directorship and tenure • Meeting of Independent Directors • Familiarisation of Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	• Memberships / Chairmanships in Committees • Affirmation with compliance to Code of Business 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

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Compliance observed for the following:
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 Business 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

xxi. Transfer of Unpaid / Unclaimed amounts of Dividend to Investor Education and Protection Fund:

During the year under review, the Company was not required to transfer any amount lying in the Unpaid / Unclaimed Dividend account, 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.

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 26th July, 2016 (date of last Annual General Meeting) on the Company's website, viz., www.astecls.com, and on the website of the Ministry of Corporate Affairs.

xxii. 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 to the Audit Committee and the same is taken for review at the time of Audit Committee Meetings.

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, 2017.

For Astec Lifesciences Limited

Place: Mumbai
Date: 4th May, 2017

Ashok Hiremath
Managing Director

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE WITH CORPORATE GOVERNANCE

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, 2017, 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 P. K. Pandya & Co.
Practicing Company Secretary

Prakash K. Pandya
FCS No.: 3901
C P No.: 2311

Place: Mumbai
Date: 4th May, 2017

INDEPENDENT AUDITOR'S REPORT

To the Members of Astec LifeSciences Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Astec LifeSciences Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these standalone financial statements.

Opinion

8. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2017, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The Company had prepared separate sets of statutory financial statements for the year ended March 31, 2016 and March 31, 2015 in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued auditor's reports to the shareholders of the Company dated May 4, 2016 and May 16, 2015 respectively. These financial statements have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1"a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. 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 purpose 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 financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

    e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report;

    g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company, as detailed in Note No.39 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

        iv. The company, as detailed in Note No.9 to the standalone financial statements, has made requisite disclosures in these standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on the audit procedures performed and taking into consideration the information and explanations given to us, in our opinion, these are in accordance with the books of account maintained by the company.

For **Shah & Kathariya**
Chartered Accountants
Firm's Registration No.: 115171W

P M Kathariya
Partner
Membership No.: 031315

Place: Mumbai
Date: May 4, 2017

ANNEXURE – 1 TO THE AUDITORS REPORT

The annexure referred to in independent auditors report to the members of the Company on the standalone financial statements for the year ended March 31, 2017. We report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.

(c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) The Company has granted loans to one company covered in the register maintained under section 189 of the Companies Act, 2013.

(a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Company covered in the register maintained under section 189 of the Act are not, prima facie, prejudicial to the interest of the company.

(b) In the case of the loan granted to the company covered in the register maintained under section 189 of the Act, the borrower has been regular in the payment of the principal and interest as stipulated.

(c) There are no overdue amounts in respect of the loan granted to the Company covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.

(v) The Company has not accepted any deposits from the public.

(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 or service 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) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, duty of custom, 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	59.16	AY 2007-08	High Court
Income Tax Act, 1961	Income Tax	169.10 1.93 7.26	AY 2009-10 AY 2011-12 AY 2014-15	CIT (A)
Income Tax Act, 1961	Income Tax	30.47 169.94	AY 2009-10 AY 2010-11	ITAT
MVAT Act 2002	CST	148.47 1,445.21	FY 2004-05 FY 2006-07	JSCT (Appeal) DCST (Appeal)
Central Excise Act	Excise Duty	4251.13 279.50 39.00 19.64 1691.77	FY2009–FY 2014 FY2009–FY 2014 FY2009–FY 2014 FY2014–FY 2015 FY2009–FY 2014	CESTAT CESTAT CESTAT CESTAT High Court
Customs Act, 1962	Custom Duty	13.70	FY 2013-14	Commissioner of Custom

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management and on an overall examination of the balance sheet, we report that monies raised by way term loans were applied for the purposes for which those were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, 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, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **Shah & Kathariya**
Chartered Accountants
Firm's Registration No.: 115171W

P M Kathariya
Partner
Membership No.: 031315

Place: Mumbai
Date: May 4, 2017

ANNEXURE – 2 TO THE AUDITORS REPORT

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ASTEC LIFESCIENCES LIMTED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Astec LifeSciences Limited

We were engaged to audit the internal financial controls over financial reporting of Astec LifeSciences Limited ("the Company") as of March 31, 2017, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 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 internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting 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.

For **Shah & Kathariya**
Chartered Accountants
Firm's Registration No.: 115171W

P M Kathariya
Partner
Membership No.: 031315

Place: Mumbai
Date : May 4, 2017

BALANCE SHEET AS AT MARCH 31, 2017

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016	April 1, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	2(a)	9,910.71	9,269.51	8,924.42
Capital work-in-progress	2(a)	755.53	1,819.17	632.88
Other intangible assets	2(b)	350.91	163.93	227.45
Intangible assets under development	2(b)	-	165.60	87.83
Investment in subsidiaries	3	48.89	48.89	98.89
Financial assets				
Investments	3	0.53	0.53	0.53
Other financial assets	4	449.77	484.00	474.09
Income tax assets (net)	5	319.03	264.47	-
Deferred tax assets (net)	14	-	218.84	940.03
Other non-current assets	6	1,698.18	1,431.17	865.56
Total non-current assets		**13,533.55**	**13,866.11**	**12,251.68**
Current assets				
Inventories	7	6,555.14	7,074.68	5,860.51
Financial assets				
Trade receivables	8	11,065.08	8,013.76	7,700.27
Cash and cash equivalents	9	273.86	220.99	1.15
Bank balance other than cash and cash equivalents above	10	138.79	380.06	1,120.46
Loans	11	8.06	978.03	1,669.30
Other financial assets	12	56.08	90.44	49.79
Other current assets	13	1,728.38	2,289.96	1,038.78
Total current assets		**19,825.39**	**19,047.92**	**17,440.26**
Total assets		**33,358.94**	**32,914.03**	**29,691.94**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	1,951.29	1,945.51	1,945.51
Other equity	16	11,847.26	9,878.09	10,075.52
Total equity		**13,798.55**	**11,823.60**	**12,021.03**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	17	40.19	817.70	1,265.11
Provisions	18	6.64	44.92	74.08
Deferred tax liabilities (net)	14	119.55	-	-
Total non-current liabilities		**166.38**	**862.62**	**1,339.19**
Current liabilities				
Financial liabilities				
Borrowings	19	12,599.88	10,857.48	7,257.21
Trade payables	20	5,737.36	6,798.41	6,973.82
Other financial liabilities	21	694.51	2,020.48	1,469.34
Provisions	18	55.69	136.58	127.45
Income tax liabilities (net)	5	-	-	249.85
Other current liabilities	22	306.57	414.86	254.05
Total current liabilities		**19,394.01**	**20,227.81**	**16,331.72**
Total liabilities		**19,560.39**	**21,090.43**	**17,670.91**
Total equity and liabilities		**33,358.94**	**32,914.03**	**29,691.94**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

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

P. M. Kathariya
Partner
Membership No. 031315

Ashok V. Hiremath
Managing Director
(DIN: 00349345)

Arijit Mukherjee
Whole Time Director
(DIN: 07334111)

Place : Mumbai
Date : May 4, 2017

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Income			
Revenue from operations	23	31,275.74	23,518.55
Other income	24	237.42	285.16
Total income		**31,513.16**	**23,803.71**
Expenses			
Cost of materials consumed	25	17,912.07	14,270.90
Changes in inventories of work-in-progress and finished goods	26	27.64	(381.57)
Excise duty		1,472.89	1,401.58
Employee benefit expense	27	2,037.57	1,480.32
Finance costs	28	1,222.98	1,249.46
Depreciation and amortisation expense	29	1,367.31	1,036.16
Other expenses	30	3,549.77	3,672.68
Total expenses		**27,590.23**	**22,729.53**
Profit before exceptional items and tax		**3,922.93**	**1,074.18**
Exceptional items	31	1,060.21	314.76
Profit before tax		**2,862.72**	**759.42**
Income tax expense:			
- Current tax	32	609.27	-
- Deferred tax	32	344.03	724.04
Total tax expense		**953.30**	**724.04**
Profit/(Loss) for the year		**1,909.42**	**35.38**
Other comprehensive income			
Items that will not be reclassifed to profit or loss			
Remeasurements of post-employment benefit obligations		(10.32)	(9.22)
Income tax related to the above item		3.58	2.85
		(6.74)	(6.37)
Items that may be reclassified to profit or loss			
Deferred losses on cash flow hedges	16 (vi)	(5.96)	-
Income tax related to the above item		2.06	-
		(3.90)	-
Other comprehensive income (net of tax) for the year		**(10.64)**	**(6.37)**
Total comprehensive income for the year		**1,898.78**	**29.01**
Earnings per equity share for profit attributable to equity shareholders of Astec LifeSciences Limited	33		
Basic (in ₹)		9.79	0.18
Diluted (in ₹)		9.77	0.18

The above statement of profit & loss should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

P. M. Kathariya
Partner
Membership No. 031315

Place : Mumbai
Date : May 4, 2017

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)

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2017

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Cash flow from operating activities			
Profit before tax		2,862.72	759.42
Adjustments for			
Depreciation and amortisation expense	29	1,367.31	1,036.16
Interest income	24	(38.69)	(218.66)
Interest expenses	28	1,222.98	1,249.46
Unrealised foreign exchange gain/loss	30	(155.42)	143.66
Loss on sale of property, plant and equipment	30	23.41	-
Bad Debts written off	30	68.49	-
Property, plant and equipment written off	31	1,060.21	-
Employee stock options expense	27	56.53	66.55
Remeasurements of post-employment benefit obligations		(10.32)	(9.22)
Change in the fair value of cash flow hedge	16(iv)	(3.90)	-
Sundry balances written back	24	(138.24)	-
Operating Profit Before Working Capital Changes		**6,315.08**	**3,027.37**
Change in operating assets and liabilities			
(Increase)/Decrease in trade receivables		(3,213.09)	(331.55)
(Increase)/Decrease in loans		969.97	691.26
(Increase)/Decrease in other financial assets-current		34.37	(40.65)
(Increase)/Decrease in other current assets		561.58	(1,251.17)
(Increase)/Decrease in inventories		519.54	(1,214.18)
(Increase)/Decrease in other financial assets-non-current		34.24	(9.91)
(Increase)/Decrease in other non-current assets		(712.01)	(108.89)
Increase/(Decrease) in trade payables		(819.03)	(158.25)
Increase/(Decrease) in other financial liabilities		(1,325.97)	551.14
Increase/(Decrease) in other current liabilities		555.55	404.20
Increase/(Decrease) in provisions		(80.89)	9.13
Increase/(Decrease) in other non-current liabilities		(259.18)	(750.35)
Cash generated from operations		**2,580.15**	**818.14**
Income tax paid		(663.84)	(493.23)
Net cash inflow / (outflow) from operating activities		**1,916.31**	**324.92**
Cash flow from investing activities			
Payments for property, plant and equipment	2	(2,085.63)	(2,581.80)
Proceed from sale of property, plant and equipment	2	35.74	-
Proceed from sale of Investments		-	50.00
Deposits redeemed	10	241.27	740.40
Interest received	24	38.69	218.66
Net cash inflow / (outflow) from investing activities		**(1,769.93)**	**(1,572.74)**

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Cash flow from financing activities			
Proceeds from borrowings	17, 19	1,887.33	3,597.63
Repayment of borrowings	17, 19	(777.51)	(587.53)
Proceeds from issue of shares		19.65	-
Interest paid	28	(1,222.98)	(1,249.46)
Dividend paid to company's shareholders		-	(292.98)
Net cash inflow (outflow) from financing activities		**(93.51)**	**1,467.66**
Net increase / (decrease) in cash and cash equivalents		52.88	219.84
Cash and cash equivalents at the beginning of the year		220.99	1.15
Cash and cash equivalents at the end of the year		**273.86**	**220.99**

The above statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

P. M. Kathariya
Partner
Membership No. 031315

Place : Mumbai
Date : May 4, 2017

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
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(DIN: 07334111)

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2017

A. Equity share capital (₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Balance as at the beginning of the reporting period	15	1,945.51	1,945.51
Changes in equity share capital during the year		5.78	-
Balance as at the end of the reporting period		**1,951.29**	**1,945.51**

B. Other equity (₹ in Lakh)

Particulars	Notes	Reserves & Surplus				Other reserve		
		Securities premium reserve	Retained earnings	General reserve	Share option outstanding account	Capital resemption reserve	Cash flow hedging reserve	Total equity
Balance as at April 1, 2015	16	**5,693.54**	**3,124.23**	**1,249.28**	**8.17**	**0.30**	**-**	**10,075.52**
Profit/(loss) for the year		-	35.38	-	-	-	-	35.38
Other comprehensive income for the year		-	(6.37)	-	-	-	-	(6.37)
Total comprehensive income for the year		**-**	**29.01**	**-**	**-**	**-**	**-**	**29.01**
Transactions with owners in their capacity as owners:								
Dividends paid (including dividend distribution tax)	16 (ii)	-	(292.98)	-	-	-	-	(292.98)
Employee stock option expense		-	-	-	66.55	-	-	66.55
Balance as at March 31, 2016		**5,693.54**	**2,860.26**	**1,249.28**	**74.72**	**0.30**	**-**	**9,878.09**
Profit for the year		-	1,909.42	-	-	-	-	1,909.42
Other comprehensive income for the year		-	(6.74)	-	-	-	(3.90)	(10.64)
Total comprehensive income for the year		**-**	**1,902.68**	**-**	**-**	**-**	**(3.90)**	**1,898.78**
Transactions with owners in their capacity as owners:								
Exercise of employee stock options	16 (iv)	72.25	-	-	(58.37)	-	-	13.88
Employee stock option expense	26	-	-	-	56.53	-	-	56.53
Balance as at March 31, 2017		**5,765.79**	**4,762.93**	**1,249.28**	**72.88**	**0.30**	**(3.90)**	**11,847.26**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

P. M. Kathariya
Partner
Membership No. 031315

Place : Mumbai
Date : May 4, 2017

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

Ashok V. Hiremath
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Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1 : Significant accounting policies

General Information

Astec LifeSciences Ltd. ("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, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra.(*) 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.

Significant accounting policies

(a) Basis of preparation

(i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2016 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Company under Ind AS. Refer note 42 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

(ii) 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.
- defined benefit plans – plan assets measured at fair value; and
- share-based payments

(b) Key estimates and assumptions

In preparing these financial statements in accordance with Ind AS, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts in the balance sheet and statement of profit and loss. Actual results may differ from these estimates.

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:

(i) **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. - Refer Note 18

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

(ii) **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. - Refer Note 18

(iii) **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. - Refer Note 41

(iv) **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. - Refer Note 12 and 21.

(c) Foreign currency translation

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 (₹) is the functional and presentation currency of the company.

Transactions and balances

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within Loss on Exchange Rates & Forward Exchange Contracts.Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable including export incentives. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, and amounts collected on behalf of third parties.

When the Company acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount as a processing income earned by the company.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when significant risks and rewards of ownership in the goods are transferred to the buyer.

(e) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(f) Financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and
- those measured at amortised cost.

(ii) Initial recognition & 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 profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(iii) Equity investments (other than investments in associates and joint venture)

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 profit and loss.

(iv) 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 ; 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 , 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.

(v) 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:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- **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.

(g) Financial liabilities

(i) 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 profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(ii) 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.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(h) Leases

Determining whether an arrangement contains a lease:

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are seperated into those for the lease and those for other elements on the basis of their relative fair value. If the arrangement is concluded as a finance lease, then present it as a finance lease in their balance sheets and present them as a receivable at an amount equal to the net investment in the lease. The asset is reduced as payments are received and finance income is recognised based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

As a lessor

Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease receivable. The corresponding income, are included in other financial assets as appropriate. Each installment of lease receivable is allocated between the financial asset and interest income on finance lease. The finance income is recognised to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

As a lessee

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

(i) Impairment of assets

Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment,assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(j) 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.

(k) Inventories

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.

(l) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. 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 the item being hedged and the type of hedge relationship designated.

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) 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 recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, with in other income.

When forward contracts are used to hedge forecast transactions, the Company may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss .

When the hedged forecast transaction results in the recognition of a non-financial asset, the amounts accumulated in equity are transferred to profit or loss as follows:

- With respect to gain or loss relating to the effective portion of the spot component of forward contracts, both the deferred hedging gains and losses and the deferred aligned forward points are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss.

  When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of

hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

(ii) Derivatives that are not designated as hedges

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss.

(m) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(n) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property,plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

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) Leasehold Land:

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).

(o) 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.

The cost of intangible assets at April 1, 2015, the Company's date of transition to Ind AS, was determined with reference to its carrying value at that date.

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.

(p) 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.

(q) Provisions

Provisions for legal claims, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow

of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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.

(r) Employee 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.

(s) 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.

(t) 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.

(u) 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.

(v) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

Note 2(a) : Property, Plant & Equipment and Capital work-in progress

(₹ in Lakh)

Particulars	Leasehold land	Plant & Equipment	Factory Building	Office Building	Electrical Installation	Furniture, fittings and equipment	Vehicles	Computers	Office equipments	Total Property, plant & equipment	Capital work-in progress
Deemed cost(Gross carrying value)											
Balance as at April 1, 2015	155.25	7,100.35	1,110.18	267.48	44.03	106.34	123.32	3.06	14.42	8,924.43	632.88
Additions	-	1,086.03	69.21	-	0.30	27.72	87.75	7.64	5.63	1,284.28	2,341.53
Disposal / Transfers	-	-	-	-	-	-	-	-	-	-	1,155.24
Balance as at March 31, 2016	**155.25**	**8,186.38**	**1,179.39**	**267.48**	**44.33**	**134.06**	**211.07**	**10.70**	**20.05**	**10,208.71**	**1,819.17**
Balance as at April 1, 2016	155.25	8,186.38	1,179.39	267.48	44.33	134.06	211.07	10.70	20.05	10,208.71	1,819.17
Additions	-	1,943.80	930.53	-	154.92	1.28	8.51	24.32	5.14	3,068.51	1,880.61
Disposal / Transfers	-	1,293.53	-	-	-	0.68	82.91	-	0.50	1,377.63	2,944.25
Balance as at March 31, 2017	**155.25**	**8,836.65**	**2,109.92**	**267.48**	**199.25**	**134.66**	**136.67**	**35.02**	**24.69**	**11,899.59**	**755.53**
Accumulated Depreciation											
Depreciation for the year	1.80	834.67	43.84	4.56	8.17	18.62	19.60	3.64	4.30	939.19	-
Disposal / Transfers	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2016	**1.80**	**834.67**	**43.84**	**4.56**	**8.17**	**18.62**	**19.60**	**3.64**	**4.30**	**939.19**	**-**
Balance as at April 1, 2016	1.80	834.67	43.84	4.56	8.17	18.62	19.60	3.64	4.30	939.19	-
Depreciation for the year	1.87	1,117.74	103.32	4.73	19.56	23.13	22.30	6.95	4.75	1,304.35	-
Disposal / Transfers	-	238.46	-	-	-	-	16.21	-	-	254.67	-
Balance as at March 31, 2017	**3.67**	**1,713.95**	**147.16**	**9.29**	**27.73**	**41.75**	**25.69**	**10.59**	**9.05**	**1,988.88**	**-**
Carrying amount as at April 1, 2015	155.25	7,100.35	1,110.18	267.48	44.03	106.34	123.32	3.06	14.42	8,924.42	632.88
Carrying amount as at March 31, 2016	153.45	7,351.71	1,135.55	262.92	36.16	115.44	191.47	7.06	15.75	9,269.51	1,819.17
Carrying amount as at March 31, 2017	**151.58**	**7,122.70**	**1,962.76**	**258.19**	**171.52**	**92.91**	**110.98**	**24.43**	**15.64**	**9,910.71**	**755.53**

(a) Property, plant and equipment pledged as security

Refer to Note 17 and 19 for information on property, plant and equipment and other intangible assets pledged as security by the company.

(b) Contractual obligations

Refer to note 40 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(c) Capital work-in-progress

Capital work-in-progress mainly comprises of plant & machinery and factory building.

Note 2 (b) : Intangible assets and intangible assets under development

(₹ in Lakh)

Particulars	Software	Product registration	Total intangibles	Intangible assets under development
Deemed cost(Gross carrying value)				
Balance as at April 1, 2015	3.83	223.63	227.45	87.83
Additions	6.50	26.95	33.45	77.78
Disposal	-	-	-	-
Balance as at March 31, 2016	**10.32**	**250.58**	**260.90**	**165.60**
Balance as at April 1, 2016	10.32	250.58	260.90	165.60
Additions	249.94	-	249.94	59.74
Disposal	-	-	-	225.34
Balance as at March 31, 2017	**260.26**	**250.58**	**510.84**	**-**
Accumulated Depreciation				
Amortisation charge for the year	1.52	95.45	96.97	-
Disposals	-	-	-	-
Balance as at March 31, 2016	**1.52**	**95.45**	**96.97**	**-**
Balance as at 1 April 2016	1.52	95.45	96.97	-
Amortisation charge for the year	6.55	56.41	62.96	-
Disposal	-	-	-	-
Balance as at March 31, 2017	**8.07**	**151.86**	**159.93**	**-**
Carrying amount as at April 1, 2015	3.83	223.62	227.45	87.83
Carrying amount as at March 31, 2016	8.80	155.13	163.93	165.60
Carrying amount as at March 31, 2017	**252.19**	**98.72**	**350.91**	**-**

Property, plant and equipment pledged as security

Refer to Note 17 and 19 for information on property, plant and equipment and other intangible assets pledged as security by the company.

Significant Estimates: Useful life of Product registration / Software

The company estimates the useful life of the product registration to be 5 years based on the validity/life of the product registered. As at March 31, 2017, the net carrying amount of the Product Registration is ₹ 98.72 Lakh (March 31, 2016 : ₹ 155.13 Lakh)

The company estimates the useful life of the software to be 6 years as per the company's accounting policy. The company has recently capitalised the SAP software in the current year. As at March 31, 2017, the net carrying amount of the Computer Software is ₹ 252.19 Lakh (March 31, 2016 : ₹ 8.80 Lakh)

Note 3 : Non-current investments

(₹ in Lakh)

	Particulars	March 31, 2017	March 31, 2016	April 1, 2015
I	**Investment in unquoted equity instruments (fully paid-up)**			
	In subsidiaries (at cost)			
a)	Behram Chemicals Private Limited			
	39,380 (March 31, 2016: 39,380, April 1, 2015: 39,380) Equity Shares of ₹ 100/- each	42.18	42.18	42.18
b)	Astec Europe Sprl			
	9,520 (March 31, 2016: 9,520, April 1, 2015: 9,520) Equity Shares of EUR 1/- each	5.71	5.71	5.71
c)	Comercializadora Agricola Agroastrachem Cia Ltda			
	400 (March 31, 2016: 400, April 1, 2015: 400) Equity Shares of USD 1/- each	1.00	1.00	1.00
d)	Astec Cropcare Private Limited			
	Nil (March 31, 2016: Nil, April 1, 2015: 500,000) Equity Shares of ₹ 10/- each	-	-	50.00
		48.89	**48.89**	**98.89**

(₹ in Lakh)

	Particulars	March 31, 2017	March 31, 2016	April 1, 2015
	In others (at FVPL)			
e)	Shamrao Vithal Co-operative Bank Ltd			
	2,100 (March 31, 2016: 2,100, April 1, 2015 : 2,100) Equity Shares of ₹ 25/- each	0.53	0.53	0.53
	TOTAL	**49.42**	**49.42**	**99.42**
	Aggregate amount of unquoted investments	49.42	49.42	99.42

Note 4 : Other financial assets (non-current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Security deposits for utilities & premises	133.69	103.55	66.92
Finance lease receivable (Refer note 12)	316.08	380.45	407.17
TOTAL	**449.77**	**484.00**	**474.09**

Note 5 : Income tax assets/(liabilities) (net)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	264.47	(249.85)
Less: Current tax payable for the year	609.27	-
Add: Taxes paid	663.84	493.23
Less: Earlier year tax adjustment	-	(21.08)
Closing balance	**319.03**	**264.47**

Note 6 : Other non current assets

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital Advances	359.13	415.15	10.99
Advances other than capital advances			
- Balances with government authorities	1,339.05	1,002.06	854.57
- Other advances			
Considered good	-	13.96	-
Considered doubtful	-	200.07	-
Less: Allowance for doubtful advances	-	(200.07)	-
Net Other Advances	-	13.96	-
TOTAL	**1,698.18**	**1,431.17**	**865.56**

Note 7 : Inventories

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Raw materials (including stock in transit ₹ 748.89 Lakh (March 31, 2016: ₹ 656.39 Lakh, April 1, 2015: ₹ 742.61 Lakh))	2,030.35	2,498.76	1,763.64
Work-in-progress	3,186.54	2,022.90	1,759.59
Finished goods (including stock in transit Nil (March 31, 2016: ₹ 877.08 Lakh, April 1, 2015: ₹ 858.61 Lakh)	1,077.94	2,269.22	2,150.97
Stores and spares	260.31	283.80	186.31
TOTAL	**6,555.14**	**7,074.68**	**5,860.51**

Note 8 : Trade receivables

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured, considered good			
- Related parties (Refer Note 38)	358.28	37.13	81.94
- Other parties	10,706.80	7,976.63	7,618.33
TOTAL	**11,065.08**	**8,013.76**	**7,700.27**

Note 9 : Cash and cash equivalents

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks			
- in Current accounts	272.89	220.72	-
Cash on hand	0.97	0.27	1.15
TOTAL	**273.86**	**220.99**	**1.15**

Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

(in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	74,000.00	20,730.00	94,730.00
Add: Permitted receipts	-	549,989.00	549,989.00
Less: Permitted payments	-	501,696.00	501,696.00
Less: Amount deposited in banks	74,000.00		74,000.00
Closing cash in hand as on December 30, 2016	**-**	**69,023.00**	**69,023.00**

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

Note 10 : Bank Balance other than cash and cash equivalents above

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Margin money deposits*	133.47	375.57	1,118.04
Unclaimed dividend accounts	5.32	4.49	2.42
TOTAL	**138.79**	**380.06**	**1,120.46**

* Margin money deposits are restricted and the same is held towards security of letter of credit & bank guarantees.

Note 11 : Loans (current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured, Considered Good			
Loans to related party (Refer note 38)	-	957.43	1,649.15
Loans to employees	8.06	20.60	20.15
TOTAL	**8.06**	**978.03**	**1,669.30**

Note 12 : Other financial assets (current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Derivatives			
- Foreign exchange forward contracts not designated as hedge	-	34.28	6.53
Current portion of finance lease receivable (Refer note 4)	56.08	50.20	41.56
Others	-	5.96	1.70
TOTAL	**56.08**	**90.44**	**49.79**

Note 13 : Other current assets

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advances to suppliers	21.27	131.24	115.80
Balance with government authorities			
Considered good	1,593.14	1,993.36	773.99
Considered doubtful	96.65	97.91	97.91
Less: Allowance for doubtful advances	(96.65)	(97.91)	(97.91)
	1,593.14	1,993.36	773.99
Prepaid expenses	60.53	55.11	52.34
Other receivables	53.44	110.25	96.65
TOTAL	**1,728.38**	**2,289.96**	**1,038.78**

Note 14 : Deferred Tax Asset / (Liabilities)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
The balance comprises temporary differences attributable to:			
Property, plant and equipment	113.18	3.11	676.99
MAT credit entitlement	763.44	794.74	639.62
Tax losses	-	259.04	-
Inventories	-	-	346.40
Trade receivables	-	-	47.81
Deferred income	-	78.09	102.04
Provisions	52.50	86.34	53.61
Finance lease receivable	(128.79)	(133.07)	(138.66)
Advances-Finance lease	(925.52)	(867.88)	(899.25)
Other items			
Derivatives	-	0.84	9.18
Others	5.64	(2.36)	102.29
Net deferred tax assets / (Liabilities)	**(119.55)**	**218.84**	**940.03**

Movement in deferred tax balances

(₹ in Lakh)

Particulars	Balance as at April 1, 2016	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2017
Deferred tax asset							
Property, plant and equipment	3.11	(110.07)	-	(110.07)	113.18	-	113.18
MAT Credit Entitlement	794.74	31.29	-	31.29	763.44	-	763.44
Tax losses	259.04	259.04	-	259.04	-	-	-
Inventories	-	-	-	-	-	-	-
Trade receivables	-	-	-	-	-	-	-
Derivatives	0.84	0.84	-	0.84	-	-	-
Deferred income	78.09	78.09	-	78.09	-	-	-
Provisions	86.34	33.84	-	33.84	52.50	-	52.50
Finance lease receivable	(133.07)	(4.28)	-	(4.28)	-	128.79	(128.79)
Advances-Finance lease	(867.88)	57.64	-	57.64	-	925.52	(925.52)
Other items	(5.21)	(2.36)	-	(2.36)	-	2.85	(2.85)
Recognised in OCI	2.85	-	(5.64)	(5.64)	8.49	-	8.49
Tax assets (Liabilities)	**218.84**	**344.03**	**(5.64)**	**338.39**	**937.61**	**1,057.17**	**(119.55)**

(₹ in Lakh)

Particulars	Balance as at April 1, 2015	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2016
Deferred tax asset							
Property, plant and equipment	676.99	673.88	-	673.88	3.11	-	3.11
MAT Credit Entitlement	639.62	(155.11)	-	(155.11)	794.74	-	794.74
Tax losses	-	(259.04)	-	(259.04)	259.04	-	259.04
Inventories	346.40	346.40	-	346.40	-	-	-
Trade receivables	47.81	47.81	-	47.81	-	-	-
Derivatives	9.18	8.34	-	8.34	0.84	-	0.84
Deferred income	102.04	23.95	-	23.95	78.09	-	78.09
Provisions	53.61	(32.74)	-	(32.74)	86.34	-	86.34
Finance lease receivable	(138.66)	(5.58)	-	(5.58)		133.07	(133.07)
Advances-Finance lease	(899.25)	(31.37)	-	(31.37)	-	867.88	(867.88)
Other items	102.29	107.50	-	107.50	-	5.21	5.21
Recognised in OCI	-	-	(2.85)	(2.85)	2.85	-	2.85
Tax assets (Liabilities)	**940.03**	**724.04**	**(2.85)**	**721.19**	**1,225.00**	**1,006.16**	**218.84**

Note 15 : Equity Share Capital

a **Authorised :** (₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
25,000,000 (March 31, 2016: 25,000,000, April 1, 2015: 25,000,000) Equity shares of the par value of ₹ 10 each	2,500.00	2,500.00	2,500.00
TOTAL	**2,500.00**	**2,500.00**	**2,500.00**

b **Issued and Subscribed:** (₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
19,512,855 (March 31, 2016: 19,455,055, April 1, 2015: 19,455,055) Equity shares fully paid up	1,951.29	1,945.51	1,945.51
TOTAL	**1,951.29**	**1,945.51**	**1,945.51**

c **Reconciliation of number of equity shares outstanding at the beginning and the end of the year :**

No of Equity Shares	March 31, 2017	March 31, 2016
Outstanding at the beginning of the year	19,455,055	19,455,055
Issued during the year	57,800	-
Outstanding at the end of the year	**19,512,855**	**19,455,055**

d During the year, the Company has issued 57,800 (March 31, 2016: Nil, April 1, 2015: Nil) equity shares under the Employee Stock Option Plan/Scheme.

e **Rights, preferences and restrictions attached to Equity shares**
The Company has issued only one class of equity shares having a par value of ₹ 10 each. Each equity shareholder is entitled to one vote per equity share.

f **Shares of the Company held by holding / ultimate holding company**

Name of Shareholder	March 31, 2017		March 31, 2016		April 1, 2015	
	No of shares	%	No of shares	%	No of shares	%
Godrej Agrovet Limited (Immediate holding company)	10,837,139	55.54%	10,434,880	53.64%	-	-

g **Shareholders holding more than 5% shares in the Company is set out below:**

Name of Shareholder	March 31, 2017		March 31, 2016		April 1, 2015	
	No of shares	%	No of shares	%	No of shares	%
Godrej Agrovet Limited (holding company)	10,837,139	55.54%	10,434,880	53.64%	-	0.00%
Ashok Hiremath	1,945,506	9.97%	1,945,506	10.00%	6,240,780	32.08%
Suresh Hiremath	-	-	-	-	1,650,000	8.48%
Dr. P. L. Tiwari	-	-	-	-	1,815,000	9.33%

h **Equity shares reserved for issue under employee stock option scheme**

Information related to Employee Stock Option Plan/Scheme, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 41.

Note 16 : Other equity

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
a) Reserves and surplus			
Securities premium reserve	5,765.79	5,693.54	5,693.54
Retained earnings	4,762.94	2,860.26	3,124.23
General reserve	1,249.28	1,249.28	1,249.28
Share option outstanding account	72.88	74.72	8.17
Capital redemption reserve	0.30	0.30	0.30
b) Other reserves			
Cash flow hedging reserve	(3.90)	-	-
Total	**11,847.27**	**9,878.09**	**10,075.52**

(i) Securities premium reserve

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	5,693.54	5,693.54
Exercise of employee stock options	72.25	-
Closing balance	**5,765.79**	**5,693.54**

(ii) Retained earnings

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	2,860.26	3,124.23
Net profit for the period	1,909.42	35.38
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurement of post-employment benefit obligation, net of tax	(6.74)	(6.37)
Dividends paid (including dividend distribution tax)	-	(292.98)
Closing balance	**4,762.94**	**2,860.26**

(iii) General reserve

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	1,249.28	1,249.28
Transfer during the year	-	-
Closing balance	**1,249.28**	**1,249.28**

(iv) Shares options outstanding account

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	74.72	8.17
Employee stock option expense (Note 27)	56.53	66.55
Exercise of employee stock options	(58.37)	-
Closing balance	**72.88**	**74.72**

(v) Capital redemption reserve

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	0.30	0.30
Closing balance	**0.30**	**0.30**

(vi) Other reserves

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Cash flow hedging reserve		
Opening balance	-	-
Change in the fair value of hedging instruments	(5.96)	-
Deferred tax	2.06	-
Closing balance	**(3.90)**	**-**

Nature and purpose of reserves:

(i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares.The reserve is utilised in accordance with the provisions of the act.

(ii) Shares options outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option scheme.

(iii) 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.

(iv) Cash flow hedging reserve

The company uses hedging instruments as part of its management of foreign currency risk associated with its 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 hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects profit or loss.

Note 17 : Borrowings (Non-current)

(₹ in Lakh)

Particulars	Non-current			Current maturities of long term debt		
	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Secured						
Term loans from banks	-	222.22	388.90	-	222.22	222.22
Foreign currency term loans from banks	-	513.84	830.75	-	773.88	561.43
Vehicle loans	40.19	81.64	45.46	15.89	23.82	19.36
TOTAL	**40.19**	**817.70**	**1,265.11**	**15.89**	**1,019.92**	**803.01**

Terms of repayment:

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate
Term loans from IDBI Bank Limited	December 31, 2018	Quarterly in eighteen quarterly installments	BBR plus 3% to BBR plus 3.50%
Foreign currency term loans from IDBI Bank Limited	January 1, 2017	Semi annually in eight equal installments	LIBOR + 3.50%
Foreign currency term loans from ICICI Bank Limited	March 31, 2017	Quarterly in sixteen equal installments	12.55%
Vehicle loans	2017-2022	Monthly installments	9.50% to 11.50%

Details of security:

a) Term Loans and foreign currency loan from banks are secured by way of first mortage/charge over entire movable and immovable fixed assets (present and future) of the company and second pari-passu charge over current assets of the company.

b) Vehicle loans are secured by first charge on the vehicle specifically financed out of loan.

Details of Guarantee given by Directors:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Loan from Banks	-	-	2,068.12
TOTAL	**-**	**-**	**2,068.12**

The Company does not have any continuing default as on the Balance Sheet date in repayment of loans and interest.

Note 18 : Provisions

(₹ in Lakh)

Particulars	Non current			Current		
	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Provision for employee benefits obligations						
- Provision for compensated absences	6.64	44.92	74.08	4.53	9.55	7.43
- Provision for bonus	-	-	-	5.90	21.24	20.62
- Provision for gratuity	-	-	-	7.27	-	-
Other Provisions						
- Provision for sales returns		-	-	37.98	105.79	99.40
Total	**6.64**	**44.92**	**74.08**	**55.69**	**136.58**	**127.45**

(A) Other Provisions

(i) Information about individual provisions and significant estimates

Provision for sales return

Provision is made for estimated Sales return in respect of products sold which are sold in the current reporting period. When a customer has a right to return the product within a given period, the company recognises a provision for returns. This is measured on a net basis at the margin on the sale. Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of corresponding goods to be returned.

(ii) Movement in other provisions:

Movements in each class of provision during the financial year, are set out below:

(₹ in Lakh)

Particulars	Sales return Provision
As at April 1, 2015	99.40
Charged/(credited) to profit or loss	-
- Additional provision recognised	105.79
- Unused amount reversed	-
- Amount used during the year	99.40
As at March 31, 2016	**105.79**
Charged/(credited) to profit or loss	-
- Additional provision recognised	37.98
- Unused amount reversed	90.44
- Amount used during the year	15.35
As at March 31, 2017	**37.98**

(B) Provision for employee benefit obligation

The Company contributes to the following post-employment plans in India.

Defined Contribution Plans:

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 ₹ 56.67 Lakh for the year ended March 31, 2017 (March 31, 2016 ₹ 35.52 Lakh) towards provident fund contribution.

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, 2017. 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, 2017	March 31, 2016	April 1, 2015
Defined benefit obligation	(62.54)	(49.26)	(39.83)
Fair value of plan assets	55.27	49.82	39.83
Net defined benefit (obligation)/assets	(7.27)	0.56	-

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, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Opening balance Included in profit or loss	49.26	39.83	49.82	39.83	(0.56)	-
Current service cost	5.98	-	-	-	5.98	-
Interest cost (income)	3.92	-	3.97	-	(0.04)	-
Included in OCI						
Remeasurement loss (gain):						
Actuarial loss (gain) arising from:						
Financial assumptions	2.85	-	-	-	2.85	-
Experience adjustment	11.00	9.43	-	-	11.00	9.43
Return on plan assets excluding interest income	-	-	3.53	0.21	(3.53)	(0.21)
	73.01	**49.26**	**57.32**	**40.04**	**15.70**	**9.22**
Other						
Contributions paid by the employer	-	-	8.43	9.78	(8.43)	(9.78)
Benefits paid	(10.48)	-	(10.48)	-	-	-
Closing balance	**62.54**	**49.26**	**55.27**	**49.82**	**7.27**	**(0.56)**

ii. Plan assets

Plan assets comprise the following

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Insurer managed fund (100%)	55.27	49.82	39.83
TOTAL	**55.27**	**49.82**	**39.83**

iii. Significant Estimates : Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2017	March 31, 2016
Discount rate	7.39%	7.96%
Future salary growth	5.00%	5.00%
Rate of employee turnover	For service 4 yrs & Below 15.00 % 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, 2017		March 31, 2016	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(4.84)	5.69	(3.63)	4.26
Future salary growth (1% movement)	5.77	(4.98)	4.34	(3.76)
Rate of employee turnover (1% movement)	1.00	(1.16)	0.99	(1.15)

The sensitivity analyses 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, 2017 were as follows

Expected contribution

The expected contributions for defined benefit plan for the next financial year will be in line with the contribution for the year ended March 31, 2017, i.e. ₹ 13.81 Lakh.

Expected future benefit payments

(₹ in Lakh)

March 31, 2019	1.46
March 31, 2020	4.84
March 31, 2021	2.48
March 31, 2022	3.61
Thereafter	19.81

Other long-term employee benefits:

Provision for compensated absences

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, 2017 based on actuarial valuation using the projected accrued benefit method is ₹ 11.17 Lakh.

Compensated absences (Leave encashment) is payable to eligible employees who have earned leaves, during the employment and/ or on separation as per the Group's policy.

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Current leave obligations expected to be settled with in the next 12 months.	4.53	9.55	7.43

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss

Incentive Plans: The Company has a scheme of Performance Linked Variable Remuneration (PLVR) which is fully written off to the Statement of Profit & Loss. The Scheme rewards its employees based on Economic Value Addition (EVA), which is related to actual improvement made in EVA over the previous period when compared with expected improvements.

Note 19 - Borrowings (Current)

(₹ in Lakh)

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	March 31, 2017	March 31, 2016	April 1, 2015
Secured						
From banks						
- Working capital loan						
Foreign Currency	90 to 365 days	Single repayment at the end of the term	LIBOR + 116 bps	1,453.78	747.54	-
Rupee	180 days	Single repayment at the end of the term	11%	-	374.70	900.00
- Cash credit	Payable on demand	Payable on demand	BBR + 3.75% to 4%	2,142.09	174.56	5,189.14
- Buyers credit	3 to 6 months	Single repayment at the end of the term	3 m LIBOR + 60 bps to 120 bps	99.79	263.44	157.22
From others						
- Loans repayable on demand from other parties	Payable on demand	Payable on demand	21%	-	-	650.00
Unsecured						
From banks						
- Working capital loan						
Foreign Currency	60 to 365 days	Single repayment at the end of the term	LIBOR + 108 bps	1,904.22	547.51	-
Rupee	15 to 180 days	Single repayment at the end of the term	7.85% to 14%	7,000.00	5,747.87	-
From others						
- ICD's from related parties (Note 38)	Payable on demand	Payable on demand	10%	-	3,000.00	-
- ICD's from other parties	Payable on demand	Payable on demand	12% to 21%	-	1.86	360.85
TOTAL				**12,599.88**	**10,857.48**	**7,257.21**

Details of security:

All the current borrowings (Note 19 above) are secured by way of First Pari passu Charge on the Current Assets of the Company, including inventory and receivables both present & future and second charge on Fixed Assets of the company present & future (including Equitable Mortgage/Hypothecation of Factory Land & Bldg/Plant & Machinery).

Details of guarantees given by directors:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Loans repayable on demand From Banks	-	-	6,246.37
TOTAL	**-**	**-**	**6,246.37**

The company does not have any default as on the Balance Sheet date in repayment of any loan or interest.

Note 20 : Trade Payables

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Trade payables	5,569.23	6,703.16	6,909.62
Trade payables to related parties (Refer note 38)	168.13	95.25	64.20
TOTAL	**5,737.36**	**6,798.41**	**6,973.82**

There is no outstanding amount overdue as on March 31, 2017 to Micro, small and medium enterprises on account of principal or interest (March 31, 2016 : Nil, April 1, 2015 : Nil)

Note 21 : Other financial liabilities (Current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Current maturities of non-current borrowings (Refer Note 17)	15.89	1,019.92	803.01
Interest accrued	-	50.58	36.99
Capital creditors	291.12	459.12	400.77
Book overdraft	-	-	22.37
Derivatives			
- Foreign exchange forward contracts designated as hedge	178.08	-	-
- Foreign exchange forward contracts not designated as hedge	-	11.51	6.53
Unclaimed dividend	5.32	4.49	2.42
Other payables (Conversion and electricity charges payable,etc.)	204.10	474.86	197.25
TOTAL	**694.51**	**2,020.48**	**1,469.34**

There was no Unpaid / Unclaimed Dividend amount required to be transferred to Investor Education and Protection Fund (IEPF) during the Financial Year 2016-17 as per the provisions of Section 124 and 125 of the Companies Act, 2013.

Note 22 : Other current liabilities

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advance from customers	23.50	237.57	119.59
Employee benefits payables	247.17	153.48	85.09
Statutory dues payables	31.40	23.81	44.11
Other payables	4.50	-	5.26
TOTAL	**306.57**	**414.86**	**254.05**

Note 23 : Revenue from operations

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Sale of products		
- Export Sales	12,959.17	8,805.16
- Domestic Sales (including excise duty)	17,342.17	13,384.98
Other operating revenue		
- Export Incentives	389.72	231.33
- Service tax rebate	17.72	12.94
- Duty Drawback	19.79	60.36
- Processing income	547.17	981.65
- Others	-	42.13
TOTAL	**31,275.74**	**23,518.55**

Critical estimates - Sales return provision

The company has recognised revenue on sale to customers during the above period. The customers have the right to return the goods if they are not satisfied. The company believes that the dissatisfaction rate will not exceed 1%. The company has, therefore, recognised revenue on this transaction with a corresponding provision is reflected in Note 18 against revenue for estimated returns. If the estimate changes by 1%, revenue will reduce by ₹ 158.27 Lakh.

Note 24 : Other income

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Interest income on amortised cost instruments		
- Loans	13.48	134.88
- Margin money	25.21	81.66
- Others	-	2.12
Interest income on finance lease	60.49	66.50
Sundry balances written back	138.24	-
TOTAL	**237.42**	**285.16**

Note 25 : Cost of materials consumed

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Raw materials as at the beginning of the year	2,498.76	1,763.64
Add : Purchases	17,443.66	15,006.02
Less: Raw materials as at the end of the year	2,030.35	2,498.76
TOTAL	**17,912.07**	**14,270.90**

Note 26 : Changes in inventories of work-in-progress and finished goods

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance :		
Work-in-progress	2,022.90	1,759.59
Finished goods	2,269.22	2,150.97
	4,292.12	**3,910.56**
Closing Balance :		
Work-in-progress	3,186.54	2,022.90
Finished goods	1,077.94	2,269.22
	4,264.48	**4,292.12**
TOTAL	**27.64**	**(381.57)**

Note 27 : Employee benefit expense

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Salaries, wages and bonus	1,837.86	1,325.13
Contribution to provident and other funds	74.38	35.22
Employee share-based payment expense (Refer note 41)	56.53	66.55
Staff welfare expenses	68.80	53.42
TOTAL	**2,037.57**	**1,480.32**

Note 28 : Finance Costs

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Interest expense on amortised cost	1,104.50	1,121.42
Other borrowing costs	118.48	128.04
TOTAL	**1,222.98**	**1,249.46**

Note 29 : Depreciation and amortisation expense

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Depreciation of property,plant and equipment (Refer note 2)	1,304.35	939.19
Amortisation of intangible assets (Refer note 2)	62.96	96.97
TOTAL	**1,367.31**	**1,036.16**

Note 30 : Other expenses

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Power and fuel	1,575.03	1,383.24
Rent	36.83	39.76
Repairs & maintenance		
Property, plant and equipment	277.53	220.22
Buildings	41.33	46.46
Others	59.81	14.98

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Effluent treatment plant charges	232.91	159.38
Insurance	56.10	53.22
Rates and taxes	114.33	194.86
Export forwarding charges	103.99	110.68
Transport outward	171.40	144.12
Legal and professional fees	434.80	425.66
Telephone & telex expenses	8.83	14.23
Directors sitting fees	7.95	4.96
Payment to auditors (refer note 30(a) below)	14.11	11.60
Advertisement, selling and distribution expenses	15.46	30.89
Commission on sales	37.36	17.96
Security charges	43.76	21.21
Loss on sale of property, plant and equipment	23.41	-
Printing & stationery	23.74	20.46
Corporate social responsibility expenditure (refer note 30(b) below)	17.86	16.19
Travelling expenses	79.31	94.39
Vehicle expenses	22.02	30.32
Research expenses	55.27	28.07
Bad debts written off	68.49	-
(Profit) / Loss on exchange difference & forward exchange contracts	(47.12)	274.39
Miscellaneous Expenses	75.26	315.43
TOTAL	**3,549.77**	**3,672.68**

Note 30(a) : Details of payments to auditors

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Payment to auditors		
Audit fee	11.35	8.45
Tax audit fee	0.65	0.65
Other Matters	2.11	2.50
TOTAL	**14.11**	**11.60**

Note 30(b) : Corporate social responsibility expenditure

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Contribution to SPRJ Kanyashala Trust	5.00	-
Contribution towards health & sanitation	4.82	14.99
Contribution towards education	-	1.20
Contribution to slum rehabilitation program	8.04	-
TOTAL	**17.86**	**16.19**
Amount required to be spent as per Section 135 of the Act	16.50	25.86
Amount spent during the year on		
(i) Construction/acquisition of an asset	12.86	9.49
(ii) On purpose other than (i) above	5.00	6.70
	17.86	**16.19**

Note 31 : Exceptional Items

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Excise Settlement Fees paid	-	114.69
Allowance for doubtful advances	-	200.07
Property, plant and equipment written off	1,060.21	-
TOTAL	**1,060.21**	**314.76**

Note 32 : Income tax expense

This note provide an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

(a) Income tax expense

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Current tax		
Current tax on profits for the year	609.27	-
Total current tax expense	**609.27**	**-**
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	274.93	983.08
Change in tax rate	69.11	-
Recognition of previously unrecognised tax losses	-	(259.04)
Total deferred tax expense/(benefit)	**344.03**	**724.04**
Tax expense for the year	**953.30**	**724.04**

(b) Amounts recognised in other comprehensive income

(₹ in Lakh)

Particulars	March 31, 2017			March 31, 2016		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Remeasurements of defined benefit liability (asset)	(10.32)	3.58	(6.74)	(9.22)	2.85	(6.37)
Deferred losses on cash flow hedges	(5.96)	2.06	(3.90)	-	-	-
TOTAL	**(16.28)**	**5.64**	**(10.64)**	**(9.22)**	**2.85**	**(6.37)**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Profit before income tax expense	**2,862.72**	**759.42**
Tax at the Indian tax rate of 34.608% (2015-2016 - 30.90%)	**990.73**	**234.66**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
- Difference of PPE WDV in tax books and books of accounts	(110.11)	358.63
- Weighted deduction on research and development expenditure	(55.79)	(49.31)
- Corporate social responsibility expenditure	5.40	3.49
- Fine & penalty	17.43	13.91
- Adjustments for current tax of prior periods	-	(155.11)
- Tax losses now recouped to reduce current tax expense	(31.08)	-
- Other items	136.74	317.77
Income tax expense	**953.30**	**724.04**

Note 33 : Earnings Per Share

(in ₹)

Particulars	March 31, 2017	March 31, 2016
Basic Earnings per share	9.79	0.18
Diluted Earnings per share	9.77	0.18

The calculation of basic and diluted earnings per share has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
i. Profit attributable to equity shareholders (Basic & Diluted)		
Profit/(loss) for the year, attributable to equity shareholders of the company	1,909.42	35.38

Particulars (No of shares)	March 31, 2017	March 31, 2016
i. Weighted average number of equity shares (Basic)		
Issued equity shares as at the beginning of the year	19,455,055	19,455,055
Effect of share options exercised	41,543	-
Weighted average number of shares as at the end of the year	**19,496,598**	**19,455,055**
ii. Weighted average number of equity shares (Diluted)		
Weighted-average number of equity shares (basic) as at the beginning of the year	19,496,598	19,455,055
Adjustments for calculation of diluted earnings per share		
- Equity share options	41,327	66,020
Weighted average number of equity shares and potential equity shares as at the end of the year	**19,537,925**	**19,521,075**

Information concerning the classification of securities

Options granted to employees under the Astec LifeSciences Limited Employee stock option plan/scheme are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 41.

Note 34 : Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include 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)

As at March 31, 2017	Notes	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investments									
- Equity instruments	3	0.53	-	-	0.53	-	0.53	-	0.53
Forward exchange contracts used for hedging		-	-	-	-	-	-	-	-
		0.53	**-**	**-**	**0.53**				
Financial assets not measured at fair value									
Finance lease receivable	4,12	-	-	372.15	372.15	-	447.85	-	447.85
Security deposits	4	-	-	133.69	133.69	-	-	-	-
Trade receivables	8	-	-	11,065.08	11,065.08	-	-	-	-
Loans	11	-	-	8.06	8.06	-	-	-	-
Cash and cash equivalents	9	-	-	273.86	273.86	-	-	-	-
Bank Balance other than cash & cash equivalents above	10	-	-	138.79	138.79	-	-	-	-
		-	**-**	**11,991.62**	**11,991.62**				
Financial liabilities measured at fair value									
Forward exchange contracts designated as hedge	21	-	178.08	-	178.08	-	178.08	-	178.08
		-	**178.08**	**-**	**178.08**				
Financial liabilities not measured at fair value									
Borrowings	17,19, 21	-	-	12,655.97	12,655.97	-	12,655.97	-	12,655.97
Trade payables	20	-	-	5,737.36	5,737.36	-	-	-	-
Capital creditors	21	-	-	291.12	291.12	-	-	-	-
Unclaimed dividend	21	-	-	5.32	5.32	-	-	-	-
Other liabilities	21	-	-	204.10	204.10	-	-	-	-
		-	**-**	**18,893.87**	**18,893.87**				

(₹ in Lakh)

As at March 31, 2016	Note	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investments									
- Equity instruments	3	0.53	-	-	0.53	-	0.53	-	0.53
Forward exchange contracts not designated as hedge	12	34.28	-	-	34.28	-	34.28	-	34.28
		34.80	**-**	**-**	**34.80**				
Financial assets not measured at fair value									
Lease receivable	4,12	-	-	430.65	430.65	-	508.21	-	508.21
Security deposits	4	-	-	103.55	103.55	-	-	-	-
Trade receivables	8	-	-	8,013.76	8,013.76	-	-	-	-
Loans	11	-	-	978.03	978.03	-	-	-	-
Cash and cash equivalents	9	-	-	220.99	220.99	-	-	-	-
Bank Balance other than cash & cash equivalents	10	-	-	380.06	380.06	-	-	-	-
Others	11	-	-	5.96	5.96	-	-	-	-
		-	**-**	**10,133.00**	**10,133.00**				
Financial liabilities measured at fair value									
Forward exchange contracts not designated as hedge	21	11.51	-	-	11.51	-	11.51	-	11.51
		11.51	**-**	**-**	**11.51**				
Financial liabilities not measured at fair value									
Borrowings	17,19, 21	-	-	12,695.10	12,695.10	-	12,695.10	-	12,695.10
Trade payables	20	-	-	6,798.41	6,798.41	-	-	-	-
Capital creditors	21	-	-	459.12	459.12	-	-	-	-
Unclaimed dividend	21	-	-	4.49	4.49	-	-	-	-
Other liabilities	21	-	-	525.44	525.44	-	-	-	-
		-	**-**	**20,482.57**	**20,482.57**				

(₹ in Lakh)

As at April 1, 2015	Note	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investments									
- Equity instruments	3	0.53	-	-	0.53	-	0.53	-	0.53
Forward exchange contracts not designated as hedge	12	6.53	-	-	6.53	-	6.53	-	6.53
		7.06	**-**	**-**	**7.06**				
Financial assets not measured at fair value									
Lease receivable	4,12	-	-	448.72	448.72	-	523.02	-	523.02
Security deposits	4	-	-	66.92	66.92	-	-	-	-
Trade receivables	8	-	-	7,700.27	7,700.27	-	-	-	-
Loans	11	-	-	1,669.30	1,669.30	-	-	-	-
Cash and cash equivalents	9	-	-	1.15	1.15	-	-	-	-
Bank Balance other than cash & cash equivalents	10	-	-	1,120.46	1,120.46	-	-	-	-
Others	11	-	-	1.70	1.70	-	-	-	-
		-	**-**	**11,008.52**	**11,008.52**				

(₹ in Lakh)

As at April 1, 2015	Note	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities measured at fair value									
Forward exchange contracts not designated as hedge	21	6.53	-	-	6.53	-	6.53	-	6.53
		6.53	**-**	**-**	**6.53**				
Financial liabilities not measured at fair value									
Borrowings	17,19, 21	-	-	9,325.33	9,325.33	-	9,325.33	-	9,325.33
Trade payables	20	-	-	6,973.82	6,973.82	-	-	-	-
Capital creditors	21	-	-	400.77	400.77	-	-	-	-
Bank overdrafts	21	-	-	22.37	22.37	-	-	-	-
Unclaimed dividend	21	-	-	2.42	2.42	-	-	-	-
Other payables	21	-	-	234.25	234.25	-	-	-	-
		-	**-**	**16,958.96**	**16,958.96**				

The carrying amount of trade receivables, loans, trade payables, capital creditors, cash & cash equivalents and bank balances other than cash and cash equivalents are considered to be the same as their fair values, due to their short term nature.

The carrying amount of security deposits are considered to be reasonable approximation of fair value.

During the reporting period ending March 31, 2016 and March 31, 2015, there were no transfers between levels 1 and 2 fair value measurements

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

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.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risks. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework and is responsible for developing and monitoring the Company's risk management policies. These 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.

ii 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. Accordingly no provision has been made on the same.
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 establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.
The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows :

(₹ in Lakh)

Particulars	Notes	Carrying amount		
		March 31, 2017	March 31, 2016	April 1, 2015
Financial Assets (Non-current)				
Investments	3	0.53	0.53	0.53
Other financial assets	4	449.77	484.00	474.09
Financial Assets (Current)				
Cash and cash equivalents	9	273.86	220.99	1.15
Bank Balance other than cash & cash equivalents above	10	138.79	380.06	1,120.46
Loans	11	8.06	978.03	1,669.30
Other financial assets	12	56.08	90.44	49.79
Trade and other receivables				
Exports	8	3,714.42	2,447.80	2,519.95
Domestic	8	7,350.66	5,565.96	5,180.32
TOTAL		**11,992.15**	**10,167.82**	**11,015.58**

Impairment

The ageing of trade and other receivables that were not impaired was as follows.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Neither past due nor impaired	6,353.39	4,049.21	5,685.10
Past due 1–30 days	868.99	1,134.94	1,739.35
Past due 31–90 days	2,859.77	956.25	189.59
Past due 91–180 days	597.05	1,816.46	49.28
> 180 days	385.88	56.90	36.95
TOTAL	**11,065.08**	**8,013.76**	**7,700.27**

Management believes that the unimpaired amounts which are past due are collectible in full.

Cash and cash equivalents

The Company's held cash and cash equivalents (Excluding Bank balances other than cash & cash equivalents) of ₹ 273.86 Lakh at March 31, 2017 (March 31, 2016: ₹ 220.99 Lakh, April 1, 2015: ₹ 1.15 Lakh). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.
Other than trade and other receivables, the Company has no other financial assets that is past due but not impaired.

iii. 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 disclosed in the table are the contractual undiscounted cash flows.

(₹ in Lakh)

As at March 31, 2017	Carrying amount	Contractual cash flows					
		6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years	Total
Non-derivative financial liabilities							
Borrowings	12,655.96	10,703.92	1,911.85	15.32	24.88	-	**12,655.96**
Trade and other payables	5,737.36	5,737.36	-	-	-	-	**5,737.36**
Other financial liabilities	500.54	500.54	-	-	-	-	**500.54**
Derivative financial liabilities							
Foreign exchange forward contracts designated as hedge	178.08	-	178.08	-	-	-	**178.08**

(₹ in Lakh)

As at March 31, 2016	Carrying amount	Contractual cash flows					
		6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years	Total
Non-derivative financial liabilities							
Borrowings	12,695.10	11,366.83	510.57	759.82	57.89	-	**12,695.10**
Trade and other payables	6,798.41	6,798.41	-	-	-	-	**6,798.41**
Other financial liabilities	989.04	989.04	-	-	-	-	**989.04**
Derivative financial liabilities							
Foreign exchange forward contracts not designated as hedge	11.51	11.51	-	-	-	-	**11.51**

(₹ in Lakh)

As at April 1, 2015	Carrying amount	Contractual cash flows					
		6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years	Total
Non-derivative financial liabilities							
Borrowings	9,325.34	7,656.93	403.30	1,255.76	9.35	-	**9,325.33**
Trade and other payables	6,973.82	6,973.82	-	-	-	-	**6,973.82**
Other financial liabilties	659.80	659.80	-	-	-	-	**659.80**
Derivative financial liabilities							
Foreign exchange forward contracts not designated as hedge	6.53	6.53	-	-	-	-	**6.53**

iv. 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 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.

(₹ in Lakh)

Currency	March 31, 2017			March 31, 2016		April 1, 2015	
	USD	EUR	GBP	USD	EUR	USD	EUR
Financial Assets							
Trade receivables	3,591.61	91.61	-	3,734.51	205.09	2,065.31	872.96
Derivative assets							
Foreign exchange forward contracts							
- Sell foreign currency	-	-	-	(58.41)	-	(523.39)	-
Net exposure to foreign currency risk (Assets)	**3,591.61**	**91.61**	**-**	**3,676.09**	**205.09**	**1,541.92**	**872.96**
Financial Liabilities							
Borrowings	3,358.00	-	-	2,582.77	-	1,392.18	-
Buyers Credit	99.79	-	-	263.44	-	157.22	-
Trade payables	2,105.79	-	7.01	3,600.99	-	3,059.82	-
Derivative liabilities							
Foreign exchange forward contracts							
- Buy foreign currency	(3,686.91)	-	-	(1,364.54)	-	(288.13)	-
Net exposure to foreign currency risk (Liabilities)	**1,876.67**	**-**	**7.01**	**5,082.66**	**-**	**4,321.10**	**-**

The following significant exchange rates have been applied during the year.

Particulars	Year-end spot rate		
	March 31, 2017	March 31, 2016	April 1, 2015
EUR 1	69.25	75.46	67.13
USD 1	64.84	66.25	62.50
GBP 1	80.88	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31 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, purchases and borrowings.

(₹ in Lakh)

Particulars	March 31, 2017		March 31, 2016		April 1, 2015	
	Profit / (loss)		Profit / (loss)		Profit / (loss)	
	Strengthening	Weakening	Strengthening	Weakening	Strengthening	Weakening
EUR (2% movement)	(1.83)	1.83	(4.10)	4.10	(61.96)	61.96
USD (3% movement)	53.82	(53.82)	80.41	(80.41)	112.47	(112.47)
GBP (2% movement)	0.14	(0.14)	-	-	-	-
Total	**52.13**	**(52.13)**	**76.31**	**(76.31)**	**50.51**	**(50.51)**

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

As at March 31, 2017 **(₹ in Lakh)**

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio	Weighted average strike price/ rate	Changes in fair value of hedging instrument	Changes in fair value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
Cash flow hedge									
Foreign exchange risk									
Foreign exchange forward contracts	3,412.16	3,698.72	-	178.08	August 2017 - January 2018	1:1	1 USD = ₹ 70.26	(142.00)	142.00

(b) Disclosure of effects of hedge accounting on financial performance

As at March 31, 2017 **(₹ in Lakh)**

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income (net of tax)	Hedge effectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss
Cash flow hedge				
Foreign exchange risk	(3.90)	-	-	NA

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed.

There were no ineffectiveness recognised in the statement of profit and loss during March 31, 2017 and March 31, 2016.

Movements in cash flow hedging reserve (₹ in Lakh)

Risk category	Foreign currency risk	
Derivative instruments	Foreign exchange forward contracts	
Particulars	March 31, 2017	March 31, 2016
Cash flow hedging reserve		
Opening balance	-	-
Add: Changes in the discounted spot element of foreign exchange forward contracts	5.96	-
Less: Amounts reclassified to profit or loss	-	-
Less: Deferred tax relating to above (net)	(2.06)	-
Closing balance	**3.90**	**-**

v. 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	March 31, 2017	March 31, 2016	April 1, 2015
Fixed-rate instruments			
Financial liabilities	56.09	3,382.54	2,230.49
Variable-rate instruments			
Financial liabilities	12,599.87	9,312.57	7,094.84
TOTAL	**12,655.96**	**12,695.10**	**9,325.34**

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 / (loss)		Profit / (loss)	
	March 31, 2017		March 31, 2016	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(126.00)	126.00	(93.13)	93.13
Cash flow sensitivity (net)	**(126.00)**	**126.00**	**(93.13)**	**93.13**

Note 35: Leases

Operating leases

A. Leases as lessee

The Company leased a number of office premises under operating leases. The leases typically run for a period of 3 to 8 years, with an option to renew the lease after that date. Lease payments are renegotiated at the time of renewal to reflect market rentals. For certain operating leases, the Company is restricted from entering into any sub-lease arrangements.

i. Future minimum lease payments

At March 31, the future minimum lease payments under non-cancellable operating leases as follows.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Less than one year	19.42	18.82
Between one and five years	49.26	55.28
More than five years	54.00	54.00
TOTAL	**122.68**	**128.10**

ii. Amounts recognised in profit or loss (₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Lease expense	36.83	39.76
TOTAL	**36.83**	**39.76**

Finance leases

A. Leases as lessor

The company assessed one of its arrangements as an embedded lease transaction and determined the same as finance lease. Accordingly, Property, plant and equipment have been derecognised and finance lease receivable have been accounted at present value of minimum lease payments and resultant difference have been charged to retained earnings. Revenue elements identified as fixed charges towards leasing as per the agreement which are covered under minimum lease receivable definition for finance lease accounting is adjusted partly against finance lease receivable to the extent of principal amount and partly recognised as finance income.

i. Future minimum lease receivables

At March 31, the future minimum lease receivable under finance lease arrangement as follows.

(₹ in Lakh)

Particulars	March 31, 2017			March 31, 2016		
	Future value of minimum lease receivables	Unearned finance income	Present value of minimum lease receivables	Future value of minimum lease receivables	Unearned finance income	Present value of minimum lease receivables
Less than one year	108.93	52.85	56.08	111.36	61.16	50.20
Between one and five years	435.72	119.64	316.08	445.44	162.49	282.94
More than five years	-	-	-	111.36	13.85	97.51
TOTAL	**544.64**	**172.49**	**372.15**	**668.15**	**237.50**	**430.65**

Note 36: Capital Management

a) Risk 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 Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises of all components of equity other than amounts accumulated in the effective portion of cash flow hedges and cost of hedging.

The Company's adjusted net debt to equity ratio at March 31, 2017 was as follows.

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016	April 1, 2015
Total Borrowings	17,19, 21	12,655.97	12,695.10	9,325.33
Less : Cash and cash equivalents	9	273.86	220.99	1.15
Adjusted net debt		**12,382.11**	**12,474.11**	**9,324.18**
Total equity	15,16	13,798.55	11,823.60	12,021.03
Less: effective portion of cash flow hedges		3.90	-	-
Adjusted equity		**13,802.45**	**11,823.60**	**12,021.03**
Adjusted net debt to adjusted equity ratio		0.90	1.06	0.78

b) Dividends

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
(i) Equity shares		
Final dividend for the year ended March 31, 2016 of ₹ Nil (March 31, 2015 - ₹ 1.25) per fully paid share	-	243.19
(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, 2016 - Nil). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	292.69	-

Note 37: Operating Segment

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 (MD) and Chief Operating Officer (COO) of the Company. The Company has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

The company while presenting the consolidated financial statments has disclosed the segment information as required under Indian Accounting Standard 108 "Operating Segments".

Note 38 : Related Party

1 **Holding Company**

Godrej Agrovet Limited (GAVL) holds 55.64% Equity Shareholding in Astec LifeSciences Limited. GAVL is the subsidiary of Godrej Industries Limited (GIL) and GIL was a subsidiary of Godrej & Boyce Manufacturing Company Limited (G&B) till March 29, 2017. Consequently, G&B was also the Ultimate Holding Company of the company till March 29, 2017 and ceased to be so w.e.f. March 30, 2017.

GIL became a subsidiary of Vora Soaps Limited (VSL) w.e.f. March 30, 2017. Consequently, VSL is the Ultimate Holding Company of the company w.e.f. March 30, 2017.

2 **Fellow subsidiaries**

A. Subsidiaries of Astec LifeSciences Limited:

1. Behram Chemicals Private Limited
2. Astec Europe Sprl
3. Commercializadora Agricola Agroastrachem Cia Ltda

B. Subsidiaries of Godrej Agrovet Limited (GAVL):

1. Godvet Agrochem Limited
2. Godrej Seeds & Genetics Limited (upto March 18, 2017)
3. Creamline Dairy Products Limited
4. Nagavalli Milkline Pvt. Ltd. (a subsidiary of Creamline Dairy Products Ltd.)

C. Subsidiaries of Godrej & Boyce Mfg. Co. Ltd. (Fellow subsidiaries upto March 29, 2017):

1. Godrej Infotech Ltd.
2. Godrej (Singapore) Pte. Ltd. (incorporated in Singapore)
3. Veromatic International BV (incorporated in the Netherlands)
4. Busbar Systems (India) Ltd (a wholly-owned subsidiary)
5. Mercury Mfg. Co. Ltd. (a wholly-owned subsidiary)
6. Godrej Americas Inc. (a wholly-owned subsidiary incorporated in the USA)
7. India Circus Retail Pvt. Ltd.

D. Subsidiaries of Godrej Industries Ltd.(GIL) :

1. Godrej Agrovet Ltd. (GAVL)
2. Godrej Properties Ltd. (GPL)
3. Ensemble Holdings & Finance Ltd.
4. Godrej International Ltd. (incorporated in the Isle of Man)
5. Natures Basket Ltd.
6. Godrej International Trading & Investments Pte Ltd. (Incorporated in Singapore)
7. Godrej International Ltd. (Labuan Malaysia)

E. Subsidiaries of Godrej Properties Limited (GPL):

1. City Infraprojects Limited
2. Godrej Realty Pvt. Ltd.
3. Godrej Real Estate Pvt. Ltd.
4. Godrej Buildcon Pvt. Ltd.
5. Godrej Projects Development Pvt. Ltd. (GPDPL)
6. Godrej Redevelopers (Mumbai) Pvt. Ltd. (a subsidiary of GPDPL)
7. Godrej Garden City Properties Pvt. Ltd.
8. Godrej Landmark Redevelopers Pvt. Ltd.
9. Godrej Green Homes Ltd.
10. Godrej Home Developers Pvt. Ltd.
11. Godrej Hillside Properties Pvt. Ltd.
12. Godrej Prakriti Facilities Private Limited (a subsidiary of Happy Highrises Ltd.)

13. Godrej Investment Advisers Private Limited
14. Godrej Highrises Properties Private Limited
15. Godrej Genesis Facilities Management Private Limited (a subsidiary of Happy Highrises Ltd.)
16. Godrej Residency Private Limited
17. Godrej Skyline Developers Private Limited
18. Godrej Vikhroli Properties India Limited (Godrej Vikhroli Properties LLP converted into a Public Limited Company)
19. Prakritiplaza Facilities Management Private Limited

F. Subsidiaries of Godrej Infotech Ltd. (Fellow subsidiaries upto March 29, 2017):

1. Godrej Infotech Americas Inc. (a wholly-owned subsidiary incorporated in North Carolina, USA)
2. Godrej Infotech (Singapore) Pte. Ltd. (a wholly-owned subsidiary incorporated in Singapore)
3. LVD Godrej Infotech NV (a subsidiary incorporated in Belgium)

G. Subsidiaries of Godrej (Singapore) Pte. Ltd.(Fellow subsidiaries upto March 29, 2017):

1. JT Dragon Pte. Ltd. (Incorporated in Singapore)
2. Godrej (Vietnam) Co. Ltd. (Incorporated in Vietnam) (a wholly owned subsidiary of JT Dragon Pte. Ltd.)

H. Subsidiaries of Veromatic International BV:

1. Veromatic Services BV (incorporated in the Netherlands)
2. Prowama Trading BV (incorporated in the Netherlands) (formerly Water Wonder Benelux BV) liquidated on 28th December 2015

I. Other Subsidiaries (where Godrej & Boyce Mfg. Co. Ltd. owns directly and/or indirectly through one or more subsidiaries, more than one-half of the equity share capital) (Fellow subsidiaries upto March 29, 2017):

1. Godrej Consumer Products Ltd. (GCPL)
2. Godrej One Premises Management Private Limited

J. Subsidiaries and Sub-subsidiaries of Godrej Consumer Products Limited (GCPL) (Fellow subsidiaries upto March 29, 2017):

1. Godrej South Africa (Proprietary) Ltd. (formerly, Rapidol (Pty) Ltd.) (incorporated in South Africa)
2. Godrej Netherlands BV (incorporated in the Netherlands)
3. Godrej UK Ltd. (a subsidiary of Godrej Netherlands BV)
4. Godrej Global Mid East FZE (incorporated in Sharjah, U.A.E.) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
5. Godrej Consumer Products Mauritius Ltd.
6. Godrej Consumer Products Holding (Mauritius) Ltd. (incorporated in Mauritius)
7. Godrej Household Products Lanka (Private) Ltd. (incorporated in Sri Lanka)
8. Godrej Household Products Bangladesh Pvt. Ltd. (incorporated in Bangladesh)
9. Godrej Consumer Products Bangladesh Ltd. (incorporated in Bangladesh)
10. Godrej Mauritius Africa Holdings Ltd. (incorporated in Mauritius)
11. Godrej West Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
12. Godrej Consumer Products (UK) Ltd. (a subsidiary of Godrej UK Ltd.)
13. Godrej Consumer Investments (Chile) Spa, (incorporated in Chile) (a subsidiary of Godrej Netherlands BV)
14. Godrej Mideast Holdings Limited (Incorporated in Dubai) (a 100 % subsidiary of Godrej Indonesia IP Holdings Limited) (w.e.f. July 28, 2015)
15. Godrej Holdings (Chile) Limitada, (incorporated in Chile) (a subsidiary of Godrej Consumer Investments (Chile) Spa)
16. Cosmetica Nacional, (incorporated in Chile) (a subsidiary of Godrej Holdings (Chile) Limitada)
17. Plasticos Nacional, (incorporated in Chile) (a subsidiary of Cosmetica Nacional)
18. Kinky Group (Proprietary) Ltd. (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
19. Godrej Nigeria Ltd. (incorporated in Nigeria) (a subsidiary of Godrej Consumer Products Mauritius Ltd.)
20. Indovest Capital Ltd. (incorporated in Malaysia) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
21. Godrej Consumer Products Dutch Cooperatief UA, (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)

22. Godrej Consumer Products (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
23. Godrej Consumer Holdings (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
24. PT Megasari Makmur (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
25. PT Intrasari Raya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
26. PT Ekamas Sarijaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
27. PT Indomas Susemi Jaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
28. PT Sarico Indah (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
29. Panamar Produccioness S.A (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
30. Argencos S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
31. Laboratoria Cuenca S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
32. Deciral S.A. (incorporated in Uruguay) (a subsidiary of Laboratoria Cuenca S.A.)
33. Issue Group Brazil Ltda. (incorporated in Brazil) (a subsidiary of Godrej Netherlands Argentina BV)
34. Consell S.A . (incorporated in Argentina) (a subsidiary of Laboratoria Cuenca S.A.)
35. Subinite Pty Ltd. (incorporated in South Africa) (a subsidiary of Godrej West Africa Holdings Ltd.)
36. Lorna Nigeria Ltd (incorporated in Nigeria) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
37. Weave IP Holding Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej West Africa Holdings Ltd.)
38. Weave Trading Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
39. Hair Trading (Offshore) S. A. L. (incorporated in Lebanon) (a subsidiary of Weave Trading Mauritius Pvt Ltd.)
40. Weave Mozambique Limitada (incorporated in Mozambique) (a subsidiary of Godrej West Africa Holdings Ltd.)
41. Godrej East Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
42. Style Industries Ltd. (incorporated in Kenya) (a subsidiary of DGH Phase Two Mauritius Pvt. Ltd.)
43. DGH Phase Two Mauritius (incorporated in Mauritius) (a subsidiary Godrej East Africa Holdings Ltd.)
44. Godrej Tanzania Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
45. DGH Tanzania Ltd (incorporated in Tanzania) (a subsidiary of Godrej Tanzania Holdings Ltd.)
46. Sigma Hair Ind Ltd. (incorporated in Tanzania) (a subsidiary of DGH Tanzania Ltd.)
47. Weave Ghana Ltd. (incorporated in Ghana) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
48. Godrej Consumer Products US Holding Limited (Incorporated in Mauritius)
49. Darling Trading Company Mauritius Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
50 Godrej Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
51. Godrej Indonesia IP Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
52. Frika Weave (Pty) Ltd. (incorporated in South Africa) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
53. Belaza Mozambique LDA (w.e.f April 30, 2015)
54. Charm Industries Ltd. (w.e.f. August 14, 2015)
55. Canon Chemicals Ltd.
56. Godrej Hair Weave Nigeria Ltd.
57. Godrej International Trading Company, Sharjah
58. DGH Angola (name changed from 'Godrej Megasari Holdings')
59. Godrej Hair Care Nigeria Limited
60. Godrej Household Insecticide Nigeria Ltd.
61. Hair Credentials Zambia Limited
62. Godrej SON Holdings Inc., USA
63. Old Pro International Inc
64. Strength of Nature LLC, USA
65. Strength of Nature South Africa Proprietary Limited
66. Style Industries Uganda Limited
67. Weave Senegal Ltd.

3 **Key Managerial Personnel**

Mr. Nadir Burjor Godrej, Chairman (appointed w.e.f October 12, 2015)
Mr. Ashok V. Hiremath, Managing Director
Mr. Arijit Mukherjee, Whole Time Director (appointed w.e.f November 06, 2015)
Mr. Janak Rawal, Whole Time Director (resigned from directorship w.e.f. November 06, 2015)
Mr. Laxmikant Kabra, Director (resigned w.e.f. October 12, 2015)
Dr. P. L. Tiwari, Director (resigned w.e.f. October 12, 2015)

4 **Entities under common control**

1. Opus Chemicals Pvt Ltd
2. Greenguard Technologies Pvt Ltd
3. Altimax Financial Services Pvt Ltd
4. Sahbhagi Financial Services Pvt Ltd
5. Astec Crop Care Private Limited (ceased to be a subsidiary w.e.f. February 17, 2016)
6. Godrej Investments Private Limited
7. NBG Enterprise LLP
8. Annamudi Real Estate LLP
9. Hikal Ltd
10. Kilpest India Ltd
11. Nichem Solutions
12. Cabernet Trading and Advisors LLP

5 **Key Management Personnel Compensation**

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Short-term employee benefits	195.63	95.59
Post-employment benefits #	12.67	5.23
TOTAL	**208.30**	**100.82**

#As the liabilities for defined benefit plan are provided on acturial basis for the Company as a whole, the amount pertaining to key managerial persons are not included.

6 **Loans to/from Related Parties**

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Godrej Agrovet Limited (Holding Company)		
Beginning of the year	-	-
Loan taken	5,000.00	1,000.00
Loans repayments	(5,000.00)	(1,000.00)
Interest expense	57.45	7.40
Interest paid	(57.45)	(7.40)
End of the year	**-**	**-**
Creamline Dairy Products Limited (Fellow Subsidiary)		
Beginning of the year	3,044.38	-
Loan taken		3,000.00
Loans repayments	(3,000.00)	
Interest expense	34.04	49.31
Interest paid	(78.42)	(4.93)
End of the year	**-**	**3,044.38**
Natures Basket Limited (Fellow Subsidiary)		
Beginning of the year	-	-
Loan taken	2,700.00	-
Loans repayments	(2,700.00)	-
Interest expense	41.92	-
TDS deducted on Interest	(3.32)	-
Interest paid	(38.60)	-
End of the year	**-**	**-**

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Astec Crop Care Private Limited (Entities under common control)		
Beginning of the year	957.43	1,649.15
Loans advanced	-	1,096.09
Loans repayments received	(970.92)	(1,946.48)
Interest income	13.48	158.67
End of the year	**-**	**957.43**

7 **Transactions with related parties**

The following transactions occurred with related parties:-

(₹ in Lakh)

Particulars	Relationship	March 31, 2017	March 31, 2016
Sale of Goods			
Godrej Agrovet Limited	Holding Company	939.46	49.13
Astec Crop Care Private Limited	Entities under common control	282.64	-
Hikal Ltd	Entities under common control	-	0.17
Nichem Solutions	Entities under common control	0.16	-
Purchase of goods			
Hikal Ltd	Entities under common control	-	0.83
Nichem Solutions	Entities under common control	-	0.58
Sales return			
Astec Crop Care Private Limited	Entities under common control	-	96.88
Discounts given			
Godrej Agrovet Limited	Holding Company	50.28	12.00
Other income			
Astec Crop Care Private Limited	Entities under common control	-	13.26
Plant Maintenance charges			
Behram Chemicals Pvt Ltd	Subsidiary	10.80	10.80
Product Registration expenses			
Astec Europe SPRL	Subsidiary	-	6.39
Advances given			
Godrej & Boyce Manufacturing Company Limited	Ultimate Holding Company	-	2.29
Opus Chemicals Private Limited	Entities under common control	-	4.39
Altimax Financial Services Private Limited	Entities under common control	-	3.73
Advances received			
Astec Europe SPRL	Subsidiary	42.80	-
Sale of Investment			
Astec Crop Care Private Limited	Entities under common control	-	50.00
Expenses incurred on behalf of the company			
Godrej Agrovet Limited	Holding Company	64.22	20.86
Godrej Industries Limited	Holding Company of the Holding Company	1.61	-

(₹ in Lakh)

Particulars	Relationship	March 31, 2017	March 31, 2016
Godrej & Boyce Manufacturing Company Limited	Ultimate Holding Company	6.49	0.41
Dividend paid			
Mr. Ashok V. Hiremath	Key Managerial Personnel	-	78.01
Mr. Suresh Hiremath	Relative of Key Managerial Personnel	-	20.63
Ms. Chitra Hiremath	Relative of Key Managerial Personnel	-	1.31
Ms. Supriya Hiremath	Relative of Key Managerial Personnel	-	0.01
Ashok V. Hiremath HUF	Relative of Key Managerial Personnel	-	0.07
Altimax Financial Services Private Limited	Entities under common control	-	11.79
Mr. Laxmikant Kabra	Key Managerial Personnel (resigned w.e.f October 12, 2015)	-	0.01
Dr. P. L. Tiwari	Key Managerial Personnel (resigned w.e.f October 12, 2015)	-	22.69
Professsional Fees /Salary paid			
Mr. Laxmikant Kabra	Key Managerial Personnel (resigned w.e.f October 12, 2015)	-	10.33
Ms. Rama Tiwari	Relative of Key Managerial Personnel	-	4.00
Ms. Rachna Tiwari	Relative of Key Managerial Personnel	-	0.80
Mr. Varun Hiremath	Relative of Key Managerial Personnel	-	7.38

8 **Outstanding balances of related parties**

(₹ in Lakh)

Particulars	Relationship	March 31, 2017	March 31, 2016	April 1, 2015
Trade receivables				
Godrej Agrovet Limited	Holding Company	75.64	37.13	-
Astec Crop Care Private Limited	Entities under common control	282.64	-	81.94
Trade payables				
Godrej Agrovet Limited	Holding Company	85.09	20.86	-
Behram Chemicals Private Limited	Subsidiary	45.07	35.46	25.94
Hikal Ltd	Entities under common control	37.97	37.97	37.31
Globe Search	Entities under common control	-	0.95	0.95
Other outstanding balances				
Godrej & Boyce Manufacturing Company Limited	Ultimate Holding Company	0.02	1.88	-
Astec Europe Sprl	Subsidiary	-	42.80	42.80
Comercializadora Agricola Agroastrachem Ltd	Subsidiary	3.27	-	-
Opus Chemicals Private Limited	Entities under common control	49.36	49.36	44.97
Altimax Financial Services Private Limited	Entities under common control	3.73	3.73	-

9 **Terms and Conditions**

Transactions relating to dividends were on the same terms and conditions that are applied to other shareholders.

Loans to/from related parties are generally repayable on demand at interest rates of 8% to 12% per annum. All other transactions were made on normal commercial terms and conditions and on at arm's length basis.

All the outstanding balances are unsecured and are repayable in cash.

Note 39 : Contingent liabilities

(₹ in Lakh)

	Particulars	March 31, 2017	March 31, 2016	April 1, 2015
	Contingent liabilities			
	The group had contingent liabilities at March 31, 2017 in respect of:			
a.	Claims against the company not acknowledged as debts			
	- Excise matter			
	The excise duty demand relating to the usance of raw material procured in DTA and used in an 100% EOU. The above amounts includes upto date interest	4,530.63	2,318.90	2,084.08
	The excise duty demand relating to clearance of goods from DTA unit though manufactured from 100% EOU. The above amount includes up-to-date interest.	1,691.77	5,769.65	5,298.83
	The demand is relating to Storage of material of DTA unit in and an 100% EOU unit. The above amount included upto date interest	39.00	158.08	151.06
	The demand is relating to clearance of goods from 100% EOU unit not as per the Proviso of section 3(1) of the Central Excise Act, 1944	-	263.75	226.61
	The demand is relating to wrong availment of Cenvat Credit on Custom Duty for closure of old advance licences	19.64	-	-
	- Income tax			
	The company has preferred appeal against the order of assessing officer and CIT in which demand of ₹ 437.86 Lacs has been determined for various assessment years as under. The said demand also included interest payable up to the date of passing order by the competent authority i.e. assessing officer / CIT.			
	(a) Pending before CIT (Appeal)	178.29	5.89	122.50
	(b) Pending before ITAT	200.41	116.60	-
	(c) Pending before High Court	59.16	27.16	27.16
	- Customs			
	The company 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 persona hearing of the said SCN is pending. The said amount includes upto date interest	13.70	20.43	17.96
	- Sales tax			
	(a) Pending before JSCT(Appeal)	148.47	140.52	53.02
	(b) Pending before Dy. Comm. Sales tax, Thane	3,613.05	3,396.26	-
	(c) Contin. Liabilities against pending C & H Forms	163.29	154.09	-
	- Civil Matter			
	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	6,500.00
b.	Guarantees outstanding	807.90	339.06	792.21
c.	Letters of Credit given by company (Different letter of credits issued to various suppliers for supply of material to us	199.90	156.80	1,716.94

Note 40 : Commitments

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital commitments Estimated amount of Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities			
Property, plant and equipment	348.29	398.36	277.21

Note 41 - 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 1 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 1 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 the plan:

Particulars	March 31, 2017		March 31, 2016	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	121,000	34.00	86,000
Granted during the year	387.35	50,000	34.00	40,000
Exercised during the year	34.00	57,800	-	-
Lapsed during the year	34.00	13,200	34.00	5,000
Closing balance	-	**100,000**	-	**121,000**
Vested and exercisable	-	**11,900**	-	**32,400**

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 (in ₹)	March 31, 2017	March 31, 2016	April 1, 2015
			Share options	Share options	Share options
January 31, 2015	January 30, 2023	34.00	800	32,400	34,400
January 31, 2015	January 30, 2024	34.00	11,100	24,300	25,800
January 31, 2015	January 30, 2025	34.00	13,400	16,200	17,200
January 31, 2015	January 30, 2026	34.00	6,700	8,100	8,600
May 16, 2015	May 15, 2023	34.00	-	16,000	-
May 16, 2015	May 15, 2024	34.00	9,000	12,000	-
May 16, 2015	May 15, 2025	34.00	6,000	8,000	-
May 16, 2015	May 15, 2026	34.00	3,000	4,000	-
July 26, 2016	July 25, 2020	387.35	20,000	-	-
July 26, 2016	July 25, 2021	387.35	15,000	-	-
July 26, 2016	July 25, 2022	387.35	10,000	-	-
July 26, 2016	July 25, 2023	387.35	5,000	-	-
Total			**100,000**	**121,000**	**86,000**
Weighted average remaining contractual life of options outstanding at end of period			6.02	6.94	8.84

Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2017 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	Fair Value (in ₹)	March 31, 2017	March 31, 2016	April 1, 2015
			Share options	Share options	Share options
January 31, 2015	January 30, 2023	95.84	800	32,400	34,400
January 31, 2015	January 30, 2024	109.41	11,100	24,300	25,800
January 31, 2015	January 30, 2025	109.91	13,400	16,200	17,200
January 31, 2015	January 30, 2026	110.49	6,700	8,100	8,600
May 16, 2015	May 15, 2023	105.77	-	16,000	-
May 16, 2015	May 15, 2024	118.18	9,000	12,000	-
May 16, 2015	May 15, 2025	119.30	6,000	8,000	-
May 16, 2015	May 15, 2026	119.67	3,000	4,000	-
July 26, 2016	July 25, 2020	100.00	20,000	-	-
July 26, 2016	July 25, 2021	159.00	15,000	-	-
July 26, 2016	July 25, 2022	278.00	10,000	-	-
July 26, 2016	July 25, 2023	297.00	5,000	-	-
Total			**100,000**	**121,000**	**86,000**

The model inputs for options granted during the year ended March 31, 2017 included:

ESOS 2015 granted on July 26, 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 during the year ended March 31, 2016 included:

ESOP 2012- Option B granted on May 16, 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/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 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 during the year ended March 31, 2015 included:

ESOP 2012- Option A granted on January 31, 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/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 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.

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, 2017	March 31, 2016
Employee stock option plan	56.53	66.55
TOTAL	**56.53**	**66.55**

Note 42 : First time adoption of Ind AS

Transition to Ind AS

These are the company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 1 have been applied in preparing the financial statements for the year ended March 31, 2017, the comparative information presented in these financial statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS balance sheet at April 1, 2015 (the company's date of transition). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

A.1.2 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments (other than equity investments in subsidiaries, associates & joint arrangements) at FVPL on the basis of the facts and circumstances at the date of transition to Ind AS.

The company has elected to apply this exemption for its investment in equity investments.

A.1.3 Leases

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.

The company has elected to apply this exemption for such contracts/arrangements.

A.2 Ind AS mandatory exceptions

The company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

A.2.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

1) Investment in equity instruments carried at FVPL or FVOCI;
2) Impairment of financial assets based on expected credit loss model.

Consequently, the company has applied the above requirement prospectively.

B. Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Reconciliation of equity as at April 1, 2015

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment	4,5	12,495.92	(3,571.50)	8,924.42
Capital work-in-progress	5	1,136.88	(504.00)	632.88
Other intangible assets		227.45	-	227.45
Intangible assets under development		87.83	-	87.83
Investment in subsidiaries		98.89	-	98.89
Financial assets				
Investments		0.53	-	0.53
Other financial assets	4,5	70.01	404.08	474.09
Deferred tax assets (net)	7	80.17	859.86	940.03
Other non-current assets		865.56	-	865.56
Total non-current assets		**15,063.24**	**(2,811.56)**	**12,251.68**
Current assets				
Inventories	1,3,5	6,239.83	(379.33)	5,860.51
Financial assets				
Investments	5	9.07	(9.07)	-
Trade receivables	1,3,5,10	9,880.50	(2,180.23)	7,700.27
Cash and cash equivalents		1.15	-	1.15
Bank balance other than cash and cash equivalents above		1,120.46	-	1,120.46
Loans		1,669.30	-	1,669.30
Other financial assets	4,10	1.71	48.09	49.79
Other current assets	5	1,250.55	(211.76)	1,038.78
Total current assets		**20,172.56**	**(2,732.30)**	**17,440.26**
Total assets		**35,235.80**	**(5,543.86)**	**29,691.94**

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,945.51	-	1,945.51
Other equity	1,2,4,5,6,7,10,12	11,705.64	(1,630.12)	10,075.52
Total equity		**13,651.15**	**(1,630.12)**	**12,021.03**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	10	1,262.40	2.71	1,265.11
Provisions		74.08	-	74.08
Other non-current liabilities	4	2,910.19	(2,910.19)	-
Total non-current liabilities		**4,246.67**	**(2,907.47)**	**1,339.19**
Current liabilities				
Financial liabilities				
Borrowings		7,257.21	-	7,257.21
Trade payables	3,10	7,900.39	(926.57)	6,973.82
Other financial liabilities	5,10	1,474.20	(4.86)	1,469.34
Provisions	2,6	321.03	(193.58)	127.45
Income tax liabilities (net)	5	131.11	118.75	249.85
Other current liabilities		254.05	-	254.05
Total current liabilities		**17,337.98**	**(1,006.27)**	**16,331.72**
Total liabilities		**21,584.65**	**(3,913.74)**	**17,670.91**
Total equity and liabilities		**35,235.80**	**(5,543.86)**	**29,691.94**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of equity as at March 31, 2016

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment	4,5	12,324.78	(3,055.27)	9,269.51
Capital work-in-progress		1,819.17	-	1,819.17
Other intangible assets		163.93	-	163.93
Intangible assets under development		165.60	-	165.60
Investment in subsidiaries		48.89	-	48.89
Financial assets				
Investments		0.53	-	0.53
Other financial assets	4,5	106.64	377.36	484.00
Income tax Assets (net)		264.47	-	264.47
Deferred tax assets (net)	7	(79.45)	298.29	218.84
Other non-current assets		1,431.17	-	1,431.17
Total non-current assets		**16,245.72**	**(2,379.62)**	**13,866.11**
Current assets				
Inventories	1,3,5	6,395.91	678.78	7,074.68
Financial assets				
Current investments	5	-	-	-
Trade receivables	1,3,5,10	9,684.56	(1,670.79)	8,013.76
Cash and cash equivalents		220.99	-	220.99
Bank balance other than cash and cash equivalents above		380.06	-	380.06

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Loans		978.03	-	978.03
Other financial assets	4,10	5.97	84.48	90.44
Other current assets		2,289.96	-	2,289.96
Total current assets		**19,955.46**	**(907.54)**	**19,047.92**
Total assets		**36,201.18**	**(3,287.16)**	**32,914.03**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,945.51	-	1,945.51
Other equity	1,2,4,5,6,7,10,12	9,760.07	118.03	9,878.09
Total equity		**11,705.57**	**118.03**	**11,823.60**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	10	791.36	26.34	817.70
Provisions		44.92	-	44.92
Other non-current liabilities	4	2,808.68	(2,808.68)	-
Total non-current liabilities		**3,644.96**	**(2,782.34)**	**862.62**
Current liabilities				
Financial liabilities				
Borrowings	10	10,862.23	(4.75)	10,857.48
Trade payables	3,10	7,542.59	(744.17)	6,798.41
Other financial liabilities	5,10	2,000.19	20.29	2,020.48
Provisions	2,6	30.79	105.79	136.58
Other current liabilities		414.86	-	414.86
Total current liabilities		**20,850.65**	**(622.84)**	**20,227.81**
Total liabilities		**24,495.61**	**(3,405.18)**	**21,090.43**
Total equity and liabilities		**36,201.18**	**(3,287.16)**	**32,914.03**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total comprehensive income for the year ended March 31, 2016

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Income				
Revenue from operations	1,2,3,4,8,9	24,579.66	(1,061.11)	23,518.55
Other income	4,5	218.66	66.50	285.16
Total income		**24,798.32**	**(994.61)**	**23,803.71**
Expenses				
Cost of materials consumed	2,3	16,375.30	(2,104.39)	14,270.90
Purchases of stock-in-trade		-	-	-
Changes in inventories of work-in-progress and finished goods	1,3	516.86	(898.43)	(381.57)
Excise duty	8	-	1,401.58	1,401.58
Employee benefit expense	11,12	1,491.61	(11.29)	1,480.32
Finance costs		1,249.46	-	1,249.46
Depreciation and amortisation expense	4,5	1,351.66	(315.51)	1,036.16
Other expenses	1,4,5,9,10	3,929.36	(256.68)	3,672.68
Total expenses		**24,914.25**	**(2,184.72)**	**22,729.54**
Profit before exceptional items and tax		(115.93)	1,190.11	1,074.18

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Exceptional items	5	1,697.99	(1,383.23)	314.76
Prior period items	5	49.06	(49.06)	-
Profit before tax		**(1,862.98)**	**2,622.40**	**759.42**
Income tax expense:				
- Current tax		-	-	-
- Deferred tax	7	159.62	564.42	724.04
Total tax expense		**159.62**	**564.42**	**724.04**
Profit/(Loss) for the year		**(2,022.60)**	**2,057.98**	**35.38**
Other comprehensive income (net of tax) for the year	7,11	-	(6.37)	(6.37)
Total comprehensive income for the year		**(2,022.60)**	**2,051.61**	**29.01**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2016

(₹ in Lakh)

Particulars	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Net cash flow from operating activities	324.92	-	324.92
Net cash flow from investing activities	(1,572.74)	-	(1,572.74)
Net cash flow from financing activities	1,467.66	-	1,467.66
Net increase/(decrease) in cash and cash equivalents	219.84	-	219.84
Cash and cash equivalents as at April 1, 2015	1.15	-	1.15
Effects of exchange rate changes on cash and cash equivalents	-		
Cash and cash equivalents as at March 31, 2016	**220.99**	**-**	**220.99**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

C. Notes to first-time adoption

1 **Revenue in case of export sales on CIF terms:**

Under previous GAAP, in case of export sales on CIF terms, the company recognised revenue on receipt of bill of lading. As per Ind AS, Revenue is recognised only when the significant risk and rewards for the goods are passed on to the customer and the company retains neither continuing management involvement to the degree usually associated with ownership nor effective control over goods sold which is usually on delivery of goods to the customer.

Accordingly the company has reversed the sales booked on CIF terms which not yet delivered to the customer as at the reporting date and recognised the corresponding impact in inventory.

2 **Sales return provision**

Under previous GAAP, the company did not have a policy for creating a provision for sales return. Under Ind AS, the revenue should not be recognised for goods expected to be returned and a liability to be recognised for such expected returns as well as the corresponding adjustment to the cost of sales.

For the period ending March 31, 2016, Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of the corresponding goods to be returned.

3 **Linked transaction**

Under Ind AS, two or more transactions are considered as a single arrangement when they are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole. When such a sale and repurchase agreement is entered into, the agreement's terms needs to be analyzed to ascertain whether, in substance, the seller has transferred the significant risks and rewards of ownership to the buyer and whether revenue should, therefore, be recognised. There is no such similar requirement under the previous GAAP. The company has assessed its revenue arrangement with one of the customer as a linked transaction i.e. in substance a tolling arrangement.

Accordingly as on the transition date, the company derecognized the corresponding sales and purchase of inventory of this arrangment.

4 **Embedded Lease/ Arrangement accounted as finance Lease**

Under previous GAAP, sub-contracting arrangements were recognised in accordance with nature of expenses since there was no specific guidance. Hence related assets were recognised as fixed assets and production charges were recognised as revenue from operations from Sale of goods. Under Ind AS, the arrangement that do not take the legal form of a lease but which convey rights to use assets in return for a payment or series of payments are assessed under Appendix C of Ind AS17 if it

satisfies the criteria of a leasing arrangement. Since the arrangement is assessed as a leasing arrangement it is further assessed for classification as a finance lease or operating lease.

Accordingly, the company, as on the date of transition, has de-recognized the fixed asset in its books of accounts and recognition of the present value of minimum lease payments value as a "Finance lease receivable" which will be further bifurcated into current and non current portion.

5 **Prior Period items**

Under Previous GAAP changes in accounting policies, correction of errors and omissions will be recorded through the current period income statements. Under Ind AS, changes in accounting policies and correction of errors and omissions are accounted retrospectively by restating the comparative period. Consequent to the above, items related to the prior period are adjusted in the statement of profit and loss and other equity and their respective Balance Sheet heads.

6 **Reversal of Proposed dividend**

Under the Previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposed dividend including dividend distribution tax included under provisions has been reversed with corresponding adjustment in other equity.

7 **Deferred Tax**

Under Previous GAAP, deferred taxes are recognised for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognised using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The Company has recognized a deferred tax asset on all the adjustments made on transition to Ind AS.

8 **Excise duty**

Under previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the statement of profit and loss as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended March 31, 2016.

9 **Revenue**

Under Previous GAAP, revenue is recognised net of discounts and rebates. Under Ind AS, revenue is recognised at the fair value of the consideration received or receivable, after the deduction of cash discounts and any incentives. Discounts given to customers have been reclassified from 'other expense' under Previous GAAP and deducted from revenue under Ind AS. This change has resulted in an decrease in total revenue and total expenses for the year ended March 31, 2016.

10 **Derivatives**

Under previous GAAP, unrealised gain or loss on foreign exchange forward contracts, if any, as each Balance Sheet date is provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at each Balance Sheet date and unrealised net gain or loss is recognised. Derivative assets and derivative liabilities are presented on gross basis.

11 **Re-measurement of post-employment benefit obligations**

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the Previous GAAP, these re-measurements were forming part of the profit or loss for the year.

12 **Employee stock option expense**

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date. Consequently, the amount recognised in share option outstanding account decreased by ₹ 2.07 Lakh. The profit for the year ended March 31, 2016 increased by ₹ 2.07 Lakh. There is no impact on total equity.

As per our report of even date **For Shah & Kathariya** Chartered Accountants Firm Registration No. 115171W	**For and on behalf of the Board of Directors of** **Astec LifeSciences Limited** **(CIN: L99999MH1994PLC076236)**	
P. M. Kathariya Partner Membership No. 031315	**Ashok V. Hiremath** Managing Director (DIN: 00349345)	**Arijit Mukherjee** Whole Time Director (DIN: 07334111)
Place : Mumbai Date : May 4, 2017	**Tejal Jariwala** Company Secretary & Compliance Officer	**P. P. Manoj** Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of Astec LifeSciences Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Astec LifeSciences Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income),the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income),consolidated cash flows and consolidated changes in equity of the Group 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 Board of Directors/ management 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 the Group 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these consolidated financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

7. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on these consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the 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 (consolidated financial position) of the Group, as at March 31, 2017, and their consolidated profit (consolidated financial performance including other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Other Matter

9. We did not audit the financial statements / financial information of two subsidiaries, whose financial statements / financial information reflect total assets of ₹ 11.64 Lakh and net assets of ₹ (9.10) Lakh as at March 31, 2017, total revenues of ₹ 64.62 Lakh and net cash inflows amounting to ₹ 6.70 Lakh for the period ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and 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-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements / financial information are not material to the Group.

10. The company had prepared separate sets of consolidated financial statements for the year ended March 31, 2016 and March 31, 2015 in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued auditor's reports dated May 4, 2016 and May 16, 2015 respectively. These separate sets of consolidated financial statements have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

11. As required by Section 143(3) of the Act, based on our audit and other financial information of the subsidiaries, 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 purpose 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

c) The consolidated financial statements 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 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 and taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies covered under the Act,are disqualified as on March 31, 2017 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 over financial reporting of the Holding Company, and its subsidiary companies covered under the Act and the operating effectiveness of such controls, refer to our separate report in 'Annexure 1';

g) 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note No. 41 to the consolidated financial statements.

(ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies covered under the Act during the year ended March 31, 2017;

(iv) These consolidated financial statements have made requisite disclosures as to holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December, 30 2016 by the Holding Company, and its subsidiary companies covered under the Act. Based on the audit procedures performed and taking into consideration the information and explanations given to us in our opinion, these disclosures are in accordance with the books of account maintained by the respective companies.- Refer Note No. 9.

For **Shah & Kathariya**
Chartered Accountants
Firm's Registration No.: 115171W

P M Kathariya
Partner
Membership No.: 031315

Place: Mumbai
Date: May 4, 2017

ANNEXURE-1 TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2017, we have audited the internal financial controls over financial reporting of Astec LifeSciences Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 ("ICAI'). 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting 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 ICAI.

For **Shah & Kathariya**
Chartered Accountants
Firm's Registration No.: 115171W

P M Kathariya
Partner
Membership No.: 031315

Place: Mumbai
Date: May 4, 2017

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016	April 1, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	2(a)	9,943.08	9,302.74	8,987.62
Capital work-in-progress	2(a)	755.53	1,819.17	632.88
Other intangible assets	2(b)	350.91	164.10	233.44
Intangible assets under development	2(b)	-	165.60	87.83
Financial assets				
Investments	3	0.53	0.53	1.53
Other financial assets	4	459.89	494.12	484.21
Income tax assets (net)	5	313.59	259.80	-
Deferred tax assets (net)	14	-	215.73	1,137.31
Other non-current assets	6	1,698.18	1,431.17	865.56
Total non current assets		**13,521.71**	**13,852.96**	**12,430.38**
Current assets				
Inventories	7	6,555.14	7,125.05	6,813.62
Financial assets				
Trade receivables	8	11,066.26	8,061.43	8,422.42
Cash and cash equivalents	9	284.32	224.76	67.52
Bank balance other than cash and cash equivalents above	10	138.79	380.06	1,134.47
Loans	11	8.06	978.03	20.48
Other financial assets	12	56.08	90.44	51.74
Other current assets	13	1,728.65	2,259.07	1,062.70
Total current assets		**19,837.30**	**19,118.84**	**17,572.95**
Total assets		**33,359.01**	**32,971.80**	**30,003.33**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	1,951.29	1,945.51	1,945.51
Other equity	16	11,850.89	9,857.36	9,602.92
Equity attributable to owners of Astec LifeSciences Limited		**13,802.18**	**11,802.87**	**11,548.43**
Non-controlling interests	38(b)	15.04	8.95	5.09
Total equity		**13,817.22**	**11,811.82**	**11,553.52**
Liabilities				
Non current liabilities				
Financial liabilities				
Borrowings	17	40.19	817.70	1,274.76
Provisions	18	6.64	44.92	74.08
Deferred tax liabilities(net)	14	122.67	-	-
Total non-current liabilities		**169.50**	**862.62**	**1,348.84**
Current liabilities				
Financial liabilities				
Borrowings	19	12,599.88	10,857.48	7,750.39
Trade payables	20	5,707.06	6,799.76	7,094.08
Other financial liabilities	21	696.49	2,020.48	1,540.72
Provisions	18	55.69	136.58	139.52
Income tax liabilities (net)	5	-	-	249.85
Other current liabilities	22	313.17	483.06	326.41
Total current liabilities		**19,372.29**	**20,297.36**	**17,100.97**
Total liabilities		**19,541.79**	**21,159.98**	**18,449.81**
Total equity and liabilities		**33,359.01**	**32,971.80**	**30,003.33**

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

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

P. M. Kathariya
Partner
Membership No. 031315

Ashok V. Hiremath
Managing Director
(DIN: 00349345)

Arijit Mukherjee
Whole Time Director
(DIN: 07334111)

Place : Mumbai
Date : May 4, 2017

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Income			
Revenue from operations	23	31,340.35	24,699.24
Other income	24	237.42	721.50
Total income		**31,577.77**	**25,420.74**
Expenses			
Cost of materials consumed	25	17,966.19	16,059.43
Changes in inventories of work-in-progress and finished goods	26	27.64	(1,367.19)
Excise duty		1,472.89	1,401.58
Employee benefit expense	27	2,037.57	1,588.87
Finance costs	28	1,223.53	1,280.62
Depreciation and amortisation expense	29	1,368.19	1,039.84
Other expenses	30	3,547.25	3,860.41
Total expenses		**27,643.26**	**23,863.55**
Profit before exceptional items and tax		3,934.51	1,557.19
Exceptional items	31	1,060.21	314.76
Profit before tax		**2,874.30**	**1,242.43**
Income tax expense:			
- Current tax	32	612.41	2.64
- Deferred tax	32	344.03	733.15
Total tax expense		**956.44**	**735.80**
Profit for the year		**1,917.86**	**506.63**
Other comprehensive income			
Items that will not be reclassifed to profit or loss			
Remeasurements of post employment benefit obligation		(10.32)	(9.22)
Income tax related to the above item		3.58	2.85
		(6.74)	(6.37)
Items that may be reclassified to profit or loss			
Foreign operations – foreign currency translation differences	16(vi)	5.67	(15.55)
Deferred gains/(losses) on cash flow hedges	16(vi)	(5.96)	-
Income tax related to the above item		2.07	-
		1.78	(15.55)
Other comprehensive income (net of tax) for the year		**(4.97)**	**(21.92)**
Total comprehensive income for the year		**1,912.90**	**484.71**
Profit is attributable to :			
- Owners of Astec LifeSciences Limited		1,911.77	496.66
- Non Controlling interests		6.09	9.97
		1,917.86	**506.63**
Other comprehensive income is attributable to :			
- Owners of Astec LifeSciences Limited		(4.97)	(15.81)
- Non controlling interests		-	(6.11)
		(4.97)	**(21.92)**
Total comprehensive income is attributable to :			
- Owners of Astec LifeSciences Limited		1,906.81	480.85
- Non Controlling interests		6.09	3.86
		1,912.90	**484.71**
Earnings per equity share for profit attributable to owners of Astec LifeSciences Limited	33		
Basic (in ₹)		9.81	2.55
Diluted (in ₹)		9.78	2.54

The above consolidated statement of profit & loss should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

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

P. M. Kathariya
Partner
Membership No. 031315

Ashok V. Hiremath
Managing Director
(DIN: 00349345)

Arijit Mukherjee
Whole Time Director
(DIN: 07334111)

Place : Mumbai
Date : May 4, 2017

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2017

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Cash flow from operating activities			
Profit before tax		2874.31	1242.42
Adjustments for			
Depreciation and amortisation expense	29	1,368.19	1,039.84
Profit on Sale of Investment in Subsidiary	45	-	(462.02)
Interest Income	24	(38.69)	(192.97)
Interest expenses	28	1,223.53	1,280.62
Unrealised foreign exchange (gain)/loss	30	(155.42)	143.66
Disposal of subsidiary	2(a)	-	26.46
Loss on sale of property, plant and equipment	30	23.41	-
Bad debts written off	30	68.49	-
Property, plant and equipment write Off	30	1,060.21	-
Employee stock options expense	27	56.53	66.56
Remeasurements of post-employment benefit obligations		(10.32)	(9.22)
Foreign currency translation reserve		5.67	(15.55)
Change in the fair value of cash flow hedge		(5.96)	-
Sundry balances written back	24	(138.24)	-
Others		16.31	-
Operating Profit Before Working Capital Changes		**6,348.01**	**3,119.79**
Change in operating assets and liabilities			
(Increase)/Decrease in trade receivables		(3,166.60)	(1,307.05)
(Increase)/Decrease in loans		969.97	(991.39)
(Increase)/Decrease in other financial assets-current		34.37	(38.70)
(Increase)/Decrease in other current assets		530.42	(1,196.37)
(Increase)/Decrease in inventories		569.90	(2,199.81)
(Increase)/Decrease in other financial assets-non-current		34.24	(9.91)
(Increase)/Decrease in other non-current assets		(714.84)	93.28
Increase/(Decrease) in trade payables		(850.67)	1,511.01
Increase/(Decrease) in other financial liabilities		(1,323.99)	479.76
Increase/(Decrease) in other current liabilities		496.30	477.97
Increase/(Decrease) in provisions		(80.89)	174.66
Increase/(Decrease) in other non-current liabilities		(256.84)	(868.69)
Cash generated from operations		**2,589.37**	**(755.45)**
Income tax paid		(666.20)	(497.74)
Net cash inflow / (outflow) from operating activities		**1,923.17**	**(1,253.19)**
Cash flow from investing activities			
Purchase of Property, plant and equipment	2	(2,088.85)	(2,603.77)
Proceed from sale of property, plant and equipment	2	39.35	-
Proceed from sale of Investments		-	51.00
Deposits redeemed	10	241.27	754.40
Interest received	8	38.69	192.97
Net cash inflow / (outflow) from investing activities		**(1,769.55)**	**(1,605.40)**

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Cash flow from financing activities			
Proceeds from borrowings		1,887.33	5,238.39
Repayment of borrowings		(777.51)	(597.18)
Proceeds from issue of shares	15	19.65	-
Interest paid	28	(1,223.53)	(1,280.62)
Dividend paid to company's shareholders		-	(292.97)
Net cash inflow (outflow) from financing activities		**(94.05)**	**3,067.62**
Net increase / (Decrease) in cash and cash equivalents		59.56	209.05
Cash and cash equivalents at the beginning of the year		224.76	67.52
Cash and cash equivalents removed of subsidiary sold		-	(51.81)
Cash and cash equivalents at the end of the year		**284.32**	**224.76**

The above Consolidated statement of cash flows should be read in conjunction with at companying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

P. M. Kathariya
Partner
Membership No. 031315

Place : Mumbai
Date : May 4, 2017

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)

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2017

A. Equity share capital (₹ in lakh)

Particulars	Notes	March 31, 2017	March 31, 2016
Balance as at the beginning of the reporting period	15	1,945.51	1,945.51
Changes in equity share capital during the year		5.78	-
Balance as at the end of the reporting period		**1,951.29**	**1,945.51**

B. Other equity (₹ in lakh)

Particulars	Attributable to the owners of the Company									Non - controlling interest	Total
	Notes	Reserves & Surplus					Other reserves				
		Securities premium reserve	Retained earnings	General Reserve	Share option outstanding account	Capital resemption reserve	Cash Flow hedging reserve	Foreign currency translation reserve	Total Equity		
Balance as at April 1, 2015	16	**5,693.54**	**2,647.07**	**1,249.28**	**8.17**	**0.30**	**-**	**4.56**	**9,602.92**	**5.09**	**9,608.01**
Profit for the year	-	-	496.66	-	-	-	-	-	496.66	9.97	506.63
Other comprehensive income for the year	-	-	(6.37)	-	-	-	-	(9.44)	(15.81)	(6.11)	(21.92)
Total comprehensive income for the year	-	**-**	**490.29**	**-**	**-**	**-**	**-**	**(9.44)**	**480.85**	**3.86**	**484.71**
Transactions with owners in their capacity as owners:	-	-	-	-	-	-	-	-	-	-	**-**
Dividends paid (including dividend distribution tax)	16 (ii)	-	(292.97)	-	-	-	-	-	(292.97)	-	(292.97)
Employee stock option expense	-	-	-	-	**66.56**	-	-	-	66.56		66.56
Balance as at March 31, 2016	-	**5,693.54**	**2,844.39**	**1,249.28**	**74.73**	**0.30**	**-**	**(4.87)**	**9,857.36**	**8.95**	**9,866.31**
Profit for the year	-	-	1,911.77	-	-	-	-	-	1,911.77	6.09	1,917.86
Other comprehensive income for the year	-	-	(6.74)	-	-	-	(3.89)	5.67	(4.97)	-	(4.97)
Total comprehensive income for the year	-	**-**	**1,905.03**	**-**	**-**	**-**	**(3.89)**	**5.67**	**1,906.81**	**6.09**	**1,912.90**
Transactions with owners in their capacity as owners:	-	-	-	-	-	-	-	-	-	-	**-**
Exercise of employee stock options	16 (iv)	72.25	-	-	(58.37)	-	-	-	13.87	-	13.87
Employee stock option expense	26	-	-	-	56.53	-	-	-	56.53	-	56.53
Adjustment for earlier years	-	-	16.31	-	-	-	-	-	16.31	-	16.31
Balance as at March 31, 2017	-	**5,765.79**	**4,765.74**	**1,249.28**	**72.89**	**0.30**	**(3.89)**	**0.79**	**11,850.89**	**15.04**	**11,865.93**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

P. M. Kathariya
Partner
Membership No. 031315

Place : Mumbai
Date : May 4, 2017

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)

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 : Significant accounting policies

General Information

Astec LifeSciences Ltd. ("the Group") 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, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra.(*) The Group manufactures a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

Significant accounting policies

(a) Basis of preparation

(i) Compliance with Ind AS

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2016 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the group under Ind AS. Refer note 44 for an explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows.

(ii) 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) and contingent consideration that is measured at fair value.
- defined benefit plans – plan assets measured at fair value; and
- share-based payments

(b) Principles of consolidation and equity accounting

(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. InterGroup 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 where 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.

(*) *Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to* ***"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.***

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognised at cost and adjusted there after to recognise the group's share of the post-acquisition profits or losses of the investee in 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. The carrying amount of equity accounted investments are tested for impairment in accordance with the policy.

(iii) Changes in ownership interests :

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

(c) Key estimates and assumptions

In preparing these financial statements in accordance with Ind AS, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts in the balance sheet and statement of profit and loss. Actual results may differ from these estimates.

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:

(i) **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. - Refer Note 18

(ii) **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. - Refer Note 18

(iii) **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. - Refer Note 42

(iv) **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. - Refer note 12 & 21

(d) Foreign currency translation

(i) Functional and presentation currency :

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (₹), which is Astec LifeSciences Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within Loss on Exchange Rates & Forward Exchange Contracts.Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income. On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(e) Revenue recognition :

Revenue is measured at the fair value of the consideration received or receivable including export incentives. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, and amounts collected on behalf of third parties.

When the Group acts in the capacity of an agent rather than as the principal in a transaction,the revenue recognised is the net amount as a processing income earned by the Group.

The group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when significant risks and rewards of ownership in the goods are transferred to the buyer. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(f) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group and its subsidiaries operate and generate taxable income.Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and taxbases of investments in subsidiaries,where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(g) Financial assets

(i) Classification

The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and
- those measured at amortised cost.

(ii) 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 profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(iii) Equity investments (other than investments in associates and joint venture)

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 profit and loss.

(iv) 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 ; 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 , 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.

(v) 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:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- 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.

(h) Financial liabilities

(i) 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 profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(ii) 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.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(i) Leases

Determining whether an arrangement contains a lease:

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are seperated into those for the lease and those for other elements on the basis of their relative fair value. If the arrangement is concluded as a finance lease, then present it as a finance lease in their balance sheets and present them as a receivable at an amount equal to the net investment in the lease. The asset is reduced as payments are received and finance income is recognised based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

As a lessor

Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease receivable. The corresponding income, are included in other financial assets as appropriate. Each installment of lease receivable is allocated between the financial asset and interest income on finance lease. The finance income is recognised to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

As a lessee

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

(j) Impairment of assets

Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment,assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(k) 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.

(l) Inventories

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. 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.

(m) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. 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 the item being hedged and the type of hedge relationship designated.

The group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) 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 recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, with in Other income.

When forward contracts are used to hedge forecast transactions, the group may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss .

When the hedged forecast transaction results in the recognition of a non-financial asset , the amounts accumulated in equity are transferred to profit or loss as follows:

- With respect to gain or loss relating to the effective portion of the spot component of forward contracts,both the deferred hedging gains and losses and the deferred aligned forward points are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss .

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

(ii) Derivatives that are not designated as hedges

The group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss.

(n) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

(o) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the group has elected to continue with the carrying value of all of its property,plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

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 equipment:

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 equipment as 20 years.

(b) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(c) Leasehold Land:

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).

(p) 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.

The cost of intangible assets at April 1, 2015, the Group's date of transition to Ind AS, was determined with reference to its carrying value at that date.

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.

(q) 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.

(r) Provisions

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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.

(s) Employee 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 Fund

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.

(t) 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.

(u) 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.

(v) 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 (Note 33).

(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.

(w) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

Note 2(a) : Property, Plant & Equipment and Capital work-in progress

(₹ in Lakh)

Particulars	Leasehold land	Plant & Equipment	Factory Building	Office Building	Electrical Installation	Furniture, fittings and equipment	Vehicles	Computers	Office equipments	Total Property, plant & equipment	Capital work-in progress
Deemed cost(Gross carrying value)											
Balance as at April 1, 2015	160.34	7,104.91	1,133.52	267.48	44.03	106.76	147.76	4.82	18.00	8,987.62	632.88
Additions	-	1,086.03	69.21	-	0.30	27.72	87.75	7.64	5.63	1,284.28	2,341.53
Disposal / Transfers	-	-	-	-	-	-	-	-	-	-	1,155.24
Other adjustments (Sale of subsidiary)	-	-	-	-	-	0.42	24.44	1.76	2.46	29.08	-
Balance as at March 31, 2016	**160.34**	**8,190.94**	**1,202.73**	**267.48**	**44.33**	**134.06**	**211.07**	**10.70**	**21.17**	**10,242.82**	**1,819.17**
Balance as at April 1, 2016	160.34	8,190.94	1,202.73	267.48	44.33	134.06	211.07	10.70	21.17	10,242.82	1,819.17
Additions	-	1,943.80	930.54	-	154.92	1.28	8.51	24.35	5.14	3,068.54	1,880.61
Disposal / Transfers	-	1,293.53	-	-	-	0.68	82.91	-	0.50	1,377.63	2,944.25
Balance as at March 31, 2017	**160.34**	**8,841.21**	**2,133.27**	**267.48**	**199.25**	**134.66**	**136.67**	**35.05**	**25.81**	**11,933.73**	**755.53**
Accumulated Depreciation											
Depreciation for the year	1.87	834.67	44.65	4.56	8.17	18.64	21.53	4.11	4.50	942.69	-
Disposal / Transfers	-	-	-	-	-	-	-	-	-	-	-
Other adjustments (Sale of subsidiary)	-	-	-	-	-	0.03	1.93	0.46	0.20	2.62	-
Balance as at March 31, 2016	**1.87**	**834.67**	**44.65**	**4.56**	**8.17**	**18.61**	**19.60**	**3.65**	**4.30**	**940.07**	**-**
Balance as at April 1, 2016	1.87	834.67	44.65	4.56	8.17	18.61	19.60	3.65	4.30	940.07	-
Depreciation for the year	1.94	1,117.74	104.13	4.73	19.56	23.13	22.30	6.95	4.75	1,305.23	-
Disposal / Transfers	-	238.46	-	-	-	-	16.21	-	-	254.67	-
Balance as at March 31, 2017	**3.81**	**1,713.95**	**148.78**	**9.29**	**27.73**	**41.74**	**25.69**	**10.60**	**9.05**	**1,990.63**	**-**
Carrying amount as at April 1, 2015	160.34	7,104.91	1,133.52	267.48	44.03	106.76	147.76	4.82	18.00	8,987.62	632.88
Carrying amount as at March 31, 2016	158.47	7,356.27	1,158.08	262.92	36.16	115.45	191.47	7.05	16.87	9,302.74	1,819.17
Carrying amount as at March 31, 2017	**156.53**	**7,127.27**	**1,984.49**	**258.18**	**171.52**	**92.93**	**110.98**	**24.44**	**16.76**	**9,943.08**	**755.53**

(a) Property, plant and equipment pledged as security

Refer to Note 17 and 19 for information on property, plant and equipment and other intangible assets pledged as security by the Group.

(b) Contractual obligations

Refer to note 41 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(c) Capital work-in-progress

Capital work-in-progress mainly comprises of plant & machinery and factory building.

Note 2(b) : Intangible assets and intangible assets under development

(₹ in Lakh)

Particulars	Software	Product registration	Total intangibles	Intangible assets under development
Deemed cost(Gross carrying value)				
Balance as at April 1, 2015	3.83	229.61	233.44	87.83
Additions	6.50	26.95	33.45	77.78
Disposal / Transfers	-	5.82	5.82	-
Balance as at March 31, 2016	**10.32**	**250.75**	**261.07**	**165.60**
Balance as at April 1, 2016	10.32	250.75	261.07	165.60
Additions	249.94	-	249.94	59.74
Disposal / Transfers	-	0.17	0.17	225.34
Balance as at March 31, 2017	**260.26**	**250.57**	**510.84**	**-**
Accumulated Depreciation				
Amortisation charge for the year	1.52	95.62	97.14	-
Disposal / Transfers	-	0.18	0.18	-
Balance as at March 31, 2016	**1.52**	**95.45**	**96.97**	**-**
Balance as at April 1, 2016	1.52	95.45	96.97	-
Amortisation charge for the year	6.55	56.41	62.96	-
Disposal / Transfers	-	-	-	-
Balance as at March 31, 2017	**8.07**	**151.86**	**159.93**	**-**
Carrying amount as at April 1, 2015	3.83	229.61	233.44	87.83
Carrying amount as at March 31, 2016	8.80	155.30	164.10	165.60
Carrying amount as at March 31, 2017	**252.19**	**98.72**	**350.91**	**-**

Property, plant and equipment pledged as security

Refer to Note 17 and 19 for information on property, plant and equipment and other intangible assets pledged as security by the Group.

Significant Estimates: Useful life of Product registration / Software

The company estimates the useful life of the product registration to be 5 years based on the validity/life of the product registered. As at March 31, 2017, the net carrying amount of the Product Registration is ₹ 98.72 Lakh (March 31, 2016 : ₹ 155.30 Lakh)

The company estimates the useful life of the software to be 6 years as per the company's accounting policy. The company has recently capitalised the SAP software in the current year. As at March 31, 2017, the net carrying amount of the Computer Software is ₹ 252.19 Lakh (March 31, 2016 : ₹ 8.80 Lakh)

Note 3 : Non-current investments

(₹ in Lakh)

	Particulars	March 31, 2017	March 31, 2016	April 1, 2015
I	**Investment in unquoted equity instruments (fully paid-up) (at FVPL)**			
a)	Comercializadora Agricola Agroastrachem Cia Ltda			
	400 (March 31, 2016: 400, April 1, 2015: 400) Equity shares of USD 1/- each	-	-	1.00
b)	Shamrao Vithal Co-operative Bank Limited			
	2,100 (March 31, 2016: 2,100, April 1, 2015 : 2,100) Equity shares of ₹ 25/- each	0.53	0.53	0.53
	TOTAL	**0.53**	**0.53**	**1.53**
	Aggregate amount of unquoted investments	0.53	0.53	1.53

Note 4 : Other financial assets (non-current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Security deposits for utilities and premises	143.81	113.67	77.04
Finance lease receivable (Refer note 12)	316.08	380.45	407.17
TOTAL	**459.89**	**494.12**	**484.21**

Note 5 : Current tax assets/ (liabilities) (net)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	259.80	(249.85)
Less: Current tax payable for the year	612.41	2.64
Add: Taxes paid	666.20	497.74
Less: Earlier year tax adjustment	-	(14.55)
Closing balance	**313.59**	**259.80**

Note 6 : Other non current assets

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital Advances	359.13	415.15	10.99
Advances other than capital advances			
- Balances with government authorities	1,339.05	1,002.06	854.57
- Other advances			
Considered good	-	13.96	-
Considered doubtful	-	200.07	-
Less: Allowance for doubtful advances	-	(200.07)	-
Net Other Advances	-	13.96	-
TOTAL	**1,698.18**	**1,431.17**	**865.56**

Note 7 : Inventories

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Raw materials (including stock in transit ₹ 748.89 Lakh (March 31, 2016: ₹ 656.39 Lakh, April 1, 2015: ₹ 742.61 Lakh))	2,030.35	2,498.76	1,763.64
Work-in-Progress	3,186.54	2,022.90	1,759.59
Finished goods (including stock in transit Nil (March 31, 2016: ₹ 877.08 Lakh, April 1, 2015: ₹ 858.61 Lakh)	1,077.94	2,319.59	3,104.08
Stores and Spares	260.31	283.80	186.31
TOTAL	**6,555.14**	**7,125.05**	**6,813.62**

Note 8 : Trade receivables

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured : Considered Good			
- Related parties (Refer Note 39)	358.28	37.13	81.94
- Other parties	10,707.98	8,024.30	8,340.48
TOTAL	**11,066.26**	**8,061.43**	**8,422.42**

Note 9 : Cash and cash equivalents

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks			
- in Current accounts	281.61	220.73	65.93
Cash on hand	2.71	4.03	1.59
TOTAL	**284.32**	**224.76**	**67.52**

Disclosure on Specified Bank Notes (SBNs)

During the year, the Group had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

(in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	74,000.00	20,730.00	94,730.00
Add: Permitted receipts	-	549,989.00	549,989.00
Less: Permitted payments	-	501,696.00	501,696.00
Less: Amount deposited in banks	74,000.00	-	74,000.00
Closing cash in hand as on December 30, 2016	**-**	**69,023.00**	**69,023.00**

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

Note 10 : Bank Balance other than cash and cash equivalents above

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Margin Money deposits*	133.47	375.57	1,132.05
Unclaimed dividend accounts	5.32	4.49	2.42
TOTAL	**138.79**	**380.06**	**1,134.47**

* Margin money deposits are restricted and the same is held towards security of letter of credit & bank guarantees.

Note 11 : Loans (current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured, Considered Good			
Loans to related party (Refer note 39)	-	957.43	-
Loans to employees	8.06	20.60	20.48
TOTAL	**8.06**	**978.03**	**20.48**

Note 12 : Other financial assets (current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Derivatives			
- Foreign exchange forward contracts not designated as hedge	-	34.28	6.53
Current portion of finance lease receivable (Refer note 4)	56.08	50.20	41.56
Others	-	5.96	3.65
TOTAL	**56.08**	**90.44**	**51.74**

Note 13 : Other current assets

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advances to suppliers	21.27	131.24	119.81
Balance with government authorities			
Considered good	1,593.41	1,995.93	775.56
Considered doubtful	96.65	97.91	97.91
Less: Allowance for doubtful advances	(96.65)	(97.91)	(97.91)
	1,593.41	1,995.93	775.56
Prepaid expenses	60.53	57.89	52.34
Other receivables	53.44	74.01	114.99
TOTAL	**1,728.65**	**2,259.07**	**1,062.70**

Note 14 : Deferred Tax Asset / (Liabilities)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
The balance comprises temporary differences attributable to:			
Property, plant and equipment	110.06	-	662.20
Intangible assets	-	-	158.79
MAT credit entitlement	763.44	794.74	639.62
Tax losses	-	259.04	53.27
Inventories	-	-	346.40
Trade receivables	-	-	47.81
Deferred income	-	78.09	102.04
Provisions	52.50	86.34	53.61
Finance lease receivable	(128.79)	(133.07)	(138.66)
Advances-Finance lease	(925.52)	(867.88)	(899.25)
Other items			
Derivatives	-	0.84	9.18
Others	5.64	(2.36)	102.29
Net deferred tax assets / (Liabilities)	**(122.67)**	**215.73**	**1,137.31**

Movement in deferred tax balances

(₹ in Lakh)

Particulars	Balance as at April 1, 2016	Recognised in profit or loss	Recognised in OCI	Other adjustments	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2017
Deferred tax asset								
Property, plant and equipment	-	(110.06)	-	-	(110.06)	110.06	-	110.06
Intangible assets	-	-	-	-		-	-	-
MAT Credit Entitlement	794.74	31.29	-	-	31.29	763.44	-	763.44
Tax losses	259.04	259.04	-	-	259.04	-	-	-
Inventories	-	-	-	-	-	-	-	-
Trade receivables	-	-	-	-	-	-	-	-
Derivatives	0.84	0.84	-	-	0.84	-	-	-
Deferred income	78.09	78.09	-	-	78.09	-	-	-
Provisions	86.34	33.84	-	-	33.84	52.50	-	52.50
Finance lease receivable	(133.07)	(4.28)	-	-	(4.28)	-	128.79	(128.79)
Advances-Finance lease	(867.88)	57.64	-	-	57.64	-	925.52	(925.52)
Other items	(5.21)	(2.36)	-	-	(2.36)	-	2.85	(2.85)
Recognised in OCI	2.85	-	(5.64)	-	(5.64)	8.48	-	8.48
Tax assets (Liabilities)	**215.73**	**344.03**	**(5.64)**	**-**	**338.41**	**934.49**	**1,057.17**	**(122.67)**

(₹ in Lakh)

Particulars	Balance as at April 1, 2015	Recognised in profit or loss	Recognised in OCI	Other adjustments	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2016
Deferred tax asset								
Property, plant and equipment	662.20	682.98	-	(20.78)	662.20	-	-	-
Intangible assets	158.79	-	-	158.79	158.79	-	-	-
MAT Credit Entitlement	639.62	(155.11)	-	-	(155.11)	794.74	-	794.74
Tax losses	53.27	(259.04)	-	53.27	(205.76)	259.04	-	259.04
Inventories	346.40	346.40	-	-	346.40	-	-	-
Trade receivables	47.81	47.81	-	-	47.81	-	-	-

(₹ in Lakh)

Particulars	Balance as at April 1, 2015	Recognised in profit or loss	Recognised in OCI	Other adjustments	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2016
Derivatives	9.18	8.34	-	-	8.34	0.84	-	0.84
Deferred income	102.04	23.95	-	-	23.95	78.09	-	78.09
Provisions	53.61	(32.74)	-	-	(32.74)	86.34	-	86.34
Finance lease receivable	(138.66)	(5.58)	-	-	(5.58)		133.07	(133.07)
Advances-Finance lease	(899.25)	(31.37)	-	-	(31.37)		867.88	(867.88)
Other items	102.29	107.50	-	-	107.50		5.21	(5.21)
Recognised in OCI	-	-	(2.85)	-	(2.85)	2.85	-	2.85
Tax assets (Liabilities)	**1,137.31**	**733.15**	**(2.85)**	**191.28**	**921.58**	**1,221.89**	**1,006.16**	**215.73**

Note 15 : Equity Share Capital

a **Authorised :** (₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
25,000,000 (March 31, 2016: 25,000,000, April 1, 2015: 25,000,000) Equity Shares of the face value of ₹ 10 each	2,500.00	2,500.00	2,500.00
TOTAL	**2,500.00**	**2,500.00**	**2,500.00**

b **Issued and Subscribed:** (₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
19,512,855 (March 31, 2016: 19,455,055, April 1, 2015: 19,455,055) Equity shares fully paid up	1,951.29	1,945.51	1,945.51
TOTAL	**1,951.29**	**1,945.51**	**1,945.51**

c **Reconciliation of number of shares outstanding at the beginning and the end of the year :**

No of Equity Shares	March 31, 2017	March 31, 2016
Outstanding at the beginning of the year	19,455,055	19,455,055
Issued during the year	57,800	-
Outstanding at the end of the year	**19,512,855**	**19,455,055**

d During the year, the Company has issued 57,800 (March 31, 2016: Nil, April 1, 2015: Nil) equity shares under the Employee Stock Option Plan/Scheme.

e **Rights, preferences and restrictions attached to Equity shares**

The Company has issued only one class of equity shares having a par value of ₹ 10 each. Each equity shareholder is entitled to one vote per equity share.

f **Shares of the company held by holding / ultimate holding company**

Name of Shareholder	March 31, 2017		March 31, 2016		April 01, 2015	
	No of shares	%	No of shares	%	No of shares	%
Godrej Agrovet Limited (Immediate holding company)	10,837,139	55.54%	10,434,880	53.64%	-	-

g **Shareholders holding more than 5% shares in the company is set out below:**

Name of Shareholder	March 31, 2017		March 31, 2016		April 01, 2015	
	No of shares	%	No of shares	%	No of shares	%
Godrej Agrovet Limited (holding company)	10,837,139	55.54%	10,434,880	53.64%	-	-
Ashok Hiremath	1,945,506	9.97%	1,945,506	10.00%	6,240,780	32.08%
Suresh Hiremath	-	-	-	-	1,650,000	8.48%
Dr. P. L. Tiwari	-	-	-	-	1,815,000	9.33%

h **Equity shares reserved for issue under employee stock option scheme**

Information related to Employee Stock Option Plan/Scheme, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 42.

Note 16 : Other Equity

(₹ in Lakh)

Particulars	March 31 , 2017	March 31, 2016	April 1, 2015
a) Reserves & surplus			
Securities premium reserve	5,765.79	5,693.54	5,693.54
Retained earnings	4,765.74	2,844.39	2,647.07
General reserve	1,249.28	1,249.28	1,249.28
Share option outstanding account	72.89	74.73	8.17
Capital redemption reserve	0.30	0.30	0.30
b) Other Reserves			
Foreign currency translation reserve	0.79	(4.87)	4.56
Cash flow hedging reserve	(3.89)	-	-
TOTAL	**11,850.89**	**9,857.36**	**9,602.92**

(i) Securities premium reserve

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	5,693.54	5,693.54
Exercise of employee stock options	72.25	-
Closing balance	**5,765.79**	**5,693.54**

(ii) Retained Earnings

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	2,844.39	2,647.07
Net profit for the period	1,911.77	496.66
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurement of post-employment benefit obligation, net of tax	(6.74)	(6.37)
Adjustment for earlier years	16.31	-
Dividends paid (including dividend distribution tax)	-	(292.97)
Closing balance	**4,765.74**	**2,844.39**

(iii) General Reserve

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	1,249.28	1,249.28
Transfer during the year	-	-
Closing balance	**1,249.28**	**1,249.28**

(iv) Shares options outstanding account

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	74.73	8.17
Employee stock option expense	56.53	66.56
Exercise of options	(58.37)	-
Closing balance	**72.89**	**74.73**

(v) Capital redemption reserve

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance	0.30	0.30
Closing balance	**0.30**	**0.30**

(vi) Other reserves

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Cash flow hedging reserve		
Opening balance	-	-
Change in the fair value of hedging instruments	(5.96)	-
Deferred tax	2.07	-
Closing balance	**(3.89)**	**-**
Foreign currency translation reserve		
Opening balance	(4.87)	4.56
Other currency translation differences	5.67	(9.44)
Closing balance	**0.79**	**(4.87)**
TOTAL	**(3.10)**	**(4.87)**

Nature and purpose of other reserve:

(i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares.The reserve is utilised in accordance with the provisions of the act.

(ii) Shares options outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan/scheme.

(iii) 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.

(iv) Cash flow hedging reserve

The group uses hedging instruments as part of its management of foreign currency risk associated with its foreign currency borrowings. For hedging foreign currency risk, the group 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 hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects profit or loss.

(v) Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations 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 17 : Borrowings (non-current)

(₹ in Lakh)

Particulars	Non-current			Current maturities of long term debt		
	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Secured						
Term loans from banks	-	222.22	388.89	-	222.22	226.97
Foreign currency term loans from banks	-	513.84	830.76	-	773.88	561.43
Vehicle Loans	40.19	81.64	55.11	15.89	23.82	19.36
TOTAL	**40.19**	**817.70**	**1,274.76**	**15.89**	**1,019.92**	**807.76**

Terms of repayment:

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate
Term loans from IDBI Bank Limited	December 31, 2018	Quarterly in eighteen quarterly installments	BBR plus 3% to BBR plus 3.50%
Foreign currency term loans from IDBI Bank Limited	January 01, 2017	Semi annually in eight equal installments	LIBOR + 3.50%
Foreign currency term loans from ICICI Bank Limited	March 31, 2017	Quarterly in sixteen equal installments	12.55%
Vehicle loans	2017-2022	Monthly installments	9.50% to 11.50%

Details of security:

a) Term Loans and foreign currency loan from banks are secured by way of first mortage/charge over entire movable and immovable fixed assets (present and future) of the company and second pari-passu charge over current assets of the company.

b) Vehicle loans are secured by first charge on the vehicle specifically financed out of loan.

Details of Guarantee given by Directors:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Term Loans From Banks	-	-	2,082.52
TOTAL	**-**	**-**	**2,082.52**

The Company does not have any continuing default as on the Balance Sheet date in repayment of loans and interest.

Note 18 : Provisions

(₹ in Lakh)

Particulars	Non current			Current		
	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Provision for employee benefits obligations						
- Provision for compensated absences	6.64	44.92	74.08	4.53	9.55	19.50
- Provision for bonus	-	-	-	5.90	21.24	20.62
- Provision for gratuity	-	-	-	7.27	-	-
Other Provisions						
- Provision for sales returns	-	-	-	37.98	105.79	99.40
TOTAL	**6.64**	**44.92**	**74.08**	**55.69**	**136.58**	**139.52**

(A) Other Provisions

(i) Information about individual provisions and significant estimates

Provision for sales return

Provision is made for estimated Sales return in respect of products sold which are sold in the current reporting period. When a customer has a right to return the product within a given period, the Group recognises a provision for returns. This is measured on a net basis at the margin on the sale. Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of corresponding goods to be returned.

(ii) Movement in other provisions:

Movements in each class of provision during the financial year, are set out below:

(₹ in Lakh)

Particulars	Sales return Provision
As at April 1, 2015	99.40
Charged/(credited) to profit or loss	-
-Additional provision recognised	105.79
-Unused amount reversed	-
-Amount used during the year	99.40
As at March 31, 2016	**105.79**
Charged/(credited) to profit or loss	-
-Additional provision recognised	37.98
-Unused amount reversed	90.44
-Amount used during the year	15.35
As at March 31, 2017	**37.98**

(B) Provision for employee benefit obligation

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 ₹ 56.67 Lakh for the year ended March 31, 2017 (March 31, 2016 ₹ 39.91 Lakh) towards provident fund contribution.

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, 2017. 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, 2017	March 31, 2016	April 1, 2015
Defined benefit obligation	(62.54)	(49.26)	(39.83)
Fair value of plan assets	55.27	49.82	39.83
Net defined benefit (obligation)/assets	(7.27)	0.56	-

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	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Opening balance	49.26	39.83	49.82	39.83	(0.56)	-
Included in profit or loss	-	-	-	-	-	-
Current service cost	5.98	-	-	-	5.98	-
Past service cost	-	-	-	-	-	-
Interest cost (income)	3.92	-	3.97	-	(0.04)	-
Included in OCI						
Actuarial loss (gain) arising from:	-	-	-	-	-	-
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	2.85	-	-	-	2.85	-
Experience adjustment	11.00	9.43	-	-	11.00	9.43
Return on plan assets excluding interest income	-	-	3.53	0.21	(3.53)	(0.21)
	73.01	**49.26**	**57.32**	**40.04**	**15.70**	**9.22**
Other						
Contributions paid by the employer	-	-	8.43	9.78	(8.43)	(9.78)
Benefits paid	(10.48)	-	(10.48)	-	-	-
Closing balance	**62.54**	**49.26**	**55.27**	**49.82**	**7.27**	**(0.56)**

(₹ in Lakh)

Represented by	March 31, 2017	March 31, 2016	April 1, 2015
Net defined benefit asset	-	0.56	-
Net defined benefit liability	(7.27)	-	-
Net Asset/(Liability)	**(7.27)**	**0.56**	**-**

ii. Plan assets

Plan assets comprise the following

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Insurer managed fund (100%)	55.27	49.82	39.83
TOTAL	**55.27**	**49.82**	**39.83**

iii. Significant Estimates : Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2017	March 31, 2016
Discount rate	7.39%	7.96%
Future salary growth	5.00%	5.00%
Rate of employee turnover	For service 4 yrs & Below 15.00 % 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, 2017		March 31, 2016	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(4.84)	5.69	(3.63)	4.26
Future salary growth (1% movement)	5.77	(4.98)	4.34	(3.76)
Rate of employee turnover (1% movement)	1.00	(1.16)	0.99	(1.15)

The sensitivity analyses 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, 2017 were as follows

Expected contribution

The expected contributions for defined benefit plan for the next financial year will be in line with the contribution for the year ended March 31, 2017, i.e. ₹ 13.81 Lakh.

Expected future benefit payments

(₹ in Lakh)

March 31, 2019	1.46
March 31, 2020	4.84
March 31, 2021	2.48
March 31, 2022	3.61
Therafter	19.81

Other long-term employee benefits:

Provision for compensated absences

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, 2017 based on actuarial valuation using the projected accrued benefit method is ₹ 11.17 Lakh.

Compensated absences (Leave encashment) is payable to eligible employees who have earned leaves, during the employment and/ or on separation as per the Group's policy.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Current leave obligations expected to be settled with in the next 12 months.	4.53	9.55	19.50

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss

Incentive Plans: The Group has a scheme of Performance Linked Variable Remuneration (PLVR) which is fully written off to the Statement of Profit & Loss. The Scheme rewards its employees based on Economic Value Addition (EVA), which is related to actual improvement made in EVA over the previous period when compared with expected improvements.

Note 19 : Borrowings (current)

(₹ in Lakh)

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	March 31, 2017	March 31, 2016	April 1, 2015
Secured						
From banks						
-Working capital loan						
Foreign Currency	90 to 365 days	Single repayment at the end of the term	LIBOR + 116 bps	1,453.78	747.54	-
Rupee	180 days	Single repayment at the end of the term	11%	-	374.70	900.00
- Cash credit	Payable on demand	Payable on demand	BBR + 3.75% to 4%	2,142.09	174.56	5,632.33
-Buyers credit	3 to 6 months	Single repayment at the end of the term	3 m LIBOR + 60 bps to 120 bps	99.80	263.44	157.22
From others						
- Loans repayable on demand from other parties	Payable on demand	Payable on demand	21%	-	-	650.00
Unsecured						
From banks						
- Working capital loan						
Foreign Currency	60 to 365 days	Single repayment at the end of the term	LIBOR + 108 bps	1,904.21	547.51	-
Rupee	15 to 180 days	Single repayment at the end of the term	7.85% to 14%	7,000.00	5,747.87	-
From others						
- ICD's from related parties (Note 39)	Payable on demand	Payable on demand	10%	-	3,000.00	50.00
- ICD's from other parties	Payable on demand	Payable on demand	12% to 21%	-	1.86	360.84
TOTAL				**12,599.88**	**10,857.48**	**7,750.39**

Details of security:

All the current borrowings (Note 19 above) are secured by way of First Pari passu Charge on the Current Assets of the Company, including inventory and receivables both present & future and second charge on Fixed Assets of the company present & future (including Equitable Mortgage/Hypothecation of Factory Land & Bldg/Plant & Machinery).

Details of guarantees given by directors:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Loans repayable on demand From Banks	-	-	6,689.55
TOTAL	**-**	**-**	**6,689.55**

The Group does not have any default as on the Balance Sheet date in repayment of any loan or interest.

Note 20 : Trade payables

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Trade payables	5,584.00	6,739.97	7,055.82
Trade payables to related parties (Refer note 39)	123.06	59.79	38.26
TOTAL	**5,707.06**	**6,799.76**	**7,094.08**

Note 21 : Other financial liabilities (Current)

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Current maturities of non-current borrowings (Refer Note 17)	15.89	1,019.92	807.76
Interest accrued	-	50.58	36.99
Capital creditors	291.12	459.12	400.77
Book overdraft	-	-	22.36
Derivatives			
- Foreign exchange forward contracts designated as hedge	178.08	-	-
- Foreign exchange forward contracts not designated as hedge	-	11.51	6.53
Unclaimed Dividend	5.32	4.49	2.42
Other payables (Conversion and Electricity charges payable,etc.)	206.08	474.86	263.89
TOTAL	**696.49**	**2,020.48**	**1,540.72**

There was no Unpaid / Unclaimed Dividend amount required to be transferred to Investor Education and Protection Fund (IEPF) during the Financial Year 2016-17 as per the provisions of Section 124 and 125 of the Companies Act, 2013.

Note 22 : Other current liabilities

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advance from customers	23.50	237.57	160.14
Employee benefits payables	247.17	153.48	94.88
Statutory dues payables	31.40	23.81	52.40
Other payables	11.10	68.20	18.99
TOTAL	**313.17**	**483.06**	**326.41**

Note 23 : Revenue from operations

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Sale of products		
- Export Sales	13,023.79	8,918.60
- Domestic Sales (including excise duty)	17,342.17	14,452.23
Other operating revenue		
- Export Incentives	389.71	231.33
- Service tax rebate	17.72	12.94
- Duty Drawback	19.79	60.36
- Processing income	547.17	981.65
- Others	-	42.13
TOTAL	**31,340.35**	**24,699.24**

Critical judgements in calculating amounts

The company has recognised revenue for sale to customer during above period.The buyer has the right to returned the goods if their customers are dissatisfied. The company believes that the dissatisfaction rate will not exceed 1%. The company has, therefore, recognised revenue on this transaction with a corresponding provision against revenue for estimated returns. If the estimate changes by 1%, revenue will reduced by ₹ 158.27 Lakh.

Note 24 : Other Income

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Interest income on amortised cost instruments		
- Loans	13.48	102.08
- Margin money	25.21	81.66
- Others	-	9.24
Interest income on Finance Lease	60.49	66.50
Sundry balances written back	138.24	-
Profit on disposal of subsidiary	-	462.02
TOTAL	**237.42**	**721.50**

Note 25 : Cost of materials consumed

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Raw materials as at the beginning of the year	2,498.76	1,763.64
Add : Purchases	17,497.78	16,794.55
Less: Raw materials as at the end of the year	2,030.35	2,498.76
TOTAL	**17,966.19**	**16,059.43**

Note 26 : Changes in inventories of work-in-progress and finished goods

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Opening balance :		
Work-in-progress	2,022.90	1,759.59
Finished Goods	2,319.59	3,104.08
	4,342.48	**4,863.68**
Change in inventory due to sale of subsidiary (Refer Note 45)	**-**	**1,888.38**
Adjustment transfer to cost of materials consumed	**50.37**	**-**
Closing Balance :		
Work-in-progress	3,186.54	2,022.90
Finished Goods	1,077.94	2,319.59
	4,264.48	**4,342.48**
TOTAL	**27.64**	**(1,367.19)**

Note 27 : Employee benefit expense

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Salaries, wages and bonus	1,837.86	1,427.47
Contribution to provident and other funds	74.38	39.91
Employee share-based payment expense (Refer Note 42)	56.53	66.55
Staff welfare expenses	68.80	54.94
TOTAL	**2,037.57**	**1,588.87**

Note 28 : Finance Costs

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Interest expense on amortised cost	1,104.73	1,149.71
Other borrowing costs	118.80	130.91
TOTAL	**1,223.53**	**1,280.62**

Note 29 : Depreciation and amortisation expense

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Depreciation of property,plant and equipment (Refer note 2)	1,305.23	942.69
Amortisation of intangible assets (Refer note 2)	62.96	97.14
TOTAL	**1,368.19**	**1,039.84**

Note 30 : Other Expenses

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Power and Fuel	1,575.03	1,383.66
Rent	26.07	39.33
Repairs & maintenance		
Property, plant and equipment	277.53	220.22
Buildings	41.33	46.46
Others	59.81	15.49
Effluent treatment plant charges	232.91	160.70
Insurance	56.10	57.75
Rates and taxes	114.33	194.93
Export forwarding charges	103.99	110.68
Transport outward	171.40	162.16
Legal and professional fees	444.24	427.85
Telephone & telex expenses	8.85	16.77
Directors sitting fees	7.95	4.96
Payment to auditors (refer note 30 (a) below)	14.39	12.63
Advertisement, selling and distribution expenses	15.46	75.63
Commission on sales	37.36	17.96
Security charges	43.76	21.21
Loss on sale of property, plant and equipment	23.41	-
Printing & stationery	23.74	21.96
Corporate social responsibility expenditure (refer note 30 (b) below)	17.86	16.19
Travelling expenses	79.31	162.50
Vehicle expenses	22.02	30.32
Research expenses	55.27	28.07
Bad debts written off	68.49	-
Loss on exchange rates & forward exchange contracts	(48.81)	274.39
Miscellaneous expenses	75.45	358.59
TOTAL	**3,547.25**	**3,860.41**

Note 30 (a) : Details of payments to auditors

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
As auditor:		
Audit fee	11.64	9.48
Tax audit fee	0.65	0.65
Other Matters	2.11	2.50
TOTAL	**14.39**	**12.63**

Note 30 (b) : Corporate social responsibility expenditure

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Contribution to SPRJ Kanyashala Trust	5.00	-
Contribution towards health & sanitation	4.82	14.99
Contribution towards education	-	1.20
Contribution to slum rehabilitation program	8.04	-
TOTAL	**17.86**	**16.19**
Amount required to be spent as per Section 135 of the Act	16.50	25.86
Amount spent during the year on		
(i) Construction/acquisition of an asset	12.86	9.49
(ii) On purpose other than (i) above	5.00	6.70
TOTAL	**17.86**	**16.19**

Note 31 : Exceptional Items

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Excise settlement fees paid	-	114.69
Allowance for doubtful advances	-	200.07
Property, plant and equipment written off	1,060.21	-
TOTAL	**1,060.21**	**314.76**

Note 32 : Income tax expense

This note provide an analysis of the group's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

(a) Income tax expense

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Current tax		
Current tax on profits for the year	612.41	2.64
Total current tax expense	**612.41**	**2.64**
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	274.93	992.19
Change in tax rate	69.10	-
Recognition of previously unrecognised tax losses	-	(259.04)
Total deferred tax expense/(benefit)	**344.03**	**733.15**
Tax expense for the year	**956.44**	**735.80**

(b) Amounts recognised in other comprehensive income

(₹ in Lakh)

Particulars	March 31, 2017			March 31, 2016		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Remeasurements of defined benefit liability (asset)	(10.32)	3.58	(6.74)	(9.22)	2.85	(6.37)
Foreign operations – foreign currency translation differences	5.67	-	5.67	(15.55)	-	(15.55)
Deferred losses on cash flow hedges	(5.96)	2.07	(3.89)	-	-	-
TOTAL	**(10.62)**	**5.65**	**(4.97)**	**(24.77)**	**2.85**	**(21.92)**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Profit before income tax expense	**2,874.30**	**1,242.43**
Tax at the Indian tax rate of 34.608% (2015-2016 - 30.90%)	**994.74**	**383.91**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
- Difference of WDV in tax books and books of accounts	(110.11)	358.63
- Weighted deduction on research and development expenditure	(55.79)	(49.31)
- Corporate social responsibility expenditure	5.40	3.49
- Fine & penalty	17.43	13.91
- Adjustments for current tax of prior periods	-	(155.11)
- Difference in overseas tax rate	(0.88)	(3.79)
- Tax losses now recouped to reduce current tax expense	(31.08)	-
- Tax savings on sale of subsidiary	-	(133.71)
- Other items	136.74	317.77
Income tax expense	**956.44**	**735.80**

Note 33 : Earnings per share

(in ₹)

Particulars	March 31, 2017	March 31, 2016
Basic Earnings per share	9.81	2.55
Diluted Earnings per share	9.78	2.54

The calculation of basic and diluted earnings per share has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Profit attributable to owners of the Group (Basic & Diluted)		
Profit (loss) for the year, attributable to the owners of the Group	1,911.77	496.66

Particulars (No of shares)	March 31, 2017	March 31, 2016
i. Weighted average number of equity shares (Basic)		
Issued equity shares as at the beginning of the year	19,455,055	19,455,055
Effect of share options exercised	41,543	-
Weighted average number of shares as at the end of the year	**19,496,598**	**19,455,055**
ii. Weighted average number of equity shares (Diluted)		
Weighted-average number of equity shares (basic) as at the beginning of the year	19,496,598	19,455,055
Adjustments for calculation of diluted earnings per share		
- Equity share options	41,327	66,020
Weighted average number of equity shares and potential equity shares as at the end of the year	**19,537,925**	**19,521,075**

Information concerning the classification of securities

Options granted to employees under the Astec LifeSciences Limited Employee stock option plan/scheme are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 42.

Note 34 : Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include 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)

As at March 31, 2017	Notes	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investments									
- Equity instruments	3	0.53	-	-	0.53	-	0.53	-	0.53
		0.53	**-**	**-**	**0.53**				
Financial assets not measured at fair value									
Lease receivable	4,12	-	-	372.15	372.15	-	447.85	-	447.85
Security deposits	4	-	-	143.81	143.81	-	-	-	-
Trade receivables	8	-	-	11,066.26	11,066.26	-	-	-	-
Loans	11	-	-	8.06	8.06	-	-	-	-
Cash and cash equivalents	9	-	-	284.32	284.32	-	-	-	-
Bank Balance other than cash & cash equivalents above	10	-	-	138.79	138.79	-	-	-	-
		-	**-**	**12,013.39**	**12,013.39**				
Financial liabilities measured at fair value									
Forward exchange contracts designated as hedge	21	-	178.08	-	178.08	-	178.08		178.08
		-	**178.08**	**-**	**178.08**				
Financial liabilities not measured at fair value									
Borrowings	17,19, 21	-	-	12,655.97	12,655.97	-	12,655.97	-	12,655.97
Trade payables	20	-	-	5,707.06	5,707.06	-	-	-	-
Capital creditors	21	-	-	291.12	291.12	-	-	-	-
Unclaimed dividend	21	-	-	5.32	5.32	-	-	-	-
Other payables	21	-	-	206.08	206.08	-	-	-	-
		-	**-**	**18,865.56**	**18,865.56**				

The carrying amount of trade receivables, loans, trade payables, capital creditors, cash & cash equivalents and bank balances other than cash and cash equivalents are considered to be the same as their fair values.

The carrying amount of security deposits are considered to be reasonable approximation of fair value.

(₹ in Lakh)

As at March 31, 2016	Notes	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investments									
- Equity instruments	3	0.53	-	-	0.53	-	0.53	-	0.53
Forward exchange contracts not designated as hedge	12	34.28	-	-	34.28	-	34.28	-	34.28
		34.80	**-**	**-**	**34.80**				

(₹ in Lakh)

As at March 31, 2016	Notes	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value									
Lease receivable	4,12	-	-	430.65	430.65	-	508.21	-	508.21
Security deposits	4	-	-	113.67	113.67	-	-	-	-
Trade receivables	8	-	-	8,061.43	8,061.43	-	-	-	-
Loans	11	-	-	978.03	978.03	-	-	-	-
Cash and cash equivalents	9	-	-	224.76	224.76	-	-	-	-
Bank Balance other than cash & cash equivalents	10	-	-	380.06	380.06	-	-	-	-
Others	12	-		5.96	5.96	-	-	-	-
		-	**-**	**10,194.56**	**10,194.56**				
Financial liabilities measured at fair value									
Forward exchange contracts not designated as hedge	21	11.51	-	-	11.51	-	11.51	-	11.51
		11.51	**-**	**-**	**11.51**				
Financial liabilities not measured at fair value									
Borrowings	17,19, 21	-	-	12,695.10	12,695.10	-	12,695.10	-	12,695.10
Trade payables	20	-	-	6,799.76	6,799.76	-	-	-	-
Capital creditors	21	-	-	459.12	459.12	-	-	-	-
Unclaimed dividend	21	-	-	4.49	4.49	-	-	-	-
Other payables	21	-	-	525.44	525.44	-	-	-	-
		-	**-**	**20,483.91**	**20,483.91**				

(₹ in Lakh)

As at April 1, 2015	Notes	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investments									
- Equity instruments	3	1.53	-	-	1.53	-	1.53	-	1.53
Forward exchange contracts not designated as hedge	12	6.53	-	-	6.53	-	6.53	-	6.53
		8.06	**-**	**-**	**8.06**				
Financial assets not measured at fair value									
Lease receivable	4,12	-	-	448.72	448.72	-	523.02	-	523.02
Security deposits	4	-	-	77.04	77.04	-	-	-	-
Trade receivables	8	-	-	8,422.42	8,422.42	-	-	-	-
Loans	11	-	-	20.48	20.48	-	-	-	-
Cash and cash equivalents	9	-	-	67.52	67.52	-	-	-	-
Bank Balance other than cash & cash equivalents above	10	-	-	1,134.47	1,134.47	-	-	-	-
Others	12	-	-	3.65	3.65	-	-	-	-
		-	**-**	**10,174.31**	**10,174.31**				

(₹ in Lakh)

As at April 1, 2015	Notes	Carrying amount				Fair value			
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities measured at fair value									
Forward exchange contracts not designated as hedge	21	6.53		-	6.53	-	6.53	-	6.53
		6.53	**-**	**-**	**6.53**				
Financial liabilities not measured at fair value									
Borrowings	17,19, 21	-	-	9,832.91	9,832.91	-	9,832.91	-	9,832.91
Trade payables	20	-	-	7,094.08	7,094.08	-	-	-	-
Capital creditors	21	-	-	400.77	400.77	-	-	-	-
Book overdrafts	21	-	-	22.36	22.36	-	-	-	-
Unclaimed dividend	21	-	-	2.42	2.42	-	-	-	-
Other payables	21	-	-	300.88	300.88	-	-	-	-
		-	**-**	**17,653.41**	**17,653.41**				

During the reporting period ending March 31, 2016 and March 31, 2015, there were no transfers between levels 1 and 2 fair value measurements

The Group's policy is to recognise transfers into and transfers out of fair value hirerchy level as at the end of reporting period.

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.

B. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Group's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risks. The Group's senior management has the overall responsibility for the establishment and oversight of the Group's risk management framework and is responsible for developing and monitoring the Group's risk management policies. These 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.

ii 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 establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows

(₹ in Lakh)

Particulars	Notes	Carrying amount		
		March 31, 2017	March 31, 2016	April 1, 2015
Financial Assets (Non-current)				
Investments	3	0.53	0.53	1.53
Other financial assets	4	459.89	494.12	484.21
Financial Assets (Current)				
Cash and cash equivalents	9	284.32	224.76	67.52
Bank Balance other than cash & cash equivalents above	10	138.79	380.06	1,134.47
Loans	11	8.06	978.03	20.48
Other financial assets	12	56.08	90.44	51.74
Trade and other receivables				
Exports	8	3,715.60	2,495.47	2,519.95
Domestic	8	7,350.66	5,565.96	5,902.47
TOTAL		**12,013.91**	**10,229.38**	**10,182.37**

Impairment

The ageing of trade and other receivables that were not impaired was as follows.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Neither past due nor impaired	6,353.39	4,049.21	5,805.71
Past due 1–30 days	870.17	1,134.94	1,859.96
Past due 31–90 days	2,859.77	956.25	350.41
Past due 91–180 days	597.05	1,864.13	370.91
> 180 days	385.88	56.90	35.42
TOTAL	**11,066.26**	**8,061.43**	**8,422.42**

Management believes that the unimpaired amounts which are past due are collectible in full.

Cash and cash equivalents

The Group's held cash and cash equivalents (Excluding Bank balances other than cash & cash equivalents) of ₹ 284.32 Lakh at March 31, 2017 (March 31, 2016: ₹ 224.76 Lakh, April 1, 2015: ₹ 67.52 Lakh). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Other than trade and other receivables, the Group has no other financial assets that is past due but not impaired.

iii. 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 disclosed in the table are the contractual undiscounted cash flows.

(₹ in Lakh)

As at March 31, 2017	Carrying amount	Contractual cash flows					Total
		6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years	
Non-derivative financial liabilities							
Borrowings	12,655.96	10,703.93	1,911.84	15.32	24.88	-	**12,655.96**
Trade and other payables	5,707.06	5,707.06	-	-	-	-	**5,707.06**
Other financial liabilities	502.51	502.51	-	-	-	-	**502.51**
Derivative financial liabilities							
Foreign exchange forward contracts designated as hedge	178.08	178.08	-	-	-	-	**178.08**

(₹ in Lakh)

As at March 31, 2016	Carrying amount	Contractual cash flows					Total
		6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years	
Non-derivative financial liabilities							
Borrowings	12,695.10	11,366.83	510.57	759.82	57.89	-	12,695.10
Trade and other payables	6,799.76	6,799.76	-	-	-	-	6,799.76
Other financial liabilities	989.04	989.04	-	-	-	-	989.04
Derivative financial liabilities							
Foreign exchange forward contracts not designated as hedge	11.51	11.51	-	-	-	-	11.51

(₹ in Lakh)

As at April 1, 2015	Carrying amount	Contractual cash flows					Total
		6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years	
Non-derivative financial liabilities							
Borrowings	9,832.91	8,152.48	405.67	1,255.76	19.00	-	9,832.90
Trade and other payables	7,094.08	7,094.08	-	-	-	-	7,094.08
Other financial liabilties	726.43	726.43	-	-	-	-	726.43
Derivative financial liabilities							
Foreign exchange forward contracts not designated as hedge	6.53	6.53	-	-	-	-	6.53

iv. 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 & 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.

(₹ in Lakh)

Currency	March 31, 2017			March 31, 2016		April 1, 2015	
	USD	EUR	GBP	USD	EUR	USD	EUR
Financial Assets							
Trade receivables	3,591.61	91.61	-	3,734.51	205.09	2,065.31	872.96
Derivative assets							
Foreign exchange forward contracts							
- Sell foreign currency	-	-	-	(58.41)	-	(523.39)	-
Net exposure to foreign currency risk (Assets)	**3,591.61**	**91.61**	**-**	**3,676.09**	**205.09**	**1,541.92**	**872.96**
Financial Liabilities							
Borrowings	3,357.99	-	-	2,582.77	-	1,392.19	-
Buyers Credit	99.80	-	-	263.44	-	157.22	-
Trade payables	2,105.79	-	7.01	3,600.99	-	3,059.82	-
Derivative liabilities							
Foreign exchange forward contracts							
- Buy foreign currency	(3,686.91)	-	-	(1,364.54)	-	(288.13)	-
Net exposure to foreign currency risk (Liabilities)	**1,876.67**	**-**	**7.01**	**5,082.66**	**-**	**4,321.11**	**-**

The following significant exchange rates have been applied during the year.

Particulars	Year-end spot rate		
	March 31, 2017	March 31, 2016	April 1, 2015
EUR 1	69.25	75.46	67.13
USD 1	64.84	66.25	62.50
GBP 1	80.88	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31 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, purchases and borrowings.

(₹ in Lakh)

Particulars	March 31, 2017		March 31, 2016		April 01, 2015	
	Profit or (loss)		Profit or (loss)		Profit or (loss)	
	Strengthening	Weakening	Strengthening	Weakening	Strengthening	Weakening
EUR (2% movement)	(1.83)	1.83	(4.10)	4.10	(61.96)	61.96
USD (3% movement)	53.82	(53.82)	80.41	(80.41)	112.47	(112.47)
GBP (2% movement)	0.14	(0.14)	-	-	-	-
TOTAL	**52.13**	**(52.13)**	**76.31**	**(76.31)**	**50.51**	**(50.51)**

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

As at March 31, 2017 **(₹ in Lakh)**

Type of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio	Weighted average strike price/ rate	Changes in fair value of hedging instrument	Changes in fair value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
Cash flow hedge									
Foreign exchange risk									
Foreign exchange forward contracts	3,412.16	3,698.72	-	178.08	August 2017 - January 2018	1:1	1 USD = ₹ 70.26	(142.00)	142.00

(b) Disclosure of effects of hedge accounting on financial performance

As at March 31, 2017 **(₹ in Lakh)**

Type of hedge	Change in the value of hedging instrument recognised in other comprehensive income (net of tax)	Hedge effectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss
Cash flow hedge				
Foreign exchange risk	(3.89)	-	-	NA

The Group's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed.

There were no ineffectiveness recognised in the statement of profit and loss during March 31, 2017 and March 31, 2016.

Movements in cash flow hedging reserve **(₹ in Lakh)**

Risk category	**Foreign currency risk**	
Derivative instruments	**Foreign exchange forward contracts**	
Particulars	**March 31, 2017**	**March 31, 2016**
Cash flow hedging reserve		
Opening balance	-	-
Add: Changes in the discounted spot element of foreign exchange forward contracts	5.96	-
Less: Amounts reclassified to profit or loss	-	-
Less: Deferred tax relating to above (net)	(2.07)	-
Closing balance	**3.89**	**-**

v. 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	**March 31, 2017**	**March 31, 2016**	**April 1, 2015**
Fixed-rate instruments			
Financial liabilities	56.09	3,382.54	2,273.51
Variable-rate instruments			
Financial liabilities	12,599.87	9,312.57	7,559.40
TOTAL	**12,655.96**	**12,695.10**	**9,832.91**

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 /(loss)		Profit /(loss)	
	March 31, 2017		March 31, 2016	
	100 bp increase	**100 bp decrease**	**100 bp increase**	**100 bp decrease**
Variable-rate instruments	(126.00)	126.00	(93.13)	93.13
Cash flow sensitivity (net)	**(126.00)**	**126.00**	**(93.13)**	**93.13**

Note 35: Leases

Operating leases

A. Leases as lessee

The Group leased a number of office premises under operating leases. The leases typically run for a period of 3 to 8 years, with an option to renew the lease after that date. Lease payments are renegotiated at the time of renewal to reflect market rentals. For certain operating leases, the Group is restricted from entering into any sub-lease arrangements.

i. Future minimum lease payments

At March 31, the future minimum lease payments under non-cancellable operating leases as follows.

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Less than one year	8.62	8.02
Between one and five years	6.06	12.08
More than five years	-	-
TOTAL	**14.68**	**20.10**

ii. Amounts recognised in profit or loss **(₹ in Lakh)**

Particulars	March 31, 2017	March 31, 2016
Lease expense	26.07	39.33
TOTAL	**26.07**	**39.33**

Finance leases

Leases as lessor

The Group assessed one of its arrangements as an embedded lease transaction and determined the same as finance lease. Accordingly, Property, plant and equipment have been derecognised and finance lease receivable have been accounted at present value of minimum lease payments and resultant difference have been charged to retained earnings. Revenue elements identified as fixed charges towards leasing as per the agreement which are covered under minimum lease receivable definition for finance lease accounting is adjusted partly against finance lease receivable to the extent of principal amount and partly recognised as finance income.

Future minimum lease receivables

At March 31, the future minimum lease receivable under finance lease arrangement as follows.

(₹ in Lakh)

Particulars	March 31, 2017			March 31, 2016		
	Future value of minimum lease receivables	Unearned finance income	Present value of minimum lease receivables	Future value of minimum lease receivables	Unearned finance income	Present value of minimum lease receivables
Less than one year	108.93	52.85	56.08	111.36	61.16	50.20
Between one and five years	435.72	119.64	316.08	445.44	162.49	282.94
More than five years	-	-	-	111.36	13.85	97.51
TOTAL	**544.64**	**172.49**	**372.15**	**668.15**	**237.50**	**430.65**

Note 36: Capital Management

a) Risk 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 Group monitors capital using a ratio of 'adjusted net debt' to 'Total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises of all components of equity other than amounts accumulated in the effective portion of cash flow hedges and cost of hedging.

The Group's adjusted net debt to equity ratio at March 31, 2017 was as follows.

(₹ in Lakh)

Particulars	Notes	March 31, 2017	March 31, 2016	April 1, 2015
Total Borrowings	17,19,21	12,655.97	12,695.10	9,832.91
Less : Cash and cash equivalents	9	284.32	224.76	67.52
Adjusted net debt		**12,371.65**	**12,470.35**	**9,765.39**
Total equity	15,16	13,817.22	11,811.82	11,553.52
Less: effective portion of cash flow hedges		3.89		
Adjusted equity		**13,821.12**	**11,811.82**	**11,553.52**
Adjusted net debt to Total equity ratio		**0.90**	**1.06**	**0.85**

b) Dividends

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
(i) Equity shares		
Final dividend for the year ended March 31, 2016 of Nil (March 31, 2015 - ₹ 1.25) per fully paid share	-	243.19
(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 (31st March 2016 - Nil). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	292.69	-

Note 37 : Segment reporting

A. General Information

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 Company. 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 Company. 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, 2017	March 31, 2016
Within India	17,342.17	14,452.23
Outside India	13,023.79	8,918.60

(₹ in Lakh)

(b) Segment assets	March 31, 2017	March 31, 2016
Within India	33,347.37	32,860.97
Outside India	11.64	110.83

(₹ in Lakh)

(c) Segment liabilities	March 31, 2017	March 31, 2016
Within India	19,521.05	21,016.05
Outside India	20.75	143.94

C. Information about major customer

Revenues from one customer of the only segment i.e. Agrochemicals represented approximately ₹ 3,962.79 Lakh (March 31, 2016 : ₹ 2,456.72 Lakh) of the group's total revenues.

Note 38 : Interest in other entities

(a) Subsidiaries

The group's subsidiaries at March 31, 2017 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, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
			%	%	%	%	%	%
Behram Chemicals Private Limited	Manufacturing of agrochemicals	India	65.63	65.63	65.63	34.37	34.37	34.37
Astec Europe Sprl	Distribution of agrochemicals	Belgium	50.10	50.10	50.10	49.90	49.90	49.90
Comercializadora Agricola Agroastrachem Cia Ltda	Distribution of agrochemicals	Colombia	100.00	100.00	100.00	-	-	-
Astec Crop Care Private Limited (ceased to be a subsidiary w.e.f. February 17, 2016)	Trading Company	India	-	-	100.00	-	-	-

(b) Non-controlling interests (NCI)

(₹ in Lakh)

Summarised balance sheet	Behram Chemicals Private Limited			Astec Europe Sprl		
	March 31, 2017	March 31, 2016	April 01, 2015	March 31, 2017	March 31, 2016	April 01, 2015
Current Assets	45.34	38.52	37.27	9.91	107.94	1.27
Current liabilities	8.04	8.34	14.08	10.73	138.67	41.34
Net current assets	**37.30**	**30.18**	**23.19**	**(0.83)**	**(30.74)**	**(40.07)**
Non-current assets	42.47	43.35	44.23	-	0.18	5.99
Non-current liabilities	3.12	3.12	3.12	-	-	-
Net non-current assets	**39.35**	**40.23**	**41.11**	**-**	**0.18**	**5.99**
Net assets	**76.65**	**70.41**	**64.30**	**(0.83)**	**(30.56)**	**(34.09)**
Accumulated NCI	**26.35**	**24.20**	**22.10**	**(0.41)**	**(15.25)**	**(17.01)**

(₹ in Lakh)

Summarised statement of profit and loss	Behram Chemicals Private Limited		Astec Europe Sprl	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Revenue	10.80	10.80	64.62	113.44
Profit for the year	6.45	5.91	7.77	15.90
Other comprehensive income	-	-	-	-
Total comprehensive income	6.45	5.91	7.77	15.90
Profit allocated to NCI	**2.22**	**2.04**	**3.88**	**7.94**
Dividends paid to NCI	**-**	**-**	**-**	**-**

(₹ in Lakh)

Summarised cash flow	Behram Chemicals Private Limited		Astec Europe Sprl	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Cash flows from operating activities	(0.01)	(0.23)	7.69	(0.17)
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	-	-	-	-
Total cash flows	(0.01)	(0.23)	7.69	(0.17)
Net increase/ (decrease) in cash and cash equivalents	**(0.01)**	**(0.23)**	**7.69**	**(0.17)**

Note 39 : Related Party

1 **Holding Company**

Godrej Agrovet Limited (GAVL) holds 55.64% Equity Shareholding in the Company. GAVL is the subsidiary of Godrej Industries Limited (GIL) and GIL was a subsidiary of Godrej & Boyce Manufacturing Company Limited (G&B) till March 29, 2017. Consequently, G&B was also the Ultimate Holding Company of the company till March 29, 2017 and ceased to be so w.e.f. March 30, 2017.

GIL became a subsidiary of Vora Soaps Limited (VSL) w.e.f. March 30, 2017. Consequently, VSL is the Ultimate Holding Company of the company w.e.f. March 30, 2017.

2 **Fellow subsidiaries**

A. Subsidiaries of Astec LifeSciences Limited:

1. Behram Chemicals Private Limited
2. Astec Europe Sprl
3. Comercializadora Agricola Agroastrachem Cia Ltda

B. Subsidiaries of Godrej Agrovet Limited (GAVL):

1. Godvet Agrochem Limited
2. Godrej Seeds & Genetics Limited (upto March 18, 2017)
3. Creamline Dairy Products Limited
4. Nagavalli Milkline Pvt. Ltd. (a subsidiary of Creamline Dairy Products Ltd.)

C. Subsidiaries of Godrej & Boyce Mfg. Co. Ltd. (Fellow subsidiaries upto March 29, 2017):

1. Godrej Infotech Ltd.
2. Godrej (Singapore) Pte. Ltd. (incorporated in Singapore)
3. Veromatic International BV (incorporated in the Netherlands)
4. Busbar Systems (India) Ltd (a wholly-owned subsidiary)
5. Mercury Mfg. Co. Ltd. (a wholly-owned subsidiary)
6. Godrej Americas Inc. (a wholly-owned subsidiary incorporated in the USA)
7. India Circus Retail Pvt. Ltd.

D. Subsidiaries of Godrej Industries Ltd.(GIL) :

1. Godrej Agrovet Ltd. (GAVL)
2. Godrej Properties Ltd. (GPL)
3. Ensemble Holdings & Finance Ltd.
4. Godrej International Ltd. (incorporated in the Isle of Man)
5. Natures Basket Ltd.
6. Godrej International Trading & Investments Pte Ltd. (Incorporated in Singapore)
7. Godrej International Ltd. (Labuan Malaysia)

E. Subsidiaries of Godrej Properties Limited (GPL):

1. City Infraprojects Limited
2. Godrej Realty Pvt. Ltd.
3. Godrej Real Estate Pvt. Ltd.
4. Godrej Buildcon Pvt. Ltd.
5. Godrej Projects Development Pvt. Ltd. (GPDPL)
6. Godrej Redevelopers (Mumbai) Pvt. Ltd. (a subsidiary of GPDPL)
7. Godrej Garden City Properties Pvt. Ltd.
8. Godrej Landmark Redevelopers Pvt. Ltd.
9. Godrej Green Homes Ltd.
10. Godrej Home Developers Pvt. Ltd.
11. Godrej Hillside Properties Pvt. Ltd.
12. Godrej Prakriti Facilities Private Limited (a subsidiary of Happy Highrises Ltd.)

13. Godrej Investment Advisers Private Limited
14. Godrej Highrises Properties Private Limited
15. Godrej Genesis Facilities Management Private Limited (a subsidiary of Happy Highrises Ltd.)
16. Godrej Residency Private Limited
17. Godrej Skyline Developers Private Limited
18. Godrej Vikhroli Properties India Limited (Godrej Vikhroli Properties LLP converted into a Public Limited Company)
19. Prakritiplaza Facilities Management Private Limited

F. Subsidiaries of Godrej Infotech Ltd. (Fellow subsidiaries upto March 29, 2017):

1. Godrej Infotech Americas Inc. (a wholly-owned subsidiary incorporated in North Carolina, USA)
2. Godrej Infotech (Singapore) Pte. Ltd. (a wholly-owned subsidiary incorporated in Singapore)
3. LVD Godrej Infotech NV (a subsidiary incorporated in Belgium)

G. Subsidiaries of Godrej (Singapore) Pte. Ltd.(Fellow subsidiaries upto March 29, 2017):

1. JT Dragon Pte. Ltd. (Incorporated in Singapore)
2. Godrej (Vietnam) Co. Ltd. (Incorporated in Vietnam) (a wholly owned subsidiary of JT Dragon Pte. Ltd.)

H. Subsidiaries of Veromatic International BV:

1. Veromatic Services BV (incorporated in the Netherlands)
2. Prowama Trading BV (incorporated in the Netherlands) (formerly Water Wonder Benelux BV) liquidated on 28th December 2015

I. Other Subsidiaries (where Godrej & Boyce Mfg. Co. Ltd. owns directly and/or indirectly through one or more subsidiaries, more than one-half of the equity share capital) (Fellow subsidiaries upto March 29, 2017):

1. Godrej Consumer Products Ltd. (GCPL)
2. Godrej One Premises Management Private Limited

J. Subsidiaries and Sub-subsidiaries of Godrej Consumer Products Limited (GCPL) (Fellow subsidiaries upto March 29, 2017):

1. Godrej South Africa (Proprietary) Ltd. (formerly, Rapidol (Pty) Ltd.) (incorporated in South Africa)
2. Godrej Netherlands BV (incorporated in the Netherlands)
3. Godrej UK Ltd. (a subsidiary of Godrej Netherlands BV)
4. Godrej Global Mid East FZE (incorporated in Sharjah, U.A.E.) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
5. Godrej Consumer Products Mauritius Ltd.
6. Godrej Consumer Products Holding (Mauritius) Ltd. (incorporated in Mauritius)
7. Godrej Household Products Lanka (Private) Ltd. (incorporated in Sri Lanka)
8. Godrej Household Products Bangladesh Pvt. Ltd. (incorporated in Bangladesh)
9. Godrej Consumer Products Bangladesh Ltd. (incorporated in Bangladesh)
10. Godrej Mauritius Africa Holdings Ltd. (incorporated in Mauritius)
11. Godrej West Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
12. Godrej Consumer Products (UK) Ltd. (a subsidiary of Godrej UK Ltd.)
13. Godrej Consumer Investments (Chile) Spa, (incorporated in Chile) (a subsidiary of Godrej Netherlands BV)
14. Godrej Mideast Holdings Limited (Incorporated in Dubai) (a 100 % subsidiary of Godrej Indonesia IP Holdings Limited) (w.e.f. July 28, 2015)
15. Godrej Holdings (Chile) Limitada, (incorporated in Chile) (a subsidiary of Godrej Consumer Investments (Chile) Spa)
16. Cosmetica Nacional, (incorporated in Chile) (a subsidiary of Godrej Holdings (Chile) Limitada)
17. Plasticos Nacional, (incorporated in Chile) (a subsidiary of Cosmetica Nacional)
18. Kinky Group (Proprietary) Ltd. (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
19. Godrej Nigeria Ltd. (incorporated in Nigeria) (a subsidiary of Godrej Consumer Products Mauritius Ltd.)
20. Indovest Capital Ltd. (incorporated in Malaysia) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
21. Godrej Consumer Products Dutch Cooperatief UA, (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
22. Godrej Consumer Products (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)

23. Godrej Consumer Holdings (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
24. PT Megasari Makmur (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
25. PT Intrasari Raya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
26. PT Ekamas Sarijaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
27. PT Indomas Susemi Jaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
28. PT Sarico Indah (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
29. Panamar Produccioness S.A (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
30. Argencos S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
31. Laboratoria Cuenca S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
32. Deciral S.A. (incorporated in Uruguay) (a subsidiary of Laboratoria Cuenca S.A.)
33. Issue Group Brazil Ltda. (incorporated in Brazil) (a subsidiary of Godrej Netherlands Argentina BV)
34. Consell S.A . (incorporated in Argentina) (a subsidiary of Laboratoria Cuenca S.A.)
35. Subinite Pty Ltd. (incorporated in South Africa) (a subsidiary of Godrej West Africa Holdings Ltd.)
36. Lorna Nigeria Ltd (incorporated in Nigeria) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
37. Weave IP Holding Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej West Africa Holdings Ltd.)
38. Weave Trading Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
39. Hair Trading (Offshore) S. A. L. (incorporated in Lebanon) (a subsidiary of Weave Trading Mauritius Pvt Ltd.)
40. Weave Mozambique Limitada (incorporated in Mozambique) (a subsidiary of Godrej West Africa Holdings Ltd.)
41. Godrej East Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
42. Style Industries Ltd. (incorporated in Kenya) (a subsidiary of DGH Phase Two Mauritius Pvt. Ltd.)
43. DGH Phase Two Mauritius (incorporated in Mauritius) (a subsidiary Godrej East Africa Holdings Ltd.)
44. Godrej Tanzania Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
45. DGH Tanzania Ltd (incorporated in Tanzania) (a subsidiary of Godrej Tanzania Holdings Ltd.)
46. Sigma Hair Ind Ltd. (incorporated in Tanzania) (a subsidiary of DGH Tanzania Ltd.)
47. Weave Ghana Ltd. (incorporated in Ghana) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
48. Godrej Consumer Products US Holding Limited (Incorporated in Mauritius)
49. Darling Trading Company Mauritius Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
50. Godrej Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
51. Godrej Indonesia IP Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
52. Frika Weave (Pty) Ltd. (incorporated in South Africa) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
53. Belaza Mozambique LDA (w.e.f April 30, 2015)
54. Charm Industries Ltd. (w.e.f. August 14, 2015)
55. Canon Chemicals Ltd.
56. Godrej Hair Weave Nigeria Ltd.
57. Godrej International Trading Company, Sharjah
58. DGH Angola (name changed from 'Godrej Megasari Holdings')
59. Godrej Hair Care Nigeria Limited
60. Godrej Household Insecticide Nigeria Ltd.
61. Hair Credentials Zambia Limited
62. Godrej SON Holdings Inc., USA
63. Old Pro International Inc
64. Strength of Nature LLC, USA
65. Strength of Nature South Africa Proprietary Limited
66. Style Industries Uganda Limited
67. Weave Senegal Ltd.

3 Key Managerial Personnel

Mr. Nadir Burjor Godrej, Chairman (appointed w.e.f October 12, 2015)

Mr. Ashok V.Hiremath, Managing Director

Mr. Arijit Mukherjee, Whole Time Director (appointed w.e.f November 6, 2015)

Mr. Janak Rawal, Whole Time Director (resigned from directorship w.e.f. November 6, 2015)

Mr. Laxmikant Kabra, Director (resigned w.e.f. October 12, 2015)

Dr. P. L. Tiwari, Director (resigned w.e.f. October 12, 2015)

4 Entities under common control

1. Opus Chemicals Pvt Ltd
2. Greenguard Technologies Pvt Ltd
3. Altimax Financial Services Pvt Ltd.
4. Sahbhagi Financial Services Pvt Ltd
5. Astec Crop Care Private Limited (ceased to be a subsidiary w.e.f. February 17, 2016)
6. Godrej Investments Private Limited
7. NBG Enterprise LLP
8. Annamudi Real Estate LLP
9. Hikal Ltd
10. Kilpest India Ltd
11. Nichem Solutions
12. Cabernet Trading and Advisors LLP

5 Key Management Personnel Compensation

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Short-term employee benefits	195.63	95.59
Post-employment benefits #	12.67	5.23
TOTAL	**208.30**	**100.82**

#As the liabilities for defined benefit plan are provided on acturial basis for the Company as a whole, the amount pertaining to key managerial persons are not included.

6 Loans to/from Related Parties

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Godrej Agrovet Limited (Holding Company)		
Beginning of the year	-	-
Loan taken	5,000.00	1,000.00
Loans repayments	(5,000.00)	(1,000.00)
Interest expense	57.45	7.40
TDS deducted on Interest	-	-
Interest paid	(57.45)	(7.40)
End of the year	**-**	**-**
Creamline Dairy Products Limited (Fellow Subsidiary)		
Beginning of the year	3,044.38	-
Loan taken	-	3,000.00
Loans repayments	(3,000.00)	-
Interest expense	34.04	49.31
Interest paid	(78.42)	(4.93)
End of the year	**-**	**3,044.38**

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Natures Basket Limited (Fellow Subsidiary)		
Beginning of the year	-	-
Loan taken	2,700.00	-
Loans repayments	(2,700.00)	-
Interest expense	41.92	-
TDS deducted on Interest	(3.32)	-
Interest paid	(38.60)	-
End of the year	**-**	**-**
Astec Crop Care Private Limited (Entities under common control)		
Beginning of the year	957.43	1,649.15
Loans advanced	-	1,096.09
Loans repayments received	(970.92)	(1,946.48)
Interest income	13.48	158.67
End of the year	**-**	**957.43**

7 Transactions with related parties

The following transactions occurred with related parties:-

(₹ in Lakh)

Particulars	Relationship	March 31, 2017	March 31, 2016
Sale of Goods			
Godrej Agrovet Limited	Holding Company	939.46	49.13
Astec Crop Care Private Limited	Entities under common control	282.64	-
Hikal Ltd	Entities under common control	-	0.17
Nichem Solutions	Entities under common control	0.16	-
Purchase of goods			
Hikal Ltd	Entities under common control	-	0.83
Nichem Solutions	Entities under common control	-	0.58
Sales return			
Astec Crop Care Private Limited	Entities under common control	-	96.88
Discounts given			
Godrej Agrovet Limited	Holding Company	50.28	12.00
Other income			
Astec Crop Care Private Limited	Entities under common control	-	13.26
Advances given			
Godrej & Boyce Manufacturing Company Limited	Ultimate Holding Company	-	2.29
Opus Chemicals Private Limited	Entities under common control	-	4.39
Altimax Financial Services Private Limited	Entities under common control	-	3.73
Sale of Investment			
Astec Crop Care Private Limited	Entities under common control	-	50.00
Expenses incurred on behalf of the company			
Godrej Agrovet Limited	Holding Company	64.22	20.86
Godrej Industries Limited	Holding Company of the Holding Company	1.61	-
Godrej & Boyce Manufacturing Company Limited	Ultimate Holding Company	6.49	0.41
Dividend paid			
Mr. Ashok V. Hiremath	Key Managerial Personnel	-	78.01
Mr. Suresh Hiremath	Relative of Key Managerial Personnel	-	20.63
Ms. Chitra Hiremath	Relative of Key Managerial Personnel	-	1.31

(₹ in Lakh)

Particulars	Relationship	March 31, 2017	March 31, 2016
Ms. Supriya Hiremath	Relative of Key Managerial Personnel	-	0.01
Ashok V. Hiremath HUF	Relative of Key Managerial Personnel	-	0.07
Altimax Financial Services Private Limited	Entities under common control	-	11.79
Mr. Laxmikant Kabra	Key Managerial Personnel (resigned w.e.f October 12, 2015)	-	0.01
Dr. P. L. Tiwari	Key Managerial Personnel (resigned w.e.f October 12, 2015)	-	22.69
Professsional Fees /Salary paid			
Mr. Laxmikant Kabra	Key Managerial Personnel (resigned w.e.f October 12, 2015)	-	10.33
Mrs. Rama Tiwari	Relative of Key Managerial Personnel	-	4.00
Mrs. Rachna Tiwari	Relative of Key Managerial Personnel	-	0.80
Ms. Pallavi Dakfale	Relative of Key Managerial Personnel	-	2.00
Mr. Varun Hiremath	Relative of Key Managerial Personnel	-	7.38

8 Outstanding balances of related parties

(₹ in Lakh)

Particulars	Relationship	March 31, 2017	March 31, 2016	April 01, 2015
Trade receivables				
Godrej Agrovet Limited	Holding Company	75.64	37.13	-
Astec Crop Care Private Limited	Entities under common control	282.64	-	81.94
Trade payables				
Godrej Agrovet Limited	Holding Company	85.09	20.86	-
Hikal Ltd	Entities under common control	37.97	37.97	37.31
Globe Search	Entities under common control	-	0.95	0.95
Other outstanding balances				
Godrej & Boyce Manufacturing Company Limited	Ultimate Holding Company	0.02	1.88	-
Opus Chemicals Private Limited	Entities under common control	49.36	49.36	44.97
Altimax Financial Services Private Limited	Entities under common control	3.73	3.73	-

9 Terms and Conditions

Transactions relating to dividends were on the same terms and conditions that are applied to other shareholders.
Loans to/from related parties are generally repayable on demand at interest rates of 8% to 12% per annum. All other transactions were made on normal commercial terms and conditions and on at arm's length basis.
All the outstanding balances are unsecured and are repayable in cash.

Note 40 : Contingent liabilities

(₹ in Lakh)

	Particulars	March 31, 2017	March 31, 2016	April 1, 2015
	Contingent liabilities			
	The group had contingent liabilities at March 31, 2017 in respect of:			
a.	Claims against the Group not acknowledged as debts			
	- Excise matter			
	The excise duty demand relating to the usance of raw material procured in DTA and used in an 100% EOU. The above amounts includes upto date interest	4,530.63	2,318.90	2,084.08
	The excise duty demand relating to clearance of goods from DTA unit though manufactured from 100% EOU. The above amount includes up-to-date interest.	1,691.77	5,769.65	5,298.83
	The demand is relating to Storage of material of DTA unit in and an 100% EOU unit. The above amount included upto date interest	39.00	158.08	151.06

(₹ in Lakh)

Particulars		March 31, 2017	March 31, 2016	April 1, 2015
	The demand is relating to clearance of goods from 100% EOU unit not as per the Proviso of section 3(1) of the Central Excise Act, 1944	-	263.75	226.61
	The demand is relating to wrong availment of Cenvat Credit on Custom Duty for closure of old advance licences	19.64	-	-
	-Income tax			
	The Group has preferred appeal against the order of assessing officer and CIT in which demand of ₹ 437.86 Lacs has been determined for various assessment years as under. The said demand also included interest payable up to the date of passing order by the competent authority i.e. assessing officer / CIT.			
	(a) Pending before CIT (Appeal)	178.29	5.89	122.50
	(b) Pending before ITAT	200.41	116.60	-
	(c) Pending before High Court	59.16	27.16	27.16
	-Customs			
	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 persona hearing of the said SCN is pending. The said amount includes upto date interest	13.70	20.43	17.96
	-Sales tax			
	(a) Pending before JSCT(Appeal)	148.47	140.52	53.02
	(b) Pending before Dy. Comm. Sales tax, Thane	3,613.05	3,396.26	-
	(c) Contin. Liabilities against pending C & H Forms	163.29	154.09	-
	-Civil Matter			
	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	6,500.00
b.	Guarantees outstanding	807.90	339.06	792.21
c.	Letters of Credit given by Group (Different letter of credits issued to various suppliers for supply of material to us)	199.90	156.80	1,716.94

Note 41 : Commitments

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital commitments			
Estimated amount of Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities			
Property, plant and equipment	348.29	398.36	277.21

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 remain exercisable for a period of 3 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 1 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 remain exercisable for a period of 7 years.

Options are granted under ESOP 2012 at an exercise price of ₹ 34/- each. When exercisable, each option is convertible into 1 equity share.

Set out below is a summary of options granted under the plan:

Particulars	March 31, 2017		March 31, 2016	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	121,000	34.00	86,000
Granted during the year	387.35	50,000	34.00	40,000
Exercised during the year	34.00	57,800	-	-
Lapsed during the year	34.00	13,200	34.00	5,000
Closing balance	-	**100,000**	-	**121,000**
Vested and exercisable	-	**11,900**	-	**32,400**

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, 2017 Share options	March 31, 2016 Share options	April 01, 2015 Share options
January 31, 2015	January 30, 2023	34.00	800	32,400	34,400
January 31, 2015	January 30, 2024	34.00	11,100	24,300	25,800
January 31, 2015	January 30, 2025	34.00	13,400	16,200	17,200
January 31, 2015	January 30, 2026	34.00	6,700	8,100	8,600
May 16, 2015	May 15, 2023	34.00	-	16,000	-
May 16, 2015	May 15, 2024	34.00	9,000	12,000	-
May 16, 2015	May 15, 2025	34.00	6,000	8,000	-
May 16, 2015	May 15, 2026	34.00	3,000	4,000	-
July 26, 2016	July 25, 2020	387.35	20,000	-	-
July 26, 2016	July 25, 2021	387.35	15,000	-	-
July 26, 2016	July 25, 2022	387.35	10,000	-	-
July 26, 2016	July 25, 2023	387.35	5,000	-	-
Total			**100,000**	**121,000**	**86,000**
Weighted average remaining contractual life of options outstanding at end of period			6.02	6.94	8.84

Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2017 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	Fair Value (₹)	March 31, 2017 Share options	March 31, 2016 Share options	April 01, 2015 Share options
January 31, 2015	January 30, 2023	95.84	800	32,400	34,400
January 31, 2015	January 30, 2024	109.41	11,100	24,300	25,800
January 31, 2015	January 30, 2025	109.91	13,400	16,200	17,200
January 31, 2015	January 30, 2026	110.49	6,700	8,100	8,600
May 16, 2015	May 15, 2023	105.77	-	16,000	-
May 16, 2015	May 15, 2024	118.18	9,000	12,000	-
May 16, 2015	May 15, 2025	119.30	6,000	8,000	-
May 16, 2015	May 15, 2026	119.67	3,000	4,000	-

Grant date	Expiry date	Fair Value (₹)	March 31, 2017 Share options	March 31, 2016 Share options	April 01, 2015 Share options
July 26, 2016	July 25, 2020	100.00	20,000	-	-
July 26, 2016	July 25, 2021	159.00	15,000	-	-
July 26, 2016	July 25, 2022	278.00	10,000	-	-
July 26, 2016	July 25, 2023	297.00	5,000	-	-
Total			**100,000**	**121,000**	**86,000**

The model inputs for options granted during the year ended March 31, 2017 included:

ESOS 2015 granted on July 26, 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%

ESOP 2012- Option B granted on May 16, 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/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 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%

ESOP 2012- Option A granted on January 31, 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/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 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, 2017	March 31, 2016
Employee stock option plan/scheme	56.53	66.55
TOTAL	**56.53**	**66.55**

Note 43 : First time adoption of Ind AS

Transition to Ind AS

These are the group's first consolidated financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 1 have been applied in preparing the financial statements for the year ended March 31, 2017, the comparative information presented in these financial statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS balance sheet at April 1, 2015 (the Group's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

A.1.2 Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments (other than equity investments in subsidiaries, associates & joint arrangements) at FVPL on the basis of the facts and circumstances at the date of transition to Ind AS.

The group has elected to apply this exemption for its investment in equity investments.

A.1.3 Cumulative translation differences

Ind AS 101 permits cumulative translation gains and losses to be reset to zero at the transition date. This provides relief from determining cumulative currency translation differences in accordance with Ind AS 21 from the date a subsidiary or equity method investee was formed or acquired.

The Group has not elected to apply this exemption.

A.1.4 Leases

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.

The Group has elected to apply this exemption for such contracts/arrangements.

A.2 Ind AS mandatory exceptions

The Group has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

A.2.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

1) Investment in equity instruments carried at FVPL or FVOCI;

2) Impairment of financial assets based on expected credit loss model.

Consequently, the group has applied the above requirement prospectively.

A.2.2 Non-controlling interests

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of the parent and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance. Ind AS 101 requires the above requirement to be followed prospectively from the date of transition.

Consequently, the group has applied the above requirement prospectively.

B. Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Reconciliation of equity as at April 1, 2015

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment	4,5	12,559.12	(3,571.50)	8,987.62
Capital work-in-progress	5	1,136.88	(504.00)	632.88
Other intangible assets	5	747.32	(513.89)	233.44
Intangible assets under development		87.83	-	87.83
Investment in subsidiaries		-	-	-
Financial assets				
Investments		1.53	-	1.53
Other financial assets	4,5	80.13	404.08	484.21
Deferred tax assets (net)	7	118.66	1,018.65	1,137.31
Other non-current assets		865.56	-	865.56
Total non current assets		**15,597.02**	**(3,166.66)**	**12,430.38**
Current assets				
Inventories	1,3,5	7,192.94	(379.33)	6,813.62
Financial assets				
Investments	5	9.07	(9.07)	-
Trade receivables	1,3,5,10	10,602.64	(2,180.23)	8,422.42
Cash and cash equivalents		67.52	-	67.52
Bank balance other than cash and cash equivalents above		1,134.47	-	1,134.47
Loans		20.48	-	20.48
Other financial assets	4,10	3.66	48.09	51.74
Other current assets	5	1,274.46	(211.76)	1,062.70
Total current assets		**20,305.25**	**(2,732.30)**	**17,572.95**
Total assets		**35,902.27**	**(5,898.95)**	**30,003.33**

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,945.51	-	1,945.51
Other equity	1,2,4,5,6,7,10,12	11,588.13	(1,985.21)	9,602.92
Equity attributable to owners of Astec LifeSciences Limited		**13,533.64**	**(1,985.21)**	**11,548.43**
Non-controlling interests		5.09		5.09
Total equity		**13,538.73**	**(1,985.21)**	**11,553.52**
Liabilities				
Non current liabilities				
Financial liabilities				
Borrowings	10	1,272.05	2.71	1,274.76
Provisions		74.08	-	74.08
Other non-current liabilities	4	2,910.19	(2,910.19)	-
Total non-current liabilities		**4,256.31**	**(2,907.47)**	**1,348.84**
Current liabilities				
Financial liabilities				
Borrowings		7,750.39	-	7,750.39
Trade payables	3,10	8,020.65	(926.57)	7,094.08
Other financial liabilities	5,10	1,545.58	(4.86)	1,540.72
Provisions	2,6	333.10	(193.58)	139.52
Income tax liabilities (net)	5	131.10	118.75	249.85
Other current liabilities		326.41	-	326.41
Total current liabilities		**18,107.23**	**(1,006.27)**	**17,100.97**
Total liabilities		**22,363.54**	**(3,913.74)**	**18,449.81**
Total equity and liabilities		**35,902.27**	**(5,898.95)**	**30,003.33**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of equity as at March 31, 2016

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment	4,5	12,358.01	(3,055.26)	9,302.74
Capital work-in-progress		1,819.17	-	1,819.17
Other intangible assets		164.11	-	164.11
Intangible assets under development		165.60	-	165.60
Investment in subsidiaries		-	-	-
Financial assets				
Investments		0.53	-	0.53
Other financial assets	4,5	116.76	377.36	494.12
Income tax Assets (net)		259.80	-	259.80
Deferred tax assets (net)	8	(82.57)	298.29	215.73

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Other non-current assets		1,431.17	-	1,431.17
Total non current assets		**16,232.57**	**(2,379.61)**	**13,852.96**
Current assets				
Inventories	1,3,5	6,446.27	678.78	7,125.05
Financial assets				
Trade receivables	1,3,5,10	9,732.23	(1,670.79)	8,061.43
Cash and cash equivalents		224.76	-	224.76
Bank balance other than cash and cash equivalents above		380.06	-	380.06
Loans		978.04	-	978.04
Other financial assets	4,10	5.97	84.48	90.44
Other current assets		2,259.07	-	2,259.07
Total current assets		**20,026.38**	**(907.54)**	**19,118.84**
Total assets		**36,258.95**	**(3,287.15)**	**32,971.80**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,945.51	-	1,945.51
Other equity	1,2,4,5,6,7,10,12	9,739.33	118.03	9,857.36
Equity attributable to owners of Astec LifeSciences Limited		**11,684.83**	**118.03**	**11,802.86**
Non-controlling interests		8.95	-	8.95
Total equity		**11,693.79**	**118.03**	**11,811.81**
Liabilities				
Non current liabilities				
Financial liabilities				
Borrowings	10	791.36	26.34	817.70
Provisions		44.92	-	44.92
Other non-current liabilities	4	2,808.68	(2,808.68)	-
Total non-current liabilities		**3,644.96**	**(2,782.34)**	**862.62**
Current liabilities				
Financial liabilities				
Borrowings	10	10,862.23	(4.75)	10,857.48
Trade payables	3,10	7,543.93	(744.17)	6,799.76
Other financial liabilities	5,10	2,000.19	20.29	2,020.48
Provisions	2,6	30.79	105.79	136.58
Other current liabilities		483.06	-	483.06
Total current liabilities		**20,920.20**	**(622.84)**	**20,297.36**
Total liabilities		**24,565.16**	**(3,405.18)**	**21,159.98**
Total equity and liabilities		**36,258.95**	**(3,287.15)**	**32,971.80**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total comprehensive income for the year ended March 31, 2016

(₹ in Lakh)

Particulars	Notes to first time adoption	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Income				
Revenue from operations	1,2,3,4,9,10	25,928.70	(1,229.46)	24,699.24
Other income	4,5	320.28	401.22	721.50
Total income		**26,248.99**	**(828.24)**	**25,420.74**
Expenses				
Cost of materials consumed	2,3,6	18,163.82	(2,104.39)	16,059.43
Changes in inventories of work-in-progress and finished goods	1,3,6	(468.77)	(898.43)	(1,367.19)
Excise duty	9	-	1,401.58	1,401.58
Employee benefit expense	12,13	1,600.16	(11.29)	1,588.87
Finance costs		1,280.62	-	1,280.62
Depreciation and amortisation expense	4,5	1,384.84	(345.00)	1,039.84
Other expenses	1,4,5,10,11	4,285.43	(425.03)	3,860.41
Total expenses		**26,246.09**	**(2,382.56)**	**23,863.55**
Profit before exceptional items and tax		2.89	1,554.32	1,557.19
Exceptional items	5	1,697.99	(1,383.23)	314.76
Prior period items	5	49.06	(49.06)	-
Profit before tax		**(1,744.15)**	**2,986.61**	**1,242.43**
Income tax expense:				
- Current tax		2.64	-	2.64
- Deferred tax	8	159.62	573.53	733.15
Total tax expense		**162.27**	**573.53**	**735.80**
Profit for the year		**(1,906.42)**	**2,413.08**	**506.63**
Other comprehensive income (net of tax) for the year	8,12	-	(21.92)	(21.92)
Total comprehensive income for the year		**(1,906.42)**	**2,391.15**	**484.71**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2016

(₹ in Lakh)

Particulars	As per previous GAAP*	Effects of transition to Ind AS	As per Ind AS
Net cash flow from operating activities	(1,253.18)	-	(1,253.18)
Net cash flow from investing activities	(1,605.40)	-	(1,605.40)
Net cash flow from financing activities	3,067.63	-	3,067.63
Net increase/(decrease) in cash and cash equivalents	**209.05**	**-**	**209.05**
Cash and cash equivalents as at April 1, 2015	67.52	-	67.52
Cash and cash equivalents removed of subsidiary sold	(51.81)	-	(51.81)
Cash and cash equivalents as at March 31, 2016	**224.76**	**-**	**224.76**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

C. Notes to first-time adoption

1 **Derecognition of revenue in case of export sales on CIF terms:**

Under previous GAAP, in case of export sales on CIF terms, the company recognised revenue on receipt of bill of lading. As per Ind AS, Revenue is recognised only when the significant risk and rewards for the goods are passed on to the customer and the company retains neither continuing management involvement to the degree usually associated with ownership nor effective control over goods sold which is usually on delivery of goods to the customer.

Accordingly the company has reversed the sales booked on CIF terms which not yet delivered to the customer as at the reporting date and recognised the corresponding impact in inventory.

2 **Sales return provision**

Under previous GAAP, the company did not have a policy for creating a provision for sales return. Under Ind AS, the revenue should not be recognised for goods expected to be returned and a liability to be recognised for such expected returns as well as the corresponding adjustment to the cost of sales.

For the period ending March 31, 2016, Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of the corresponding goods to be returned.

3 **Two way/Linked transaction**

Under Ind AS, two or more transactions are considered as a single arrangement when they are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole. When such a sale and repurchase agreement is entered into, the agreement's terms needs to be analyzed to ascertain whether, in substance, the seller has transferred the significant risks and rewards of ownership to the buyer and whether revenue should, therefore, be recognised. There is no such similar requirement under the previous GAAP. The company has assessed its revenue arrangement with one of the customer as a linked transaction i.e. in substance a tolling arrangement.

Accordingly as on the transition date, the company derecognized the corresponding sales and purchase of inventory of this arrangement.

4 **Embedded Lease/ Arrangement accounted as finance Lease**

Under previous GAAP, sub-contracting arrangements were recognised in accordance with nature of expenses since there was no specific guidance. Hence related assets were recognised as fixed assets and production charges were recognised as revenue from operations from Sale of goods. Under Ind AS, the arrangement that do not take the legal form of a lease but which convey rights to use assets in return for a payment or series of payments are assessed under Appendix C of Ind AS17 if it satisfies the criteria of a leasing arrangement. Further if the arrangement is assessed as a leasing arrangement it is further assessed for classification as a finance lease or operating lease.

Accordingly, the company, as on the date of transition, has de-recognized the fixed asset in its books of accounts and recognition of the present value of minimum lease payments value as a "Finance lease receivable" which will be further bifurcated into current and non current portion.

5 **Prior Period items**

Under Previous GAAP changes in accounting policies, correction of errors and omissions will be recorded through the current period income statements. Under Ind AS, changes in accounting policies and correction of errors and omissions are accounted retrospectively by restating the comparative period. Consequent to the above, items related to the prior period are adjusted in the statement of profit and loss and other equity and their respective Balance Sheet heads.

6 **Reversal of Proposed dividend**

Under the Previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposed dividend including dividend distribution tax included under provisions has been reversed with corresponding adjustment in other equity.

7 **Deferred Tax**

Under Previous GAAP, deferred taxes are recognised for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognised using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The Company has recognized a deferred tax asset on all the adjustments made on transition to Ind AS.

8 **Excise duty**

Under previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the statement of profit and loss as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended March 31, 2016.

9 **Revenue**

Under Previous GAAP, revenue is recognised net of discounts and rebates. Under Ind AS, revenue is recognised at the fair value of the consideration received or receivable, after the deduction of cash discounts and any incentives. Discounts given to customers have been reclassified from 'other expense' under Previous GAAP and deducted from revenue under Ind AS. This change has resulted in decrease in total revenue and total expenses for the year ended March 31, 2016.

10 **Derivatives**

Under previous GAAP, unrealised gain or loss on foreign exchange forward contracts, if any, as each Balance Sheet date is provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at each Balance Sheet date and unrealised net gain or loss is recognised. Derivative assets and derivative liabilities are presented on gross basis.

11 **Re-measurement of post-employment benefit obligations**

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the Previous GAAP, these re-measurements were forming part of the profit or loss for the year.

12 **Employee stock option expense**

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date. Consequently, the amount recognised in share option outstanding account decreased by ₹ 2.07 Lakh. The profit for the year ended March 31, 2016 increased by ₹ 2.07 Lakh. There is no impact on total equity.

Note 44 : Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013

Name of the entity 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 ₹ in Lakh	As a % of consolidated profit or loss	Amount ₹ in Lakh	As a % of consolidated other comprehensive income	Amount ₹ in Lakh	As a % of consolidated total comprehensive income	Amount ₹ in Lakh
Parent								
Astec LifeSciences Limited								
March 31, 2017	99.51%	13,749.66	99.56%	1,909.41	214.00%	(10.64)	99.26%	1,898.77
March 31, 2016	99.69%	11,774.72	96.42%	488.49	29.06%	(6.37)	99.46%	482.11
Subsidiaries (group's share)								
Indian								
Behram Chemicals Private limited								
March 31, 2017	0.55%	76.65	0.34%	6.45	0.00%	-	0.34%	6.45
March 31, 2016	0.59%	70.21	1.17%	5.91	0.00%	-	1.22%	5.91
Foreign								
Astec Europe Sprl								
March 31, 2017	-0.01%	(0.83)	0.41%	7.77	113.70%	(5.65)	0.70%	13.42
March 31, 2016	-0.26%	(30.56)	3.14%	15.90	70.94%	(15.55)	0.07%	0.35
Foreign								
Comercializadora Agricola Agroastrachem Cia Ltda								
March 31, 2017	-0.06%	(8.28)	-0.30%	(5.77)	0.09%	(0.01)	-0.30%	(5.78)
March 31, 2016	-0.02%	(2.55)	-0.72%	(3.66)	0.00%	-	-0.75%	(3.66)
Total								
March 31, 2017	**100.00%**	**13,817.22**	**100.00%**	**1,917.86**	**100.00%**	**(4.97)**	**100.00%**	**1912.90**
March 31, 2016	**100.00%**	**11,811.82**	**100.00%**	**506.64**	**100.00%**	**(21.92)**	**100.00%**	**484.72**

Note 45: Details of subsidiary sold

(a) On February 17, 2016, the group announced its intention to exit and sold Astec CropCare Private Limited:-

(b) Details of sale of the subsidiary:

(₹ in Lakh)

Particulars	March 31, 2017	March 31, 2016
Consideration Received:		
Cash	-	50.00
Carrying amount of net asset sold	-	412.03
Gain on sale of the subsidiary	**-**	**462.03**
The carrying amounts of assets and liabilities as at the date of sale were as follows:		
Fixed Assets	-	27.61
Non Current assets	-	0.25
Inventories	-	1,888.38
Trade receivables	-	1,649.97
Deferred Tax Assets	-	191.28
Cash and bank balances	-	51.81
Short-term loans and advances	-	33.84
Total Assets	**-**	**3,843.14**
Long term Liabilities	-	(82.03)
Long term borrowings	-	(57.32)
Short-term Borrowings	-	(2,076.62)
Trade payables	-	(1,788.17)
Other current liabilities	-	(73.42)
Short-term provisions	-	(177.60)
Total Liabilities	**-**	**(4,255.17)**
Net Liabilities	**-**	**(412.03)**

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No. 115171W

P. M. Kathariya
Partner
Membership No. 031315

Place : Mumbai
Date : May 4, 2017

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)

Tejal Jariwala
Company Secretary & Compliance Officer

P. P. Manoj
Chief Financial Officer

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ASTEC

ASTEC

ASTEC LIFESCIENCES LIMITED

Corporate Identity Number (CIN): L99999MH1994PLC076236
Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra
Tel.: +91 22 2518 8010, **Fax:** +91 22 2261 8289, **Website:** www.astecls.com , **Email:** astecinfo@godrejastec.com

Form No. MGT-11
PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email id	
Folio No/ DP ID - Client ID	

I/We being the Member(s) of Astec LifeSciences Limited holding _____ Equity Shares of the Company, hereby appoint:

1. Name: _____ Address: _____
   Email Id: _____ Signature: _____, or failing him/her;
2. Name: _____ Address: _____
   Email Id: _____ Signature: _____, or failing him/her;
3. Name: _____ Address: _____
   Email Id: _____ Signature: _____, or failing him/her

as my/our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the 23rd (Twenty Third) Annual General Meeting of the Company scheduled to be held on Friday, 28th July, 2017 at 3.00 p.m. at Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of the Audited Financial Statement (Standalone and Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2	Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17.
3	Appointment of a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), who retires by rotation and, being eligible, offers himself for re-appointment.
4	Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year ending 31st March, 2017.
Special Business	
5	Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as Cost Auditors of the Company for the Financial Year ending 31st March, 2017.

Signed this _____ day of _____ 2017

Signature of Shareholder: _____ Signature of Proxy Holder(s): _____

Affix Revenue Stamp ₹ 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **48 (Forty Eight) hours** before the commencement of the Annual General Meeting.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and proxy need not be a Member. A person can act as a Proxy on behalf of not more than 50 (Fifty) Members and holding in aggregate, not more than 10% (Ten percent) of the total share capital of the Company. Members holding more than 10% (Ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd (Twenty Third) Annual General Meeting.

Notes

Notes

ASTEC

Astec LifeSciences Limited

Registered Office:
"Godrej One", 3rd Floor,
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Orient Press Ltd. 40285888