



Astec LifeSciences Ltd.

Dated: 24th September, 2015

To,
The Department of Corporate Services
National Stock Exchange Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra, Mumbai-400051

Ref: "ASTEC"

Sub: Declaration of Results of the voting on resolution set out in Notice of 21st Annual General Meeting held on 22nd September, 2015

Dear Sir/Madam,

Pursuant to the provisions of Section 96 of Companies Act, 2013, the 21st Annual General Meeting (AGM) of the Company was convened on 22nd September, 2015 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai-400001, Maharashtra at 4.00pm to seek approval of members of the Company on the resolutions set out in the notice dated 25th July, 2015.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions and had appointed Mr. Vikas R. Chomal, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1	To consider and adopt the Audited Standalone Financial Statements as at March 31, 2015, together with Reports of Directors and Auditors thereon.	100.00	0.00
2	To consider and adopt the Audited Consolidated Financial Statements as at March 31, 2015, together with Reports of Directors and Auditors thereon.	100.00	0.00
3	To declare dividend on Equity Shares (Rupee 1.25 per share of Rs.10/- each)	100.00	0.00
4	To re-appoint Mr. Laxmikant Kabra (DIN: 00061346), who retires by rotation	100.00	0.00



ISO 9001:2008 ISO 14001:2004 OHSAS 18001: 2007



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ASTEC

Astec LifeSciences Ltd.

5	To re-appoint M/s Shah & Kathariya, Chartered Accountants as the Statutory Auditor	100.00	0.00
6	To re-appoint Mr. Vinod Malshe (DIN: 00642540) as an Independent Director	100.00	0.00
7	To re-appoint Mr. Sitendu Sharma (DIN: 01956423) as an Independent Director	100.00	0.00
8	To re-appoint Mr. Mohammed Zakir (DIN: 00331018) as an Independent Director	100.00	0.00
9	To re-appoint Mr. Mandar Patil (DIN: 05284076) as an Independent Director	100.00	0.00
10	To re-appoint Dr. Leena Raje (DIN: 06961551) as an Independent Director	100.00	0.00
11	Ratification of remuneration payable to M/s NNT & Co., Cost Auditors of the Company for the financial year ending March 31, 2016.	100.00	0.00
12	To re-appoint Mr. Ashok V. Hiremath (DIN:000349345) as Managing Director	100.00	0.00
13	To re-appoint Mr. Janak Rawal (DIN: 05177267) as Whole Time Director	100.00	0.00
14	To approve payment of Professional Fees to Mr. Laxmikant Kabra (DIN: 00061346)	100.00	0.00
15	To approve Astec Employee Stock Option Scheme 2015 (ESOS 2015)	100.00	0.00
16	To approve grant of options of Astec Employee Stock Option Scheme 2015 (ESOS 2015) to the employees of Subsidiary Companies of Astec LifeSciences Limited	100.00	0.00

@as per Notice of AGM dated 25th July, 2015

Accordingly, the Chairman has on 24th September, 2015 declared that all the 16(Sixteen) resolutions, as set out in the Notice of the 21st Annual General Meeting of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the same on your records.

Thanking You,

For Astec LifeSciences Limited

Tejal Jariwala

Tejal Jariwala

Company Secretary & Compliance Officer



Encl: A/a



ISO 9001:2008



ISO 14001:2004



OHSAS 18001:2007

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CIN : L99999MH1994PLC076236



VIKAS R. CHOMAL & ASSOCIATES

COMPANY SECRETARIES

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act'2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of Annual General Meeting of Members of Astec LifeSciences Limited to be held on 22nd day of September' 2015 at 4.00 P. M at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K Dubash Marg, Kala Ghoda, Mumbai-400001

Dear Sir

I, Vikas R. Chomal of M/s. Vikas R. Chomal & Associates, Company Secretary in practice have been appointed by the Board of Director of Astec LifeSciences Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 (Rules) on the resolutions contained in the notice to the 21st Annual General Meeting (AGM) of members of the Company, to be held on the 22nd day of September' 2015 at 4.00 P. M at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K Dubash Marg, Kala Ghoda, Mumbai-400001.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act' 2013 and Rules relating to voting through electronics means on the resolution contained in the Notice to the 21st Annual General Meeting (AGM) of members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting systems provided by National Securities Depository Limited (<https://www.evoting.nsdl.com>), the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above , I submit my report as under :-

- i. The remote e-voting period remained open from Friday, 18th September' 2015 (09.00 A.M.) to Monday, 21st September, 2015 (05.00 P.M.)



- ii. The Member of the Company as on the "cut-off" date i.e. Friday 15th September' 2015 were entitled to vote on the resolution (Item No.1 to 16 as set out in the notice of the 21st AGM of the Company).
- iii. The votes cast were unblocked on 23th September' 2015 at 10:25 A.M. in the presence of 2 witnesses, Mr. Ravindra Kulkarni and Mr. Tanuj Survey who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Ravindra Kulkarni

Mr. Tanuj Survey

- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) and based on such reports generated, the result of the e-voting & Ballot papers received is as under.

Item No.1:- Ordinary Resolution

Adoption of Audited Standalone Financial Statements as at 31st March, 2015 together with Reports of Directors and Auditors thereon.

- (i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100

- (ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	0	0	-
Total	1	60	100



(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.2:- Ordinary Resolution

Adoption of Audited Consolidated Statements as at 31st March, 2015 together with Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100%

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-



Total	-	-
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Item No.3:- Ordinary Resolution

Declaration of Dividend for the year 2014-15 on Equity Shares.

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	25	5929	-
Physical	7	10755880	-
Total	32	10761809	100%

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	0	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.4:- Ordinary Resolution

Re-appointment of Mr. Laxmikant Kabra (DIN: 00061346), who retires by rotation and, being eligible offers himself for re-appointment.



(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	6	10754780	-
Total	30	10760664	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.5:- Ordinary Resolution

Appointment of Statutory Auditors and fixing their remuneration

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Shah & Kathariya, Chartered Accountants, Mumbai (Firm Registration No. 115171W), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold office from



the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting, on a remuneration as may be mutually agreed upon by the Board of Directors of the Company and the Auditors."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	23	5784	-
Physical	7	10755880	-
Total	30	10761664	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-



Item No.6:- Special Resolution

Re-appointment of Mr. Vinod Malshe (DIN: 00642540) as an Independent Director

To re-appoint Mr. Vinod Malshe (DIN:00642540) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Vinod Malshe (DIN:00642540), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100



(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.7:- Special Resolution

Re-appointment of Mr. Sitendu Sharma (DIN: 01956423) as an Independent Director

To re-appoint Mr. Sitendu Sharma (DIN:01956423) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Sitendu Sharma (DIN:01956423), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	23	5784	-
Physical	7	10755880	-
Total	30	10761664	100

(ii) Voted against the resolution :



	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	2	160	-
Physical			-
Total	2	160	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.8:- Special Resolution

Re-appointment of Mr. Mohammed Zakir (DIN: 00331018) as an Independent Director

To re-appoint Mr. Mohammed Zakir (DIN:00331018) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Mohammed Zakir (DIN:00331018), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical	Number of votes cast by them (Shares)	% of total number of valid votes cast
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	mode		
E voting	22	5634	-
Physical	7	10755880	-
Total	29	10761514	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	2	160	-
Physical	-	-	-
Total	2	160	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.9:- Special Resolution

Re-appointment of Mr. Mandar Patil (DIN: 05284076) as an Independent Director

To re-appoint Mr. Mandar Patil (DIN:05284076) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Mandar Patil (DIN: 05284076), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."



(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	23	5784	-
Physical	7	10755880	-
Total	30	10761664	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	2	160	-
Physical	-	-	-
Total	2	160	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.10:- Special Resolution

Re-appointment of Dr. Leena Raje (DIN: 06961551) as an Independent Director

To re-appoint Dr. Leena Raje, (DIN: 06961551) as an Independent Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Dr. Leena Raje (DIN:06961551), an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-



appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.11:- Ordinary Resolution

Ratification of Cost Auditor's Remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time



being in force, Nikita Nimesh Talati, M/s NNT & Co., Cost Accountants (Firm Registration Number 28904), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration of Rs.40,000/- (Rupees Forty Thousand Only) plus Service Tax, as applicable, for conducting the Cost Audit."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.12:- Special Resolution

Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as Managing Director

To consider and if though fit, to pass with or without modification(s), the following resolution as Special Resolution:



"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and Schedule XIII any other applicable provisions of the Companies Act, 1956) and pursuant to the resolution passed by the Nomination and Remuneration Committee of Directors of the Company and subject to such approvals and permissions, and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent be and is hereby accorded to the re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as Chairman & Managing Director of the Company with effect from 20th January, 2015 for a period of three years on the terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT the remuneration and perquisites within the limits as set out in the explanatory statement be paid and allowed to Mr. Ashok V. Hiremath, Chairman & Managing Director for any financial year, notwithstanding any loss or inadequacy of profits, during such financial year subject to the necessary compliance with the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms of appointment and remuneration of Mr. Ashok V. Hiremath, Chairman & Managing Director as it may, at its discretion deem fit from time to time, so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT in the event of any Statutory amendment or modification to Schedule V to the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase or modify the remuneration including salary, commission, perquisites, allowances etc."

"RESOLVED FURTHER THAT the members do authorize the Board to take all actions and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

(i) Voted in favour of the resolution :



	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	23	5854	-
Physical	6	4509600	-
Total	29	4515454	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.13:- Special Resolution

Re-appointment of Mr. Janak Rawal (DIN: 05177267) as Whole Time Director

To consider and if though fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and Schedule XIII any other applicable provisions of the Companies Act, 1956) and pursuant to the resolution passed by the Nomination and Remuneration Committee of Directors of the Company and subject to such approvals and permissions, and as agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term



shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent be and is hereby accorded to the re-appointment of Mr. Janak Rawal (DIN: 05177267) as Whole Time Director of the Company with effect from 20th January, 2015 for a period of three years on the terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT the remuneration and perquisites within the limits as set out in the explanatory statement be paid and allowed to Mr. Janak Rawal, Whole Time Director for any financial year, notwithstanding any loss or inadequacy of profits, during such financial year subject to the necessary compliance with the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms of appointment and remuneration of Mr. Janak Rawal, Whole Time Director as it may, at its discretion deem fit from time to time, so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT in the event of any Statutory amendment or modification to Schedule V to the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase or modify the remuneration including salary, commission, perquisites, allowances etc."

"RESOLVED FURTHER THAT the members do authorize the Board to take all actions and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100



(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.14:- Special Resolution

Professional fees to Mr. Laxmikant Kabra (DIN: 00061346)

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of clause 49(II)(C) of Listing Agreement and other applicable provisions of the Companies Act, 2013, if any, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the payment of Professional Fees of Rs.15,00,000/- (Rupees Fifteen Lakhs Only) to Mr. Laxmikant Kabra (DIN: 00061346) , Non-Executive Non-Independent Director of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise in this regard and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

(i) Voted in favour of the resolution :



	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	22	5004	-
Physical	6	10754780	-
Total	28	10759784	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	2	910	-
Physical	-	-	-
Total	2	910	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.15:- Special Resolution

Approving Astec Employee Stock Option Scheme 2015

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provision, if any, of the Companies Act, 2013, ("the Act") and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and/or any other competent authority, from time to time, to the extent applicable and subject to such the provisions contained in the Articles of Association of Company and subject to such other approvals, consents, permissions and sanctions, as may be required and necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed



to by the Board of Directors (which terms shall be deemed to mean and include the Compensation Committee constituted by the Board of Directors, to exercise its powers including the powers conferred by this Resolution), consent and approval of the Company be and is hereby accorded to the Board of Directors to grant, issue, offer and allot at any time or from time to time to the present and future employee(s) the Company and its director(s), whether whole time director or not but excluding Independent Directors, hereinafter referred to as "the Eligible Employees" or "Eligible Directors" of the Company, except a promoter or a person who belongs to the promoter group, both these expressions being defined in the SEBI Regulations, under a scheme titled "Astec Employees Stock Option Scheme 2015" (hereinafter referred to as "ESOS 2015"), 5,00,000 options, which shall give rise to 5,00,000 (Five Lacs Only) Equity Shares of the face value of Rs.10/- each fully paid up (constituting 2.57% of total paid up capital of the Company) on payment of the requisite exercise price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board of Directors may decide in accordance with the regulations or other provisions of the Law as may be prevailing at the relevant time."

"RESOLVED FURTHER THAT the Compensation Committee of the Board of Directors is authorized to and/or conceptualize, formulate policy, evolve, decide and act upon and bring into effect the ESOS 2015 and determine the detailed terms and conditions of the aforementioned ESOS 2015, including but not limited to the quantum of the options to be granted under the ESOS 2015 (not exceeding 5,00,000 options convertible into Equity Shares), options to be granted per employee, vesting period, the exercise period, instances where such options shall lapse and to grant such options, to such Eligible Employees, and Eligible Directors of the Company at such price as may be decided by the Compensation Committee, at such time and on such terms and conditions as set out in ESOS 2015 and as the Compensation Committee in its absolute discretion think fit and make any modifications, changes, variations, alterations, updation or revisions by the Compensation Committee from time to time or to suspend, withdraw or revive the ESOS 2015 from time to time as may be specified by any Competent Authority and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit or necessary, or desirable for such purpose and with powers on behalf of the Company to settle any question, difficulties, or doubts, that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

"RESOLVED FURTHER THAT the Non-Executive Directors of the Company, excluding Independent Directors, be granted up to a maximum of 20,000 options per annum and up to a maximum of 40,000 stock options in the aggregate under ESOS 2015."

"RESOLVED FURTHER THAT the offer of options shall be in accordance with the terms and conditions as regards price, payment terms, application, allotment, entitlement to dividend and other rights, transferability and all other matters as stipulated under the SEBI Regulations and in accordance with any other rules, regulations and laws to the



extent applicable and subject also to the Memorandum and Articles of Association of the Company provided that:

- i) The equity shares issued upon exercise of the options shall rank pari-passu in all respects with the existing equity shares.
- ii) In case of any corporate action (s) such as rights issues, bonus issues, consolidation, sub-division, or conversion of shares into stock, merger or amalgamation and sale of division and others, if any additional equity shares are issued by the company to the Option grantees, then appropriate adjustments shall be made.
- iii) The Board of Directors (including the Compensation Committee) be and is hereby authorized to take all the necessary steps for listing of the equity shares allotted upon conversion of the options granted under the ESOS 2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the listing agreement with the concerned stock exchanges and other applicable rules and regulations.
- iv) The maximum number of stock options that can be granted under the said ESOS 2015 to an Employee/Director in any financial year shall not amount to or exceed 1% of the paid up equity share capital of the Company at the date of the grant.
- v) Each option granted to an Eligible Employee/Eligible Director shall entitle him/her to one equity share of the nominal value of Rs.10/-each fully paid up.
- vi) Before granting the options to the employees under the Scheme, the Board of Directors (including the Compensation Committee) would, apart from examining and evaluating overall group corporate performance, inter alia, take into consideration the length of service, grade, performance, merit, key position, future potential contribution and conduct of the employee and such other factors as may be deemed appropriate by it.
- vii) The Company shall follow the requirements of the 'Guidance Note' on Accounting for employee share-based payments (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.
- viii) The Board of Directors (including the Compensation Committee) shall have the power to make consequential modifications or substitutions to the terms of the Scheme, as may be thought fit from time to time, provided that such modifications or alterations do not adversely affect the rights and interests of the Option Grantees or the members of the Company and is subject to the terms and conditions specified in the SEBI Regulations.
- ix) Maximum period within which the options shall be vested is 10 (ten) years from the date of grant of options.
- x) Options granted under the ESOS 2015 can be exercised within a period not exceeding 7 (seven) years from the date of vesting of options granted. The options granted under the ESOS 2015 would be exercisable by the Employee/ Director by making an application to the designated person in the Company, in such manner, on execution of such documents and on such terms as may be decided by the Compensation Committee. After the expiry of exercise period, the options granted under ESOS 2015



shall not be exercisable and shall lapse. However, lapsed options shall be available for fresh issue."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the members, the Board of Directors (including Compensation Committee) be and is hereby authorized to implement the ESOS 2015, as it deems fit in the best interest of the Eligible Employees and Eligible Directors".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine all the terms and conditions for the purpose of giving effect to any offer, issue or allotment of equity shares under ESOS 2015, and further do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation to or for implementing the Scheme with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s) including to amend, change, vary, alter, update or modify any of the terms of such issue(s) or allotment(s)."

"RESOLVED FURTHER THAT the Board of Directors may, at its discretion, or in order to comply with any applicable rules or regulations, add, delete, amend, correct, update or put restrictions or any other conditions as it may deem fit".

"RESOLVED FURTHER THAT the Scheme may also envisage providing any financial assistance to the Employees to enable the Eligible Employees to acquire, purchase or subscribe to the said equity shares of the Company in accordance with the provisions of the Act".

"RESOLVED FURTHER THAT the Compensation Committee of the Company as constituted by the Board of Directors be and is hereby authorized to identify the Eligible Employees and Eligible Directors and determine the number of options that may be offered to them pursuant to ESOS 2015".

"RESOLVED FURTHER THAT the Company shall value the options granted under the Scheme by using 'Fair Value Method'.

"RESOLVED FURTHER THAT the Board of Directors (including Compensation Committee) be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, implementation or working of ESOS 2015, as it may deem necessary or desirable, to give effect to this resolution".

(i) Voted in favour of the resolution :



	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total	1	60	100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

Item No.16:- Special Resolution

Approving of grant of options of Astec Employee Stock Option Scheme 2015 (ESOS 2015) to the employees of Subsidiary Companies of Astec LifeSciences Limited

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable laws, approval of the members of the Company be and is hereby accorded to grant the stock options under Employee Stock Options Scheme, 2015 (ESOS 2015) to the present and future, permanent employees of subsidiary company(ies) and their director(s) whether whole time director or not but excluding Independent Directors and excluding a promoter or a person who belongs to



the promoter group, both these expressions being defined in the SEBI Regulations, on such terms and conditions as may be decided by the Board of Directors."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

(i) Voted in favour of the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	24	5884	-
Physical	7	10755880	-
Total	31	10761764	100

(ii) Voted against the resolution :

	Number of Members voted through voting system and physical mode	Number of votes cast by them (Shares)	% of total number of valid votes cast
E voting	1	60	-
Physical	-	-	-
Total			100

(iii) Invalid votes:

	Total number of member whose votes were declared invalid	Total number of votes cast (Shares)
E voting	-	-
Physical	-	-
Total	-	-

The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the

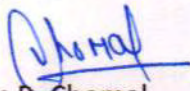


Minutes of the aforesaid 20th Annual General Meeting (AGM) and thereafter the same will be handed over to the Company.

Thanking You,

Yours faithfully

For Vikas R. Chomal & Associates,
Company Secretaries



Vikas R. Chomal
(Proprietor)

ACS 24941, CP-12133

Date: 23rd September' 2015





VIKAS R. CHOMAL & ASSOCIATES

COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of Annual General Meeting of Members of Astec LifeSciences Limited held on 22nd day of September' 2015 at 4.00 P. M at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K Dubash Marg, Kala Ghoda, Mumbai-400001.

Dear Sir,

I, Vikas R. Chomal, Proprietor of M/s. Vikas R. Chomal & Associates, Company Secretary in practice appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution at the 21st Annual General Meeting (AGM) of the Equity Shareholders of Astec LifeSciences Limited held on 22nd day of September' 2015 at 4.00 P. M at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K Dubash Marg, Kala Ghoda, Mumbai-400001 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.1:- Ordinary Resolution

Adoption of Audited Standalone Financial Statements as at 31st March, 2015 together with Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by	% of total number of valid
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	them	votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.2:- Ordinary Resolution

Adoption of Audited Consolidated Statements as at 31st March, 2015 together with Reports of Directors and Auditors thereon.

Adoption of Audited Standalone Financial Statements as at 31st March, 2015 together with Reports of Directors and Auditors thereon.

(iii) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(iv) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
--	--



1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.3:- Ordinary Resolution

Declaration of Dividend for the year 2014-15 on Equity Shares.

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.4:- Ordinary Resolution

Re-appointment of Mr. Laxmikant Kabra (DIN: 00061346), who retires by rotation and, being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by	% of total number of valid
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	them	votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.5:- Ordinary Resolution

Appointment of Statutory Auditors and fixing their remuneration

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Shah & Kathariya, Chartered Accountants, Mumbai (Firm Registration No. 115171W), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting, on a remuneration as may be mutually agreed upon by the Board of Directors of the Company and the Auditors."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*



Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.6:- Special Resolution

Re-appointment of Mr. Vinod Malshe (DIN: 00642540) as an Independent Director

To re-appoint Mr. Vinod Malshe (DIN:00642540) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Vinod Malshe (DIN:00642540), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020.”

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
--	--



1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.7:- Special Resolution

Re-appointment of Mr. Sitendu Sharma (DIN: 01956423) as an Independent Director

To re-appoint Mr. Sitendu Sharma (DIN: 01956423) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Sitendu Sharma (DIN:01956423), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1



* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.8:- Special Resolution

Re-appointment of Mr. Mohammed Zakir (DIN: 00331018) as an Independent Director

To re-appoint Mr. Mohammed Zakir (DIN:00331018) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Mohammed Zakir (DIN:00331018), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.



Item No.9:- Special Resolution

Re-appointment of Mr. Mandar Patil (DIN: 05284076) as an Independent Director

To re-appoint Mr. Mandar Patil (DIN: 05284076) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Mandar Patil (DIN: 05284076), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.10:- Special Resolution

Re-appointment of Dr. Leena Raje (DIN: 06961551) as an Independent Director



To re-appoint Dr. Leena Raje, (DIN: 06961551) as an Independent Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Dr. Leena Raje (DIN:06961551), an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years starting from 22nd September, 2015 to 21st September, 2020."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.11:- Ordinary Resolution

Ratification of Cost Auditor's Remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:



"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Nikita Nimesh Talati, M/s NNT & Co., Cost Accountants (Firm Registration Number 28904), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration of Rs.40,000/- (Rupees Forty Thousand Only) plus Service Tax, as applicable, for conducting the Cost Audit."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.12:- Special Resolution

Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as Managing Director

To consider and if though fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), read



with Schedule V of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and Schedule XIII any other applicable provisions of the Companies Act, 1956) and pursuant to the resolution passed by the Nomination and Remuneration Committee of Directors of the Company and subject to such approvals and permissions, and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent be and is hereby accorded to the re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as Chairman & Managing Director of the Company with effect from 20th January, 2015 for a period of three years on the terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT the remuneration and perquisites within the limits as set out in the explanatory statement be paid and allowed to Mr. Ashok V. Hiremath, Chairman & Managing Director for any financial year, notwithstanding any loss or inadequacy of profits, during such financial year subject to the necessary compliance with the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms of appointment and remuneration of Mr. Ashok V. Hiremath, Chairman & Managing Director as it may, at its discretion deem fit from time to time, so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT in the event of any Statutory amendment or modification to Schedule V to the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase or modify the remuneration including salary, commission, perquisites, allowances etc."

"RESOLVED FURTHER THAT the members do authorize the Board to take all actions and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by	% of total number of valid
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	them	votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.13:- Special Resolution

Re-appointment of Mr. Janak Rawal (DIN: 05177267) as Whole Time Director

To consider and if though fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and Schedule XIII any other applicable provisions of the Companies Act, 1956) and pursuant to the resolution passed by the Nomination and Remuneration Committee of Directors of the Company and subject to such approvals and permissions, and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent be and is hereby accorded to the re-appointment of Mr. Janak Rawal (DIN: 05177267) as Whole Time Director of the Company with effect from 20th January, 2015 for a period of three years on the terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT the remuneration and perquisites within the limits as set out in the explanatory statement be paid and allowed to Mr. Janak Rawal, Whole Time



Director for any financial year, notwithstanding any loss or inadequacy of profits, during such financial year subject to the necessary compliance with the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms of appointment and remuneration of Mr. Janak Rawal, Whole Time Director as it may, at its discretion deem fit from time to time, so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), or any amendments made thereto from time to time."

"RESOLVED FURTHER THAT in the event of any Statutory amendment or modification to Schedule V to the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase or modify the remuneration including salary, commission, perquisites, allowances etc."

"RESOLVED FURTHER THAT the members do authorize the Board to take all actions and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them



1	1
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* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.14:- Special Resolution

Professional fees to Mr. Laxmikant Kabra (DIN: 00061346)

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of clause 49(II)(C) of Listing Agreement and other applicable provisions of the Companies Act, 2013, if any, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the payment of Professional Fees of Rs.15,00,000/- (Rupees Fifteen Lakhs Only) to Mr. Laxmikant Kabra (DIN: 00061346) , Non-Executive Non-Independent Director of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise in this regard and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1



* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.15:- Special Resolution

Approving Astec Employee Stock Option Scheme 2015

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provision, if any, of the Companies Act, 2013, ("the Act") and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and/or any other competent authority, from time to time, to the extent applicable and subject to such the provisions contained in the Articles of Association of Company and subject to such other approvals, consents, permissions and sanctions, as may be required and necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (which terms shall be deemed to mean and include the Compensation Committee constituted by the Board of Directors, to exercise its powers including the powers conferred by this Resolution), consent and approval of the Company be and is hereby accorded to the Board of Directors to grant, issue, offer and allot at any time or from time to time to the present and future employee(s) the Company and its director(s), whether whole time director or not but excluding Independent Directors, hereinafter referred to as "the Eligible Employees" or "Eligible Directors" of the Company, except a promoter or a person who belongs to the promoter group, both these expressions being defined in the SEBI Regulations, under a scheme titled "Astec Employees Stock Option Scheme 2015" (hereinafter referred to as "ESOS 2015"), 5,00,000 options, which shall give rise to 5,00,000 (Five Lacs Only) Equity Shares of the face value of Rs.10/- each fully paid up (constituting 2.57% of total paid up capital of the Company) on payment of the requisite exercise price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board of Directors may decide in accordance with the regulations or other provisions of the Law as may be prevailing at the relevant time."

"RESOLVED FURTHER THAT the Compensation Committee of the Board of Directors is authorized to and/or conceptualize, formulate policy, evolve, decide and act upon and bring into effect the ESOS 2015 and determine the detailed terms and conditions of the aforementioned ESOS 2015, including but not limited to the quantum of the options to be granted under the ESOS 2015 (not exceeding 5,00,000 options convertible into Equity Shares), options to be granted per employee, vesting period, the exercise period, instances where such options shall lapse and to grant such options, to such Eligible Employees, and Eligible Directors of the Company at such price as may be decided by the Compensation Committee, at such time and on such terms and conditions as set out



in ESOS 2015 and as the Compensation Committee in its absolute discretion think fit and make any modifications, changes, variations, alterations, updation or revisions by the Compensation Committee from time to time or to suspend, withdraw or revive the ESOS 2015 from time to time as may be specified by any Competent Authority and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit or necessary, or desirable for such purpose and with powers on behalf of the Company to settle any question, difficulties, or doubts, that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

"RESOLVED FURTHER THAT the Non-Executive Directors of the Company, excluding Independent Directors, be granted up to a maximum of 20,000 options per annum and up to a maximum of 40,000 stock options in the aggregate under ESOS 2015."

"RESOLVED FURTHER THAT the offer of options shall be in accordance with the terms and conditions as regards price, payment terms, application, allotment, entitlement to dividend and other rights, transferability and all other matters as stipulated under the SEBI Regulations and in accordance with any other rules, regulations and laws to the extent applicable and subject also to the Memorandum and Articles of Association of the Company provided that:

- i) The equity shares issued upon exercise of the options shall rank pari-passu in all respects with the existing equity shares.
- ii) In case of any corporate action (s) such as rights issues, bonus issues, consolidation, sub-division, or conversion of shares into stock, merger or amalgamation and sale of division and others, if any additional equity shares are issued by the company to the Option grantees, then appropriate adjustments shall be made.
- iii) The Board of Directors (including the Compensation Committee) be and is hereby authorized to take all the necessary steps for listing of the equity shares allotted upon conversion of the options granted under the ESOS 2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the listing agreement with the concerned stock exchanges and other applicable rules and regulations.
- iv) The maximum number of stock options that can be granted under the said ESOS 2015 to an Employee/Director in any financial year shall not amount to or exceed 1% of the paid up equity share capital of the Company at the date of the grant.
- v) Each option granted to an Eligible Employee/Eligible Director shall entitle him/her to one equity share of the nominal value of Rs.10/-each fully paid up.
- vi) Before granting the options to the employees under the Scheme, the Board of Directors (including the Compensation Committee) would, apart from examining and evaluating overall group corporate performance, inter alia, take into consideration the length of service, grade, performance, merit, key position, future potential contribution and conduct of the employee and such other factors as may be deemed appropriate by it.



vii) The Company shall follow the requirements of the 'Guidance Note' on Accounting for employee share-based payments (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

viii) The Board of Directors (including the Compensation Committee) shall have the power to make consequential modifications or substitutions to the terms of the Scheme, as may be thought fit from time to time, provided that such modifications or alterations do not adversely affect the rights and interests of the Option Grantees or the members of the Company and is subject to the terms and conditions specified in the SEBI Regulations.

ix) Maximum period within which the options shall be vested is 10 (ten) years from the date of grant of options.

x) Options granted under the ESOS 2015 can be exercised within a period not exceeding 7 (seven) years from the date of vesting of options granted. The options granted under the ESOS 2015 would be exercisable by the Employee/ Director by making an application to the designated person in the Company, in such manner, on execution of such documents and on such terms as may be decided by the Compensation Committee. After the expiry of exercise period, the options granted under ESOS 2015 shall not be exercisable and shall lapse. However, lapsed options shall be available for fresh issue."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the members, the Board of Directors (including Compensation Committee) be and is hereby authorized to implement the ESOS 2015, as it deems fit in the best interest of the Eligible Employees and Eligible Directors".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine all the terms and conditions for the purpose of giving effect to any offer, issue or allotment of equity shares under ESOS 2015, and further do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation to or for implementing the Scheme with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s) including to amend, change, vary, alter, update or modify any of the terms of such issue(s) or allotment(s)."

"RESOLVED FURTHER THAT the Board of Directors may, at its discretion, or in order to comply with any applicable rules or regulations, add, delete, amend, correct, update or put restrictions or any other conditions as it may deem fit".

"RESOLVED FURTHER THAT the Scheme may also envisage providing any financial assistance to the Employees to enable the Eligible Employees to acquire, purchase or subscribe to the said equity shares of the Company in accordance with the provisions of the Act".



"RESOLVED FURTHER THAT the Compensation Committee of the Company as constituted by the Board of Directors be and is hereby authorized to identify the Eligible Employees and Eligible Directors and determine the number of options that may be offered to them pursuant to ESOS 2015".

"RESOLVED FURTHER THAT the Company shall value the options granted under the Scheme by using 'Fair Value Method'.

"RESOLVED FURTHER THAT the Board of Directors (including Compensation Committee) be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, implementation or working of ESOS 2015, as it may deem necessary or desirable, to give effect to this resolution".

(i) Voted in favour of the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
23	16944	100%

(ii) Voted against the resolution :

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Abstained/Invalid votes*

Total number of member (In persons or proxy) whose votes were declared invalid/abstain	Total number of votes not cast by them
1	1

* 26 (Twenty Six) members present in meeting but not cast their vote.

Item No.16:- Special Resolution

Approving of grant of options of Astec Employee Stock Option Scheme 2015 (ESOS 2015) to the employees of Subsidiary Companies of Astec LifeSciences Limited

To consider and, if thought fit, to pass, with or without modification(s), the following



Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable laws, approval of the members of the Company be and is hereby accorded to grant the stock options under Employee Stock Options Scheme, 2015 (ESOS 2015) to the present and future, permanent employees of subsidiary company(ies) and their director(s) whether whole time director or not but excluding Independent Directors and excluding a promoter or a person who belongs to the promoter group, both these expressions being defined in the SEBI Regulations, on such terms and conditions as may be decided by the Board of Directors."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

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



Vikas R. Chomal
(Proprietor)
ACS-24941, CP-12133
Date: 23rd September '2015





VIKAS R. CHOMAL & ASSOCIATES

COMPANY SECRETARIES

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR ASTEC LIFESCIENCES LIMITED

To

The Chairman of Annual General Meeting of Members of Astec LifeSciences Limited held on 22nd day of September' 2015 at 4.00 P. M at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K Dubash Marg, Kala Ghoda, Mumbai-400001.

Sub : Passing of Resolution through remote e-voting AND poll conducted at the 21st Annual General Meeting of Astec LifeSciences Limited held on 22nd Day of September' 2015 at 4.00 P. M at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K Dubash Marg, Kala Ghoda, Mumbai-400001.

The Company has appointed me as a Scrutinizer for the e-voting process together with voting through the assent/dissent form in physical mode and also for the Poll held at the 21st Annual General Meeting of the Company on 22nd day of September' 2015.

The remote e-voting was held on 18th September' 2015 (09.00 A.M.) to 21st September, 2015 (05.00 P.M.). Receipt of the assent/dissent form from those shareholders who did not have access to e-voting facility was made available up to the closure of e-voting period on 21st September' 2015 (05.00 P.M.).

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 18th September' 2015 (09.00 A.M.) to 21st September, 2015 (05.00 P.M.). M/s. Bigshare Services Private Limited is the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me on 23rd September' 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 23rd September' 2015 attached herewith.

At the Annual General Meeting of the Company held on 22nd day of September' 2015, the Chairman of meeting had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act' 2013, to facilitate the members present in the AGM who could not participate in the e-voting or could not cast their votes physically through the assent/dissent form, to record their votes through the poll process. The Chairman of the meeting has appointed me as the Scrutinizer for the same. For further details kindly refer to Scrutinizer report in form MGT-13 dated 23rd September' 2015.



The Result of the E-voting together with the votes casted through assent/dissent form and with that of the Poll are as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the Resolution		Invalid Votes
		Nos.	%	Nos.	%	
Item No.1 of the Notice (As an Ordinary Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1
Item No.2 of the Notice (As an Ordinary Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1
Item No.3 of the Notice (As an Ordinary Resolution)	E Voting	5929	99.00	60	1.00	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778753	100	60	Negligible	1
Item No.4 of the Notice (As an Ordinary Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10771724	100	0	0	1
	Total	10777608	100	60	Negligible	1
Item No.5 of the Notice (As an Ordinary Resolution)	E Voting	5784	98.97	60	1.03	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778608	100	60	Negligible	1



Item No.6 of the Notice (As an Special Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1
Item No.7 of the Notice (As an Special Resolution)	E Voting	5784	97.30	160	2.70	0
	Ballot Forms (Received +Poll)	10778608	100	0	0	1
	Total	10778608	100	160	Negligible	1
Item No.8 of the Notice (As an Special Resolution)	E Voting	5634	97.24	160	2.76	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778458	100	160	Negligible	1
Item No.9 of the Notice (As an Special Resolution)	E Voting	5784	97.30	160	2.70	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778608	100	160	Negligible	1
Item No.10 of the Notice (As Special Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1
Item No.11 of the Notice (As Ordinary Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1



Item No.12 of the Notice (As Special Resolution)	E Voting	5854	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	4526544	100	0	0	1
	Total	4532398	100	60	Negligible	1
Item No.13 of the Notice (As an Special Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1
Item No.14 of the Notice (As Special Resolution)	E Voting	5004	84.61	910	15.39	0
	Ballot Forms (Received +Poll)	10771724	100	0	0	1
	Total	10776728	100	910	Negligible	1
Item No.15 of the Notice (As an Special Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1
Item No.16 of the Notice (As an Special Resolution)	E Voting	5884	98.99	60	1.01	0
	Ballot Forms (Received +Poll)	10772824	100	0	0	1
	Total	10778708	100	60	Negligible	1

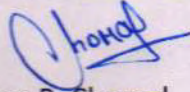
The Resolution stands passed under e-voting and poll with the requisite majority.



I hereby confirm that I am maintaining the Register received from Service Providers both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the meeting 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
(Proprietor)
ACS-24941, CP-12133
Date: 24th September' 2015

