ASTEC

Astec LifeSciences Ltd.

Date: 27th July, 2019

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 25th (Twenty Fifth) Annual General Meeting

Dear Sir,

With reference to our letter dated 1st July, 2019 in respect of the Notice of the 25th (Twenty Fifth) Annual General Meeting ("AGM") of Astec LifeSciences Limited scheduled on Friday, 26th July, 2019 at 3.30 p.m. (IST) in the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, 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 30th April, 2019.

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**;

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

3. Report of Scrutinizer dated 26th July, 2019 pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 – **Enclosed as Annexure 3**;

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

4. Annual Report for the Financial Year 2018-19 duly approved and adopted by the Shareholders at the AGM, pursuant to Regulation 34 of the Listing Regulations (which was filed with the Stock Exchanges pursuant to Regulation 34(1)(a) of the Listing Regulations on 1st July, 2019) – **Enclosed as Annexure 4**.

We request you to take the above on your records.

Thanking you,

Yours sincerely,

For Astec LifeSciences Limited

TEJASHREE ROHAN PRADHAN

Digitally signed by TEJASHREE ROHAN PRADHAN
DN: c=IN, o=Personal, cn=TEJASHREE ROHAN PRADHAN, serialNumber=cc4443932f2150dc819f3d8164db345c5558d40cb184b6ae8611cda7b9d64587a7, postalCode=400606, 2.5.4.20=7e85e7813cc07273790015ad6d28a3b65295c637508d78aea1ca152cafefaf7f, st=Maharashtra, title=Mrs.
Date: 2019.07.27 13:28:14 +05'30'

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Encl.: As above

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Annexure 1

Summary of Proceedings of the 25th (Twenty Fifth) Annual General Meeting Of Astec LifeSciences Limited

The **25th (Twenty Fifth) Annual General Meeting ("AGM" or "the Meeting")** of the Shareholders of **Astec LifeSciences Limited ("the Company")** was duly convened and held on **Friday, 26th July, 2019** at 3.30 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, Chairman of the Risk Management Committee) and the representatives of M/s. BSR & Co. LLP, Chartered Accountants (Statutory Auditors) and M/s. BNP & Associates, Practicing Company Secretaries (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 and the Report of the Statutory Auditors on the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31st March, 2019 as read.

The Chairman and the Managing Director then delivered their speeches 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 Central Depository Services Limited (CDSL) which had commenced on Monday, 22nd July, 2019 at 9.00 a.m. (IST) upto Thursday, 25th July, 2019 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 Financial Year 2018-19.

The following items of business as per the Notice of the AGM dated 30th April, 2019 were transacted at the AGM:

1. Adoption of the Audited Financial Statement (Standalone and Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Statutory Auditors thereon.

Regd. Office :
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2. Declaration of Final Dividend @ 15% (Fifteen per cent) [i.e., @ Re. 1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2019.

3. Appointment of Mr. Rakesh Dogra (DIN: 07334098) as a "Director", liable to retire by rotation, who has offered himself for re-appointment.

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

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

6. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020.

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

The AGM ended at 4.25 p.m. (IST) with a vote of thanks by the Chairman.

It may also please be noted that as per the Report of the Scrutinizer dated 26th July, 2019 issued by Mr. Vikas R. Chomal, Practicing Company Secretary, all the above mentioned 6 (Six) Resolutions stand passed with requisite majority.

For Astec LifeSciences Limited

TEJASHREE ROHAN PRADHAN

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

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Pirojshanagar, Eastern Express Highway,
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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 the AGM / ~~EGM~~	26th July, 2019
Total number of Shareholders on cut-off date (as on Friday, 19th July, 2019)	12,742
No. of Shareholders present in the Meeting either in person or through proxy who casted their votes:- **Promoters and Promoter Group:** **Public:** **No. of Shareholders attended the Meeting through Video Conferencing:-** **Promoter and Promoter Group:** **Public:**	**56** 2 54 Not Applicable Nil Nil

Resolution 1 : Adoption of the Audited Financial Statement (Standalone and Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Statutory Auditors thereon.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	**E-VOTING**	**13325779**	**13325279**	**100.00**	**13325279**	**0**	**100.00**	**0.00**
	POLL	**13325779**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**13325779**	**13325279**	**100.00**	**13325279**	**0**	**100.00**	**0.00**
Public - Institutions	**E-VOTING**	**679133**	**446265**	**65.71**	**446265**	**0**	**100.00**	**0.00**
	POLL	**679133**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**679133**	**446265**	**65.71**	**446265**	**0**	**100.00**	**0.00**
Public-Non Institutions	**E-VOTING**	**5550743**	**57475**	**1.04**	**57474**	**1**	**100.00**	**0.00**
	POLL	**5550743**	**3114**	**0.06**	**3114**	**0**	**100.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**5550743**	**60589**	**1.09**	**60588**	**1**	**100.00**	**0.00**
TOTAL		**19555655**	**13832133**	**70.73**	**13832132**	**1**	**100.00**	**0.00**

Resolution 2 : Declaration of Final Dividend @ 15% (Fifteen per cent) [i.e., @ Re. 1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2019.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	**E-VOTING**	**13325779**	**13325279**	**100.00**	**13325279**	**0**	**100.00**	**0.00**
	POLL	**13325779**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**13325779**	**13325279**	**100.00**	**13325279**	**0**	**100.00**	**0.00**
Public - Institutions	**E-VOTING**	**679133**	**446265**	**65.71**	**446265**	**0**	**100.00**	**0.00**
	POLL	**679133**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**679133**	**446265**	**65.71**	**446265**	**0**	**100.00**	**0.00**
Public-Non Institutions	**E-VOTING**	**5550743**	**57475**	**1.04**	**57474**	**1**	**100.00**	**0.00**
	POLL	**5550743**	**3114**	**0.06**	**3114**	**0**	**100.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**5550743**	**60589**	**1.09**	**60588**	**1**	**100.00**	**0.00**
TOTAL		**19555655**	**13832133**	**70.73**	**13832132**	**1**	**100.00**	**0.00**

Resolution 3 : Appointment of Mr. Rakesh Dogra (DIN: 07334098) as a "Director", liable to retire by rotation, who has offered himself for re-appointment.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13325779	13325279	100.00	13325279	0	100.00	0.00
	POLL	13325779	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13325779	13325279	100.00	13325279	0	100.00	0.00
Public - Institutions	E-VOTING	679133	446265	65.71	418659	27606	93.81	6.19
	POLL	679133	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	679133	446265	65.71	418659	27606	93.81	6.19
Public-Non Institutions	E-VOTING	5550743	57475	1.04	57474	1	100.00	0.00
	POLL	5550743	3114	0.06	3114	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5550743	60589	1.09	60588	1	100.00	0.00
TOTAL		19555655	13832133	70.73	13804526	27607	99.80	0.20

Resolution 4 : Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13325779	13325279	100.00	13325279	0	100.00	0.00
	POLL	13325779	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13325779	13325279	100.00	13325279	0	100.00	0.00
Public - Institutions	E-VOTING	679133	446265	65.71	446265	0	100.00	0.00
	POLL	679133	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	679133	446265	65.71	446265	0	100.00	0.00
Public-Non Institutions	E-VOTING	5550743	57475	1.04	57474	1	100.00	0.00
	POLL	5550743	3114	0.06	3114	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5550743	60589	1.09	60588	1	100.00	0.00
TOTAL		19555655	13832133	70.73	13832132	1	100.00	0.00

Resolution 5 : Re-appointment of Mr. Arijit Mukherjee (DIN: 07334111) as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13325779	13325279	100.00	13325279	0	100.00	0.00
	POLL	13325779	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13325779	13325279	100.00	13325279	0	100.00	0.00
Public - Institutions	E-VOTING	679133	446265	65.71	446265	0	100.00	0.00
	POLL	679133	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	679133	446265	65.71	446265	0	100.00	0.00
Public-Non Institutions	E-VOTING	5550743	57475	1.04	57474	1	100.00	0.00
	POLL	5550743	3114	0.06	3114	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5550743	60589	1.09	60588	1	100.00	0.00
TOTAL		19555655	13832133	70.73	13832132	1	100.00	0.00

Resolution 6 : Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	13325779	13325279	100.00	13325279	0	100.00	0.00
	POLL	13325779	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	13325779	13325279	100.00	13325279	0	100.00	0.00
Public - Institutions	E-VOTING	679133	446265	65.71	446265	0	100.00	0.00
	POLL	679133	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	679133	446265	65.71	446265	0	100.00	0.00
Public-Non Institutions	E-VOTING	5550743	57475	1.04	57474	1	100.00	0.00
	POLL	5550743	3114	0.06	3114	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5550743	60589	1.09	60588	1	100.00	0.00
TOTAL		19555655	13832133	70.73	13832132	1	100.00	0.00

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

Date: 26th July, 2019

To,
Mr. Ashok V. Hiremath
Managing Director
AstecLifeSciences 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 25th (Twenty Fifth) Annual General Meeting of AstecLifeSciences Limited held on Friday, 26th July, 2019 at 3.30 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai– 400 079, Maharashtra.

The Board of Directors of AstecLifeSciences Limited ("the Company"), at its Meeting held on 30th April, 2019,had appointed me as a Scrutinizer for the purpose of scrutinizing the RemoteE-voting process and voting through Ballot Form at the 25th (Twenty Fifth) Annual General Meeting ("AGM") of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the said Rules") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby state that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

The Cut-off date for the purpose of identifying the Shareholders who would be entitled to vote on the Resolutions placed for approval of the Shareholders was Friday, 19th July, 2019.

As prescribed under the said Rules, the Remote E-voting period was kept open for 4 (Four) days from Monday, 22nd July 2019at 09.00 a.m. (IST)toThursday, 25th July, 2019till 05.00 p.m. (IST). The Company had availed of the services of Central Depository Services Limited (CDSL), for providing facility of remote e-voting to the Shareholders of the Company.

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

At the end of the Remote E-voting period on Thursday, 25th July, 2019 at 05.00 p.m. (IST), the voting portal of the service provider was blocked forthwith. The limited information of the Shareholders who cast their votes, such as name, folio and number of shares held was obtained from CDSL.

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.

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 26th July,2019, at 4.40 p.m. (IST) in the presence of 2 (Two) witnesses Mr. Rohan Kallan and Mrs. Shashi Agrawal. For further details kindly refer my detailed Scrutinizer'sReport dated 26th July, 2019enclosed herewith.

At the venue of the AGM,1 (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 2 (Two) witnesses, as mentioned above, and the Ballot Forms were diligently scrutinized. The Ballot Forms were reconciled with the records maintained by Bigshare Services Private Limited, Registrar and the Share Transfer Agents of the Company. The Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Thereafter, I 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 Formsis as under:

RESOLUTION NO. 1 - Ordinary Resolution

Adoption of the Audited Financial Statement (Standalone and Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Statutory Auditors thereon:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,38,29,018	3,114	1,38,32,132	100	-
Dissent	1	0	1	Negligible	
Total	1,38,29,019	3,114	1,38,32,133	100	

RESOLUTION NO. 2 - Ordinary Resolution

Declaration of Final Dividend @ 15% (Fifteen per cent) [i.e., @ Re. 1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of Rs. 10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2019:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,38,29,018	3,114	1,38,32,132	100	-
Dissent	1	0	1	Negligible	
Total	1,38,29,019	3,114	1,38,32,133	100	

Vikas R. Ghangal & Associates * Mumbai * Company Secretaries

RESOLUTION NO. 3 - Ordinary Resolution

Appointment of Mr. Rakesh Dogra (DIN: 07334098) as a "Director", liable to retire 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	1,38,01,412	3,114	1,38,04,526	99.80	-
Dissent	27,607	0	27,607	0.20	
Total	1,38,29,019	3,114	1,38,32,133	100	

RESOLUTION NO. 4 - Special Resolution

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

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,38,29,018	3,114	1,38,32,132	100	-
Dissent	1	0	1	Negligible	
Total	1,38,29,019	3,114	1,38,32,133	100	

RESOLUTION NO. 5 - Special Resolution

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

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,38,29,018	3,114	1,38,32,132	100	-
Dissent	1	0	1	Negligible	
Total	1,38,29,019	3,114	1,38,32,133	100	

RESOLUTION NO. 6 - Ordinary Resolution

Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020:

Item No.	Remote E-votes (Nos.)	Voting through Ballot Form at the AGM (Nos.)	Total (Nos.)	Percentage (%)	Invalid Votes (Nos.)
Assent	1,38,29,018	3,114	1,38,32,132	100	-
Dissent	1	0	1	Negligible	
Total	1,38,29,019	3,114	1,38,32,133	100	

All the 6 (Six) Resolutions mentioned in the Notice of AGM dated 30th April, 2019 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted at AGM through Ballot Forms with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting and manually in respect of the votes cast through Ballot Forms by the Shareholders of the Company at the venue of AGM. I shall arrange to hand

over these records to the Authorised Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

For Vikas R. Chomal & Associates,
Company Secretaries

Vikas R. Chomal
(Proprietor)
(Membership No.: ACS24941)
(Certificate of Practice No.: 12133)

The following were the witnesses to the unblocking the votes cast through Remote E-voting and through Ballot Box.

1) _____ 2) _____

I have received the Report:-

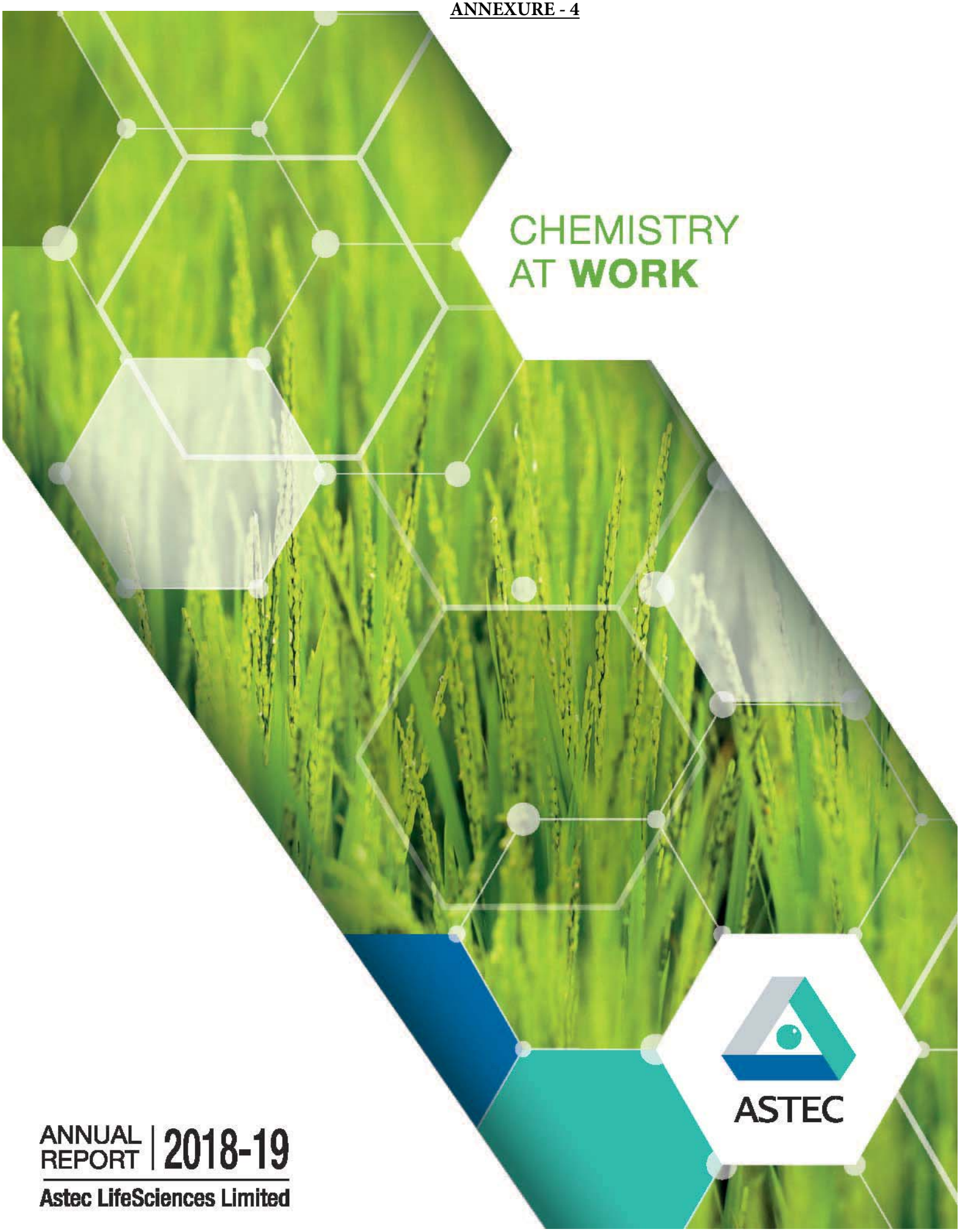
Signature:

Mr. Ashok V. Hiremath
Managing Director

Astec LifeSciences Ltd Mumbai

Date: 26th July, 2019
Place: Mumbai

ANNEXURE - 4



ANNUAL REPORT | 2018-19

Astec LifeSciences Limited

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Green Initiative **: Important Communication to Shareholders**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent through e-mail to the Shareholders. 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

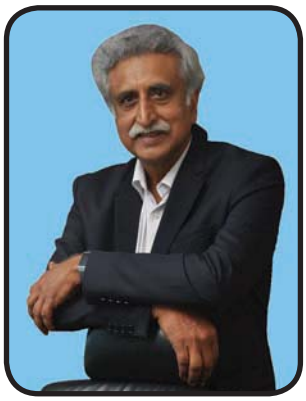
Mr. Vijay Kashinath Khot
Director

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	:	B S R & Co. LLP, Chartered Accountants
SECRETARIAL AUDITORS	:	BNP & Associates, Company Secretaries
COST AUDITORS	:	NNT & Co., Cost Accountants
BOARD COMMITTEES		
AUDIT COMMITTEE	:	Mr. Sitendu Sharma (Chairman) Mr. Vinod Malshe Dr. Leena Raje Mr. Vijay Kashinath Khot Dr. Brahma Nand Vyas (w.e.f. 1st August, 2018) 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. Saurav Bhala
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. Saurav Bhala
COMPANY SECRETARY & COMPLIANCE OFFICER	:	Ms. Tejal Jariwala (upto 31st October, 2018) Ms. Tejashree Pradhan (w.e.f. 1st November, 2018)
REGISTRAR AND SHARE TRANSFER AGENT	:	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra Tel. No.: 022 - 6263 8200, Fax No.: 022 - 6263 8299 Website: www.bigshareonline.com E-mail: info@bigshareonline.com
REGISTERED OFFICE	:	"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra Tel. No.: 022 - 2518 8010 Fax No.: 022 - 2261 8289 Website: www.astecls.com Email: 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 – 402 309, Maharashtra (2) B-16, MIDC Mahad, Birwadi Industrial Area, Mahad, District Raigad – 402 309, Maharashtra (3) Additional MIDC Plot No.: K-2/1/1, Mahad, District Raigad – 402 302, Maharashtra (4) Additional MIDC Plot No.: K-2/1/2, Mahad, District Raigad – 402 302, Maharashtra
RESEARCH & DEVELOPMENT CENTRE	:	F-39, MIDC - Phase-II Dombivili (East) – 421 204, District Thane, Maharashtra
BANKERS	:	ICICI Bank Limited

MANAGING DIRECTOR'S MESSAGE



Mr. Ashok V. Hiremath
Managing Director

Dear Shareholders,

Astec continued on its journey of sustained growth during the Financial Year 2018-19. Total Revenues grew by 16.64% from ₹ 37,895 Lakh during 2017-18 to ₹ 44,200 Lakh during 2018-19. Exports increased from 54.61% of Sales during 2017-18 to 56.38% of Sales during 2018-19. Profit After Tax (PAT) improved by 2.05%, from ₹ 3,497 Lakh during 2017-18 to ₹ 3,569 Lakh during 2018-19. PAT growth did not keep up with Revenue growth due to sudden changes in input costs in the last Quarter, which we were unable to pass on to our customers.

Problems in China continued due to strict environmental controls introduced by their Government in line with their 'blue skies' policy. This was compounded by some major accidents that shut down several major industrial hubs in China resulting in sharp and frequent increases in input costs which led to pressure on margin. However, Western and Japanese customers continue their strategy to de-risk their supply chain from China and this will result in further increase in demand for our products.

Astec's increased capacities were essential to responding to the increased demand for our products. Astec's long term relationships are key to getting a significant share of the increased demand.

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

A new plant to manufacture the intermediates was commissioned during 2018-19 and is performing as per expectations. This has led to improvement and stability in margins and less dependence on China.

We have also undertaken additional projects in this Financial Year to cater to new products and backward integration with a clear strategy to reduce our dependence on China and to be a preferred partner for new products that our customers need. We will also be installing and commissioning a new herbicide plant.

Our Research & Development (R&D) team continues to develop new products at a healthy pace. We will commercialize 2 (two) new products in the current Financial Year. We will also expand our R&D footprint during this year.

We are in the final stages of purchasing a new site for a major R&D Centre, which will result in a quantum jump in our R&D capabilities. We hope to commission this facility in the next 18 (eighteen) months.

Our Environment, Health and Safety team continued its excellent work. Your Company received the prestigious Indian Chemical Council award for "Excellence in Management of Health and Safety".

Your Company's short term rating has been upgraded from "A1" to "A1+" and the long term rating from "A" to "AA-".

Our CSR activities continued in line with the Group's Good and Green philosophy. We worked on projects in the area of education, water and sanitation. Our programme to enhance rural livelihood of communities in the areas of our manufacturing plants yielded good results.

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.

Your sincerely,

Ashok Hiremath
Managing Director
Astec LifeSciences Limited

FINANCIAL HIGHLIGHTS

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

Particulars	2018-19	2017-18	2016-17
Revenue from Operations	43,090.12	37,084.52	31,275.74
Earnings Before Exceptional Items, Interest, Tax, Depreciation and Amortisation	8,750.98	7,685.74	6,513.22
Profit / (Loss) Before Exceptional Items and Tax	5,579.33	5,152.57	3,922.93
Profit / (Loss) Before Tax	5,579.33	5,567.78	2,862.72
Profit / (Loss) After Tax	3,568.60	3,497.08	1,909.42
Other Comprehensive Income (Net of Tax)	18.69	(28.30)	(10.64)
Total Comprehensive Income	3,587.29	3,468.78	1,898.78
Earnings Per Share - Basic (in ₹)	18.26	17.91	9.79
Earnings Per Share - Diluted (in ₹)	18.23	17.88	9.77
Total Equity	20,246.49	16,968.69	13,798.55
Total Debt	17,566.79	12,457.48	12,655.96
Proposed Dividend, subject to approval of the Shareholders at the ensuing 25th AGM (per Equity Share of Face Value of ₹ 10/- each) (in ₹)	1.50	1.50	1.50

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

Particulars	2018-19	2017-18	2016-17
Revenue from Operations	43,090.12	37,084.52	31,340.35
Earnings Before Exceptional Items, Interest, Tax, Depreciation and Amortisation	8,762.94	7,690.13	6,526.23
Profit / (Loss) Before Exceptional Items and Tax	5,590.41	5,155.95	3,934.51
Profit / (Loss) Before Tax	5,590.41	5,571.16	2,874.30
Profit / (Loss) After Tax	3,576.54	3,503.74	1,917.86
Other Comprehensive Income (Net of Tax)	19.45	(28.89)	(4.97)
Total Comprehensive Income	3,595.99	3,474.85	1,912.90
Earnings Per Share - Basic (in ₹)	18.28	17.88	9.81
Earnings Per Share - Diluted (in ₹)	18.26	17.84	9.78
Total Equity	20,279.90	16,993.41	13,817.22
Total Debt	17,566.79	12,457.48	12,655.96

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: astecinvestors@godrejastec.com

NOTICE OF THE 25TH (TWENTY FIFTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th (Twenty Fifth) Annual General Meeting ("AGM") of the Shareholders of ASTEC LIFESCIENCES LIMITED will be held on Friday, 26th July, 2019 at 3.30 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, 2019:

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Statutory Auditors thereon.

2. Declaration of Final Dividend on Equity Shares for the Financial Year ended 31st March, 2019:

To declare Final Dividend @ 15% (Fifteen per cent) [i.e., @ ₹ 1.50 (Rupee One Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only)] for the Financial Year ended 31st March, 2019.

3. Appointment of Mr. Rakesh Dogra as a "Director", liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Rakesh Dogra (DIN: 07334098), who retires by rotation and, being eligible, offers himself for re-appointment.

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

"**RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Rakesh Dogra [Director Identification Number (DIN): 07334098] as a "Director", to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

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

To re-appoint Mr. Ashok V. Hiremath (DIN: 00349345) as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020, and to consider and if thought fit, to pass the following as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], read with Schedule V to the Companies Act, 2013 (as may be amended from time to time), and pursuant to resolutions passed by the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on 29th March,

2019, the approval of the Shareholders of the Company be and is hereby granted for re-appointment of Mr. Ashok V. Hiremath [Director Identification Number (DIN): 00349345] as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice of the 25th (Twenty Fifth) Annual General Meeting."

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

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

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

5. Re-appointment of Mr. Arijit Mukherjee as the "Whole-Time Director" of the Company:

To re-appoint Mr. Arijit Mukherjee (DIN: 07334111) as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022, and to consider and if thought fit, to pass the following as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], read with Schedule V to the Companies Act, 2013 (as may be amended from time to time), and pursuant to resolutions passed by the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on 30th April, 2019, the approval of the Shareholders of the Company be and is hereby granted for re-appointment of Mr. Arijit Mukherjee [Director Identification Number (DIN): 07334111] as "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice of the 25th (Twenty Fifth) Annual General Meeting."

"**RESOLVED FURTHER THAT** the remuneration and perquisites within the limit as set out in the Explanatory Statement be paid and allowed to Mr. Arijit Mukherjee for any Financial Year, notwithstanding any loss or inadequacy of profit during such Financial Year, subject to necessary compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force]."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Arijit Mukherjee at its discretion and as it may deem fit from time to time, so as to not exceed the limit specified under Schedule V to the Companies Act, 2013 and/or any other provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force]."

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

6. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020:

To consider and ratify the remuneration of M/s. NNT & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020 and if thought fit, to pass the following as an **Ordinary Resolution**:-

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], based on the recommendation of the Audit Committee of the Board of Directors, remuneration of M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904), the "Cost Auditors" appointed by the Board of Directors of the Company, for the Financial Year ending 31st March, 2020 for conducting audit of the cost records of the Company, of ₹ 50,000/- (Rupees Fifty Thousand Only) per annum, plus Goods and Service Tax (GST) and reimbursement of out-of-pocket expenses, be and is hereby ratified and approved."

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

NOTES:

1. 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 Nos. 4, 5 and 6 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 percent) of the total share capital of the Company. Shareholders 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 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 Annual 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.

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

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 from 10.00 a.m. (IST) to 5.30 p.m. (IST).

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

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 **Monday, 22nd July, 2019** to **Thursday, 25th July, 2019 (both days inclusive)**.

8. All documents referred to in Point Nos. 4, 5 and 6 of the accompanying Notice are available for inspection at the Registered Office of the Company from10.00 a.m. (IST) to 5.30 p.m. (IST) on all days except Saturdays, Sundays and Public Holidays, upto the date of the AGM.

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

10. Pursuant to Sections 101 and 136 of the Act read with the 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 either with the Company or with the Depository Participant(s). Shareholders holding shares in dematerialized form are requested to register their e-mail address with their Depository Participant(s) only. Shareholders of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request. For Shareholders who have not registered theire-mail addresses, physical copies would be sent by the permitted mode.

    Shareholders 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 dematerialized form) or with Bigshare Services Private Limited, Registrar and Share Transfer Agent ("Bigshare") (in case of Shares held in physical form).

    Shareholders may also note that the Notice of this Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website www.astecls.com for their download.

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 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 venue. 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 by **Monday, 5th August, 2019** to those persons or their mandates:

    (a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, 19th July, 2019** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

    (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Bigshare on or before **Friday, 19th July, 2019**.

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

Pursuant to the provisions of Sections 124 and125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the IEPF authority after complying with the procedure laid down under the said Rules.

The Company in compliance with the aforesaid provisions and the said Rules has transferred 2,571 (Two Thousand Five Hundred Seventy One) Equity Shares of the Face Value of ₹ 10/- each belonging to 18 (Eighteen) Shareholders underlying the unclaimed dividends for the Financial Year 2010-11. The market value of the Equity Shares transferred is approximately ₹ 13.84 Lakh considering the Share Price as on 31st March, 2019. Shareholders are requested to take note of the aforesaid newly notified Sections of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF.

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

Unclaimed/Unpaid Dividend:

Shareholders are informed that the dividend amount for the Financial Year 2011-12 remaining unclaimed shall become due for transfer on 25th October, 2019 to the Investor Education and Protection Fund established by the Central Government in terms of Section 124 of the Companies Act, 2013, on expiry of 7 (seven) years from the date of its declaration.

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

Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2011-12 is requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before 10th October, 2019. The Company is in the process of sending reminders to all such Shareholders at their registered addresses for claiming the unpaid/unclaimed dividend, which will be transferred to IEPF in due course.

The details of dividend declared from the Financial Year 2011-12 and the last date of transferring unclaimed and unpaid dividend declared by the Company for the Financial Year 2011-12 is as under:

Financial Year	Date of Declaration of Dividend	Dividend (%)	Dividend per Equity Share (in ₹)	Amount lying in the Unpaid Dividend Account as on 31st March, 2019 (in ₹)	Last date for claiming Unpaid/ Unclaimed dividend
2011-12	25.09.2012	5.00	0.50	75,756.50	25/10/2019
2012-13	17.09.2013	7.50	0.75	75,986.75	17/10/2020
2013-14	23.09.2014	10.00	1.00	1,07,612.00	23/10/2021
2014-15	22.09.2015	12.50	1.25	1,14,171.25	22/10/2022
2015-16	-	-	-	Nil	-
2016-17	28.07.2017	15.00	1.50	1,39,506.00	28/08/2024
2017-18	01.08.2018	15.00	1.50	1,25,559.00	01/09/2025

The Shareholders who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately. The detailed dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the Company in respect of dividends declared since 2010 are available on website of the Company, www.astecls.com.

Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared in Financial Year 2017-18, on the website of the Company, www.astecls.com.

14. Shareholders who have not encashed the dividend warrants for the previous year/s so far, are requested to make their claim with Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra, well in advance of the above due dates. Pursuant to the provisions of 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 1st August, 2018 (date of last AGM) on the website of the Company, www.astecls.com, as also on the website of the Ministry of Corporate Affairs (MCA).

15. Shareholders 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. Shareholders 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. Shareholders holding shares in electronic form may contact their respective Depository Participants 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. a) Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank accounts as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.

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

18. The details of the Directors seeking appointment and re-appointment under Item Nos. 3, 4 and 5 of this Notice is annexed hereto in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on “General Meetings”.

19. 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.

20. **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 Central Depository Services (India) Limited (CDSL) 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, 22nd July, 2019 (at 9.00 a.m. IST)** and ends on **Thursday, 25th July, 2019 (at 5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, 19thJuly, 2019**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL 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:

The details of the process and manner for remote e-voting are explained herein below:

(i) Log on to the e-voting website www.evotingindia.com .

(ii) Click on "Shareholders".

(iii) Now Enter your User ID:

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next, enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat Shareholders as well as physical Shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. • If both the details are not recorded with the Depository or the Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for "ASTEC LIFESCIENCES LIMITED" on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "Forgot Password"& enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under Help Section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from Sr. No. (i) to Sr. No. (xix) above to cast vote.

(B) The voting period begins on **Monday, 22nd July, 2019 (at 9.00 a.m. IST)** and ends on **Thursday, 25th July, 2019 (at 5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, 19th July, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

21. Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Shareholders can contact the Company or Bigshare for assistance in this regard. This is also further to the Circular issued by the Securities and Exchange Board of India on dematerialization of shares.

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

22. 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.
23. Mr. Vikas R. Chomal, Practicing Company Secretary (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.
24. A Shareholder can vote either by remote e-voting or at the AGM. In case a Shareholder votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
25. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.astecls.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
26. 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, 26th July, 2019**.
27. 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.
28. Route Map showing directions to reach to the venue of the 25th (Twenty Fifth) AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings."

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

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 30th April, 2019

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

ANNEXURE TO THE NOTICE FOR THE 25TH (TWENTY FIFTH) 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 25th (Twenty Fifth) Annual General Meeting of Astec LifeSciences Limited on **Friday, 26th July, 2019 at 3.30 p.m. (IST)**: -

ITEM NO. 4:

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 29th March, 2019, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020 and for the remuneration payable to him in such capacity.

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

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

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

Term:

Period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020.

Nature of Duties:

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

Remuneration:

- Basic Salary of ₹ 42,77,498/- (Rupees Forty Two Lakh Seventy Seven Thousand Four Hundred Ninety Eight Only) per annum effective from 1st April, 2019 upto 31st March, 2020.
- Other benefits, perquisites and allowances will be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time or as per the Rules of the Company.
- Bonus / performance linked incentives based on performance criteria laid down by the Board of Directors or the Nomination and Remuneration Committee.
- Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.
- The aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, as may be amended from time to time and shall be subject to requisite approvals, if and to the extent necessary.

- Mr. Ashok Hiremath shall not be paid any sitting fees for attending Meetings of the Board of Directors or of any Committee thereof.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in the Financial Year ending 31st March, 2020 during the currency of the tenure of Mr. Ashok V. Hiremath, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, with the requisite approvals.

Other Terms of Re-appointment:

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

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

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

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

ITEM NO. 5:

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 30th April, 2019, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Arijit Mukherjee as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022 and for the remuneration payable to him in such capacity.

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

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

The proposed remuneration and terms and conditions of appointment of Mr. Arijit Mukherjee are as given below:

Term:

Period of 3 (three) years, with effect from 4th May, 2019 upto 3rd May, 2022.

Nature of Duties:

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

Remuneration:

- Basic Salary of ₹ 26,13,163/- (Rupees Twenty Six Lakh Thirteen Thousand One Hundred Sixty Three Only) per annum effective from 4th May, 2019 in the range of ₹ 26,13,163/- (Rupees Twenty Six Lakh Thirteen Thousand One Hundred Sixty Three Only) to ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors, based on merit and taking into account the Company's performance for the year.
- Other benefits, perquisites and allowances will be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time or as per the Rules of the Company.
- Reimbursement of medical expenses incurred on self and family (wife and children) as per the rules of the Company.
- Bonus / performance linked incentives based on performance criteria laid down by the Nomination and Remuneration Committee and/or the Board of Directors.
- Contribution to Provident Fund and Gratuity Fund, if any, as per the Rules of the Company.
- The aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, as may be amended from time to time and shall be subject to requisite approvals, if and to the extent necessary.
- Mr. Arijit Mukherjee shall not be paid any sitting fees for attending Meetings of the Board of Directors or of any Committee thereof.

Minimum Remuneration:

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

Other Terms of Re-appointment:

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

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

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

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

ITEM NO. 6:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904), as the "Cost Auditors" of the Company for the Financial Year 2019-20, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on 30th April, 2019.

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

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

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

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

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

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

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 6.

The Board recommends the **Ordinary Resolution** set forth in Item No. 6 for approval of the Shareholders.

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

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 30th April, 2019

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

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 25TH(TWENTY FIFTH) 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. Rakesh Dogra (Director)	Mr. Ashok V. Hiremath (Managing Director)	Mr. Arijit Mukherjee (Whole – Time Director)
Director Identification Number (DIN)	07334098	00349345	07334111
Date of Birth (DD/MM/YYYY)	15/02/1967	31/05/1955	28/01/1970
Age (in years)	52	64	49
Nationality	Indian	Indian	Indian
Date of Appointment (DD/MM/YYYY)	26/07/2016 (Last appointment as "Director")	20/01/2018 (Last re-appointment as the "Managing Director")	04/05/2016 (Last appointment as the "Whole-Time Director")
Shareholding in the Company	0.00%	9.95%	-
Qualification	B.Sc.(Agriculture)	Graduate from University of Oxford, Master's degree of Arts (Engineering) from the University of Oxford and Post Graduate Diploma in Chemical Engineering from University of London	Post Graduate Diploma in Agriculture, B.Sc. (Agriculture)
Nature of expertise in specific functional areas	Specialised in Crop Protection Chemicals	About 40 years of experience in agrochemical manufacturing industry	-Defining product strategy through core positioning and strategic partnership -Developing Sales and Customer / Channel Management strategies -Leading a cross functional team to achieve revenue and P&L target
Number of Equity Shares held in the Company	600 Equity Shares	19,45,506 Equity Shares	-
Number of Board Meetings attended during the Financial Year 2018-19	4	6	6
Directorships held in other Companies*	-	-	-
Chairmanships of Committees in other companies**	-	-	-
Memberships of Committees in other companies**	-	-	-
Relationships between Directors of the Company *inter-se*	None	None	None

Name of Director	Mr. Rakesh Dogra (Director)	Mr. Ashok V. Hiremath (Managing Director)	Mr. Arijit Mukherjee (Whole – Time Director)
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.astecls.com.	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.astecls.com. The details of remuneration sought to be paid is given in the Explanatory Statement annexed to this Notice. Remuneration last drawn is ₹ 160.81 Lakh in Financial Year 2018-19.	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e., www.astecls.com. The details of remuneration sought to be paid is given in the Explanatory Statement annexed to this Notice. Remuneration last drawn is ₹ 64.11 Lakh in Financial Year 2018-19.

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

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

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

I. **General Information:**

(1) Nature of Industry: Agrochemicals

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

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

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

(₹ in Lakh)

Particulars	Financial Year ended 31st March, 2017	Financial Year ended 31st March, 2018	Financial Year ended 31st March, 2019
Sales Turnover (a) Domestic (b) Export	17,342.17 12,959.17	16,330.94 19,649.33	18,796.87 24,293.25
Total	**30,301.34**	**35,980.27**	**43,090.12**
Profit Before Tax	2,862.72	5,567.78	5,579.33
Profit After Tax	1,909.42	3,497.08	3,568.60
Basic Earning Per Share (EPS) (in ₹)	9.79	17.91	18.26
Property, Plant & Equipment and Intangible Assets (Net)	10,261.62	11,475.69	16,664.35
Paid-up Share Capital	1,951.29	1,952.77	1,955.27
Other Equity	11,847.26	15,015.92	18,291.22
Net Worth	**13,798.55**	**16,968.69**	**20,246.49**

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

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

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

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

II. Information about Mr. Ashok V. Hiremath (Managing Director) and Mr. Arijit Mukherjee (Whole – Time Director):

A. **Mr. Ashok Hiremath (Managing Director):**

i) Background Details:

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

ii) Past Remuneration:

For the Financial Year 2018-19, Mr. Ashok V. Hiremath's total remuneration was ₹ 160.81 Lakh.

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

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

iv) Remuneration Proposed:

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

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

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

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

Other than the remuneration stated above, Mr. Ashok V. Hiremath has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a Promoter of the Company holding 9.95% of the Paid-up Equity Share Capital of the Company.

B. **Mr. Arijit Mukherjee (Whole-Time Director):**

i) Background Details:

Mr. Arijit Mukherjee was looking after Pan-India Marketing operation of Agri Input Business, for Godrej Agrovet Limited. Mr. Arijit Mukherjee is a Graduate in Agriculture and holds a Post Graduate Diploma in Agri Business Management from Indian Institute of Management, Ahmedabad and he had been appointed as a "Whole - Time Director" of your Company with effect from 4th May, 2016 for a period of 3 (three) years upto 3rd May, 2019.

ii) Past Remuneration:

For the Financial Year 2018-19, Mr. Arijit Mukherjee's total remuneration was ₹ 64.11 Lakh.

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

Mr. Arijit Mukherjee has a vast experience of about 14 years in the Agri Inputs business and had been associated with Godrej Agrovet Limited, Holding Company since 2005. He has acquired rich knowledge and expertise in the field of Agri Inputs, starting with Sales and then moving to Marketing operation of Agri Input Business of Godrej Agrovet Limited. His functional areas of expertise include defining product strategy through core positioning and strategic partnership,developing sales and customer/channel management strategies and leading a cross functional team to achieve revenue and profitability target.

iv) Remuneration Proposed:

The remuneration of Mr. Arijit Mukherjee shall be as per the resolution stated above.

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

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

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

Other than the remuneration stated above and Stock Options granted to Mr. Arijit Mukherjee, he has no other pecuniary relationship, either directly or indirectly, with the Company.

III. Other Information

(1)	Reasons of loss or inadequate profits	The Company has not incurred loss in the preceding Financial Year 2018-19. However, the ever changing domestic and international market conditions, loss or inadequacy of profit cannot be ruled out. Hence, approval of the Shareholders by Special Resolution is being sought to pay minimum remuneration to Mr. Ashok Hiremath and Mr. Arijit Mukherjee during their tenure of re-appointment as mentioned above. With the expansion of manufacturing capacity of certain existing products and introduction of certain new products as planned by the Company, it is likely to increase the productivity and consequent increase in profits. The Company has identified contract manufacturing as a platform for future. The Company is able to provide its customers value addition due to its strong Research & Development (R&D) capabilities. The Company has made substantial investment to bring Environment, Health, Safety (EHS) standard to international levels. The Company is therefore optimistic of making substantial strides in developing this business segment and developing new products.
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

Remuneration package of the managerial persons is fully described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2018-19 of the Company.

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.

Industry Structure and Developments

Indian Economy & Agriculture Overview

Indian economy was one of the fastest growing economies during the Financial Year 2018-19, despite the growth rate being lower than the previous year. Higher growth was witnessed in sectors such as construction, financial services, real-estate and utilities, whereas, agriculture and mining grew at a lower rate. For the next fiscal year, Indian economy is expected to grow at a healthy pace, supported by increase in consumption and investments.

Financial Year 2018-19 was a tough year for the agricultural sector. The South West monsoon was 9% lower than the long period average rainfall (LPA – measured for the trailing 10 years' period). Further, the rainfall distribution was erratic and patchy with more than one-third of the country's districts reporting deficit rainfall.

For the Financial Year 2019-20, there is an expectation of a normal monsoon and weak impact of 'El Nino' as per the recent estimates of the Indian Meteorological Department (IMD). This augurs well for the agricultural sector and can result in strong demand for agrochemicals in the coming season.

Agrochemical Industry and Implications for the Company

China agrochemical supply chain disruption continues to impact the availability of key raw materials for the agrochemical companies in India during the Financial Year 2018-19 also. However, your Company has completed the backward integration facility during the Financial Year 2018-19,which reduces the dependence on raw material from China to an extent.

Globally, opportunity size for the agrochemical industry remains high with large number of molecules going off-patent in the next 3 to 5 years. Further, disruption in the supply of agrochemicals from China places India at a sweet spot with international firms, as the latter are looking at partnering with Indian manufacturers for contract manufacturing business. This provides a long-term revenue visibility tothe Indian agrochemical companies.

Company's Financial and Operational Performance

Your Company posted strong performance during the Financial Year 2018-19 as total income and profit before tax excluding exceptional items grew year-on-year by 16.7% and 8.4%, respectively. Godrej Agrovet Limited further increased its stake in Astec LifeSciences Limited and holds 57.67% stake in the Company as on 31st March, 2019.

During the year, revenue growth was supported by both - the export business and the domestic business. Going forward, your Company will continue to focus on developing manufacturing capabilities which should cater to the key changes emerging in agrochemical industry, both in the domestic and overseas markets. Your Company will also keep on working towards adding new customers for ensuring sustained business growth over the medium-term.

The key highlights of the Consolidated financials for the Financial Year ended 31st March, 2019 are as under:-

Particulars	Amount (₹ in Lakh)
Total Income	44,205.78
Earnings before Exceptional Items, Interest, Tax, Depreciation and Amortization	8,762.94
Profit Before Tax for the Financial Year 2018-19	5,590.41
Total Comprehensive Income for the Financial Year 2018-19	3,595.99

In the key financial ratios for the Financial Year ended 31st March, 2019, viz., the Debtors Turnover ratio, Inventory Turnover ratio, Interest Coverage ratio, Current ratio, Debt Equity ratio, Operating Profit margin, Net Profit margin and Return on Net Worth, there were no significant changes (i.e., change of 25% or more) as compared to the immediately preceding Financial Year ended 31st March, 2018.

Opportunities & Threats

Opportunities

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

Threats

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

A large part of your Company's operations are dependent on exports and need raw materials which may not be available in the domestic market, therefore, risk associated with the non-availability of these materials from overseas markets and with the foreign currency volatility always exists.

Segment-Wise Performance or Product- Wise Performance

Your Company has only 1 (one) reportable segment, i.e., Agrochemicals and total income from agrochemicals was ₹ 44,205.78 Lakh for the Financial Year 2018-19.

Risks and Concerns

As the overall Indian agriculture is dependent of South West monsoon, so any deviation severely impacts the domestic demand of agrochemicals. Also the crop pest incidences, complex, severity and possible reported resistance may adversely impact the usage of agrochemicals. Timely approval from Government authorities for commencement of the plant operations could be another risk which can impact the ability of the business to meet its manufacturing timelines.

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. Your 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 global as well as domestic demand for triazole fungicide is showing a strong demand. This is primarily driven by launch of few combination fungicides with new chemistries and existing molecules. Your 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 a proven track record. The total number of permanent employees on the rolls of the Company as on March 31, 2019 is 312. There have been no material developments in Human Resources during the Financial Year 2018-19. Your Company continues to remain focused and sensitive to the role of human resources in optimizing results in all its areas of working and its industrial relations also continue to be cordial.

DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

TO THE MEMBERS:

Your Directors have pleasure in presenting this 25th (Twenty Fifth) Directors' Report along with the Audited Financial Statements for the Financial Year ended 31st March, 2019.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's financial performance during the Financial Year 2018-19 as compared to that of the previous Financial Year 2017-18 is summarized below:-

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations	43,090.12	37,084.52	43,090.12	37,084.52
Other Income	1,110.07	810.62	1,115.66	810.62
Total Income	**44,200.19**	**37,895.14**	**44,205.78**	**37,895.14**
Total Expenses	**38,620.86**	**32,742.57**	**38,615.37**	**32,739.19**
Profit /(Loss) Before Exceptional Items and Tax	**5,579.33**	**5,152.57**	**5,590.41**	**5,155.95**
Less: Exceptional Gain/(Loss)	-	415.21	-	415.21
Profit /(Loss) Before Tax	**5,579.33**	**5,567.78**	**5,590.41**	**5,571.16**
Less: Current Tax	1,528.88	1,737.13	1,530.88	1,738.51
Less: Deferred Tax	442.22	206.99	442.94	207.77
Less: Adjustment for Tax of previous years (Net)	39.63	126.58	40.05	121.14
Profit/(Loss) After Tax	**3,568.60**	**3,497.08**	**3,576.54**	**3,503.74**
Other Comprehensive Income (Net of Tax)	18.69	(28.30)	19.45	(28.89)
Total Comprehensive Income	**3,587.29**	**3,468.78**	**3,595.99**	**3,474.85**
Total Comprehensive Income attributable to:				
- Owners of Astec LifeSciences Limited	N.A.	N.A.	3,593.13	3,461.51
- Non-controlling interests	N.A.	N.A.	2.86	13.34

(N.A.: Not Applicable)

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

REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY:

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

Your Company continues to maintain strong performance for the Financial Year 2018-19, with Revenue from Operations of the business growing by 16.2% and Profit Before Tax (PBT) excluding Exceptional Items increasing to ₹ 5,590.41 Lakh from ₹ 5,155.95 Lakh for the previous Financial Year 2017-18.

During the Financial Year 2018-19, revenue growth was supported both by the export business and the domestic business. Going forward, your Company will continue to focus on both the markets and develop manufacturing capabilities which should cater to the key changes emerging in agrochemical industry. Your Company will keep on working towards adding new multinational customers for ensuring sustained business growth.

There has been no change in the nature of business of your Company during the Financial Year 2018-19.

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

Your Company had the following 3 (three) subsidiaries during the Financial Year (F.Y.) 2018-19:-

(i) **Behram Chemicals Private Limited:**

During the Financial Year ended 31st March, 2019, Behram Chemicals Private Limited reported Profit Before Tax of ₹ 10.36 Lakh, as compared to Profit Before Tax of ₹ 6.53 Lakh during the previous Financial Year 2017-18.

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

For the year ended 31st March, 2019, Comercializadora Agricola Agroastrachem Cia Ltda reported Loss Before Tax of (₹ 0.05) Lakh, as compared to Loss Before Tax of (₹ 1.42) Lakh reported during the previous year.

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

During the year ended 31st March, 2019, Astec Europe Sprl reported Profit Before Tax of ₹ 0.75 Lakh, as compared to Loss Before Tax of (₹ 1.75) Lakh reported during the previous year.

3. DIVIDEND:

Your Directors have recommended a Final Dividend of 15% (Fifteen per cent) on the Equity Share Capital of your Company, i.e., ₹ 1.50 (Rupee One and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each for the Financial Year ended 31st March, 2019, subject to approval of the Shareholders at the ensuing 25th (Twenty Fifth) Annual General Meeting of the Company.

The Dividend will be paid to the Shareholders whose names appear in the Register of Members of the Company as on Friday, 19th July, 2019 and in respect of shares held in dematerialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that date.

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

4. TRANSFER TO RESERVES:

Your Directors do not propose to transfer any amount to any reserve during the Financial Year ended 31st March, 2019.

5. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

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

6. FINANCE:

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

During the Financial Year 2018-19, ICRA Limited have assigned the Credit Ratings for ₹ 45,500 Lakh Line of Credit (LOC) and ₹ 10,000 Lakh Commercial Paper programme availed by the Company, as under:-

1. Long-term rating from "[ICRA]A" (pronounced 'ICRA A') to "[ICRA]A+" (pronounced 'ICRA A plus'), which was further upgraded to "[ICRA]AA-" (pronounced 'ICRA double A minus');
2. Short-term rating from "[ICRA]A1" (pronounced 'ICRA A one') to "[ICRA]A1+" (pronounced 'ICRA A one plus'); and
3. Commercial Paper programme at "[ICRA]A1+" (pronounced 'ICRA A one plus').

7. SHARE CAPITAL:

The Authorized Equity Share Capital of the Company as on 31st March, 2019 was ₹ 25,00,00,000/- (Rupees Twenty Five Crore Only), comprising of 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each. The Paid-up Equity Share Capital as on 31st March, 2019 was ₹ 19,55,26,550/- (Rupees Nineteen Crore Fifty Five Lakh Twenty Six Thousand Five Hundred and Fifty Only) comprising of 1,95,52,655 (One Crore Ninety Five Lakh Fifty Two Thousand Six Hundred Fifty Five Only) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each.

During the Financial Year under review, the Company has allotted 25,000 (Twenty Five Thousand) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each pursuant to exercise of Options by the employees of the Company under Employees Stock Option Plan, 2012 (ESOP 2012) and Employees Stock Option Scheme, 2015 (ESOS 2015).

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

9. HOLDING COMPANY:

Godrej Agrovet Limited, a listed company (listed on BSE Limited and National Stock Exchange of India Limited), is, *inter-alia*, engaged in the business of manufacture and marketing of animal feeds, agricultural inputs and oil palm and is the Holding Company of your Company. The shareholding of Godrej Agrovet Limited in the Company as on 31st March, 2019 was 57.67% [i.e. 1,12,75,466 (One Crore Twelve Lakh Seventy Five Thousand Four Hundred Sixty Six) Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) each] of the Paid-up Equity Share Capital of the Company.

Godrej Agrovet Limited, in turn, is a subsidiary of Godrej Industries Limited, a listed company (listed on BSE Limited and National Stock Exchange of India Limited). Godrej Industries Limited was a subsidiary of Vora Soaps Limited upto 23rd December, 2018, which has now merged with Godrej Industries Limited.

During the Financial Year 2018-19, the Company has filed an application with the Hon'ble National Company Law Tribunal, Mumbai Bench for merger / amalgamation of the Company with Godrej Agrovet Limited (Holding Company) and the same is under process.

10. SUBSIDIARY COMPANIES:

Your Company had the following Subsidiary Companies during the Financial Year 2018-19:

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, 2019, Operating Profit, i.e., EBITDA is ₹ 11.24 Lakh, against Operating Profit of ₹ 7.44 Lakh reported for the Financial Year ended 31st March, 2018. Profit After Tax is ₹ 7.22 Lakh for the Financial Year ended 31st March, 2019, as compared to the Profit After Tax of ₹ 9.80 Lakh reported for the Financial Year ended 31st March, 2018.

2	**Astec Europe Sprl**	50.10%	This foreign subsidiary company, having its Registered Office in Belgium, Europe, is engaged in the business of distribution of Agrochemicals.	For the year ended 31st March, 2019, Operating Profit, i.e., EBITDA is ₹ 0.75 Lakh, against Operating Loss of (₹ 1.65) Lakh reported for the year ended 31st March, 2018. Profit After Tax is ₹ 0.75 Lakh for the year ended 31st March, 2019, as compared to the Loss After Tax of (₹ 1.75) Lakh reported for the year ended 31st March, 2018.
3	**Comercializadora Agricola Agroastrachem Cia Ltda**	100%	This foreign subsidiary company, having its Registered Office in Bogota, Colombia, is engaged in the business of obtaining product registrations in conformity with local laws of the country. This company is yet to start any major commercial activity.	For the year ended 31st March, 2019, Operating Loss, i.e., EBITDA is (₹ 0.05) Lakh, against Operating Loss of (₹ 1.42) Lakh reported for the year ended 31st March, 2018. Loss After Tax is (₹ 0.05) Lakh for the year ended 31st March, 2019, as compared to the Loss After Tax of (₹ 1.42) Lakh reported for the year ended 31st March, 2018.

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'**.

11. 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, www.astecls.com at the weblink http://www.astecls.com/financial-updates.aspx. These documents will also be available for inspection during all days except Saturdays, Sundays and Public Holidays between 10.00 a.m. (IST) to 4.00 p.m. (IST) at the Company's Registered Office in Mumbai, Maharashtra.

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 (Belgium, Europe), and (3) Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia).

12. DIRECTORS:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with and the Company's Articles of Association, Mr. Rakesh Dogra, Non-Executive, Non-Independent Director of the Company is liable to retire by rotation at the forthcoming 25th (Twenty Fifth) Annual General Meeting (AGM), and being eligible, has offered himself for re-appointment.

Upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 29th March, 2019, Mr. Ashok V. Hiremath has been re-appointed as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020, subject to approval of Shareholders at the ensuing AGM, on the terms and conditions as may be approved by the Shareholders.

Upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at their respective Meetings held on 30th April, 2019, Mr. Arijit Mukherjee has been re-appointed as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022, subject to approval of Shareholders at the ensuing AGM, on the terms and conditions as may be approved by the Shareholders.

Appropriate resolutions for re-appointment of Mr. Rakesh Dogra as the "Non-Executive, Non-Independent Director", Mr. Ashok V. Hiremath as the "Managing Director" and Mr. Arijit Mukherjee as the "Whole-Time Director", are being moved at the ensuing 25th (Twenty Fifth) AGM, which the Board of Directors recommends for your approval.

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

13. MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of your Company met 6 (six) times during the Financial Year ended 31st March, 2019 (on 2nd May, 2018, 1st August, 2018, 14th September, 2018, 26th October, 2018, 25th January, 2019 and 29th March, 2019). 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.

14. 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.

15. INDEPENDENT DIRECTORS:

Your Company has received declarations from all the 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 and the same have been taken on record by the Board after undertaking due assessment of the veracity of the same.

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

All the Independent Directors of the Company have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. The details of familiarization programmes attended by the Independent Directors during the Financial Year 2018-19 are available on the website of the Company, www.astecls.com at the weblink http://www.astecls.com/listing-compliance.aspx.

The Independent Directors met once during the Financial Year 2018-19, i.e., on 2nd May, 2018. The Meeting of the Independent Directors was conducted without the presence of the Chairman, Managing Director, Whole-Time Director and Non-Executive Directors.

16. 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, 2019, 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, 2019 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, 2019 have been prepared on a going concern basis;

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

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

17. KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013, during the Financial Year 2018-19:-

- Mr. Ashok V. Hiremath, Managing Director
- Mr. Arijit Mukherjee, Whole – Time Director
- Mr. Saurav Bhala, Chief Financial Officer
- Ms. Tejal Jariwala, Company Secretary & Compliance Officer (upto 31st October, 2018)
- Ms. Tejashree Pradhan, Company Secretary & Compliance Officer (w.e.f. 1st November, 2018)

18. STATUTORY AUDITORS:

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

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

19. COST RECORDS AND 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, cost records are required to be maintained by your Company and the same are required to be audited. The Company accordingly maintains the required cost accounts and records.

Your Board of Directors had, on recommendation of the Audit Committee, at its Meeting held on 2nd May, 2018, re-appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904) as the "Cost Auditors" of the Company for the Financial Year 2018-19.

Further, your Board of Directors have, on recommendation of the Audit Committee, at its Meeting held on 30th April, 2019, re-appointed M/s. NNT & Co. as the "Cost Auditors" for the Financial Year 2019-20 and their remuneration for the said Financial Year is being placed before the Shareholders for their ratification at the ensuing 25th (Twenty Fifth) Annual General Meeting of the Company.

20. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board of Directors had, on recommendation of the Audit Committee, at its Meeting held on 2nd May, 2018, appointed M/s. BNP & Associates, a firm of Company Secretaries in Practice (Firm Registration Number: P2014MH037400), Mumbai to undertake the Secretarial Audit of the Company for the Financial Year 2018-19.

The Secretarial Audit Report issued by M/s. BNP & Associates, Secretarial Auditors for the Financial Year ended 31st March, 2019, which is an unqualified report, is annexed herewith as **'Annexure B'**.

Your Board of Directors have, on recommendation of the Audit Committee, at its Meeting held on 30th April, 2019, re-appointed M/s. BNP & Associates as the "Secretarial Auditors" for the Financial Year 2019-20.

21. COMPLIANCE WITH THE SECRETARIAL STANDARDS:

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

22. AUDIT COMMITTEE:

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

Name of the Director	Category
Mr. Sitendu Sharma	Chairman (Independent Director)
Mr. Vinod Malshe	Member (Independent Director)
Dr. Leena Raje	Member (Independent Director)
Mr. Vijay Kashinath Khot	Member (Independent Director)
Dr. Brahma Nand Vyas	Member (Independent Director)
Mr. Ashok V. Hiremath	Member (Managing Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

During the Financial Year 2018-19, the Audit Committee was re-constituted by the Board of Directors with effect from 1st August, 2018, by inducting Dr. Brahma Nand Vyas, Independent Director of the Company as a Member of the Committee.

Audit Committee Meetings were held 5 (five) times during the Financial Year 2018-19 (on 2nd May, 2018, 1st August, 2018, 14th September, 2018, 26th October, 2018 and 25th January, 2019). The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee

Meetings as invitees. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Board has accepted all the recommendations of the Audit Committee.

23. NOMINATION AND REMUNERATION COMMITTEE:

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

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

During the Financial Year 2018-19, there was no change in the composition of the Nomination and Remuneration Committee.

Nomination and Remuneration Committee Meetings were held 4 (four) times during the Financial Year 2018-19 (on 2nd May, 2018, 26th October, 2018, 25th January, 2019 and 29th March, 2019).

24. 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)

During the Financial Year 2018-19, there was no change in the composition of the CSR Committee.

CSR Committee Meeting was held once during the Financial Year 2018-19 (on 2nd May, 2018).

CSR POLICY AND 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 to the Companies Act, 2013.

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

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

AMOUNT OF CSR SPENDING:

Your Company was required to spend ₹ 57.46 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 2018-19. Your Company has spent ₹ 57.53 Lakh towards CSR Activities. Your Company is in process of taking up different projects for the improvement of sanitation, agriculture and livelihoods as well as education and skilling, for the communities in the areas where it operates.

ANNUAL REPORT ON CSR ACTIVITIES:

The Annual Report on CSR Activities for the Financial Year 2018-19 is annexed herewith as '**Annexure C**'.

25. RISK MANAGEMENT & RISK MANAGEMENT COMMITTEE:

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. Saurav Bhala	Member (Chief Financial Officer)

During the Financial Year 2018-19, there was no change in the composition of the Risk Management Committee.

Meeting of the Risk Management Committee was held once during the Financial Year 2018-19 (on 25th January, 2019).

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

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

26. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

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

During the Financial Year 2018-19, there was no change in the composition of the Stakeholders' Relationship Committee.

Meeting of the Stakeholders' Relationship Committee held once during the Financial Year 2018-19 (on 25th January, 2019).

Ms. Tejal Jariwala, Company Secretary & Compliance Officer (upto 31st October, 2018) and thereafter Ms. Tejashree Pradhan (w.e.f. 1st November, 2018) was the Secretary to Stakeholders' Relationship Committee. The Company Secretary and Compliance Officer attends all the Meetings of the Stakeholders' Relationship Committee.

The details of Investor Complaints during the Financial Year 2018-19 are as follows:

Complaints outstanding as on 1st April, 2018	0
(+) Complaints received during the Financial Year ended 31st March, 2019	1
(-) Complaints resolved during the Financial Year ended 31st March, 2019	1
Complaints outstanding as on 31st March, 2019	0

There are no pending share transfers as on 31st March, 2019.

27. COMPENSATION COMMITTEE:

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

Name of the Member	**Category**
Mr. Sitendu Sharma	Chairman (Independent Director)
Mr. Vinod Malshe	Member (Independent Director)
Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

During the Financial Year 2018-19, there was no change in the composition of the Compensation Committee.

Compensation Committee Meetings were held 4 (four) times during the Financial Year 2018-19 (on 2nd May, 2018, 1st August, 2018, 26th October, 2018 and 25th January, 2019).

28. MANAGING COMMITTEE:

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

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

During the Financial Year 2018-19, there was no change in the composition of the Managing Committee.

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

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

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

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

1) Ms. Tejal Jariwala, Presiding Officer (upto 31st October, 2018)
   Ms. Tejashree Pradhan, Presiding Officer (w.e.f. 1st November, 2018);
2) Dr. Leena Raje, Member;
3) Mr. Saurav Bhala, Member;
4) Mr. Ritesh Bhardwaj, Member;

5) Ms. Sanjivani Sadani, Member;

6) Ms. Sharmila Kher, Member.

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

The details of complaints with the ICC during the Financial Year 2018-19 are as follows:

Complaints outstanding as on 1st April, 2018	Nil
(+) Complaints filed during the Financial Year ended 31st March, 2019	Nil
(-) Complaints disposed off during the Financial Year ended 31st March, 2019	Nil
Complaints outstanding as on 31st March, 2019	Nil

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

30. RELATED PARTY TRANSACTIONS:

All Related Party Transactions entered into by your Company during the Financial Year 2018-19 were on arm's length basis and in the ordinary course of business. There were no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee of the Board of Directors was obtained for all the Related Party Transactions. Accordingly, as per provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in Form AOC-2 is not applicable. Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 49 of the Standalone Financial Statements, forming part of the Annual Report. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

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

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

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

32. CORPORATE GOVERNANCE:

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

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

33. POLICIES OF THE COMPANY:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandated the formulation of certain policies for all listed companies. All our Corporate Governance Policies are available on the Company's website,

www.astecls.comat the weblink http://www.astecls.com/codes-and-policies.aspx. The Policies are reviewed periodically by the Board and its Committees and are updated based on the need and new compliance requirement.

The key Policies that have been adopted by the Company are as follows:	
Risk Management Policy	The Company has in place, a Risk Management Policy which was framed by the Board of Directors of the Company. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, cyber security, property, regulatory, reputational and other risks and the Company has in place an adequate Risk Management infrastructure capable of addressing these risks. The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of the Company.
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 education, sanitation, environment, etc.
Policy for Determining Material Subsidiaries	This Policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company in order to comply with the requirements of Regulation 16(1)(c), Regulation 24 and Regulation 24A of the Listing Regulations. At present, your Company does not have any material subsidiary.
Nomination and Remuneration Policy	This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management Employees.
Whistle Blower Policy / Vigil Mechanism	Your Company has a Vigil Mechanism / Whistle Blower Policy. The purpose of the Policy is to enable employees to raise concerns regarding unacceptable improper practices and/ or any unethical practices in the organization without the knowledge of the Management. The Policy provides adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to Mr. Sitendu Sharma, Chairman of the Audit Committee, in appropriate or exceptional cases.
Policy on Prevention of Sexual Harassment at Workplace	This Policy provides for a proper mechanism for redressal of complaints of sexual harassment.
Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions	This Policy regulates all transactions between the Company and its Related Parties.

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.
Archival Policy	This Policy is framed pursuant to the provisions of the Listing Regulations. As per this Policy, all such events or information which have been disclosed to the Stock Exchanges are required to be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter in terms of the Policy.
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.
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)	The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.
Policy for Procedure for Inquiry in case of Leak of Unpublished Price Sensitive Information (UPSI)	This Policy lays down a procedure for inquiry to be followed in case of leak of Unpublished Price Sensitive Information (UPSI).
Code of Conduct for the Board of Directors and Senior Management Personnel	Your Company has in place, a Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which your Company is strongly committed. The Directors and Senior Management Personnel of your Company have complied with the Code during the Financial Year 2018-19.
Policy to promote Board Diversity	This Policy endeavours to promote diversity at Board level, with a view to enhance its effectiveness.
Policy on Familiarization Programmes for Independent Directors	Your Company has a Policy on Familiarization Programmes for Independent Directors, which lays down the practices followed by the Company in this regard, on a continuous basis.
Human Rights Policy	Your Company has in place, a Human Rights Policy which demonstrates the Company's commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business.

34. MANAGERIAL REMUNERATION:

It is hereby confirmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees of the Company during the Financial Year 2018-19 was as per the Nomination and Remuneration Policy of the Company.

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

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2018-19 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2018-19 is as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the Financial Year 2018-19 (₹ in Lakh)	% increase in Remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director to Median Remuneration of Employees
1.	Mr. Nadir B. Godrej, Chairman, Non-Executive Non- Independent Director	Nil	-	Nil
2.	Mr. Ashok V. Hiremath, Managing Director	160.81	23.82%	56.30 : 1
3.	Mr. Arijit Mukherjee, Whole Time Director	64.11	31.72%	23.87 : 1
4.	Mr. Balram Singh Yadav, Non-Executive Non- Independent Director	Nil	-	Nil
5.	Mr. Rakesh Dogra, Non-Executive Non-Independent Director	Nil	-	Nil
6.	Mr. Brahma Nand Vyas, Non-Executive Independent Director	Nil	-	Nil
7.	Mr. Vijay Kashinath Khot, Non-Executive Independent Director	Nil	-	Nil
8.	Mr. Sitendu Sharma, Non- Executive Independent Director	Nil	-	Nil
9.	Mr. Vinod Malshe, Non-Executive Independent Director	Nil	-	Nil
10.	Dr. Leena Raje, Non-Executive Independent Director	Nil	-	Nil
11.	Mr. Saurav Bhala, Chief Financial Officer	41.64	17.07%	Not Applicable
12.	Ms. Tejal Jariwala *, Company Secretary & Compliance Officer	7.87	33.31%	
13.	Ms. Tejashree Pradhan **, Company Secretary & Compliance Officer	Nil	Not Applicable	

*Resigned with effect from close of business hours on 31st October, 2018
**Appointed with effect from 1st November, 2018

(ii) The percentage increase in the median remuneration of employees in the Financial Year	9.15%
(iii) The number of permanent employees on the rolls of Company	312 as on 31st March, 2019

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in Remuneration of Employees during the Financial Year 2018-19 was 7.77% as compared to Average percentage increase in remuneration of Managerial Personnel which was 51.12%.

35. PARTICULARS OF EMPLOYEES:

The disclosure as per Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of this Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the Report and Financial Statements are being sent to the Shareholders, excluding the disclosure on particulars of employees. This is available for inspection by the Shareholders at the Registered Office of your Company during business hours (i.e., from 10.00 a.m. to 5.30 p.m.) on working days of the Company upto the date of the ensuing 25th (Twenty Fifth) Annual General Meeting. If any Shareholder is interested in obtaining a copy thereof, such Shareholder may write an e-mail to astecinvestors@godrejastec.com.

36. 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 2018-19**		
	Sr.	**Name of Director / KMP**	**Date of Appointment / Re-appointment / Resignation**
	(i)	Ms. Tejal Jariwala	Resigned as the "Company Secretary & Compliance Officer" with effect from close of business hours on 31st October, 2018
	(ii)	Ms. Tejashree Pradhan	Appointed as the "Company Secretary & Compliance Officer" with effect from 1st November, 2018
3	**Names of Companies which have become or have ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the Financial Year 2018-19**		None
4	**Details of Deposits covered under Chapter V of the Companies Act, 2013**		(i) Accepted during the year: Nil (ii) Remained unpaid or unclaimed during the year: Nil (iii) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and total amount involved: a. At the beginning of the year : Nil b. Maximum during the year : Nil c. At the end of the year : Nil (iv)Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013: None

5	**Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals, impacting the going concern status and the Company's operations in future**	No significant and material orders have been passed by the regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
6	**Details in respect of Adequacy of Internal Financial Controls with reference to the Financial Statement**	Adequate internal control checks are available in the opinion of the Board of Directors.

37. EXTRACT OF ANNUAL RETURN:

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

38. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

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

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

UNCLAIMED/UNPAID DIVIDEND:

The dividend amount for the Financial Year 2011-12 remaining unclaimed shall become due for transfer on 25th October, 2019 to the Investor Education and Protection Fund established by the Central Government in terms of Section 124 of the Companies Act, 2013 on expiry of 7 (seven) years from the date of its declaration. The Company is in the process of sending reminders to all such Shareholders at their registered addresses for claiming the unpaid/unclaimed dividend, which will be transferred to IEPF in the due course.

The detailed dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the Company in respect of dividends declared since 2010 are available on website of the Company, www.astecls.com at the weblink http://www.astecls.com/unclaimed-dividend.aspx. Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared in Financial Year 2017-18, on the website of the Company.

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

There are no adverse remarks or qualifications, reservations, remarks or disclaimers made by the Statutory Auditors and Secretarial Auditors in their respective Reports for the Financial Year 2018-19.

40. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2018-19 TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE DIRECTORS'

REPORT (I.E., FROM 1ST APRIL, 2019 UPTO 30TH APRIL, 2019), IF ANY:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year 2018-19 to which the Financial Statements relate and the date of the Directors' Report (i.e., from 1st April, 2019 upto 30th April, 2019).

41. 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.

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 25th (Twenty Fifth) Annual General Meeting.

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

42. FRAUD REPORTING:

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

43. ADDITIONAL INFORMATION:

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

44. LISTING FEES:

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

45. DEPOSITORY SYSTEM:

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

46. RESEARCH AND DEVELOPMENT (R&D):

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

47. 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**'.

48. HUMAN RESOURCES:

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

49. 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.

50. CAUTIONARY STATEMENT:

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

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

Ashok V. Hiremath
Managing Director
DIN: 00349345

Arijit Mukherjee
Whole Time Director
DIN: 07334111

Place: Mumbai

Date: 30th April, 2019

ANNEXURE A TO BOARD'S REPORT:

FORM NO. AOC-1

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

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

PART A (Information in respect of each Subsidiary to be presented)

(₹ in Lakh)

Sr. No.	Particulars	Names of Subsidiary Companies		
		Behram Chemicals Private Limited (India)	**Astec Europe Sprl (Belgium, Europe)**	**Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia)**
1	Reporting Period	01.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019
2	Reporting Currency and Exchange rate as on last date of the relevant Financial Year	Indian Rupee	EURO (Exchange Rate 77.7024)	Columbian Peso (Exchange Rate 0.0217)
3	Share Capital	60.00	11.40	1.00
4	Reserves and Surplus	33.68	(13.40)	(10.38)
5	Total Assets	96.09	6.21	0.30
6	Total Liabilities	2.42	8.22	9.68
7	Investments	-	-	-
8	Turnover	-	-	-
9	Profit Before Taxation	10.36	0.75	(0.05)
10	Provision for Taxation	2.71	-	-
11	Adjustment of Tax for earlier years	0.42	-	-
12	Profit After Taxation	7.22	0.75	(0.05)
13	Proposed Dividend	-	-	-
14	% Shareholding	65.63%	50.10%	100.00%

Notes:

1. **Name of Subsidiaries which are yet to commence operations:**
   Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia), is 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 has been liquidated or sold during the Financial Year 2018-19.

PART B: (Information in respect of Associates and Joint Ventures to be presented)
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: Not Applicable since the Company does not have any Associate Companies and Joint Ventures.

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

Ashok V. Hiremath
(Managing Director)
(DIN: 00349345)

Arijit Mukherjee
(Whole-Time Director)
(DIN: 07334111)

Saurav Bhala
(Chief Financial Officer)
(ICAI Memb. No. 062106)

Tejashree Pradhan
(Company Secretary & Compliance Officer)
(ICSI Memb. No. FCS 7167)

Place: Mumbai
Date: 30th April, 2019

ANNEXURE B TO BOARD'S REPORT:

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

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

To,

The Members,

Astec LifeSciences Limited
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East),
Mumbai- 400079.

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 April 1, 2018 to March 31, 2019 ("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 framed thereunder;

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

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

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

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

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

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

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

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

We have also examined, on a 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 Secretarial Standards related to the Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

During the Audit Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the Audit Period, provisions of the following Regulations were not applicable to the Company:

i. 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;

ii. The following Regulations and Guidelines prescribed under the SEBI Act: -

   a) The Securities and Exchange Board of lndia (lssue of Capital and Disclosure Requirements) Regulations, 2009;

   b) The Securities and Exchange Board of lndia (Delisting of Equity Shares) Regulations, 2009 and

   c) The Securities and Exchange Board of lndia (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. There was no change in the composition of the Board of Directors that took place during the audit period under review.
- Adequate notice was given to all Directors of the Company to schedule the Board Meetings (including Committees), Agenda and detailed notes on Agenda were sent at least 7 (seven) days in advance, and 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 Audit Period.

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.

We further report that during the review period, the Board of Directors at its Meeting held on September 14, 2018, *inter alia*, approved the amalgamation of the Company with Godrej Agrovet Limited, the Holding Company.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Sd/-

B. Narasimhan
Partner
FCS 1303 / CP No. 10440

Place: Mumbai

Date: April 30, 2019

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 SECRETARIAL AUDIT REPORT

To,

The Members,

Astec LifeSciences Limited

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

1. The 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 fairness, 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 BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

Sd/-
B. Narasimhan
Partner
FCS 1303 / CP No. 10440

Place: Mumbai
Date: April 30, 2019

ANNEXURE C TO BOARD'S REPORT:

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:**

CSR POLICY:

The CSR initiatives of the Company focus on holistic development of host communities and create social, environmental and economic value to the society. To pursue these objectives, the Company 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 the Company's manufacturing sites and timely measure the effectiveness of projects implemented;
- Contribute 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.

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.

PROJECTS OUTLINE:

As part of CSR, the Company has been actively working in three areas of focus for Financial Year 2018-19:

- **Sanitation**: The Company enabled construction of 24 (twenty-four) toilets at 12 (twelve) tribal schools in rural areas of Palghar (Maharashtra), to provide an environment of holistic learning and promote education and bring about awareness on sanitation.
- **Agriculture and Livelihoods**: The Company established the integrated rural livelihoods program where trainings, awareness and capacity is undertaken for smallholder farmers to improve their household income from farm and non-farm sources. There is a special focus to work with women farmers and create income models for landless farmers. The Company is working on agriculture, livestock development and enterprise management in these villages. Today the Company is working in 9 (nine) villages of Mahad (Maharashtra) with close to 2,180 (Two Thousand One hundred Eighty) households towards this goal.
- **Education & Skilling**: Provides scholarships to girl students from underprivileged backgrounds to enable them acquire vocational skills towards livelihood enhancement. The Company also undertakes infrastructure and repair works, mobile libraries, sports equipment at local government schools at Mahad (Maharashtra) and supports schools in facilitating a better environment for holistic education.

2. **Composition of the CSR Committee:**

The composition of the CSR Committee during the Financial Year 2018-19 was as follows:

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:** ₹ 2,873.05 Lakh

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** ₹ 57.46 Lakh

5. **Details of CSR spent during the financial year.**

   (a) **Total amount to be spent for the financial year:** ₹ 57.46 Lakh

   (b) **Amount unspent, if any:** Nil

   (c) **Manner in which the amount spent during the financial year is detailed below (all numbers are ₹ in Lakh)**

Sr. No.	CSR Project or Activity	Sector in which the Project is covered	Location of Projects or Programmes 1. Local area or Other 2. District (State) in which Projects or Programmes	Amount of Outlay (Budget) Project or Programme wise (₹ in Lakh)	Amount spent on projects: 1) Direct Expenditure 2)Overheads (₹ in Lakh)	Cumulative Expenditure upto the reporting period (₹ in Lakh)	Amount spent – directly or through the implementing agency (Amount spent; Implementing agency name; Legal structure of the agency; Date of establishment of implementing agency)
1	Aimed to promote education for girl students from underprivileged existing scholarship fund established to sponsor vocational skills courses for has been enhanced	Schedule (VII) (vii) Employment enhancing vocational skills (ii)Promotion of education	1. Other 2. Mumbai (Maharashtra)	5.00	1. Direct Expenditure- 5.00 2. Overheads-NIL	5.00	Implementing Agency: SPRJ Kanya Shala Trust (Registered Trust – 1950)
2	Aimed to promote education by creating safe, model schools at local villages to improve infrastructure support for government schools like undertaking painting of schools, provide drinking water storage tanks, undertake repair works towards building a holistic educational environment	Schedule (VII) (i) Eradicating hunger, poverty and malnutrition (ii) Promotion of education	1. Local 2. Raigad (Maharashtra)	5.00	1. Direct Expenditure- 4.16 2. Overheads-NIL	9.16	Direct Implementation

3	Implementation of an integrated rural livelihoods program aimed at enhancing livelihoods for small holder farmers, (especially women farmers) by strengthening secondary sources of household incomes through training and capacity building in agriculture and livestock management practices	Schedule (VII) (ii) Livelihoods enhancement (x) Rural Development Livelihoods enhancement	1. Local 2. Raigad (Maharashtra)	40.00	1. Direct Expenditure- 44.30 2. Overheads-NIL	53.46	Implementing Agency: Anubhav Pratishthan Trust (Registered Trust – 2013)
4	Improve sanitation facilities for tribal schools by construction of toilets for male and female students to create a holistic school environment aimed to promote education at villages	Schedule (VII) (i) Eradicating hunger, poverty and malnutrition (ii)Promotion of education	1. Others 2. Palghar (Maharashtra)	5.00	1. Direct Expenditure- 3.00 2. Overheads-NIL	56.46	Implementing Agency: Sankalp Foundation (Registered Trust – 2015)
5	Assessment of CSR initiatives undertaken in the local areas to improve stakeholder engagement and improve program delivery mechanism	Schedule (VII) (i) Eradicating hunger, poverty and malnutrition (iv) Environmental Sustainability	1. Local 2. Raigad (Maharashtra)	2.46	1. Direct Expenditure- 1.06 2. Overheads-NIL	1.06	Implementing Agency: Green Earth Social Development Consulting Private Limited (Company incorporated under the Companies Act, 1956)
	Total			**57.46**	**57.53**		

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

   Not Applicable. The Company has spent more than the prescribed amount as a part of CSR expenditure during the Financial Year 2018-19.

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 (MCA). The implementation and monitoring of the Company's CSR Policy is in compliance with the CSR objectives and policies as laid down in this Report. The Board of Directors of the Company and the CSR Committee are responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of the Company's intentions

to contribute to the greater good of the society. The Company has undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in its CSR Policy. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to ensure the projects go on smoothly as planned.

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

Ashok V. Hiremath	**Vinod Malshe**
Managing Director	**Director& Chairman – CSR Committee**
(DIN: 00349345)	**(DIN: 00642540)**

Place: Mumbai
Date: 30th April, 2019

ANNEXURE D TO THE BOARD'S REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

As at the Financial Year ended 31st March, 2019

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

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	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	L15410MH1991PLC135359	Holding Company	57.67%	Section 2(46)
2	**Godrej Industries Limited** Registered Office: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India	L24241MH1988PLC097781	Holding Company (Holding Company of the Company's Holding Company)	Nil (No direct Share-holding)	Section 2(46)

3.	**Vora Soaps Limited** Registered Office: Eastern Express Highway, Vikhroli, Mumbai – 400 079 Maharashtra, India	U24241MH1979PLC021804	Holding Company upto 23rd December, 2018 (Ultimate Holding Company) (Now stands merged with Godrej Industries Limited)	Nil (No direct Share-holding)	Section 2(46)
4.	**Behram Chemicals Private Limited** Registered Office: Godrej One, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 Maharashtra, India	U24100MH1993PTC071480	Subsidiary Company	65.63%	Section 2(87)(ii)
5.	**Astec Europe Sprl** Registered Office: Siège : 'rue de Pont, 33 7500 Tournai,' Belgium, Europe	Foreign Company	Subsidiary Company	50.10%	Section 2(87)(ii)
6.	**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, 2019

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	19,36,330	0	19,36,330	9.92*	19,45,506	0	19,45,506	9.95	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	1,12,07,242	0	1,12,07,242	57.39**	1,12,75,466	0	1,12,75,466	57.67	0.28
f) Any Other: Directors Relatives	0	0	0	0	0	0	0	0	0
Sub-total (A) (1)	**1,31,43,572**	**0**	**1,31,43,572**	**67.31**	**1,32,20,972**	**0**	**1,32,20,972**	**67.62**	**0.31**
(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)	**1,31,43,572**	**0**	**1,31,43,572**	**67.31**	**1,32,20,972**	**0**	**1,32,20,972**	**67.62**	**0.31**

*Difference in % of shareholding is also due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 19,500 Equity Shares under Employee Stock Options Plan, 2012 (ESOP 2012) and 5,500 Equity Shares under Employee Stock Options Scheme, 2015 (ESOS 2015) and 9,176 Equity Shares were kept as collateral against margin requirement for transactions done in the F&O Segment of NSE.
**On 28thMarch, 2018, Godrej Agrovet Limited acquired additional 10,643 Equity Shares aggregating to total shareholding of 1,12,17,885 Equity Shares, i.e.,57.44%, which was subsequently reflected in the Register of Members dated 6thApril, 2018.

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)	
(1) Institutions									
a) Mutual Funds	3,99,922	0	3,99,922	2.05	4,04,693	0	4,04,693	2.07	0.02
b) Banks / Financial Institutions	23,317	0	23,317	0.12	6,378	0	6,378	0.03	(0.09)
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)	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify) Foreign Portfolio Investors	1,50,951	0	1,50,951	0.77	1,73,783	0	1,73,783	0.89	0.12
Sub-total (B)(1)	**5,74,190**	**0**	**5,74,190**	**2.94**	**5,84,854**	**0**	**5,84,854**	**2.99**	**0.05**
(2) Non-Institutions									
a) Bodies Corporates									
(i) Indian	8,00,534	0	8,00,534	4.10	7,39,585	0	7,39,585	3.78	(0.32)
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ₹1 Lakh	27,38,836	105	27,38,941	14.03	25,96,140	606	25,96,746	13.28	(0.75)
(ii) Individual Shareholders holding nominal share capital in excess of ₹1Lakh	17,80,141	0	17,80,141	9.12	18,24,146	0	18,24,146	9.33	0.21
c) Others (Specify)									
(i) Trust	0	0	0	0	0	0	0	0.00	0
(ii) Clearing Member	1,19,815	0	1,19,815	0.61	49,880	0	49,880	0.26	(0.36)
(iii) Non Resident Indian	3,59,660	0	3,59,660	1.84	5,23,174	0	5,23,174	2.68	0.83
(iv) Directors & their Relatives	8,003	0	8,003	0.04	8,003	0	8,003	0.04	(0.00)
(v) Investor Education and Protection Fund	2,724	0	2,724	0.01	5,295	0	5,295	0.03	0.01
(vi) NBFC Registered with RBI	75	0	75	0.00	0	0	0	0.00	(0.00)
Sub-total (B)(2)	**58,09,788**	**105**	**58,09,893**	**29.75**	**57,46,223**	**606**	**57,46,829**	**29.39**	**(0.36)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**63,83,978**	**105**	**63,84,083**	**32.69**	**63,31,077**	**606**	**63,31,683**	**32.38**	**(0.31)**
C. Shares held by Custodian for GDRs & ADRs (C)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**1,95,27,550**	**105**	**1,95,27,655**	**100**	**1,95,52,049**	**606**	**1,95,52,655**	**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	19,36,330	9.92	0	19,45,506	9.95	0	0.03
2	Godrej Agrovet Limited	1,12,07,242	57.39*	0	1,12,75,466	57.67	0	0.28
	Total	**1,31,43,572**	**67.31**	**0**	**1,32,20,972**	**67.62**	**0**	**0.31**

*On 28th March, 2018, Godrej Agrovet Limited acquired additional 10,643 Equity Shares aggregating to total shareholding of 1,12,17,885 Equity Shares, i.e.,57.44%, which was subsequently reflected in the Register of Members dated 6th April, 2018.

(iii) Change in Promoters' Shareholding

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, 2018	1,31,43,572	67.31	-	-
Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.):	-	-	77,400	0.40*
At the end of the year - As on 31st March, 2019	-	-	1,32,20,972	67.62

Note:

Increase: Godrej Agrovet Limited acquired 10,643 Equity Shares on 28.03.2018 (which was subsequently reflected in the Register of Members dated 6th April, 2018); Acquired 25,889 Equity Shares on 27.02.2019; Acquired 3,812 Equity Shares on 01.03.2019; Acquired 12,915 Equity Shares on 20.03.2019; Acquired 2,316 Equity Shares on 22.03.2019; Acquired 3,200 Equity Shares on 25.03.2019; Acquired 9,449 Equity Shares on 26.03.2019;

Mr. Ashok V. Hiremath had kept 9,176 Equity Shares as collateral against margin requirement for transactions done in the F&O Segment of NSE.

*Difference in % of shareholding is also due to increase in Paid-up Equity Share Capital of the Company on account of allotment of 19,500 Equity Shares under Employee Stock Options Plan, 2012 (ESOP 2012) and 5,500 Equity Shares under Employee Stock Options Scheme, 2015 (ESOS 2015) and 9,176 Equity Shares were kept as collateral against margin requirement for transactions done in the F&O Segment of NSE.

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

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

Note:

Increase: Acquired 77,000 Equity Shares on 01.03.2019; Acquired 3,16,087 Equity Shares on 22.03.2019;
Decrease: Sold 3,93,087 Equity Shares on 14.09.2018

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

Note:
Increase**:** Nil
Decrease**:** Nil

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

Note:
Increase**:** Nil
Decrease**:** Nil

4. **OWN 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	2,56,202	1.31	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	1,663	0.01
At the end of the Year (or on the date of separation, if separated during the year)	-	-	2,57,865	1.32

Note:
Increase: Acquired 1,663 Equity Shares on 17.08.2018;
Decrease: Nil

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

Note:

Increase: Acquired 75,000 Equity Shares on 30.06.2018; Acquired 30,000 Equity Shares on 23.11.2018; Acquired 1,00,000 Equity Shares on 29.03.2019

Decrease: Sold 25,000 Equity Shares on 13.04.2018; Sold 50,000 Equity Shares on 20.04.2018; Sold 25,000 Equity Shares on 01.08.2018; Sold 5,000 Equity Shares on 16.11.2018; Sold 1,00,000 Equity Shares on 01.03.2019;

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

Note:

Increase: Nil

Decrease: Nil

7. **MOTILAL OSWAL FINANCIAL SERVICES LTD-COLLATERAL ACCOUNT**				
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	86,586	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.)	-	-	(39,023)	(0.20)
At the end of the Year (or on the date of separation, if separated during the year)	-	-	47,563	0.24

Note:

Increase: Acquired 675 Equity Shares on 06.04.2018; Acquired 4,406 Equity Shares on 13.04.2018; Acquired 4,654 Equity Shares on 27.04.2018; Acquired 317 Equity Shares on 18.05.2018; Acquired 645 Equity Shares on 25.05.2018; Acquired 728 Equity Shares on 08.06.2018; Acquired 1,089 Equity Shares on 15.06.2018; Acquired 1,906 Equity Shares on 22.06.2018; Acquired 6,409 Equity

Shares on 06.07.2018; Acquired 753 Equity Shares on 27.07.2018; Acquired 5,440 Equity Shares on 01.08.2018; Acquired 67 Equity Shares on 10.08.2018; Acquired 412 Equity Shares on 28.09.2018; Acquired 188 Equity Shares on 12.10.2018; Acquired 64 Equity Shares on 26.10.2018; Acquired 472 Equity Shares on 02.11.2018; Acquired 326 Equity Shares on 09.11.2018; Acquired 193 Equity Shares on 16.11.2018; Acquired 356 Equity Shares on 30.11.2018; Acquired 92 Equity Shares on 31.12.2018; Acquired 2,985 Equity Shares on 04.01.2019; Acquired 6,874 Equity Shares on 01.02.2019; Acquired 8,203 Equity Shares on 15.02.2019; Acquired 17,556 Equity Shares on 01.03.2019; Acquired 37,230 Equity Shares on 29.03.2019;

Decrease: Sold 1,275 Equity Shares on 20.04.2018; Sold 30,648 Equity Shares on 04.05.2018; Sold 11,331 Equity Shares on 11.05.2018; Sold 2,245 Equity Shares on 01.06.2018; Sold 5,503 Equity Shares on 29.06.2018; Sold 5,017 Equity Shares on 13.07.2018; Sold 659 Equity Shares on 20.07.2018; Sold 689 Equity Shares on 25.07.2018; Sold 11,220 Equity Shares on 03.08.2018; Sold 156 Equity Shares on 17.08.2018; Sold 158 Equity Shares on 24.08.2018; Sold 161 Equity Shares on 31.08.2018; Sold 18,412 Equity Shares on 07.09.2018; Sold 2,845 Equity Shares on 14.09.2018; Sold 3,598 Equity Shares on 21.09.2018; Sold 2,779 Equity Shares on 05.10.2018; Sold 1,729 Equity Shares on 19.10.2018; Sold 344 Equity Shares on 23.11.2018; Sold 268 Equity Shares on 07.12.2018; Sold 15 Equity Shares on 14.12.2018; Sold 172 Equity Shares on 21.12.2018; Sold 531 Equity Shares on 28.12.2018; Sold 4300 Equity Shares on 11.01.2019; Sold 2,284 Equity Shares on 18.01.2019; Sold 707 Equity Shares on 25.01.2019; Sold 7,220 Equity Shares on 08.02.2019; Sold 3,334 Equity Shares on 22.02.2019; Sold 10,323 Equity Shares on 08.03.2019; Sold 1,662 Equity Shares on 15.03.2019; Sold 11,412 Equity Shares on 22.03.2019; Sold 66 Equity Shares on 30.03.2019;

8. **GARISHMA NEERAJ DAGA**				
For each of Top 10 Shareholders	**Shareholding at the beginning of the Year**		**Cumulative Shareholding during the Year**	
	No. of shares	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
At the beginning of the year	79,511	0.41	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	23,921	0.12
At the end of the Year (or on the date of separation, if separated during the year)	-	-	1,03,432	0.53

Note:

Increase: Acquired 5,851 Equity Shares on 08.06.2018; Acquired 1,290 Equity Shares on 20.07.2018; Acquired 1,590 Equity Shares on 21.09.2018; Acquired 14,891 Equity Shares on 28.09.2018; Acquired 199 Equity Shares on 07.12.2018; Acquired 100 Equity Shares on 18.01.2019;

Decrease: Nil

9. **NAMITA BHANDARE**				
For each of Top 10 Shareholders	**Shareholding at the beginning of the Year**		**Cumulative Shareholding during the Year**	
	No. of shares	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
At the beginning of the year	70,000	0.36	-	-
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)	-	-	85,000	0.43

Note:

Increase: Acquired 5,000 Equity Shares on 06.04.2018; Acquired 2,347 Equity Shares on 27.04.2018; Acquired 4,653 Equity Shares on 11.05.2018; Acquired 3,000 Equity Shares on 01.06.2018; Acquired 2,500 Equity Shares on 15.06.2018; Acquired 2,500 Equity Shares on 22.06.2018;

Decrease: Sold 515 Equity Shares on 20.07.2018; Sold 1,985 Equity Shares on 27.07.2018; Sold 2,500 Equity Shares on 01.08.2018;

* Difference in % of shareholding is also on account of increase in Paid up Equity Share Capital on account of allotment of 19,500 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 5,500 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015).

10. **NIRAJKUMAR VINODKUMAR DAGA**				
For each of Top 10 Shareholders	**Shareholding at the beginning of the Year**		**Cumulative Shareholding during the Year**	
	No. of shares	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
At the beginning of the year	74,489	0.38	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	53,386	0.27
At the end of the Year (or on the date of separation, if separated during the year)	-	-	1,27,875	0.65

Note:

Increase: Acquired 41,750 Equity Shares on 21.09.2018; Acquired 282 Equity Shares on 28.09.2018; Acquired 11,354 Equity Shares on 12.10.2018;

Decrease: Nil

11. **RAHUL BHANDARE**				
For each of Top 10 Shareholders	**Shareholding at the beginning of the Year**		**Cumulative Shareholding during the Year**	
	No. of shares	**% of total shares of the Company**	**No. of shares**	**% of total shares of the Company**
At the beginning of the year	42,000	0.22	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	38,000	0.19
At the end of the Year (or on the date of separation, if separated during the year)	-	-	80,000	0.41

Note:

Increase**:** Acquired 13,000 Equity Shares on 06.04.2018; Acquired 7,000 Equity Shares on 13.04.2018; Acquired 3,000 Equity Shares on 20.04.2018; Acquired 5,000 Equity Shares on 18.05.2018; Acquired 10,000 Equity Shares on 01.06.2018; Acquired 4,892 Equity Shares on 08.06.2018; Acquired 2,608 Equity Shares on 15.06.2018; Acquired 2,500 Equity Shares on 22.06.2018; Acquired 3,000 Equity Shares on 14.09.2018;

Decrease**:** Sold 1,624 Equity Shares on 13.07.2018; Sold 876 Equity Shares on 20.07.2018; Sold 2,500 Equity Shares on 01.08.2018; Sold 8,000 Equity Shares on 18.01.2019;

12. **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	70,000	0.36	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	(70,000)	(0.36)
At the end of the Year (or on the date of separation, if separated during the year)	-	-	0	0.00

Note:

Increase: Acquired 100 Equity Shares on 13.04.2018; Acquired 5,000 Equity Shares on 06.07.2018;

Decrease: Sold 100 Equity Shares on 06.04.2018; Sold 8,628 Equity Shares on 30.11.2018; Sold 20,452 Equity Shares on 07.12.2018; Sold 1,586 Equity Shares on 14.12.2018; Sold 4,334 Equity Shares on 21.12.2018; Sold 9,066 Equity Shares on 28.12.2018; Sold 1,109 Equity Shares on 31.12.2018; Sold 2,042 Equity Shares on 04.01.2019; Sold 3,181 Equity Shares on 11.01.2019; Sold 7,243 Equity Shares on 18.01.2019; Sold 5,610 Equity Shares on 25.01.2019; Sold 11,749 Equity Shares on 01.02.2019;

* Not in the list of Top 10 shareholders as on 31-03-2019. The same has been reflected above since the Shareholder was one of the Top 10 Shareholders as on 31-03-2018.

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	19,36,330	9.92	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	9,176	0.05
At the end of the Year	-	-	19,45,506	9.95*

Note:

Increase: 9,176 Equity Shares were kept as collateral against margin requirement for transactions done in the F&O Segment of NSE
Decrease: Nil

*Change in % of shareholding is due to increase in Paid up Equity Share Capital on account of allotment of 19,500 Equity Shares under Employees Stock Option Plan, 2012 (ESOP 2012) and 5,500 Equity Shares under Employees Stock Option Scheme, 2015 (ESOS 2015)

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	600	0.00	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
At the end of the Year	-	-	600	0.00

Note:

Increase: Nil

Decrease: Nil

3) **Mr. Balram Singh Yadav (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	7,303	0.04	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
At the end of the Year	-	-	7,303	0.04

Note:

Increase: Nil

Decrease: Nil

4) **Ms. Tejal Jariwala (Company Secretary & Compliance Officer – upto 31st October, 2018)**

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	0.00	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	80	0.00
At the end of the Year	-	-	80	0.00

Note:

Increase: Acquired 80 Equity Shares on 17.08.2018;

Decrease: Nil

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

Note: The following Directors and Key Managerial Personnel did not hold any Equity Shares of the Company during the Financial Year 2018-19:-

1) Nadir B. Godrej (Chairman & Director), (2) Mr. Arijit Mukherjee (Whole Time Director and Key Managerial Personnel), (3) Mr. Sitendu Sharma (Director), (4) Mr. Vinod Malshe (Director), (5) Dr. Leena Raje (Director), (6) Dr. Brahma Nand Vyas (Director), (7) Mr.

Vijay Khot (Director), (8) Ms. Tejashree Pradhan (Company Secretary & Compliance Officer – appointed w.e.f. 1st November, 2018), (9) Mr. Saurav Bhala (Chief Financial Officer).

V. INDEBTEDNESS:

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

(₹ in Lakh)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	893.47	11,513.01	-	12,406.48
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.14	48.86	-	51.00
Total (i+ii+iii)	**895.61**	**11,561.87**	**-**	**12,457.48**
Change in Indebtedness during the Financial Year				
(+) Addition	-	12,703.92	-	12,703.92
(-) Reduction	(895.61)	(6,699.00)	-	(7,594.61)
Net Change	**(895.61)**	**6,004.92**	**-**	**5,109.31**
Indebtedness at the end of the Financial Year				
i) Principal Amount	-	17,516.66	-	17,516.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	50.13	-	50.13
Total (i+ii+iii)	**-**	**17,566.79**	**-**	**17,566.79**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Mr. Ashok V. Hiremath, Managing Director	Mr. Arijit Mukherjee Whole-Time Director	Total Amount
1	Gross Salary			
	(a) Salary as per the provisions contained in Section 17(1) of the Income Tax Act, 1961	150.72	63.90	214.62
	(b) Value of Perquisites under Section 17(2) of the Income Tax Act, 1961	10.09	0.21	10.30
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Options	Nil	20,000 Options	20,000 Options
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- As a % of Profit	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil
5	Others, Please specify	Nil	Nil	Nil
	TOTAL (A)	**160.81**	**64.11**	**224.92**
	Ceiling as per the Act	₹519.28 Lakh (being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)		

B. Remuneration to Other Directors:

I) Independent Directors

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Names of Directors					Total Amount
		Mr. Sitendu Sharma	Mr. Vinod Malshe	Dr. Leena Raje	Dr. Brahma Nand Vyas	Mr. Vijay Khot	
1	Fee for attending Board / Committee Meetings	4.10	4.50	4.00	2.80	3.50	18.90
2	Commission	-	-	-	-	-	-
3	Others (please specify)	-	-	-	-	-	-
	TOTAL B(I)	**4.10**	**4.50**	**4.00**	**2.80**	**3.50**	**18.90**

II) Other Non-Executive Directors

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Names of Directors			Total Amount
		Mr. Nadir B. Godrej	Mr. Balram Singh Yadav	Mr. Rakesh Dogra	
	Fee for attending Board/ Committee Meetings	-	-	-	-
	Commission	-	-	-	-
	Others	-	-	-	-
	TOTAL B(II)	**-**	**-**	**-**	Nil
	TOTAL B(I)+B(II)= B				**18.90**
Total Managerial Remuneration (B)					**18.90**
Total Sitting Fees					**18.90**
Total Other Remuneration					Nil
Overall Ceiling as per the Act		₹ 51.93 Lakh (being 1% of net profits of the Company calculated under Section 198 of the Companies Act, 2013)			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					(₹ in Lakh)
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Saurav Bhala, Chief Financial Officer	Ms. Tejal Jariwala, Company Secretary & Compliance Officer (upto 31.10.2018)	Ms. Tejashree Pradhan, Company Secretary & Compliance Officer (w.e.f. 01.11.2018)	Total Amount
1	Gross Salary				
	(a) Salary as per the provisions contained in Section 17(1) of the Income Tax Act, 1961	41.43	7.87	-	49.30
	(b) Value of Perquisites under Section 17(2) of the Income Tax Act, 1961	0.22	-	-	0.22
	(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As a % of Profit	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, Please specify	-	-	-	-
	TOTAL	**41.65**	**7.87**	-	**49.52**

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

Vinod Malshe
Director& Chairman – CSR Committee
DIN: 00642540

Place: Mumbai
Date: 30th April, 2019

ANNEXURE E TO THE BOARD'S REPORT

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

1. Conservation of Energy:

The various measures adopted by your Company for conservation of energy during the Financial Year 2018-19 include the following:

a) Continuous monitoring of energy consumption levels to bring them down

b) Creating awareness amongst employees by celebrating Energy Conservation Week every year

c) Trimming of Impeller of cooling tower circulation pumps

d) Diversion in cooling tower load to another cooling tower

e) Re-cycling of steam generated by means of condensate recovery system

f) Optimization of ejector capacity and installation of air bleeding

g) Conversion of plant and street light from HPMV to LED

h) Installation of VFD for cooling water circulation pump

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

i) Substantial reduction in energy consumption levels in cooling tower pumps

j) Reduction in coal consumption in boilers

k) Decrease in running hours of nitrogen plant

The capital investment on energy conservation equipments during the Financial Year 2018-19 was approximately ₹ 50 lakh.

Power and Fuel Consumption

Particulars	2018-19	2017-18
1. Electricity		
a. Purchased		
Unit (KWH in thousands)	15,039.83	11,965.98
Total amount (₹ in lakh)	1,277.34	1,007.54
Rate/KWH (₹)	8.49	8.42
b. Own Generation		
Through Diesel Generator		
Unit (KWH in thousands)	-	-
Unit per Ltr. of Diesel	-	-
Oil Cost/ Unity	-	-
2. Furnace Oil		
Quantity (Kg.)	349.6	451.47
Total Cost (₹ in lakh)	131.41	125.82
Average rate/Kg. (₹)	37.59	27.87
3. Coal		
Quantity (MT.)	12,808.75	8,826.06
Total Cost (₹ in lakh)	874.43	580.54
Average rate/Kg. (₹)	6.83	6.58
4. Others		
LSHS/LDO/HSD		
Quantity (K. Ltrs) (LDO/HSD)	29.17	24.78
Total Cost (₹ in lakh)	20.91	14.81
Average rate/Ltr. (₹)	71.68	59.77

Consumption per unit of Production:

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

2. Technology Absorption:

Your Company endeavours to implement various technological upgradations, keeping in mind the following objectives:-

a) Improvement in Yield and Quality of Output
b) Reduced Cost of Production
c) Import Substitution
d) Increase in production capacity with safety
e) Adoption of eco-friendly technology
f) Reduction / Minimization of waste generation and endeavor to develop zero discharge processes
g) Development of products locally and make available to farmers with low cost to improve the productivity.

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.

The technology imported by the Company during the Financial Years 2013-14 and 2014-15 (Nauta Mixture, Hazop Manager software) has been fully absorbed.

3. Expenditure on R&D:

(₹ in Lakh)

Particulars	**2018-19**	**2017-18**
Capital & Recurring	300.60	207.89
Total R&D expenditure as a percentage of total turnover	0.70%	0.56%

4. Foreign Exchange Earnings and Outgo:

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

Your Company's foreign exchange earnings and outgo during the Financial Year 2018-19, in comparison with the figures for the Financial Year 2017-18 were as follows:-

(₹ in Lakh)

Particulars	**2018-19**	**2017-18**
Foreign Exchange Earned	25,673.92	18,201.26
Foreign Exchange Used	22,418.04	11,294.95

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: 30th April, 2019

REPORT ON CORPORATE GOVERNANCE

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Directors of **Astec LifeSciences Limited** ("**the Company**") have pleasure in presenting the Company's Report on Corporate Governance for the Financial Year ended 31st March, 2019.

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

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

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

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

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

2. BOARD OF DIRECTORS:

A. Board Structure:

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

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

The composition of the Board of Directors as on 31st March, 2019 and as on the date of this Report is summarized below:-

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

B. *Inter-se* Relationships amongst Directors:

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

C. Skills Matrix for the Board of Directors:

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

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

D. Board Induction and Training:

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

E. Familiarization Programmes for Independent Directors:

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

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

F. Board Meetings – Procedure and Attendance:

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

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

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

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

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

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

During the Financial Year 2018-19, 6 (six) Board Meetings were held (on 2nd May, 2018, 1st August, 2018, 14th September, 2018, 26th October, 2018, 25th January, 2019 and 29th March, 2019). The maximum time gap between 2 (two) consecutive Board Meetings held during the Financial Year was not more than 120 (One Hundred and Twenty) days. The requisite quorum was duly present for all the Meetings.

The details of composition of the Board, Directors' attendance at the Board Meetings and at the last Annual General Meeting ("AGM"), Directors' outside directorships and the Board / Committee Chairmanships / Memberships as on 31st March, 2019 are given hereunder:

Sr. No.	Name of the Director	Nature of Directorship	Appointment / Cessation during the Financial Year 2018-19	No. of Board Meetings attended during the Financial Year 2018-19	Whether attended last AGM held on 1st August, 2018 (Present / Absent)
1.	Mr. Nadir B. Godrej (DIN: 00066195)	Chairman, Non-Executive, Non-Independent Director	-	5	Present
2.	Mr. Ashok V. Hiremath (DIN: 00349345)	Managing Director (Promoter)	-	6	Present
3.	Mr. Arijit Mukherjee (DIN: 07334111)	Whole Time Director	-	6	Present
4.	Mr. Balram Singh Yadav (DIN: 00294803)	Non-Executive, Non-Independent Director	Re-appointed as Director liable to retire by rotation with effect from 1st August, 2018	5	Present
5.	Mr. Rakesh Dogra (DIN: 07334098)	Non-Executive, Non-Independent Director	-	4	Present
6.	Mr. Sitendu Sharma (DIN: 01956423)	Non-Executive, Independent Director	-	6	Present
7.	Mr. Vinod Malshe (DIN: 00642540)	Non-Executive, Independent Director	-	6	Present
8.	Dr. Leena Raje (DIN: 06961551)	Non-Executive, Independent Director (Woman Director)	-	6	Present
9.	Dr. Brahma Nand Vyas (DIN: 02796071)	Non-Executive, Independent Director	-	5	Present
10.	Mr. Vijay Kashinath Khot (DIN: 03520249)	Non-Executive, Independent Director	-	6	Present

G. Other Directorships & Committee Positions in Other Companies of Directors:

None of the Directors of the Company is:

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

b) a Director in more than 8 (eight) listed companies – As per Regulation 17A of the Listing Regulations;

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

d) a Member of more than 10 (ten) Committees and Chairperson of more than 5 (five) Committees across all the Indian public limited companies in which he / she is a Director

- As per Regulation 26 of the Listing Regulations.

The details of other Directorships held by the Directors of the Company, along with the Board / Committee Chairmanships / Memberships held by them as on 31st March, 2019 are given hereunder:

Sr. No.	Name of the Director	No. of Outside Directorships held as on 31st March, 2019*	No. of Board Committees of other Companies in which a Member / Chairman as on 31st March, 2019 #	Names of Listed Companies in which Directorship is held and Category of Directorship
1.	Mr. Nadir B. Godrej	9	Chairman - 3 Member - 6	1. Godrej Agrovet Limited (Chairman) 2. Godrej Industries Limited (Managing Director) 3. Godrej Consumer Products Limited (Director) 4. Godrej Properties Limited (Director) 5. Mahindra And Mahindra Limited (Independent Director) 6. The Indian Hotels Company Limited (Independent Director)
2.	Mr. Ashok V. Hiremath	1	Chairman - 0 Member - 0	Nil
3.	Mr. Arijit Mukherjee	1	Chairman - 0 Member - 0	Nil
4.	Mr. Balram Singh Yadav	6	Chairman - 0 Member - 3	1. Godrej Agrovet Limited (Managing Director)
5.	Mr. Rakesh Dogra	1	Chairman - 0 Member - 0	Nil
6.	Mr. Sitendu Sharma	1	Chairman - 1 Member - 2	1. Omkar Speciality Chemicals Limited (Director)
7.	Mr. Vinod Malshe	1	Chairman - 0 Member - 0	Nil
8.	Dr. Leena Raje	0	Chairman - 0 Member - 0	Nil
9.	Dr. Brahma Nand Vyas	0	Chairman - 0 Member - 0	Nil
10.	Mr. Vijay Kashinath Khot	0	Chairman - 0 Member - 0	Nil

** 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.

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

Except for drawing remuneration by the Managing Director and the Whole Time Director and payment of Sitting Fees to Independent Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company. Attention of the Shareholders is drawn to the disclosures of transactions with Related Parties set out in Note No. 49 to the Standalone Financial Statement forming a part of the Annual Report.

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

I. Number of Equity Shares held by Directors and Dividend paid during the Financial Year 2018-19:

Sr. No.	Name of Director	Equity Shares held as on 31st March, 2019	Dividend paid during the Financial Year 2018-19 (Amount in Rs.)
1.	Mr. Nadir B. Godrej	0	0
2.	Mr. Ashok V. Hiremath	19,45,506	29,18,259
3.	Mr. Balram S. Yadav	7,303	10,955
4.	Mr. Arijit Mukherjee	0	0
5.	Mr. Rakesh Dogra	600	900
6.	Mr. Sitendu Sharma	0	0
7.	Mr. Vinod Malshe	0	0
8.	Dr. Leena Raje	0	0
9.	Mr. Vijay Kashinath Khot	0	0
10.	Dr. Brahma Nand Vyas	0	0

J. Employee Stock Options to Directors:

The Company has not granted Employee Stock Options to any Director during the Financial Year 2018-19.

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

(i) Mr. Rakesh Dogra (Director):

Mr. Rakesh Dogra, Director, retires by rotation at the ensuing 25th Annual General Meeting of the Company pursuant to the provisions of Section 152 of the Act and being eligible, offers himself for re-appointment.

Mr. Rakesh Dogra is the CEO – Crop Protection Business of Godrej Agrovet Limited. He holds a Bachelor's degree of Science (Agriculture) from Himachal Pradesh Krishi Vishva Vidyalaya. He has been associated with Godrej Agrovet Limited since June 27, 2005 and a Director of the Company w.e.f. November 6, 2015. He has experience in sales, marketing, operations in agro-chemical industry. Previously, he has worked with Bayer (India) Limited and Wockhardt Limited.

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

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on

29th March, 2019, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020 and for the remuneration payable to him in such capacity.

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

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

(iii) Mr. Arijit Mukherjee (Whole-Time Director):

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 30th April, 2019, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Arijit Mukherjee as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022 and for the remuneration payable to him in such capacity.

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

Mr. Arijit Mukherjee was looking after Pan-India Marketing operation of Agri Input Business, for Godrej Agrovet Limited. Mr. Arijit Mukherjee is a graduate in Agriculture and holds a Post Graduate Diploma in Agri Business Management from Indian Institute of Management, Ahmedabad and is a "Whole-Time Director" of the Company since 4th May, 2016.

3. COMMITTEES CONSTITUTED BY THE BOARD OF DIRECTORS:

A. Composition of the Committees of the Board of Directors during the Financial Year 2018-19:

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

Name of Director	Independent / Non-Independent	Position in Committee (whether Chairman / Member)						
		Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Managing Committee	Compensation Committee
Mr. Balram Singh Yadav	Non-Independent	Member	Member	Member	Chairman	Member	Chairman	Member
Mr. Rakesh Dogra	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	Member	N.A.
Mr. Sitendu Sharma	Independent	Chairman	N.A.	N.A.	Member	Member	N.A.	Chairman
Mr. Vinod Malshe	Independent	Member	Chairman	Chairman	Member	N.A	N.A.	Member
Dr. Leena Raje	Independent	Member	Member	Member	N.A.	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas	Independent	Member w.e.f. 1st August, 2018	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot	Independent	Member	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Ms. Tejal Jariwala, Company Secretary & Compliance Officer (upto 31st October, 2018) and thereafter Ms. Tejashree Pradhan (w.e.f. 1st November, 2018) was the Secretary to all the Committees of the Board during the Financial Year 2018-19. The Company Secretary and Compliance Officer attends all the Meetings of the Board of Directors and Committees thereof.

B. Attendance Details of the Meetings of Committees and Board of Directors during the Financial Year 2018-19:

Name of the Meeting	Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Compensation Committee
Meetings held	**5**	**1**	**4**	**1**	**1**	**4**
Attendance of Directors						
Mr. Nadir B. Godrej	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ashok V. Hiremath	5	1	N.A.	N.A.	1	N.A.
Mr. Arijit Mukherjee	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Balram Singh Yadav	4	1	3	0	0	3
Mr. Rakesh Dogra	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Sitendu Sharma	5	N.A.	N.A.	1	1	4
Mr. Vinod Malshe	5	1	4	1	N.A.	4
Dr. Leena Raje	5	1	4	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas	3	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot	5	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.

C. Audit Committee:

Composition of the Audit Committee:

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee, as on 31st March 2019, comprised of the following 6 (six) Directors as Members as on 31st March, 2019:

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.	Dr. Brahma Nand Vyas (appointed as a Member w.e.f. 1st August, 2018)	Independent Director
6.	Mr. Ashok V. Hiremath	Managing Director
7.	Mr. Balram Singh Yadav	Non-Executive, 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.

Terms of Reference of the Audit Committee:

The terms of reference of the Audit Committee are wide and in line with the regulatory requirements mandated by Section 177 of the Act and Part C of Schedule II and other applicable provisions of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

a) To oversee of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;

b) To recommend the appointment, remuneration and terms of appointment of Auditors of the Company as may be applicable;

c) To approve of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

d) To review and monitor the Auditors' independence and performance, and effectiveness of audit process;

e) To examine / review the Financial Statement and the Auditors' Report thereon with the management, before submission to the Board of Directors for approval, with particular reference to:

   (i) matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act;

   (ii) changes, if any, in accounting policies and practices and reasons for the same;

   (iii) major accounting entries involving estimates based on the exercise of judgment by the Management;

(iv) significant adjustments made in the Financial Statements arising out of audit findings;

(v) compliance with listing and other legal requirements relating to Financial Statements;

(vi) disclosure of any Related Party Transactions; and

(vii) modified opinion(s) in the draft Audit Report.

f) To review, with the Management, the quarterly Financial Statements before submission to the Board of Directors for approval;

g) To grant approval for or any subsequent modification of transactions of the Company with Related Parties;

h) To scrutinize of Inter-Corporate Loans and Investments;

i) To consider valuation of undertakings or assets of the Company, wherever it is necessary;

j) To evaluate internal financial controls and risk management systems;

k) To review, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors to take up steps in this matter;

l) To monitor the end use of funds raised through public offers and related matters;

m) To review, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;

n) To review the adequacy of Internal Audit function, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;

o) To discuss with Internal Auditors of any significant findings and follow up thereon;

p) To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;

q) To discuss with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;

s) To review the functioning of the Whistle Blower mechanism;

t) To approve of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

u) To investigate into any above matter or referred to it by the Board of Directors and for this purpose, it to have full access to information contained in the records of the Company and external professional advice, if necessary;

v) To mandatorily review the following information:

(i) Management Discussion and Analysis of financial condition and results of operations;

(ii) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the Management;

(iii) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;

(iv) Internal Audit reports relating to internal control weaknesses;

(v) review of the appointment, removal and terms of remuneration of the Chief Internal Auditor;

(vi) Statements of deviations:

1. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and

2. Annual statement of funds utilized for purposes other than those stated in the document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

w) To review Financial Statements, in particular, the investments made by the Company's unlisted subsidiaries;

x) To note report of the Compliance Officer as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

y) To formulate the scope, functioning, periodicity of and methodology for conducting the internal audit;

z) To review show cause, demand, prosecution notices and penalty notices, which are materially important;

aa) Reviewing any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;

ab) Reviewing any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company;

ac) Details of any Joint Venture or Collaboration Agreement;

ad) Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;

ae) Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material;

af) To perform such other functions and duties as may be required to be performed by the Audit Committee under the applicable provisions of the Act and/or the Rules framed thereunder and/or the Listing Regulations, including any amendment(s) thereto, as may be made from time to time;

ag) To review the utilization of loans and/or advances from/investment by the Company in the Subsidiary exceeding ₹ 100 Crore (Rupees One Hundred Crore Only) or 10% (Ten per cent) of the asset size of the Subsidiary, whichever is lower, including existing loans / advances / investments;

ah) To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively;

ai) To make necessary amendments/revisions in the Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions of the Company and the Whistle Blower Policy of the Company from time to time, as it may deem fit.

In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Audit and Auditors) Rules, 2014, the Company has maintained cost records in its books of accounts for the Financial Year 2018-19 in respect of its business of manufacturing of Agrochemicals. The Cost Audit Report issued by the Cost Auditors of the Company is placed for review to the Audit Committee and the same is recommended to the Board of Directors for approval.

Meetings of the Audit Committee:

There were 5 (five) Audit Committee Meetings held during the Financial Year 2018-19, on 2nd May, 2018, 1st August, 2018, 14th September, 2018, 26th October, 2018 and 25th January, 2019, at which requisite quorum was duly present.

The representatives of the Statutory Auditors and Internal Auditors are invited to attend the Audit Committee Meetings. They have attended all the Meetings during the Financial Year and have shared their observations to the Audit Committee.

D. Nomination and Remuneration Committee:

Composition of the Nomination and Remuneration Committee:

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, during the Financial Year ended 31st March, 2019, comprised of the following 3 (three) Directors as Members:

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

Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee are in conformity with the regulatory requirements mandated by Section 178 of the Act and Part D of Schedule II and other applicable provisions of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

(a) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a Policy relating to the Appointment and Remuneration of the Directors, Key Managerial Personnel and other Senior Management employees;

(b) To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors in accordance with the Nomination and Remuneration Policy;

(c) To devise a policy on Diversity of Board of Directors;

(d) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal;

(e) To consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;

(f) To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

(g) To recommend / review remuneration of the Managing Director(s), Whole-Time Director(s), Executive Director(s) based on their performance and defined assessment criteria;

(h) To recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management;

(i) To carry out any other function as may be mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable;

(j) To make necessary amendments/revisions the Nomination and Remuneration policy of the Company from time to time, as it may deem fit.

Meetings of the Nomination and Remuneration Committee:

There were 4 (four) Nomination and Remuneration Committee Meetings held during the Financial Year 2018-19, on 2nd May, 2018, 26th October, 2018, 25th January, 2019 and 29th March, 2019, at which requisite quorum was duly present.

Performance Evaluation of Independent Directors:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of the Independent Directors, which is as follows:

i. Attendance and contribution at Board and Committee Meetings;

ii. Stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align with the Company's values and standards;

iii. Knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance;

iv. Ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions;

v. Effective decision-making ability to respond positively and constructively to implement the same to encourage more transparency;

vi. Open channels of communication with executive management and other colleagues on the Board to maintain high standards of integrity and probity;

vii. Recognize the role which he / she is expected to play, internal Board relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board;

viii. Global presence, rational, physical and mental fitness, broader thinking, vision on Corporate Social Responsibility, etc.;

ix. Quality of decision making on source of raw material / procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources, etc.;

x. Ability to monitor the performance of management and satisfy himself / herself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders;

xi. Contribution to enhance overall brand image of the Company.

E. Stakeholders' Relationship Committee:

Composition of the Stakeholders' Relationship Committee:

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee, during the Financial Year ended 31st March, 2019, comprised of the following 3 (three) Directors as Members:

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

Ms. Tejal Jariwala, Company Secretary & Compliance Officer (upto 31st October, 2018) and thereafter Ms. Tejashree Pradhan (w.e.f. 1st November, 2018) was the Secretary to Stakeholders' Relationship Committee of the Board during the Financial Year 2018-19. The Company Secretary and Compliance Officer attends all the Meetings of the Stakeholders' Relationship Committee.

Terms of Reference of the Stakeholders' Relationship Committee:

The terms of reference of the Stakeholders' Relationship Committee are in conformity with the regulatory requirements mandated by Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

a) To oversee and review all matters connected with transfer of Company's securities;

b) To approve issue of duplicate of shares / debentures certificates;

c) To oversee the performance of the Company's Share Transfer Agent;

d) To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new / duplicate certificates, General Meetings etc.;

e) To investigate into complaints relating to allotment of shares, approval of transfers or transmission of shares, debentures or any other securities;

f) To review the measures taken for effective exercise of voting rights by Shareholders;

g) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company;

h) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the security holders of the Company;

i) To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable;

j) To specifically look into various aspects of interest of Shareholders, debenture-holders and other security holders.

Meetings of the Stakeholders' Relationship Committee:

There was 1 (One) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2018-19, on 25th January, 2019, at which requisite quorum was duly present.

Details of Investor Complaints during the Financial Year 2018-19:

Complaints outstanding as on 1st April, 2018	0
(+) Complaints received during the Financial Year ended 31st March, 2019	1
(-) Complaints resolved during the Financial Year ended 31st March, 2019	1
Complaints outstanding as on 31st March, 2019	0

There are no pending share transfers as on 31st March, 2019.

F. Risk Management Committee:

Composition of the Risk Management Committee:

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee, during the Financial Year ended 31st March, 2019, comprised of the following 4 (four) Members:

Sr. No.	Name of the Member	Category
1.	Mr. Ashok V. Hiremath, Chairman of the Committee	Managing Director (Non-Independent Director)
2.	Mr. Sitendu Sharma	Independent Director
3.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director
4.	Mr. Saurav Bhala	Chief Financial Officer

Terms of Reference of the Risk Management Committee:

The terms of reference of the Risk Management Committee are in conformity with the regulatory requirements mandated by Regulation 21 of the Listing Regulations.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 in order to incorporate the amendments made by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and are as follows:

a) To lay down procedures to inform Board Members about the risk assessment and minimization procedures;

b) To frame, implement and monitor the risk management plan for the Company specifically covering cyber security;

c) To monitor and review the risk management plan;

d) To make necessary amendments/revisions the Risk Management Policy of the Company from time to time, as it may deem fit.

Business risk evaluation and managing such risks is an ongoing process within the organization. The Board and the Senior Management are regularly briefed of risks assessed and the measures

adopted by the Company to mitigate the risks and finalize the action plan for mitigation of the key risks.

Meetings of the Risk Management Committee:

There was 1 (one) Meeting of the Risk Management Committee held during the Financial Year 2018-19, on 25th January, 2019, at which requisite quorum was duly present.

G. Corporate Social Responsibility ('CSR') Committee:

Composition of the CSR Committee:

In terms of Section 135 of the Act, the CSR Committee, during the Financial Year ended 31st March, 2019, comprised of the following 4 (four) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Vinod Malshe, Chairman of the Committee	Independent Director
2.	Dr. Leena Raje	Independent Director
3.	Mr. Ashok V. Hiremath	Managing Director
4.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director

Terms of Reference of the CSR Committee:

The terms of reference of the CSR Committee are in conformity with the regulatory requirements mandated by Section 135 of the Act.

These terms of reference have been redefined by the Board of Directors at its Meeting held on 25th January, 2019 and are as follows:

(i) To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken;

(ii) To recommend the amount of expenditure to be incurred on the CSR activities;

(iii) To monitor the CSR Policy and its implementation by the Company from time to time;

(iv) To constitute a transparent monitoring mechanism for implementation of CSR projects or programmes or activities undertaken by the Company;

(v) To review, approve and sign the Annual Report on CSR to be annexed to the Board's Report; and

(vi) To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Act and the Rules framed thereunder.

Meetings of the CSR Committee:

There was 1 (one) Meeting of the CSR Committee held during the Financial Year 2018-19, on 2nd May, 2018, at which requisite quorum was duly present.

H. Compensation Committee:

Composition of the Compensation Committee:

In terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Compensation Committee, during the Financial Year ended 31st March 2019, 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. Vinod Malshe	Independent Director
3.	Mr. Balram Singh Yadav	Non-Executive, Non-Independent Director

Terms of Reference of the Compensation Committee:

The Compensation Committee looks after the granting of Options, conversion of Options, terms and conditions of grant of Options, eligibility of employees for Employee Stock Options, amendment to Employee Stock Option Plan / Scheme, etc.

Meetings of the Compensation Committee:

There were 4 (four) Meetings of the Compensation Committee held during the Financial Year 2018-19, on 2nd May, 2018, 1st August, 2018, 26th October, 2018 and 25th January, 2019, at which requisite quorum was present.

I. **Managing Committee:**

Composition of the Managing Committee:

The Managing Committee, during the Financial Year ended 31st March 2019, comprised of the following 3 (three) Directors as Members:

Sr. No.	Name of the Member	Category
1.	Mr. Balram Singh Yadav, Chairman of the Committee	Non-Executive, Non-Independent Director
2.	Mr. Ashok Hiremath	Managing Director (Non-Independent Director)
3.	Mr. Rakesh Dogra	Non-Executive, Non-Independent Director

Terms of Reference of the Managing Committee:

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

J. **Meeting of Independent Directors:**

Pursuant to Regulation 17 of the Listing Regulations, one-half of the composition of the Board of Directors consists of Independent Directors. The Board of Directors is of the opinion that all the Independent Directors of the Company satisfy the criteria for independence and the conditions specified in the Listing Regulations for appointment as Independent Directors and that they are independent of the Management of the Company.

During the year under review, 1 (One) Meeting of the Independent Directors was held on 2nd May, 2018. All the Independent Directors were present at the Independent Directors Meeting.

The Independent Directors, *inter alia*, discussed the following:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;

- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

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

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

4. APPOINTMENT AND REMUNERATION OF DIRECTORS:

A. Policy for Selection and Appointment / Re-appointment of Directors:

The Nomination and Remuneration Committee has adopted a Policy which, *inter alia*, deals with the manner of selection / appointment of Directors on the Board, including Managing Director and Whole-Time Director, if any, and their remuneration. This Policy is available on the website of the Company, viz., www.astecls.com at the weblink http://www.astecls.com/codes-and-policies.aspx.

The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a 'Director is not disqualified for appointment under Section 164 of the Act.

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

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

b) Personal, Professional or business standing;

c) Diversity of the Board.

In case of re-appointment of a Director, the Board shall also take into consideration the performance evaluation of the Director.

Criteria of Selection of Non-Executive & Independent Directors:

a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

b. In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

c. In particular, an Independent Director shall be a person who shall:

   i. uphold ethical standards of integrity and probity;

   ii. act objectively and constructively while exercising his duties;

   iii. exercise his responsibilities in a *bona fide* manner in the interest of the Company;

   iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;

   v. not allow any extraneous considerations that will vitiate his exercise of objective

independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;

vi. not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

vii. refrain from any action that would lead to loss of his independence;

viii. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;

ix. assist the Company in implementing the best corporate governance practices.

Criteria for Selection of Managing Director and Whole-Time Director:

For the purpose of selection of the Managing Director and Whole-Time Director, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any Member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Act or other applicable laws.

B. Remuneration of Directors and Senior Management Personnel:

Policy for Determining Remuneration of Managing Director and Whole-Time Director:

The remuneration to the Managing Director and Whole-Time Director comprises a fixed salary and other perquisites (if any). Other perquisites, allowances, contribution to Provident Fund, etc. are paid / made as per the Company's rules. The remuneration paid is subject to tax as per Income Tax Laws.

At the time of appointment or re-appointment, the Managing Director and Whole Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director and Whole Time Director within the overall limits prescribed under the Act. The remuneration shall be subject to the approval of the Shareholders of the Company.

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

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

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

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

Policy for Determining Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee Meetings and commission as decided by the committee, if any.

A Non-Executive Independent Director shall be entitled to receive sitting fees for each Meeting of the Board 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.

The Nomination and Remuneration Committee may recommend to the Board of Directors, the payment of commission, to reinforce the principles of collective responsibility of the Board.

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.

Policy for Determining Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. Key Managerial Personnel and other Senior Management Employees), the Nomination and Remuneration Committee shall ensure / consider the following:

1. The relationship of remuneration and performance benchmark is clear;
2. the balance between fixed and incentive pay reflecting short and long term performance objectives, is appropriate to the working of the Company and its goals;
3. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
4. the remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market;

The Managing Director or Whole-Time Director will carry out the individual performance review of Key Managerial Personnel and Senior Management Employees, based on the standard appraisal matrix and shall take into account, the appraisal score and other factors mentioned hereinabove, whilst recommending the annual increment and performance incentive to the Nomination and Remuneration Committee for its review and approval.

C. Terms of Appointment of Managing Director & Whole-Time Director:

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

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 29th March, 2019, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Ashok V. Hiremath as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020 and for the remuneration payable to him in such capacity.

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

Period of Re-appointment	1 (one) year w.e.f. 1st April, 2019 upto 31st March, 2020
Basic Salary	₹42,77,498/- (Rupees Forty Two Lakh Seventy Seven Thousand Four Hundred Ninety Eight Only) per annum
Other benefits, perquisites and allowances	As may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company

Bonus / performance linked incentives	Based on performance criteria laid down by the Board of Directors or the Nomination and Remuneration Committee
Contribution to Provident Fund and Gratuity Fund	As per the Rules of the Company
Notice period, if any	3 (three) months' notice in writing of such termination or the Company paying 3 (three) months' Basic Salary in lieu thereof
Minimum Remuneration	Where in the Financial Year ending 31st March, 2020 during the currency of the tenure of Mr. Ashok V. Hiremath, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013 and the Rules framed thereunder, if and to the extent necessary, subject to requisite approvals being obtained.

(ii) Mr. Arijit Mukherjee, Whole-Time Director:

Subject to the approval of the Shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 30th April, 2019, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Arijit Mukherjee as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022 and for the remuneration payable to him in such capacity.

Period of Re-appointment	3 (three) years w.e.f. 4th May, 2019 upto 3rd May, 2022
Basic Salary	₹ 26,13,163/- (Rupees Twenty Six Lakh Thirteen Thousand One Hundred Sixty Three Only) per annum, in the range of ₹ 26,13,163/- (Rupees Twenty Six Lakh Thirteen Thousand One Hundred Sixty Three Only) to ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors
Other benefits, perquisites and allowances	As may be determined by the Nomination and Remuneration Committee and/or the Board of Directors, from time to time, as per the Rules of the Company
Bonus / performance linked incentives	Based on performance criteria laid down by the Board of Directors or the Nomination and Remuneration Committee
Contribution to Provident Fund and Gratuity Fund	As per the Rules of the Company
Notice period, if any	3 (three) months' notice in writing of such termination or the Company paying 3 (three) months' Basic Salary in lieu thereof

Minimum Remuneration	Where in any Financial Year during the currency of the tenure of Mr. Arijit Mukherjee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013, if and to the extent necessary, subject to requisite approvals being obtained.

D. Remuneration of Managing Director, Whole-Time Director & Non-Executive Directors during the Financial Year 2018-19:

Remuneration paid to Managing Director & Whole-Time Director:

(₹ in Lakh)

Name of the Director	Gross Salary	Commission / Bonus / Incentives / Others	Sitting Fees	Total
Mr. Ashok V. Hiremath, Managing Director	160.81	-	-	160.81
Mr. Arijit Mukherjee, Whole Time Director	64.11	-	-	64.11
Total	**224.92**	**-**	**-**	**224.92**

Sitting Fees and Commission to the Non-Executive Directors:

All Non-Executive, Independent Directors were paid sitting fees for attending Board and Committee Meetings, the details of which for the Financial Year 2018-19 are as under:-

(₹ in Lakh)

Name of the Director	Sitting Fees	Professional Fee	Total
Mr. Sitendu Sharma	4.10	-	4.10
Mr. Vinod Malshe	4.50	-	4.50
Dr. Leena Raje	4.00	-	4.00
Dr. Brahma Nand Vyas	2.80	-	2.80
Mr. Vijay Kashinath Khot	3.50	-	3.50
Total	**18.90**	**-**	**18.90**

No Commission was paid to Directors during the Financial Year 2018-19.

5. GENERAL MEETINGS AND POSTAL BALLOT:

A) Details of last 3 (three) Annual General Meetings (AGMs):

The date, time and venue of Annual General Meetings held during the preceding 3 (three) Financial Years and the Special Resolution(s) passed thereat are as follows:

Financial Year	Venue	Date	Time	Special Resolutions passed
2015-16	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, 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).
2016-17	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra	28th July, 2017	3.00 p.m.	-
2017-18	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra	1st August, 2018	3.30 p.m.	1) To approve re-appointment of Mr. Ashok V. Hiremath, Managing Director of the Company for a period from 20th January, 2018 upto 31st March, 2019, upon recommendation of the Nomination and Remuneration Committee

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 2018-19. Further, no resolutions are proposed to be conducted through Postal Ballot as on the date of this Report.

D) Procedure adopted for Postal Ballot:

Although the Company has not passed any resolution through Postal Ballot during the Financial Year 2018-19, 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 Exchanges and are put up on your Company's website, www.astecls.com.

6. DISCLOSURES:

A) Material Related Party Transactions:

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the Financial Year 2018-19 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 2018-19 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. 49 of the Standalone Financial Statements, 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.

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

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.

Except for drawing remuneration by the Managing Director and the Whole-Time Director and payment of sitting fees to Independent Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company.

Your Company has formulated a Policy on materiality and dealing with Related Party Transactions which 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, at the weblink http://www.astecls.com/codes-and-policies.aspx.

B) Vigil Mechanism / Whistle Blower Policy:

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal, unethical behavior and actual or suspected fraud or violations of Company's Code of Conduct. The Company has a Whistle Blower Policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to the Whistle Blowing Officer of the Company. No personnel / employee of the Company has been denied access to the Audit Committee of the Company. The confidentiality of the reported violations, if any, is maintained and the employees reporting violations are not subjected to any

discriminatory practice. Vigil Mechanism / Whistle Blower Policy is posted on the website of your Company, www.astecls.com, at the weblink http://www.astecls.com/codes-and-policies.aspx.

C) Policy for Prevention of Sexual Harassment at Workplace:

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited. Your Company has formed an Internal Complaints Committee ("ICC") pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act"). While the said Act is applicable only to the women employees, your Company's Policy covers all employees.

The details of complaints with the ICC during the Financial Year 2018-19 are as follows:

Complaints outstanding as on 1st April, 2018	Nil
(+) Complaints filed during the Financial Year ended 31st March, 2019	Nil
(-) Complaints disposed off during the Financial Year ended 31st March, 2019	Nil
Complaints outstanding as on 31st March, 2019	Nil

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

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

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchange(s) or the Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last 3 (three) years.

E) Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the Financial Year (F.Y.) 2018-19, the Company has not raised funds through any kind of issue (public issue, rights issue, preferential issue, etc.).

F) Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs (MCA) or any such Statutory Authority:

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations, the Company has obtained a Certificate from Mr. Vikas R. Chomal, a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority. The said Certificate is annexed to this Corporate Governance Report.

G) Disclosure about instances where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, during the Financial Year 2018-19:

During the Financial Year (F.Y.) 2018-19, there were no instances reported / recorded, where the Board of Directors of the Company did not accept recommendation(s) of any of its Committees.

H) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:

The Company has made the following payments to M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company during the Financial Year 2018-19:-

Audit Fees	₹ 15.00 Lakh
Reimbursement of Expenses	₹ 1.44 Lakh

None of the Subsidiaries of the Company has made any payments to M/s. B S R & Co. LLP during the said Financial Year.

I) Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities:

During the Financial Year 2018-19, 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 the Financial Statements. Further, raw material price risk is one of the risks for the Company. Your Company has a framework and governance mechanism in place to ensure that the Company is adequately protected from the market volatility in terms of raw material price and availability. The Company does not enter into any derivative instruments for speculative purposes.

J) Risk Management:

Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment.

Your Company has formulated Risk Management Policy for identification of risks and has formed a Risk Management Committee in order to ensure implementation of the Policy. Risk Management Policy is also made available on the website of your Company, viz., www.astecls.com, at the weblink http://www.astecls.com/codes-and-policies.aspx.

The Board of Directors of your Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of your Company.

K) Code of Conduct:

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of your Company, viz., www.astecls.com, at the weblink http://www.astecls.com/codes-and-policies.aspx. The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down Code of Conduct for the Financial Year ended 31st March, 2019, is annexed to this Corporate Governance Report.

L) Disclosures by the Management to the Board of Directors:

Your Company had received disclosures from all the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2018-19. Interested Directors, if any, neither participate in discussions, nor do they vote on such matters.

M) Public, Rights and Other Issues:

There were no Public, Rights and Other Issues during the Financial Year 2018-19, except allotment of 25,000 (Twenty Five Thousand) Equity Shares to the Employees under Employees Stock Option Plan, 2012 (ESOP 2012) and Employee Stock Options Scheme, 2015 (ESOP 2015).

N) CEO and CFO Certification:

Mr. Ashok V. Hiremath, Managing Director and Mr. Saurav Bhala, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the Listing Regulations with regard to Quarterly and Annual Financial Statements for the Financial Year ended 31st March, 2019.

O) Management Discussion and Analysis Report:

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

P) Disclosure of Accounting Treatment in Preparation of Financial Statements:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

Q) Compliance Certificate on Corporate Governance:

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

R) Shareholders and Means of Communication

All vital information relating to the Company and its performance, including Quarterly and Annual Financial Results, official press releases are posted on the website of the Company, viz.,www.astecls.com. The Quarterly and Annual Financial Results of the Company's performance are published in leading English daily newspaper 'Business Standard' and regional language daily newspaper 'Mumbai Lakshadeep'. The Financial Results of the Company are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively.

The Company files electronically the Quarterly and Annual Financial Results, Corporate Governance Report, Shareholding Pattern, etc. through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS).

7. GENERAL SHAREHOLDER INFORMATION:

i. Registered Office:

"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India

ii. Annual General Meeting:

Date	Day	Time	Venue
26th July, 2019	Friday	3.30 p.m.	"Auditorium", Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India

iii. Financial Year:

Financial Year: From 1st April to 31st March

During the Financial Year ended 31st March, 2019, Financial Results were announced as under:

Date	Quarter
1st August, 2018	First Quarter
26th October, 2018	Half year
25th January, 2019	Third Quarter
30th April, 2019	Annual

iv. Book Closure Dates and Dividend Payment Date:

The Book Closure dates are as under:-

22nd July, 2019 (Monday) to 25th July, 2019 (Thursday) (both days inclusive)

The date of dispatch of Dividend will be 5th August, 2019 (Monday).

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 2018-19 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, 2019.
- 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, 2019.

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, 2019:

Month	High (in Rs.)	Low (in Rs.)	Volume (No. of Shares)
April 2018	714.40	575.00	1,37,601
May 2018	770.00	646.00	1,84,535
June 2018	782.50	621.00	88,487
July 2018	705.00	617.30	60,360
August 2018	661.00	590.00	69,388
September 2018	716.50	516.75	2,26,459
October 2018	576.60	510.25	46,546

Month	High (in Rs.)	Low (in Rs.)	Volume (No. of Shares)
November 2018	541.00	507.25	16,792
December 2018	543.00	507.00	18,932
January 2019	546.55	505.50	21,835
February 2019	515.75	468.45	22,650
March 2019	544.00	483.65	31,044

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, 2019:

Month	High (in Rs.)	Low (in Rs.)	Volume (No. of Shares)
April 2018	715.00	572.55	9,92,795
May 2018	770.00	642.40	13,57,497
June 2018	783.00	628.70	5,25,846
July 2018	706.90	622.20	4,47,123
August 2018	663.15	591.00	4,68,001
September 2018	717.85	511.40	14,36,082
October 2018	577.90	510.30	3,17,479
November 2018	541.50	501.00	1,35,244
December 2018	542.95	502.00	1,55,110
January 2019	539.90	504.10	1,85,588
February 2019	524.90	477.15	1,97,177
March 2019	546.80	443.95	2,33,398

The table showing the performance of the Share Price of the Company in comparison with the broad-based indices (BSE Sensex and Nifty) is as under:-

Chart A – Company's Share Performance compared to BSE Sensex for F.Y. 2018-19:

Month	ASTEC Monthly Close Price on BSE (in ₹)	BSE Monthly Sensex Close
April 2018	701.10	35,160.36
May 2018	724.05	35,322.38
June 2018	646.80	35,423.48
July 2018	654.20	37,606.58
August 2018	622.00	38,645.07
September 2018	522.65	36,227.14
October 2018	526.75	34,442.05
November 2018	509.20	36,194.30
December 2018	529.90	36,068.33
January 2019	509.55	36,256.69
February 2019	495.15	35,867.44
March 2019	538.60	38,672.91

Monthly Close Share Price in comparison with BSE Sensex

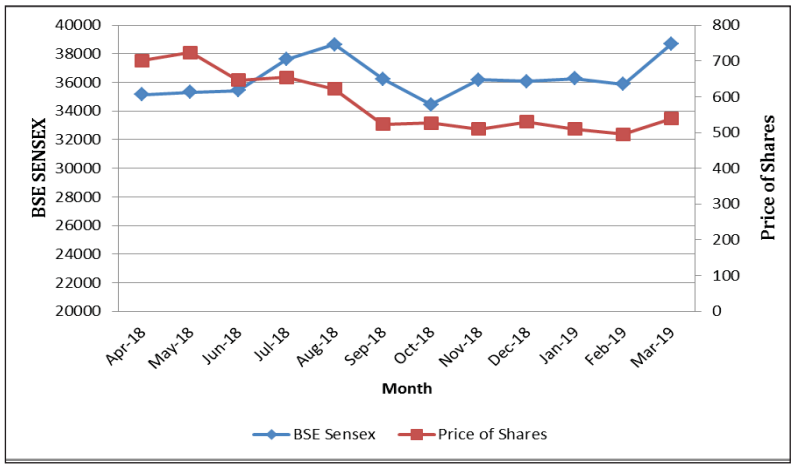


CHART B – Company's Share Performance compared to NSE Nifty 50 for F.Y. 2018-19:

Month	ASTEC Monthly Close Price on NSE (in ₹)	NSE Nifty50 Monthly Close
April 2018	699.95	10,739.35
May 2018	725.50	10,736.15
June 2018	646.75	10,714.30
July 2018	654.05	11,356.50
August 2018	623.80	11,680.50
September 2018	522.80	10,930.45
October 2018	524.65	10,386.60
November 2018	504.95	10,876.75
December 2018	529.15	10,862.55
January 2019	511.85	10,830.95
February 2019	502.30	10,792.50
March 2019	538.05	11,623.90

Monthly Close Share Price in comparison with NSE Nifty 50

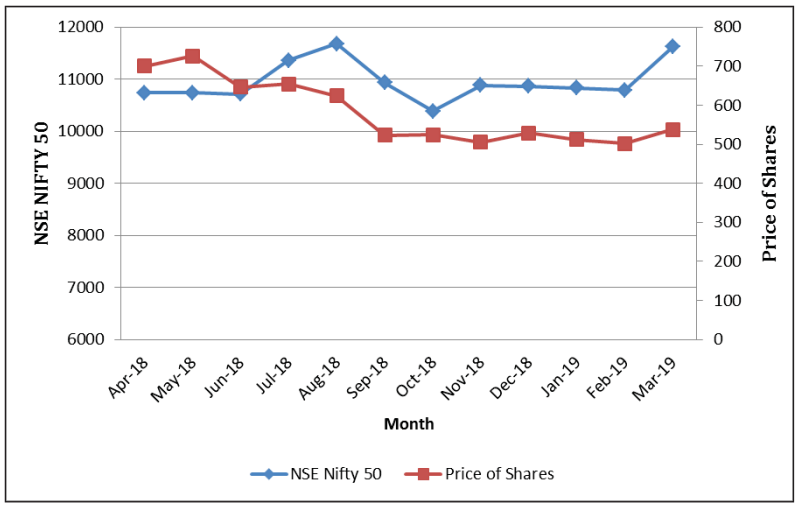


Table 3: Distribution of Shareholding by Size as at the Financial Year ended 31st March, 2019:

Distribution of Shareholding (No. of Shares)	Number of Shareholders	Shareholders %	Share Amount (In Rs.)	Shareholding %
1-500	11,815	90.79	10,72,449	5.48
501-1000	603	4.63	4,71,780	2.41
1001-2000	278	2.14	4,16,567	2.13
2001-3000	108	0.83	2,72,763	1.40
3001-4000	56	0.43	1,97,541	1.01
4001-5000	34	0.26	1,54,607	0.79
5001-10000	55	0.42	4,02,801	2.06
10001 and above	64	0.49	1,65,64,147	84.72
Total	**13,013**	**100.00**	**1,95,52,655**	**100.00**

Note: The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent as on 30th March, 2019.

Table 4: Distribution of Shareholding by Ownership as on 31st March, 2019:

Category (as being reported to Stock Exchanges)	No. of Equity Shares	% of Shareholding
Promoters' Holding		
Individual Promoter	19,45,506	9.95%
Corporate Body(ies)	1,12,75,466	57.67%
Institutional Investors		
Financial Institutions/Banks	6,378	0.03%
Foreign Portfolio Investors	1,73,783	0.89%
Others		
Corporate Bodies	7,39,585	3.78%
Resident Individuals	44,28,895	22.65%
Non Resident Indian(s)	5,23,174	2.68%
Clearing Members	49,880	0.26%
Mutual Fund	4,04,693	2.07%
Government Company (IEPF)	5,295	0.03%
Total	**1,95,52,655**	**100.00%**

Note: The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent as on 30th March, 2019.

viii. Shares held in Physical and Dematerialized Form:

As on 31st March, 2019, the break-up of Share Capital of the Company held in dematerialized form is as under:

Mode	No. of Equity Shares	Percentage
Demat shares with NSDL	1,79,70,280	91.907%
Demat shares with CDSL	15,81,769	8.089%
Shares held in Physical mode	606	0.003%
Total	**1,95,52,655**	**100.000%**

(The details given above are as per BENPOS received from Bigshare Services Private Limited, Registrar and Share Transfer Agent dated 31st March, 2019.)

ix. Liquidity:

Higher trading activity is witnessed on NSE. Relevant data for the daily turnover on Stock Exchange(s) for the Financial Year 2018-19 is given below:

	BSE	NSE	Total
Shares (Nos.)	9,24,629	64,51,340	73,75,969
Value (₹ in Lakh)	5,872.35	41,103.69	46,976.04

[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 the last 10 years is as under:

Financial Year	Dividend Declaration Date	Dividend Per Share (Rs.)
2017-18	01.08.2018	1.50
2016-17	28.07.2017	1.50
2015-16	-	Nil
2014-15	22.09.2015	1.25
2013-14	23.09.2014	1.00
2012-13	17.09.2013	0.75
2011-12	25.09.2012	0.50
2010-11	23.09.2011	0.50
2009-10	23.08.2010	1.00
2008-09	27.08.2009	0.75

Note: Dividend of ₹ 1.50/- (Rupee One and Paise Fifty Only) per Equity Share of Face Value of ₹ 10/- (Rupees Ten Only) each recommended by the Board of Directors on 30th April, 2019, is subject to declaration by Shareholders at the ensuing 25th (Twenty Fifth) Annual General Meeting scheduled to be held on Friday, 26th July, 2019.

xi. Reconciliation of Share Capital Audit Report:

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every Quarter and Report thereon is submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and the total number of shares in physical form, as stated in the Reconciliation Share Capital Audit Report submitted to the Stock Exchanges.

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
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai- 400 059, Maharashtra
Phone: 022- 6263 8200, Fax: 022 – 6263 8299
E-mail: info@bigshareonline.com,
Website: www.bigshareonline.com

xiv. Credit Ratings:

During the Financial Year 2018-19, ICRA Limited have assigned the Credit Ratings for ₹ 45,500 Lakh Line of Credit (LOC) and ₹ 10,000 Lakh Commercial Paper programme availed by the Company, as under:-

1. Long-term rating from "[ICRA]A" (pronounced 'ICRA A') to "[ICRA]A+" (pronounced 'ICRA A plus'), which was further upgraded to "[ICRA]AA-" (pronounced 'ICRA double A minus');
2. Short-term rating from "[ICRA]A1" (pronounced 'ICRA A one') to "[ICRA]A1+" (pronounced 'ICRA A one plus'); and
3. Commercial Paper programme at "[ICRA]A1+" (pronounced 'ICRA A one plus')..

xv. Plant Locations:

1. Plot Nos. B-17, B-18 & B-21, MIDC Mahad, Village Birwadi, Taluka Mahad, District Raigad – 402 309, Maharashtra
2. Plot No. B-16, MIDC Mahad, Village Birwadi, Taluka Mahad, District Raigad – 402 309, Maharashtra
3. Plot No. K-2/1/1, Additional MIDC Mahad, Village Kalij, Taluka Mahad, District Raigad – 402 302, Maharashtra
4. Plot No. K-2/1/2, Additional MIDC Mahad, Village Kalij, Taluka Mahad, District Raigad – 402 302, Maharashtra

xvi. Research and Development Centre:

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

xvii. Address for Correspondence:

Mr. Saurav Bhala, Chief Financial Officer
"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 6337, Fax: 022 - 2261 8289
E-mail id: saurav.bhala@godrejastec.com, Website: www.astecls.com

Ms. Tejashree Pradhan, Company Secretary & Compliance Officer
"Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, Maharashtra
Phone: 022 – 2519 5768, Fax: 022 - 2261 8289
Email id: tejashree.pradhan@godrejastec.com, Website: www.astecls.com

Investor Correspondence should be addressed to:

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai – 400 059, Maharashtra
Phone: 022- 6263 8200, Fax: 022 – 6263 8299
Email id: 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.

xviii. 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.

xix. Material Non-Listed Subsidiary Company:

Your Company does not have material subsidiary Company whose turnover or net worth (i.e. Paid-up capital and free reserves) exceeds 20% (twenty per cent) of the consolidated turnover or net worth respectively of the Company and its subsidiary in the immediate preceding Financial 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 at the weblink http://www.astecls.com/codes-and-policies.aspx.

xx. 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.

xxi. Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

Sr. No.	Particulars	Regulation	Compliance Status (Yes/ No/N.A.)	Compliance observed for the following:
1	Board of Directors	17 & 17A	Yes	• Board Composition • 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 • Explanatory Statement to be annexed to General Meeting • Maximum Number of Directorship
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
3	Nomination and Remuneration Committee	19	Yes	• Composition • Role of the Committee • Frequency of Meetings
4	Stakeholders' Relationship Committee	20	Yes	• Composition • Role of the Committee • Frequency of Meetings
5	Risk Management Committee	21	Yes	• Composition • Role of the Committee • Frequency of Meetings
6	Vigil Mechanism	22	Yes	• Formulation of Vigil Mechanism for Directors and Employees • Direct access to Chairperson of 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, Board of Directors and Shareholders. • Review of transactions pursuant to aforesaid Contracts • Disclosure of Related Party Transactions

Sr. No.	Particulars	Regulation	Compliance Status (Yes/ No/N.A.)	Compliance observed for the following:
8	Corporate Governance requirements with respect to subsidiary of Listed entit	24 & 24 A	Yes	• Review of investments made by unlisted subsidiary companies by the Audit Committee. • Minutes of Meeting of Board of Directors of unlisted subsidiary companies placed at the Meeting of the Board of Directors of the Company. • Review of significant transactions and arrangement entered by the unlisted Subsidiary Companies. • Secretarial Audit Report of Material Subsidairy to be annexed
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
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

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

During the year under review, the Company has transferred an amount of ₹ 55,084/- (Rupees Fifty Five Thousand Eighty Four Only) lying in the unpaid / unclaimed dividend account for the Financial Year 2010-11, to the Investor Education and Protection Fund (IEPF) pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, Equity Shares in respect of whom dividend will remain unclaimed progressively for 7 (seven) consecutive years, will be reviewed for transfer to the IEPF as required by law. The Company will transfer the said Equity Shares, after sending an intimation of such proposed transfer in advance to the concerned Shareholders, as well as, publish a public notice in this regard. Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 1st August, 2018 (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 (MCA).

xxiii. Compliance with the Non - Mandatory Requirements:

Your Company complies with all mandatory requirements and has also adopted some of the non - mandatory requirements as detailed under the head "Non - Mandatory Requirements".

NON - MANDATORY REQUIREMENTS

1. Separate Positions of Chairperson and Managing Director:

The Company has separate positions for Chairperson and Managing Director. Mr. Nadir B. Godrej is the "Chairman" of the Company and Mr. Ashok V. Hiremath is the "Managing Director" of the Company.

2. Reporting of Internal Auditors:

The Internal Auditors of the Company give their quarterly report / presentation to the Audit Committee and the same is taken for review at the time of Audit Committee Meetings.

CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF COMPANIES BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) / MINISTRY OF CORPORATE AFFAIRS (MCA) OR ANY SUCH STATUTORY AUTHORITY

We, Vikas R. Chomal And Associates, Practising Company Secretaries, hereby certify pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that, none of the following Directors of **Astec LifeSciences Limited**, viz.:

1.	Mr. Nadir B. Godrej	-	Chairman (Non-Executive, Non-Independent)
2.	Mr. Ashok V. Hiremath	-	Managing Director
3.	Mr. Arijit Mukherjee	-	Whole-Time Director
4.	Mr. Balram Singh Yadav	-	Director (Non-Executive, Non-Independent)
5.	Mr. Rakesh Dogra	-	Director (Non-Executive, Non-Independent)
6.	Mr. Sitendu Sharma	-	Director (Non-Executive, Independent)
7.	Mr. Vinod Malshe	-	Director (Non-Executive, Independent)
8.	Dr. Leena Raje	-	Director (Non-Executive, Independent)
9.	Mr. Vijay K. Khot	-	Director (Non-Executive, Independent)
10.	Dr. Brahma Nand Vyas	-	Director (Non-Executive, Independent)

have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs (MCA) or any such statutory authority.

FOR VIKAS R. CHOMAL AND ASSOCIATES

VIKAS R CHOMAL
PROPRIETOR
MEMBERSHIP NO.: 24941
CERTIFICATE OF PRACTICE NO.: 12133

Date : April 27, 2019
Place : Thane, Maharashtra

DECLARATION BY MANAGING DIRECTOR WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT OF THE COMPANY

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said regulations, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2019.

For Astec Lifesciences Limited

Ashok Hiremath
Managing Director

Place: Mumbai
Date: 30th April, 2019

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Astec LifeSciences Limited

We have examined the compliance of conditions of corporate governance by **Astec LifeSciences Limited** (the 'Company') for the year ended March 31, 2019, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]

B. Narasimhan
Partner
FCS 1303 / CP No. 10440

Place: Mumbai
Date: April 30, 2019

STANDALONE FINANCIALS AND AUDITORS' REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of
Astec LifeSciences Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Astec LifeSciences Limited ("the Company"),which comprise the standalone balance sheet as at 31 March 2019, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements,including a summary of the significant accounting policies and other explanatoryinformation.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Revenue Recognition
See note 25 to the standalone financial statements

Key audit matter	How the matter was addressed in our audit
Revenue from sale of goods is recognised when the control of the goods has passed, which is usually on delivery of the goods. There is a risk that revenue may be overstated on account of it being recorded in the incorrect period.	Our audit procedures included the following: - Evaluating the process followed by the management for revenue recognition including understanding and testing of key controls relating to recognition of revenue in correct period; - Inspecting underlying documentation/records for sales transactions recorded either side of year-end to determine whether revenue has been recognised in the correct period; and - Critically assessing manual journals posted to revenue to identify unusual or irregular items.

Pending Litigations and claims
See note 43 to the standalone financial statements

Key Audit Matter	How the matter was addressed in our audit
As at 31 March 2019, Company is having pending litigations under various laws such as Income Tax, Excise, VAT and Customs. We focused on this area as eventual outcome of the claims is uncertain and position taken by the management is based on the application of material judgment and estimation. Accordingly, unexpected adverse outcome could significantly impact Company's profit and balance sheet position.	Our audit procedures included the following: - We discussed the status of significant and potential litigations with management who have knowledge of these matt ers and where relevant we also obtained formal confirmation from the Company's external tax consultants; - Use of our own local Indirect and Direct tax specialists to assess the value of contingent liabilities in light of the nature of exposure, applicable regulations and related correspondence with authorities; and - Considering the adequacy of the disclosure made in relation to contingent liabilities.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible forthe matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of a dequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring 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.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors'report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

   (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flowsdealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

   i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 43 to the standalone financial statements;

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

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

   (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595

Mumbai
30 April 2019

ANNEXURE A 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 31 March 2019. 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. As informed to us, no material discrepancies were identified on such verification.

(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties are held in the name of the company.

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

(iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of grant of loans, making investments, providing guarantees and securities, as applicable.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of directives issued by the Reserve Bank of India or under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of provident fund, employees' state insurance, profession tax, income-tax, sales-tax, goods and services tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, profession tax, income-tax, sales-tax, goods and services tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

Also, refer note 44 to the Financial Statements.

(b) According to the records of the Company, the outstanding dues of income-tax, sales-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 Lakhs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	58.67 30.47	FY 2006-07 FY 2008-09	High Court
Income Tax Act, 1961	Income Tax	*42.66 61.88	FY 2009-10 FY 2015-16	ITAT
Income Tax Act, 1961	Income Tax	184.52 79.36 **21.37 23.34 19.70	FY 2008-09 FY 2009-10 FY 2010-11 FY 2011-12 FY 2013-14	CIT (A)
Income Tax Act, 1961	Income Tax	78.26 163.89	FY 2004-05 FY 2007-08	JCIT/DCIT
Central Excise Act	Excise Duty	***4,111.77 4,507.68 87.68	FY2009–FY 2014 FY2009–FY 2014 FY 2016–FY 2017	CESTAT High Court Joint Commissioner
Customs Act, 1962	Custom Duty	26.60	FY 2013-14	Commissioner of Custom
VAT and Sales Tax Act	Sales Tax	5.61 #8.16 ##97.13	FY 2011-12 FY 2012-13 FY 2013-14	Deputy Commissioner Joint Commissioner Joint Commissioner

* Net of amount paid under protest amounting to ₹ 42.66 lakhs

** Net of amount paid under protest amounting to ₹ 1.66 lakhs

*** Net of amount paid under protest amounting to ₹ 121.58 lakhs

Net of amount paid under protest amounting to ₹ 1.97 lakhs

Net of amount paid under protest amounting to ₹ 10.80 lakhs

(viii) According to information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company did not have any loans or borrowings during the year from debenture holders or government.

(ix) According to the information and explanations given to us the monies raised by way of term loans were applied for the purposes for which those were raised. The Company did not raise money by way of initial public offer or further public offer (including debt instruments).

(x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees have been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595

Mumbai
30 April 2019

ANNEXURE B TO THE AUDITOR'S REPORT

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ASTEC LIFESCIENCES LIMITED – 31 MARCH 2019

Report on the internal financial controls with reference to financial statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph (A-f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Astec LifeSciences Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595

Mumbai
30 April 2019

BALANCE SHEET AS AT MARCH 31, 2019

(₹ in lakh)

Particulars		Note	As at March 31, 2019	As at March 31, 2018
ASSETS				
(I)	**Non-current assets**			
	(a) Property, plant and equipment	2	16,457.64	11,198.33
	(b) Capital work-in-progress		1,863.24	4,178.29
	(c) Intangible assets	3	206.71	277.36
	(d) Intangible assets under development		34.74	8.53
	(e) Financial assets			
	(i) Investments			
	Investments in subsidiaries	4 (a)	48.89	48.89
	Other investments	4 (b)	0.53	0.53
	(ii) Loans	5	245.25	194.93
	(f) Other tax assets (net)	6	217.24	118.22
	(g) Other non-current assets	7	2,194.42	2,132.66
	Total Non-current assets		**21,268.66**	**18,157.74**
(II)	**Current assets**			
	(a) Inventories	8	9,284.95	7,847.83
	(b) Financial assets			
	(i) Trade receivables	9	12,179.58	12,313.41
	(ii) Cash and cash equivalents	10	16.44	24.37
	(iii) Bank balances, other than (ii) above	11	126.90	116.63
	(iv) Loans	12	4.85	2.32
	(v) Others	13	26.34	82.17
	(c) Other current assets	14	3,200.87	2,769.38
	Total current assets		**24,839.93**	**23,156.11**
	Total Assets		**46,108.59**	**41,313.85**
EQUITY AND LIABILITIES				
(I)	**Equity**			
	(a) Equity share capital	15	1,955.27	1,952.77
	(b) Other equity	16	18,291.22	15,015.92
	Total equity		**20,246.49**	**16,968.69**
(II)	**Liabilities**			
(1)	**Non current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	17	-	24.88
	(b) Provisions	18	22.86	16.52
	(c) Deferred tax liabilities (net)	19	922.95	443.85
(2)	**Total non current liabilities**		**945.81**	**485.25**
	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	20	17,566.79	12,417.28
	(ii) Trade payables	21		
	Total outstanding dues from Micro, Small and Medium Enterprises		102.64	-
	Total outstanding dues from other than Micro, Small and Medium Enterprises		6,261.58	10,023.75
	(iii) Other financial liabilities	22	893.03	1,328.08
	(b) Other current liabilities	23	55.76	46.77
	(c) Provisions	24	36.49	44.03
	Total current liabilities		**24,916.29**	**23,859.91**
	Total liabilities		**25,862.10**	**24,345.16**
	Total Equity and Liabilities		**46,108.59**	**41,313.85**

The Notes 1 to 50 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars		Note	For the Year ended March 31, 2019	For the Year ended March 31, 2018
I.	Revenue from operations	25	43,090.12	37,084.52
II.	Other income	26	1,110.07	810.62
III.	**Total Income (I + II)**		**44,200.19**	**37,895.14**
IV.	**Expenses**			
	Cost of materials consumed	27	29,505.18	22,421.97
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(1,555.88)	1,082.92
	Excise duty		-	326.10
	Employee benefits expense	29	2,509.88	2,170.82
	Finance costs	30	1,237.59	1,065.90
	Depreciation and amortisation expense	31	1,934.06	1,467.27
	Other expenses	32	4,990.03	4,207.59
	Total expenses (IV)		**38,620.86**	**32,742.57**
V.	Profit before exceptional items and tax		5,579.33	5,152.57
VI.	Exceptional items	33	-	415.21
VII.	**Profit before tax (V+VI)**		**5,579.33**	**5,567.78**
VIII.	**Tax expense:**		**2,010.73**	**2,070.70**
	1. Current tax		1,528.88	1,737.13
	2. Deferred tax		442.22	206.99
	3. Adjustment for tax of previous years (net)		39.63	126.58
IX.	**Profit for the year after tax**		**3,568.60**	**3,497.08**
X.	**Other comprehensive income**			
	(A) (i) Items that will not be reclassified to profit or loss			
	Remeasurement of defined benefit liability		(6.70)	(14.00)
	(ii) Income tax related to items that will not be reclassified to profit or loss		2.34	4.85
			(4.36)	**(9.15)**
	(B) (i) Items that will be reclassified to profit or loss			
	Effective portion of gains/losses on hedging instruments in a cash flow hedge		35.25	(29.29)
	(ii) Income tax related to items that will be reclassified to profit or loss		(12.20)	10.14
			23.05	**(19.15)**
	Total other comprehensive income		**18.69**	**(28.30)**
XI.	**Total comprehensive income for the year**		**3,587.29**	**3,468.78**
XII.	**Earnings per equity share (Nominal value of ₹ 10 each, fully paid-up)**	34		
	Basic (in ₹)		18.26	17.91
	Diluted (in ₹)		18.23	17.88

The Notes 1 to 50 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Cash flow from operating activities		
Profit before tax	**5,579.33**	**5,567.78**
Adjustments for		
Depreciation and amortisation expense	1,934.06	1,467.27
Interest income	(36.28)	(53.25)
Interest expense	1,237.59	1,065.90
Unrealised foreign exchange (gain)/loss	(189.76)	(91.90)
Loss allowance	3.58	18.32
Loss/(Gain) on sale of property, plant and equipment	(0.04)	-
Obsolete Inventory written off	-	727.83
Bad debts / advances written off	242.54	-
Gain on mutually terminated agreement	-	(1,932.83)
Property, plant and equipment written off	-	789.79
Employee stock options expense	16.35	33.86
Sundry balances written back	(174.75)	(231.38)
	3,033.29	**1,793.60**
Operating profit before working capital changes	**8,612.62**	**7,361.38**
Change in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(102.89)	(1,019.38)
(Increase)/Decrease in loans	(52.85)	(55.50)
(Increase)/Decrease in other financial assets-current	91.08	(5.09)
(Increase)/Decrease in other current assets	(431.51)	(948.09)
(Increase)/Decrease in inventories	(1,437.12)	(2,020.52)
(Increase)/Decrease in other financial assets-non-current	-	316.08
(Increase)/Decrease in other non-current assets	(12.77)	(434.48)
Increase/(Decrease) in trade payables	(3,514.01)	4,179.91
Increase/(Decrease) in other financial liabilities	19.37	652.35
Increase/(Decrease) in other current liabilities	8.99	(17.13)
Increase/(Decrease) in provisions	(7.90)	(19.75)
Increase/(Decrease) in other non-current liabilities	-	9.90
	(5,439.61)	**638.30**
Cash generated from operations	**3,173.01**	**7,999.68**
Direct taxes paid (net of refunds received)	(1,640.51)	(1,530.62)
Net cash inflow / (outflow) from operating activities	**1,532.50**	**6,469.06**
Cash flow from investing activities		
Payments for property, plant and equipment	(5,277.54)	(4,969.60)
Proceed from sale of property, plant and equipment	1.61	-
Deposits redeemed	(10.27)	22.16
Interest received	36.28	53.25
Net cash inflow / (outflow) from investing activities	**(5,249.92)**	**(4,894.19)**

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Cash flow from financing activities		
Repayment of borrowings	5,272.93	(425.94)
Proceeds from issue of shares	27.60	19.83
Interest paid	(1,237.59)	(1,065.90)
Dividend paid to company's shareholders	(353.45)	(352.35)
Net cash inflow (outflow) from financing activities	**3,709.49**	**(1,824.36)**
Net increase / (decrease) in cash and cash equivalents	(7.93)	(249.49)
Cash and cash equivalents at the beginning of the year	24.37	273.86
Cash and cash equivalents at the end of the year	**16.44**	**24.37**

1 The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Cash Flow Statement notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.

2 Movement in Borrowings

(₹ in lakh)

Particulars	March 31, 2018	Cash Flows	Non-cash changes	March 31, 2019
Long term borrowings	40.20	(40.20)	-	-
Short term borrowings	12,417.28	5,313.13	(163.62)	17,566.79
Total borrowings	**12,457.48**	**5,272.93**	**(163.62)**	**17,566.79**

(₹ in lakh)

Particulars	March 31, 2017	Cash Flows	Non-cash changes	March 31, 2018
Long term borrowings	56.08	(15.88)	-	40.20
Short term borrowings	12,599.88	(410.06)	227.46	12,417.28
Total borrowings	**12,655.96**	**(425.94)**	**227.46**	**12,457.48**

The Notes 1 to 50 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(a) Equity share capital

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the reporting period	1,952.77	1,951.29
Changes in equity share capital during the year	2.50	1.48
Balance at the end of the reporting period	**1,955.27**	**1,952.77**

(b) Other equity

(₹ in lakh)

Particulars	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Capital redemption reserve	Employee share option outstanding	Cash Flow Hedge Reserve	Total Equity
Balance at April 1, 2017	**-**	**4,762.94**	**1,249.28**	**5,765.79**	**0.30**	**72.88**	**(3.90)**	**11,847.26**
Profit for the year	-	3,497.08	-	-	-	-	-	3,497.08
Other comprehensive income for the year	-	(9.15)	-	-	-	-	(19.15)	(28.30)
Total comprehensive income for the year	**-**	**3,487.93**	**-**	**-**	**-**	**-**	**(19.15)**	**3,468.78**
Transactions with the owners of the Company								
Contributions and distributions								
Dividends	-	(292.75)	-	-	-	-	-	(292.75)
Dividend distribution tax	-	(59.60)	-	-	-	-	-	(59.60)
Exercise of employee stock options	0.20			36.32		(18.18)		18.34
Employee stock option expense						33.86		33.86
Balance at March 31, 2018	**0.20**	**7,898.52**	**1,249.28**	**5,802.11**	**0.30**	**88.56**	**(23.05)**	**15,015.92**

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Capital redemption reserve	Employee share option outstanding	Cash Flow Hedge Reserve	Total Equity
Balance at April 1, 2018	**0.20**	**7,898.52**	**1,249.28**	**5,802.11**	**0.30**	**88.56**	**(23.05)**	**15,015.92**
Profit for the year	-	3,568.60	-	-	-	-	-	3,568.60
Other comprehensive income for the year	-	(4.36)	-	-	-	-	23.05	18.69
Total comprehensive income for the year	**-**	**3,564.24**	**-**	**-**	**-**	**-**	**23.05**	**3,587.29**
Transactions with the owners of the Company								
Contributions and distributions								
Final Dividend	-	(293.19)	-	-	-	-	-	(293.19)
Dividend distribution tax	-	(60.26)	-	-	-	-	-	(60.26)
Exercise of employee stock options	(0.10)	-	-	52.79		(27.59)		25.11
Employee stock option expense	-	-	-			16.35		16.35
Balance at March 31, 2019	**0.10**	**11,109.31**	**1,249.28**	**5,854.90**	**0.30**	**77.33**	**-**	**18,291.22**

The Notes 1 to 50 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

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

BURJIS PARDIWALA
Partner
Membership Number: 103595

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

Place : Mumbai
Mumbai, April 30, 2019

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1 : Significant accounting policies

A. General Information

Astec LifeSciences 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. The Company was incorporated under the Companies Act, 1956 on January 25, 1994. The Company manufactures a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

B. Basis of preparation

(1) Statement of compliance with Ind AS

The accompanying financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements for the year ended 31 March 2019 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on April 30, 2019.

(2) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments - measured at fair value

(3) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency') The Indian Rupee (INR) is the functional and presentation currency of the company. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

C. Key estimates and assumptions

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

(1) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

(2) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

(3) Recognition of deferred tax assets

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

(4) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

(5) Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

(6) Fair valuation of employee share options

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

(7) Determining whether an arrangement contains a lease

At inception of an arrangement, the Company determines whether the arrangement is or contains a lease.

At inception or on reassessment of an arrangement that contains a lease, the Company separates payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is

recognised using the Company's incremental borrowing rate. And in case of operating lease, treat all payments under the arrangement as lease payments.

(8) Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

(9) Liability for Sales Return

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

D. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

E. Significant accounting policies

(1) Revenue recognition :

i. Sale of goods

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Company includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Company. As at 31 March 2019, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Company using a best estimate based on accumulated experience.

ii. Dividend income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(2) Foreign currency :

(i) Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

- Qualifying cash flow hedges to the extent that the hedges are effective.

(3) Employment Benefits

(i) Short-term obligations

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Company has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on either Economic Value Added (EVA) or Profit before tax (PBT). The PLVR amount is related to actual improvement made in either EVA or PBT over the previous year when compared with expected improvements.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, and

(b) defined contribution plans such as provident fund.

Gratuity obligations

The following post – employment benefit plans are covered under the defined benefit plans:

Gratuity :

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Astec LifeSciences Limited Employee Stock Option Plan.

Employee options:

The fair value of options granted under the Astec LifeSciences Limited Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Terminal benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(4) Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for

taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(5) Inventories

(i) Raw materials and stores, work in progress, traded and finished goods

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of weighted average price. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(6) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Depreciation/ Amortizations

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Plant and Machinery:

Based on the condition of the plants, regular maintenance schedule, material of construction, external and internal assessment and past experience, the Company has considered useful life of Plant and Machinery as 20 years.

(b) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(c) 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).

(7) Intangible assets

(i) Computer software

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software and product registration, which are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software 6 years
- Product Registration 5 years

(ii) Research and development

Revenue expenditure on research and development is charged to the Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research and development is accounted for as an addition to property, plant and equipment.

(8) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

(9) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Company. The Company has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

(10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(11) Hedge accounting

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk and commodity price risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement profit or loss.

i. Financial assets

Classification

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

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

Equity investments

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.

b) Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(12) Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

(13) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in profit or loss.

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

(14) Leases

In determining whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease date if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

(i) Lease payments

Payments made under operating leases are recognised in the Statement of Profit and 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.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(ii) Lease assets

Assets held by the Company under leases that transfer to the Company substantially all of the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases are classified as operating leases and are not recognised in the Company's statement of financial position.

(15) Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

(16) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(17) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(18) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(F) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116, Leases

Ind AS 116, Leases: Ind AS 116 is applicable for financial reporting periods beginning on or after 1 April 2019 and replaces existing lease accounting guidance, namely Ind AS 17. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as Ind AS 116 replaces the operating lease expense (i.e. rent) with depreciation charge for ROU assets and interest expense on lease liabilities. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. The Company is in the process of analysing the impact of new lease standard on its financial statements.

Amendments to existing Ind AS:

(1) Ind AS 12 Income Taxes : Amendments relating to income tax consequences of dividend and uncertainty over income tax treatments

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company is evaluating the impact of this amendment on its financial statements.

(2) Ind AS 109 Financial Instruments : Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. The Company is evaluating the impact of this amendment on its financial statements.

(3) Ind AS 28 Investments in Associate and Joint Ventures : Long-term interests in associates and joint ventures

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests. The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures. The Company does not currently have any long-term interests in associates and joint ventures.

(4) Ind AS 23 Borrowing Costs

The amendments clarify that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings. The Company is evaluating the impact of this amendment on its financial statements.

(5) Ind AS 19 Employee Benefits

This amendment requires:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- To recognise in profit or loss as part of past service cost, or gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

The Company is evaluating the impact of this amendment on its financial statements.

(6) Ind AS 103 Business Combinations

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

(7) Ind AS 111 Joint Arrangements

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2 : Property, plant and equipment

(₹ in lakh)

Particulars	Leasehold Land	Plant and Machinery	Factory Buildings	Office Buildings	Electrical Installations	Furniture and Fixtures	Vehicles	Computers	Office and Other Equipment	Total
Gross Block										
At April 1, 2017	155.25	8,836.65	2,109.92	267.48	199.25	134.66	136.67	35.02	24.69	**11,899.59**
Additions	-	2,220.59	1,025.30	-	104.59	3.78	62.04	13.76	11.00	**3,441.06**
Disposals	-	900.92	-	-	-	-	-	-	-	**900.92**
As at March 31, 2018	**155.25**	**10,156.32**	**3,135.22**	**267.48**	**303.84**	**138.44**	**198.71**	**48.78**	**35.69**	**14,439.73**
Accumulated Depreciation										
At April 1, 2017	3.67	1,713.95	147.16	9.29	27.73	41.75	25.69	10.59	9.05	**1,988.88**
For the year	1.88	1,144.02	129.23	4.73	26.80	23.32	18.40	9.32	5.94	**1,363.64**
Disposals	-	111.12	-	-	-	-	-	-	-	**111.12**
As at March 31, 2018	**5.55**	**2,746.85**	**276.39**	**14.02**	**54.53**	**65.07**	**44.09**	**19.91**	**14.99**	**3,241.40**
Net Block as at March 31, 2018	**149.70**	**7,409.47**	**2,858.83**	**253.46**	**249.31**	**73.37**	**154.62**	**28.87**	**20.70**	**11,198.33**
Gross Block										
At April 1, 2018	155.25	10,156.32	3,135.22	267.48	303.84	138.44	198.71	48.78	35.69	**14,439.73**
Additions	136.35	4,774.32	1,900.62	-	203.60	11.56	30.76	32.35	14.27	**7,103.83**
Disposals	-	-	-	-	-	-	2.83	-	-	**2.83**
As at March 31, 2019	**291.60**	**14,930.64**	**5,035.84**	**267.48**	**507.44**	**150.00**	**226.64**	**81.13**	**49.96**	**21,540.73**
Accumulated Depreciation										
At April 1, 2018	5.55	2,746.85	276.39	14.02	54.53	65.07	44.09	19.91	14.99	**3,241.40**
For the year	2.44	1,512.54	209.12	4.73	43.31	21.90	26.29	14.45	8.12	**1,842.90**
Disposals	-	-	-	-	-	-	1.21	-	-	**1.21**
As at March 31, 2019	**7.99**	**4,259.39**	**485.51**	**18.75**	**97.84**	**86.97**	**69.17**	**34.36**	**23.11**	**5,083.09**
Net Block as at March 31, 2019	**283.61**	**10,671.25**	**4,550.33**	**248.73**	**409.60**	**63.03**	**157.47**	**46.77**	**26.85**	**16,457.64**

Note 3 : Intangible Assets

(₹ in lakh)

Particulars	Computer Software	Product Registration	Total
Gross Block			
At April 1, 2017	260.26	250.58	**510.84**
Additions	30.08	-	**30.08**
Disposals	-	-	**-**
As at March 31, 2018	**290.34**	**250.58**	**540.92**
Accumulated amortisation			
At April 1, 2017	8.07	151.86	**159.93**
For the year	47.22	56.41	**103.63**
Disposals	-	-	**-**
As at March 31, 2018	**55.29**	**208.27**	**263.56**
Net Block as at March 31, 2018	**235.05**	**42.31**	**277.36**
Gross Block			
At April 1, 2018	290.34	250.58	**540.92**
Additions	20.51	-	**20.51**
Disposals	-	-	**-**
As at March 31, 2019	**310.85**	**250.58**	**561.43**
Accumulated amortisation			
At April 1, 2018	55.29	208.27	**263.56**
For the year	48.85	42.31	**91.16**
Disposals	-	-	**-**
As at March 31, 2019	**104.14**	**250.58**	**354.72**
Net Block as at March 31, 2019	**206.71**	**-**	**206.71**

Note 4 : Non-current financial assets- investments

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
A. Investments in subsidiaries		
(a) Investments in equity instruments (Fully Paid, unquoted)		
(i) Behram Chemicals Private Limited 39,380 (Previous year 39,380) Equity Shares of ₹100/- each.	42.18	42.18
(ii) Astec Europe Sprl 9,520 (Previous Year 9,520) Equity Shares of EUR 1/- each.	5.71	5.71
(iii) Comercializadora Agricola Agroastrachem Cia Ltda 400 (Previous Year 400) Equity Shares of USD 1/- each.	1.00	1.00
TOTAL (a)	**48.89**	**48.89**
B. Investment in equity instruments at fair value through Statement of Profit & Loss (Fully paid, unquoted)		
Shamrao Vithal Co-operative Bank Ltd	0.53	0.53
2,100 (Previous Year 2,100) equity shares of ₹ 25/- each.		
TOTAL (b)	**0.53**	**0.53**
TOTAL (a + b)	**49.42**	**49.42**
Note 4.1 : Other disclosures		
Aggregate amount of quoted investment	-	-
Market value of quoted investment	-	-
Aggregate amount of unquoted investments	49.42	49.42
Aggregate amount of impairment in value of investments	-	-
Note 4.2		
Name of subsidiary - Place of business	**% of holding**	**% of holding**
1. Behram Chemicals Private Limited - India	65.63	65.63
2. Astec Europe Sprl - Belgium	50.10	50.10
3. Comercializadora Agricola Agroastrachem cia Ltda - Colombia	100.00	100.00

Note 5 : Non-current financial assets - loans

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good (unless otherwise stated)		
Security deposits	245.25	194.93
TOTAL	**245.25**	**194.93**

Note 6 : Other tax assets (net)

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	118.22	319.03
Less: Current tax payable for the year	1,528.88	1,737.13
Add: Taxes paid	1,640.51	1,530.62
Less: Earlier year tax adjustment	12.61	(5.70)
Closing balance	**217.24**	**118.22**

Note 7 : Other non-current assets

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Capital advances	990.89	941.90
2 Balance with Government Authorities		
i) Considered good	1,203.53	1,190.76
ii) Considered doubtful	3.73	3.73
Less : Allowance for doubtful advances	(3.73)	(3.73)
	1,203.53	**1,190.76**
TOTAL	**2,194.42**	**2,132.66**

Note 8 : Inventories

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
(Valued at lower of cost and net realisable value)		
1 Raw materials (including stock in transit of ₹ 111.65 Lakh (Previous year : ₹ 1,437.26 Lakh)	4,353.91	4,421.39
2 Work-in-progress	2,701.35	1,938.42
3 Finished goods	2,036.09	1,243.14
4 Stores and Spares	193.60	244.88
TOTAL	**9,284.95**	**7,847.83**

Note 9 : Current trade receivables (Refer Note 36.2)

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
- Unsecured and considered good	12,179.58	12,313.41
- Credit impaired	4.20	18.32
Less : Loss allowance	(4.20)	(18.32)
TOTAL	**12,179.58**	**12,313.41**

Note 10 : Cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Cash on hand	0.38	0.83
2 Balances with banks:		
Current accounts	16.06	23.54
TOTAL	**16.44**	**24.37**

Note 11 : Bank balances other than cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Fixed deposits - maturity more than 3 months and less than 12 months (Refer Note 11.1)	120.52	110.93
2 Unclaimed dividend accounts	6.38	5.70
TOTAL	**126.90**	**116.63**

Note 11.1: Fixed deposits are restricted and the same is held towards security of bank guarantees.

Note 12 : Current financial assets - Loans

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good, unless otherwise stated		
Loans and advances to employees	4.85	2.32
TOTAL	**4.85**	**2.32**

Note 13 : Current financial assets - Others

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Derivatives		
- Foreign exchange forward contracts not designated as hedge	-	0.70
- Foreign exchange forward contracts designated as hedge	-	21.00
2 Merchandise exports incentive scheme - scripts in hand	24.65	58.04
3 Interest accrued on bank fixed deposits	1.69	2.43
TOTAL	**26.34**	**82.17**

Note 14 : Other current assets

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Advances to suppliers	74.41	11.67
2 Balance with government authorities (considered good, unless otherwise stated)	2,926.79	2,712.91
3 Prepaid expenses	194.89	40.63
4 Advance to related party (Refer note 49)	3.27	3.27
5 Others	1.51	0.90
TOTAL	**3,200.87**	**2,769.38**

Note 15 : Share Capital

(₹ in lakh)

Particulars		As at March 31, 2019	As at March 31, 2018
1	**Authorised :**		
	25,000,000 (Previous year: 25,000,000) Equity shares of the par value of ₹ 10 each	2,500.00	2,500.00
	TOTAL	**2,500.00**	**2,500.00**
2	**Issued, Subscribed and Paid-up:**		
	19,552,655 (Previous year: 19,527,655) Equity shares fully paid up	1,955.27	1,952.77
	TOTAL	**1,955.27**	**1,952.77**
3	**Reconciliation of number of shares outstanding at the beginning and end of the year:**		
	Equity shares :		
	Outstanding at the beginning of the year	19,527,655	19,512,855
	Issued during the year	25,000	14,800
	Outstanding at the end of the year	**19,552,655**	**19,527,655**

4 **Rights, preferences and restrictions attached to equity shares**

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

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

Equity shares	As at March 31, 2019		As at Mar 31, 2018	
	No. of shares	%	No. of shares	%
1 Godrej Agrovet Limited - Holding company	11,275,466	57.67%	11,217,885	57.45%
2 Ashok Hiremath	1,945,506	9.95%	1,945,506	9.96%

6 There are no shares reserved for issue under options.

Note 16 : Other equity

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Retained earnings	11,109.31	7,898.52
2 General reserve	1,249.28	1,249.28
3 Capital redemption reserve	0.30	0.30
4 Employee stock options outstanding	77.33	88.57
5 Securities premium	5,854.90	5,802.11
6 Cash flow hedge reserve	-	(23.05)
7 Share application money pending allotment	0.10	0.20
TOTAL	**18,291.22**	**15,015.92**

Capital redemption reserve

Capital redemption reserve was created for buy back of shares. The company may issue fully paid-up bonus shares out of the capital redemption reserve.

Employee stock options outstanding

The employee stock options outstanding is used to recognise the grant date fair value of options issued to employees under the Company's stock option plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Cash flow hedge reserve

The Company uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the Company used foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit and loss when the hedged item affects the profit and loss.

Note 17 : Non-current financial liabilities - borrowings

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
Vehicle Loans (Refer Note 17.1)	-	24.88
TOTAL	**-**	**24.88**

Note 17.1 : During the year, the company has made prepayment of its vehicle loans.

Note 18 : Non-current liabilities - provisions

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits :		
- Provision for compensated absences	22.86	16.52
TOTAL	**22.86**	**16.52**

Note 19 : Deferred tax liabilities (net)

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax liabilities (net) (Refer note 39)	922.95	443.85
TOTAL	**922.95**	**443.85**

Note 20 : Current Financial Liablities - Borrowings

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Secured		
(a) Cash credit from banks (Refer Note 20.1)	-	209.43
(b) Buyers credit (Refer Note 20.3)	-	645.98
2 Unsecured		
(a) Cash credit from banks (Refer Note 20.4)	-	2,169.61
(b) Working Capital loan		
Foreign currency (Refer Note 20.2)	172.93	3,799.13
Rupee (Refer Note 20.5)	4,200.00	5,103.19
(c) Commercial Paper (Refer Note 20.6)	10,000.00	-
(d) Buyers credit (Refer Note 20.3)	3,193.86	489.94
TOTAL	**17,566.79**	**12,417.28**

Note 20.1 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.25% (Previous year MCLR + 1.10%).

Note 20.2 : Foreign currency loans from Banks are at an interest rate of LIBOR + 65 bps (Previous year LIBOR + 75 bps) and are repayable in 180 days (Previous year - 30 days).

Note 20.3 : Buyers credit are at an interest rate of 3 to 6 month LIBOR + 40 to 120 bps and are repayable within 6 months.

Note 20.4 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.55%.

Note 20.5 : Working capital loan (Rupee) from banks carries interest rate of 7.45% to 8.45% (Previous year - 7.50% to 7.85%). These loans are repayable on different dates within 3 months.

Note 20.6 : Commercial Paper carries interest rate of 6.95% to 8.49% and repayable within 3 months (Previous year 7.08% to 7.25%).

Details of security:

All the secured current borrowings (Note 20 above) have first pari passu charge on the current assets and movable assets of the Company, including inventory and receivables both present & future.

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

Note 21 : Current - trade payables

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Trade payables		
a. Due to micro, small and medium enterprises (Refer Note 21.1)	102.64	-
b. Others	6,261.58	10,023.75
TOTAL	**6,364.22**	**10,023.75**

Additional disclosure related to Micro, Small and Medium Enterprises

A	Principal amount remaining unpaid	102.64	-
B	Interest due thereon	6.51	-
C	Interest paid by the company in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
D	Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E	Interest accrued and remaining unpaid	6.51	-
F	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 21.1: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same. Accordingly, ₹ 102.64 lakh is overdue as on March 31, 2019 to Micro, Small and Medium Enterprises on account of principal or interest.

Note 22 : Other financial liabilities

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Current maturities of secured long-term debt	-	15.32
2 Non trade payables	379.54	772.64
3 Derivative liability		
- Foreign exchange forward contracts not designated as hedge	79.83	-
4 Unclaimed dividend	6.38	5.70
5 Other payables	427.28	534.42
TOTAL	**893.03**	**1,328.08**

Note 23 : Other current liabilities

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Advances from customers	9.57	6.40
2 Employee deductions	14.54	10.52
3 Statutory liabilities	31.65	29.85
TOTAL	**55.76**	**46.77**

Note 24 : Current liablities - provisions

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Provision for employee benefits		
- Provision for compensated absences	2.71	1.50
- Provision for gratuity	22.87	20.25
2 Provision for sales return (Refer note 24.1)	10.91	22.28
TOTAL	**36.49**	**44.03**

Note 24.1 - Movement of Provision for Sales return

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	22.28	37.98
Less:- Utilised during the year	-	10.27
Less:- Reversed during the year	22.28	27.71
Add:- Provision for the year	10.91	22.28
Closing balance	**10.91**	**22.28**

Note 24.2 : The Company makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Note 25 : Revenue from operations (Refer Note 25.1)

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Sale of products		
- Export sales	24,293.25	19,649.33
- Domestic sales (includes excise duty of ₹ Nil (previous year : ₹ 326.10 lakh)	18,796.87	16,330.94
TOTAL (A)	**43,090.12**	**35,980.27**
2 Other operating revenue		
- Export incentives (Refer Note 26.1)	-	630.46
- Processing income	-	409.91
- Others	-	63.87
TOTAL (B)	**-**	**1,104.25**
TOTAL (A+B)	**43,090.12**	**37,084.52**

Note 25.1

1 Sales by performance obligations

(₹ in lakh)

Particulars	For the Year ended March 31, 2019
Upon delivery	16,453.43
Upon shipment	26,636.69
TOTAL	**43,090.12**

2 Reconciliation of revenue from contract with customers

(₹ in lakh)

Particulars	For the Year ended March 31, 2019
Revenue from contract with customer as per the contract price	43,266.48
Adjustments made to contract price on account of :-	-
a) Commission / Discounts	(176.36)
TOTAL	**43,090.12**

Note 26 : Other income

(₹ in lakh)

Particulars		For the Year ended March 31, 2019	For the Year ended March 31, 2018
1	Export incentives (Refer Note 26.1)	722.48	-
2	Interest income		
	(a) Instruments measured at amortised cost		
	(i) Interest received on deposits	25.83	10.25
	(ii) Interest received on others	10.45	17.22
	(b) Interest received on income tax refund	-	25.78
3	Rent income	3.63	1.75
4	Interest income on finance lease	-	35.06
5	Sundry balances/Provisions no longer required written back	174.75	231.38
6	Foreign exchange difference (net)	166.48	482.81
7	Miscellaneous income	6.45	6.37
TOTAL		**1,110.07**	**810.62**

Note 26.1 :- Consequent to clarifications published by The Institute of Chartered Accountants of India (ICAI), the amount of Export Incentives has been recognised as "Other Income" with effect from 1st April, 2018. In earlier periods, these export incentives were reported under "Revenue from Operations - Other Operating Revenue" in the Statement of Profit & Loss. This has no impact on reported Profit Before Tax (PBT).

Note 27 : Cost of materials consumed

(₹ in lakh)

Particulars		For the Year ended March 31, 2019	For the Year ended March 31, 2018
1	Stocks at the beginning of the year	4,421.39	2,030.35
2	Add : Purchases	29,437.70	24,813.01
		33,859.09	**26,843.36**
3	Less: Stocks at the end of the year	4,353.91	4,421.39
TOTAL		**29,505.18**	**22,421.97**

Note 28 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Stocks at the beginning of the year		
(a) Finished goods	1,243.14	1,077.94
(b) Work-in-progress	1,938.42	3,186.54
Total Stock at the beginning of the year	**3,181.56**	**4,264.48**
2 Less : Stocks at the end of the year		
(a) Finished goods	2,036.09	1,243.14
(b) Work-in-progress	2,701.35	1,938.42
Total Stock at the end of the year	**4,737.44**	**3,181.56**
Changes in the stock of finished goods, work-in-progress, stock-in-trade	**(1,555.88)**	**1,082.92**

Note 29 : Employee benefit expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Salaries, wages, bonus and allowances	2,294.05	1,943.47
2 Contribution to provident, gratuity and other funds	104.85	89.63
3 Expense on employee stock based payments	16.35	33.86
4 Staff welfare expense	94.63	103.86
TOTAL	**2,509.88**	**2,170.82**

Note 30 : Finance Costs

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Interest expense		
Paid towards loans and cash credit	1,143.93	985.32
2 Other borrowing costs	93.66	80.58
TOTAL	**1,237.59**	**1,065.90**

Note 31 : Depreciation and amortisation expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Depreciation	1,842.90	1,363.64
2 Amortisation	91.16	103.63
TOTAL	**1,934.06**	**1,467.27**

Note 32 : Other expenses

(₹ in lakh)

Particulars		For the Year ended March 31, 2019	For the Year ended March 31, 2018
1	Power and fuel	2,380.40	1,787.21
2	Rent	113.99	127.22
3	Rates and taxes	58.74	139.18
4	Effluent treatment plant charges	279.74	156.48
5	Stores and spares consumed	227.67	213.21
6	Repairs and maintenance		
	(a) Machinery	240.78	225.47
	(b) Buildings	18.21	21.60
	(c) Other assets	12.99	38.10
7	Insurance	130.34	83.86
8	Auditor's remuneration (Refer Note 32 (a) below)	16.45	19.03
9	Freight	387.12	539.90
10	Professional and legal fees	298.92	365.20
11	Directors sitting fees	18.90	13.80
12	Bad debts/advances written off	242.54	-
13	Loss allowance	3.58	18.32
14	Security charges	70.70	55.37
15	Research expenses	87.18	85.90
16	Travelling expenses	85.09	92.88
17	Corporate social responsibility (Refer Note 32 (b) below)	57.53	34.44
18	Miscellaneous expenses	259.16	190.42
TOTAL		**4,990.03**	**4,207.59**

Note 32 (a) : Auditor's remuneration (including previous auditors)

(₹ in lakh)

Particulars		For the Year ended March 31, 2019	For the Year ended March 31, 2018
(a)	Audit Fees (including limited reviews)	15.00	18.75
(b)	Reimbursement of Expenses	1.45	0.28
TOTAL		**16.45**	**19.03**

Note 32 (b) : Corporate social responsibility expenditure

Total expenditure incurred on Corporate social responsibility activities during the current year is ₹ 57.53 lakh (previous year ₹ 34.44 lakh)

(₹ in lakh)

Amount spent during **FY 18-19** on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	4.77	-	4.77
(ii) On purposes other than (i) above	52.76	-	52.76
TOTAL	**57.53**	**-**	**57.53**

(₹ in lakh)

Amount spent during **FY 17-18** on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	34.44	-	34.44
TOTAL	**34.44**	**-**	**34.44**

Note 33 : Exceptional items

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Gain on mutually cancelled agreement for supply of product with one of its multi-national customer	-	1,932.83
Inventory written off	-	(727.83)
Property, plant and equipment written off	-	(789.79)
TOTAL	**-**	**415.21**

Note 34 : Earnings per share

Calculation of weighted average number of equity shares

(₹ in lakh)

Particulars			March 31, 2019	March 31, 2018
1		**Calculation of weighted average number of equity shares - Basic**		
	(a)	Number of shares at the beginning of the year	19,527,655	19,512,855
		Number of shares outstanding at the end of the year	19,552,655	19,527,655
		Weighted average number of equity shares outstanding during the year	**19,546,258**	**19,521,963**
2		**Calculation of weighted average number of equity shares - Diluted**		
	(a)	Number of shares at the beginning of the year	19,527,655	19,512,855
		Effect of potential equity shares	44,680	41,327
		Revised number of potential shares at the beginning of the year	**19,572,335**	**19,554,182**
	(b)	Number of equity shares outstanding at the end of the year	19,552,655	19,527,655
		Effect of potential equity shares	29,401	44,680
		Revised number of potential equity shares outstanding at the end of the year	**19,582,056**	**19,572,335**
		Weighted average number of potential equity shares outstanding during the year	**19,575,659**	**19,566,643**
3		**Profit attributable to ordinary shareholders (Basic/diluted)**		
		Profit (loss) for the year, attributable to the owners of the Company	3,568.60	3,497.08
4		Basic Earnings per share (₹)	**18.26**	**17.91**
5		Diluted Earnings per share (₹)	**18.23**	**17.88**
6		Nominal Value of Shares (₹)	**10**	**10**

Note 34.1

The calculation of diluted earnings per share is based on profit attributed to equity shareholders and weighted average number of equity shares outstanding after adjustments for the effects of all dilutive potential equity shares.

Note 35 : Employee benefits

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

Defined Contribution Plan:

The Company pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Company recognised ₹ 68.05 lakh for the year ended March 31, 2019 (Previous Year ₹ 56.08 lakh) towards provident fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

The Company's gratuity and leave encashment/long-term compensated absences schemes are defined benefit plans. The Company's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The Company's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the Company to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2019. 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, 2019	March 31, 2018
Defined benefit obligation	(111.12)	(88.59)
Fair value of plan assets	88.25	68.34
Net defined benefit (obligation)/assets	**(22.87)**	**(20.25)**

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, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Opening balance	88.59	62.54	68.34	55.27	20.25	7.27
Included in profit or loss						
Current service cost	10.99	7.95	-	-	10.99	7.95
Past service cost	-	-	-	-	-	
Interest cost (income)	6.89	4.62	5.32	4.08	1.58	0.54
Liability / Assets transferred in / Acquisitions	0.65	22.65	0.65	22.65	-	-
Included in OCI						
Remeasurement loss (gain):						
Actuarial loss (gain) arising from:	5.18	10.03	-	-	5.18	10.03
Demographic assumptions						
Financial assumptions	(0.11)	(3.71)	-	-	(0.11)	(3.71)
Experience adjustment	5.29	13.75	-	-	5.29	13.75
Return on plan assets excluding interest income	-	-	(1.52)	(3.97)	1.52	3.97
	112.30	**107.78**	**72.78**	**78.03**	**39.52**	**29.75**
Others						
Contributions paid by the employer	-	-	16.66	9.50	(16.66)	(9.50)
Benefits paid	(1.19)	(19.19)	(1.19)	(19.19)	-	-
Closing balance	**111.12**	**88.59**	**88.25**	**68.34**	**22.87**	**20.25**
Represented by						
Net defined benefit asset	-	-				
Net defined benefit liability	22.87	20.25				
	22.87	**20.25**				

ii. Plan assets

Plan assets comprise the following

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Insurer managed fund (100%)	88.25	68.34
TOTAL	**88.25**	**68.34**

iii. Actuarial assumptions

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

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Discount rate	7.79%	7.78%
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, 2019		March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(10.25)	12.00	(8.53)	10.02
Future salary growth (1% movement)	12.22	(10.60)	10.20	(8.82)
Rate of employee turnover (1% movement)	2.73	(3.12)	2.37	(2.71)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2019 were as follows

(₹ in Lakh)

Expected future benefit payments	March 31, 2019	March 31, 2018
1st Following year	7.56	2.60
2nd Following year	4.49	6.37
3rd Following year	5.97	3.92
4th Following year	3.60	5.08
5th Following year	11.76	3.02
Thereafter	45.49	28.70

Other long-term employee benefits:
Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2019 based on actuarial valuation using the projected accrued benefit method is ₹ 11.28 lakh (Previous year : ₹ 11.71 lakh).

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

Note 36: Financial instruments – Fair values and risk management

Note 36.1 : Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakh)

March 31, 2019	Carrying amount				Fair value			
	FVOCI	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
I Non Current Financial Assets								
1 Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2 Long-term loans and advances	-	-	245.25	245.25	-	-	-	-
II Current Financial Assets								
1 Trade and other receivables	-	-	12,179.58	12,179.58	-	-	-	-
2 Cash and cash equivalents	-	-	16.44	16.44	-	-	-	-
3 Bank balance other than (2) above	-	-	126.90	126.90	-	-	-	-
4 Short-term loans and advances	-	-	4.85	4.85	-	-	-	-
5 Other current financial assets	24.65	-	1.69	26.34	-	24.65	-	24.65
TOTAL	**25.18**	**-**	**12,574.71**	**12,599.89**	**-**	**25.18**	**-**	**25.18**
Financial liabilities								
I Non Current Financial Liablities								
1 Long term borrowings	-	-	-	-	-	-	-	-
II Current Financial liabilities								
1 Short term borrowings	-	-	17,566.79	17,566.79	-	-	-	-
2 Trade payables	-	-	6,364.22	6,364.22	-	-	-	-
3 Other financial liabilities	79.83	-	813.20	893.03	-	79.83	-	79.83
TOTAL	**79.83**	**-**	**24,744.21**	**24,824.04**	**-**	**79.83**	**-**	**79.83**

(₹ in lakh)

March 31, 2018	Carrying amount				Fair value			
	FVOCI	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
I Non-current Financial Assets								
1 Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2 Long-term loans and advances	-	-	194.93	194.93	-	-	-	-
II Current Financial Assets								
1 Trade and other receivables	-	-	12,313.41	12,313.41	-	-	-	-
2 Cash and cash equivalents	-	-	24.37	24.37	-	-	-	-
3 Bank balance other than (2) above	-	-	116.63	116.63	-	-	-	-
4 Short-term loans and advances	-	-	2.32	2.32	-	-	-	-
5 Other current financial assets	58.74	21.00	2.43	82.17	-	79.73	-	79.73
TOTAL	**59.27**	**21.00**	**12,654.09**	**12,734.36**	**-**	**80.26**	**-**	**80.26**

(₹ in lakh)

March 31, 2018	Carrying amount				Fair value			
	FVOCI	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
I Non-current Financial liabilities								
1 Long term borrowings	-	-	24.88	24.88	-	24.88	-	24.88
II Current Financial liabilities								
1 Short term borrowings	-	-	12,417.28	12,417.28	-	-	-	-
2 Trade payables	-	-	10,023.75	10,023.75	-	-	-	-
3 Other financial liabilities	-	-	1,328.08	1,328.08	-	15.32	-	15.32
TOTAL	**-**	**-**	**23,793.99**	**23,793.99**	**-**	**40.20**	**-**	**40.20**

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 36.2 : Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's sales are backed by letters of credit and commercial general liability insurance policy from Reliance General Insurance.

The company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals. The Company monitors each loans and advances given and makes any specific provision wherever required.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2019	March 31, 2018
Exports	4,277.68	5,774.22
Domestic	7,901.90	6,539.19
Total of Trade Receivables	**12,179.58**	**12,313.41**

Impairment

The ageing of trade receivables that were not impaired was as follows.

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Neither past due nor impaired	10,703.08	9,567.59
Past due 1–30 days	941.99	1,184.71
Past due 31–90 days	422.80	554.64
Past due 91–180 days	42.19	278.13
> 180 days	69.52	728.34
TOTAL	**12,179.58**	**12,313.41**

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Balance as at the beginning of the year	18.32	-
Loss allowance recognised	213.18	18.32
Amounts written off	(227.30)	-
Balance as at the end of the year	**4.20**	**18.32**

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 16.44 lakh at March 31, 2019 (previous year ₹ 24.37 lakh) . The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Note 36.3 : Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

March 31, 2019	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Vehicle Loans	-	-	-	-	-	-	-
Current, non derivative financial liabilities							
Cash credit from bank	-	-	-	-	-	-	-
Working capital loans	4,372.93	4,372.93	4,372.93	-	-	-	-
Commercial Paper	10,000.00	10,000.00	10,000.00	-	-	-	-
Buyers credit	3,193.86	3,193.86	3,193.86	-	-	-	-
Trade payables	6,364.22	6,364.22	6,364.22	-	-	-	-
Other current financial liabilities	813.20	813.20	813.20	-	-	-	-
Derivative liability	79.83	79.83	79.83	-	-	-	-
TOTAL	**24,824.04**	**24,824.04**	**24,824.04**	**-**	**-**	**-**	**-**

(₹ in lakh)

March 31, 2018	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Vehicle Loans	24.88	24.88	-	-	15.68	9.20	-
Current, non derivative financial liabilities							
Cash credit from bank	2,379.04	2,379.04	2,379.04	-	-	-	-
Working capital loans	8,902.32	8,902.32	8,902.32	-	-	-	-
Commercial Paper	-	-	-	-	-	-	-
Buyers credit	1,135.92	1,135.92	1,135.92	-	-	-	-
Trade payables	10,023.75	10,023.75	10,023.75	-	-	-	-
Other current financial liabilities	1,328.08	1,328.08	1,320.24	7.84	-	-	-
Derivative liability	-	-	-	-	-	-	-
TOTAL	**23,793.99**	**23,793.99**	**23,761.27**	**7.84**	**15.68**	**9.20**	**-**

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Note 36.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company uses derivatives to manage market risks. Generally, the Company hedge the financial instruments to manage volatility in profit or loss.

Currency risk

The company operates internationally and portion of the business is transacted in USD, EURO and GBP currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

Particulars	March 31, 2019			March 31, 2018		
	USD	EUR	GBP	USD	EUR	GBP
Financial Assets						
Trade receivables	4,277.69	-	-	5,774.22	-	-
Foreign exchange forward contracts	-	-	-	(678.64)	-	-
Net exposure to foreign currency risk (Assets)	**4,277.69**	**-**	**-**	**5,095.58**	**-**	**-**
Financial Liabilities						
Foreign currency loan	-	-	-	(3,756.25)	-	-
Buyers credit / PCFC	(3,316.66)	-	-	(1,131.92)	-	-
Trade payables	(3,707.20)	(16.30)	(7.63)	(6,561.63)	(350.29)	(6.82)
Foreign exchange forward contracts	2,868.24	-	-	3,768.80	-	-
Net exposure to foreign currency risk (Liabilities)	**(4,155.62)**	**(16.30)**	**(7.63)**	**(7,681.00)**	**(350.29)**	**(6.82)**
Net exposure	**122.07**	**(16.30)**	**(7.63)**	**(2,585.42)**	**(350.29)**	**(6.82)**
Un-hedged foreign currency exposures						
Purchase	(4,155.62)	(16.30)	(7.63)	(7,681.00)	(350.29)	(6.82)
Sale	4,277.69	-	-	5,095.58	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31, 2019 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

March 31, 2019

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (3% movement)	3.66	(3.66)
EUR (2% movement)	(0.33)	0.33
GBP (2% movement)	(0.15)	0.15
TOTAL	**3.18**	**(3.18)**

March 31, 2018

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (1% movement)	(25.85)	25.85
EUR (4% movement)	(14.01)	14.01
GBP (3% movement)	(0.20)	0.20
TOTAL	**(40.07)**	**40.07**

Note: Sensitivity has been calculated using standard Deviation % of Foreign currency rate movement.

Note 36.5 : Interest rate risk

Interest rate risk can either be fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Fixed-rate instruments		
Financial assets		
Bank Deposits	120.52	110.93
TOTAL	**120.52**	**110.93**
Financial liabilities		
Borrowings	-	24.88
Other financial liabilities	-	15.32
TOTAL	**-**	**40.20**
Variable-rate instruments		
Financial liabilities		
Borrowings	17,566.79	12,417.28
TOTAL	**17,566.79**	**12,417.28**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in lakh)

Particulars	Profit or (loss)		Profit or (loss)	
	March 31, 2019		March 31, 2018	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(175.67)	175.67	(124.17)	124.17
Cash flow sensitivity (net)	**(175.67)**	**175.67**	**(124.17)**	**124.17**

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Note 37 : Hedge accounting

The Company's risk management policy is to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Company uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value, therefore the hedge ratio is 1:1. The Company's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Company assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, changes in timing of the hedged transactions is the main source of hedge ineffectivenes

a. **Disclosure of effects of hedge accounting on financial position**

March 31, 2019

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-	-							

March 31, 2018

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	3,768.80	21.00	-	Other Financial Assets - current	April 25, 2018	1:1	1 USD = ₹ 65.00	35.28	(35.28)
	3,768.80	**21.00**							

b. **Disclosure of effects of hedge accounting on financial performance**

March 31, 2019

(₹ in lakh)

Type of hedge	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	NA	NA	NA	23.05	-

March 31, 2018

(₹ in lakh)

Type of hedge	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	(19.15)	-	-	-	-

c. The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting

(₹ in lakh)

Movements in cash flow hedging reserve	March 31, 2019	March 31, 2018
Opening balance	**(23.05)**	**(3.90)**
Add : Changes in fair value	35.25	(29.29)
Less : Amounts reclassified to profit or loss	-	-
Less: Deferred tax relating to the above	(12.20)	10.14
Closing balance	**-**	**(23.05)**

Note 38 : Income Taxes

(a) Amounts recognised in profit and loss

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Current income tax		
In respect of current year	1,528.88	1,737.13
Adjustments in respect of earlier years	12.61	(5.70)
Deferred income tax liability / (asset), net		
In respect of current year		
Origination and reversal of temporary differences	437.45	206.99
Reduction in tax rate	4.77	-
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	27.02	132.28
Deferred tax expense	469.24	339.27
Tax expense recognised in the Statement of Profit & Loss	**2,010.73**	**2,070.70**

(b) Amounts recognised in other comprehensive income

(₹ in Lakh)

Particulars	March 31, 2019			March 31, 2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit (liability) / asset	(6.70)	2.34	(4.36)	(14.00)	4.85	(9.15)
Items that will be reclassified to profit or loss						
Exchange difference arising on currency translation - cash flow hedge reserve	35.25	(12.20)	23.05	(29.29)	10.14	(19.15)
TOTAL	**28.55**	**(9.86)**	**18.69**	**(43.29)**	**14.99**	**(28.30)**

(c) Reconciliation of tax expense and accounting profit for the year is as under:

(₹ in Lakh)

Particulars	March 31, 2019	March 31, 2018
Profit before tax	**5,579.33**	**5,567.78**
Company's domestic tax rate	34.944%	34.608%
Tax using the Company's domestic tax rate (Current year 34.944% and Previous Year 34.608%)	1,949.64	1,926.90
Tax effect of:		
Expense not allowed for tax purposes	22.38	22.40
Income not considered for tax purpose	(3.66)	(5.96)
Change in tax rate	4.77	-
Others	(2.03)	0.78
TOTAL	**1,971.10**	**1,944.12**
Adjustments in respect of earlier years	39.63	126.58
Tax expense as per Statement of Profit & Loss	**2,010.73**	**2,070.70**

Current tax	**1,528.88**	**1,737.13**
Deferred tax	**442.22**	**206.99**
Adjustment for tax of previous years (net)	**39.63**	**126.58**

The Company's weighted average tax rates for the year ended March 31, 2019 and March 31, 2018 were 36.00% and 37.19%, respectively.
The effective tax rate for the year ended March 31, 2019 is higher than the company's domestic tax rate primarily as a result of prior year tax adjustments of ₹ 39.63 lakh and non-deductible tax expenses.

Note 39 : Movement in deferred tax balances for the year ended March 31, 2019

(₹ in lakh)

Particulars	Net balance April 1, 2018	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2019
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	(493.05)	464.18	-	464.18	957.23	-	(957.23)
Provisions	28.57	5.07	-	5.07	-	23.51	23.51
Others	20.63	-	9.86	9.86	-	10.77	10.77
Deferred Tax assets (Liabilities)	**(443.85)**	**469.24**	**9.86**	**479.10**	**957.23**	**34.28**	**(922.95)**

Movement in deferred tax balances for the year ended March 31, 2018

(₹ in lakh)

Particulars	Net balance April 1, 2017	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2018
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	113.18	606.22	-	606.22	493.05	-	(493.05)
MAT credit entitlement	763.44	763.44	-	763.44	-	-	-
Finance lease receivable	(128.79)	(128.79)	-	(128.79)	-	-	-
Other advances-finance lease	(925.52)	(925.52)	-	(925.52)	-	-	-
Provisions	52.50	23.93	-	23.93	-	28.57	28.57
Others	5.64		(14.99)	(14.99)	-	20.63	20.63
Deferred Tax assets (Liabilities)	**(119.55)**	**339.27**	**(14.99)**	**324.28**	**493.05**	**49.20**	**(443.85)**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Company does not have any intention to dispose investments in subsidiaries in the forseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

Note 40 : Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

a) The Company's adjusted net debt to equity ratio at March 31, 2019 was as follows.

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Total borrowings	17,566.79	12,457.48
Less : Cash and cash equivalents	16.44	24.37
Adjusted net debt	**17,550.35**	**12,433.11**
Total equity	**20,246.49**	**16,968.69**
Adjusted net debt to total equity ratio	0.87	0.73

b) Dividends

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
(i) Equity shares		
Final dividend for the year ended March 31, 2018 of ₹ 1.50/- (March 31, 2017 - ₹ 1.50/-) per fully paid share	293.19	292.75
(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, 2018 - ₹ 1.50/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	293.29	292.91

Note 41: Operating Segment

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the consolidated financial statements of Astec LifeSciences Limited and therefore no separate disclosure on segment information is given in these financial statements.

Note 42 : Share based payments

(a) Employee stock option scheme (ESOS,2015)

The Company has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(b) Employee stock option plan (ESOP,2012)

The Company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Company in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹ 34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option plan (ESOP,2012)

Particulars	March 31, 2019		March 31, 2018	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	37,200	34.00	50,000
Granted during the year	-	-	-	-
Exercised during the year	34.00	18,500	34.00	12,800
Lapsed during the year	-	-	-	-
Closing balance		**18,700**		**37,200**
Vested and exercisable		**15,700**		**21,500**

Employee stock option scheme (ESOS,2015)

Particulars	March 31, 2019		March 31, 2018	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	387.35	40,000	387.35	50,000
Granted during the year	-	-	-	-
Exercised during the year	387.35	5,500	387.35	4,000
Lapsed during the year	-	-	387.35	6,000
Closing balance		**34,500**		**40,000**
Vested and exercisable		**22,500**		**16,000**

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, 2019	March 31, 2018
			Share options	Share options
January 31, 2015	January 30, 2023	34.00	-	-
January 31, 2015	January 30, 2024	34.00	3,200	4,500
January 31, 2015	January 30, 2025	34.00	4,800	11,400
January 31, 2015	January 30, 2026	34.00	5,700	6,700
May 16, 2015	May 15, 2023	34.00	-	-
May 16, 2015	May 15, 2024	34.00	-	5,600
May 16, 2015	May 15, 2025	34.00	2,000	6,000
May 16, 2015	May 15, 2026	34.00	3,000	3,000
July 26, 2016	July 25, 2020	387.35	12,000	16,000
July 26, 2016	July 25, 2021	387.35	10,500	12,000
July 26, 2016	July 25, 2022	387.35	8,000	8,000
July 26, 2016	July 25, 2023	387.35	4,000	4,000
TOTAL			**53,200**	**77,200**
Weighted average remaining contractual life of options outstanding at end of period			3.76	5.11

(i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2019 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, 2019	March 31, 2018
			Share options	Share options
January 31, 2015	January 30, 2023	95.84	-	-
January 31, 2015	January 30, 2024	109.41	3,200	4,500
January 31, 2015	January 30, 2025	109.91	4,800	11,400
January 31, 2015	January 30, 2026	110.49	5,700	6,700
May 16, 2015	May 15, 2023	105.77	-	-
May 16, 2015	May 15, 2024	118.18	-	5,600
May 16, 2015	May 15, 2025	119.30	2,000	6,000
May 16, 2015	May 15, 2026	119.67	3,000	3,000
July 26, 2016	July 25, 2020	100.00	12,000	16,000
July 26, 2016	July 25, 2021	159.00	10,500	12,000
July 26, 2016	July 25, 2022	278.00	8,000	8,000
July 26, 2016	July 25, 2023	297.00	4,000	4,000
TOTAL			**53,200**	**77,200**

The model inputs for options granted includes:

ESOS, 2015 granted on 26 July 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

Particulars	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹ 387.35/-	₹ 387.35/-	₹ 387.35/-	₹ 387.35/-
Expected price volatility of the company's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:

ESOP, 2012- Option B granted on 16 May 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹ 138/-	₹ 138/-	₹ 138/-	₹ 138/-
Expected price volatility of the company's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:

ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-
Expected price volatility of the company's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

c) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Employee stock option plan	16.35	33.86
TOTAL	**16.35**	**33.86**

Note 43 : Contingent Liabilities

(₹ in lakh)

Particulars		March 31, 2019	March 31, 2018
Claims against the Company not acknowledged as debts:			
(i)	Excise matter		
	Excise duty demands relating to clearance/storage of Raw Material/goods from DTA and used/manufactured in 100% EOU unit. The said amount includes up-to-date interest.	8,828.71	6,261.40
(ii)	Customs matter		
	The company has replied to the SCN no. 1624 / 2013 -14 dated 9th July 2013 issued by the Commissioner of Custom - Raigarh alleging that goods imported in Unit B-16 were kept in unit B-17 and therefore are liable for confiscation. The personal hearing of the said SCN is pending. The said amount includes up-to-date interest.	26.60	13.70
(iii)	Income tax		
	The company has preferred appeal against the order of various income tax authorities in which demand of ₹ 808.44 lakh has been determined for various assessment years. The said demand also includes interest payable as determined by the competent authority.		
	(a) Pending before DCIT/JCIT/AO	242.15	85.36
	(b) Pending before CIT (Appeal)	329.95	266.11
	(c) Pending before ITAT	147.20	115.78
	(d) Pending before High Court	89.14	58.67
(iv)	Sales tax matters		
	(a) Pending before Dy. Comm. Sales tax	5.61	-
	(b) Pending before JSCT(Appeal)	118.06	-
	(c) Pending C & H Forms	51.47	124.90
(v)	Civil matters		
	Nath Bio-Genes (India) Ltd has filed a suit against the Company alleging that some product supplied by the company was responsible for the poor germination of its seeds.	6,500.00	6,500.00
(vi)	Guarantees outstanding	461.97	812.79
(vii)	Letters of Credit given by the company (different letter of credits issued to various suppliers for supply of materials)	1,650.15	3,451.86

Note 44

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending decision on the subject review petition and directions from the EPFO, the management has a view that the applicability of the decision is prospective and accordingly provided the liability for March 2019.

The impact for the past period, will depend upon the outcome of subject review petition and directions from the EPFO and hence disclosed as a Contingent liability in the financial statements. The impact of the same is not ascertainable.

Note 45 : Commitments

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Estimated value of contracts remaining to be executed on capital account (net of advances), to the extent not provided for:	472.60	754.30

Note 46 : Lease taken by the Company

Operating Lease:

The Company's leasing arrangements are in respect of operating leases for premises occupied by the Company. These leasing arrangements are non cancellable, and are renewable on a periodic basis by mutual consent on mutually acceptable terms.

a. The total of future minimum lease payments under non-cancellable operating leases for each of the following periods :

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Future lease commitments		
- Within one year	10.80	10.80
- Later than one year and not later than five years	43.20	43.20
- Later than five years	12.60	10.80
b. Lease payments recognised in the Statement of Profit & Loss for the year :		
Minimum lease payments	113.99	127.22

Note 47

The Government of India introduced the Goods and Services Tax (GST) with effect from July 1, 2017, consequently revenue from operations for the year ended March 31, 2018 is net of GST, however revenue for quarter ended June 30, 2017 is inclusive of excise duty and hence, total income from operations for year ended March 31, 2018 and year ended March 31, 2019 are not comparable.

Note 48 : Specified Bank Notes

The disclosures regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2019.

Note 49 : Related Party Disclosures

In compliance with Ind AS 24 - "Related Party Disclosures" as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

1. Relationships:

(i) Holding Companies:

Godrej Agrovet Limited (GAVL) holds 57.67% Equity Shareholding in Astec LifeSciences Limited. GAVL is the subsidiary of Godrej Industries Limited (GIL) and GIL is a subsidiary of Vora Soaps Limited (VSL) (upto December 23, 2018). Consequently, GIL is the Ultimate Holding Company of the Company w.e.f. December 24, 2018.

(ii) Subsidiary Companies:

1 Behram Chemicals Private Limited

2 Astec Europe Sprl

3 Comercializadora Agricola Agroastrachem Cia Ltda

(iii) Fellow Subsidiaries:

1 Creamline Dairy Products Limited

2 Godrej Tyson Foods Limited (w.e.f. 27th March, 2019)

3 Godrej Maxximilk Private Limited (w.e.f. 27th March, 2019)

4 Godrej One Premises Management Private Limited

(iv) Associates / Joint Ventures of Godrej Agrovet Limited (GAVL) :

1 Godrej Consumer Products Limited

2 Godrej Tyson Foods Limited (upto 26th March, 2019)

3 Godrej Maxximilk Private Limited (upto 26th March, 2019)

(v) Associates / Joint Ventures of Godrej Industries Limited (GIL) :

Godrej Consumer Products Limited

(vi) Entities which is controlled/jointly controlled/has significant influence of KMP's of Astec LifeSciences Limited :

Astec Crop Care Private Limited

(vii) Entities which has significant influence of Director's of Astec LifeSciences Limited :

Nichem Solutions

(viii) Other related parties

Godrej & Boyce Manufacturing Company Limited

(ix) Key Managerial Personnel

1 Mr. Nadir B. Godrej, Chairman and Non-Executive Director

2 Mr. B. S. Yadav, Non-Executive Director

3 Mr. Rakesh Dogra, Non-Executive Director

4 Mr. Ashok V.Hiremath, Managing Director

5 Mr. Arijit Mukherjee, Whole Time Director

6 Mr. Saurav Bhala, Chief Financial Officer (w.e.f. 25th October, 2017)

7 Mr. P. P. Manoj, Chief Financial Officer (upto 17th October, 2017)

8 Ms. Tejal Jariwala, Company Secretary (upto 31st October, 2018)

9 Ms. Tejashree Pradhan, Company Secretary (w.e.f. 1st November, 2018)

2. Related party disclosures as required by IND AS - 24, "Related Party Disclosures", are given below "

The following transactions were carried out with the related parties in the ordinary course of business :

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2019	March 31, 2018
1	**Sale of materials / finished goods**			
	Godrej Agrovet Limited	Holding company	**760.02**	889.85
	Astec Crop Care Private Limited	Other related party	**22.13**	47.11
	Nichem Solutions	Other related party	**7.63**	0.95
2	**Purchase of materials / finished goods**			
	Astec Crop Care Private Limited	Other related party	**21.37**	-
3	**Purchase of Property, plant & equipment**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**37.69**	-
4	**Expenses Charged by / Reimbursement made to other companies**			
	Godrej Agrovet Limited	Holding company	**247.29**	204.99
	Godrej Industries Limited	Holding company	**3.51**	0.01
	Godrej & Boyce Manufacturing Company Limited	Other related party	**1.30**	-
	Godrej Consumer Products Limited	Other related party	**10.59**	0.93
	Creamline Dairy Products Limited	Fellow subsidiary	**1.57**	
	Godrej One Premises Management Private Limited	Fellow subsidiary	**-**	0.03
	Nichem Solutions	Other related party	**8.00**	6.00
5	**Expenses Charged to / Reimbursement made by other companies**			
	Godrej Agrovet Limited	Holding company	**26.04**	61.76
	Behram Chemicals Private Limited	Subsidiary company	**3.43**	6.00
6	**Plant Maintenance charges**			
	Behram Chemicals Private Limited	Subsidiary company	**10.80**	10.80
7	**Dividend Paid**			
	Godrej Agrovet Limited	Holding company	**168.27**	163.11
8	**Intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	**16,510.00**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**700.00**	-
9	**Intercorporate deposits repaid**			
	Godrej Agrovet Limited	Holding company	**16,510.00**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**700.00**	-
10	**Interest expense on intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	**242.49**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**10.36**	-
11	**Other Income**			
	Astec Crop Care Private Limited	Other related party	**3.63**	-
12	**Capital advance given**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**53.93**	-
13	**Outstanding capital advance**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**16.24**	-
14	**Outstanding Receivables**			
	Godrej Agrovet Limited	Holding company	**-**	308.26
	Astec Crop Care Private Limited	Other related party	**2.06**	-
	Comercializadora Agricola Agroastrachem Cia Ltda	Subsidiary company	**3.27**	3.27
	Nichem Solutions	Other related party	**2.73**	-

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2019	March 31, 2018
15	**Outstanding Payables**			
	Godrej Agrovet Limited	Holding company	**11.85**	228.31
	Behram Chemicals Private Limited	Subsidiary company	**50.80**	43.65
	Nichem Solutions	Other related party	**-**	3.24
	Godrej & Boyce Manufacturing Company Limited	Other related party	**-**	0.42
	Godrej Consumer Products Limited	Other related party	**-**	0.93
	Godrej Industries Limited	Other related party	**-**	0.01
	Godrej One Premises Management Private Limited	Other related party	**-**	0.03
16	**Remuneration to Key Management Personnel**			
	Short Term Employee Benefit		**274.43**	239.35
	Post employment gratuity benefits		**3.68**	3.47
	Dividend Paid		**29.30**	29.27

Note 50 : The figures for the previous year have been regrouped / reclassified to correspond with current year's classfication/ disclosure that include changes consequent to the issuance of "Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013."

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED FINANCIALS AND AUDITORS' REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of
Astec LifeSciences Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Astec LifeSciences Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements of such subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Revenue Recognition
See note 25 to the Consolidated financial statements

Key audit matter	How the matter was addressed in our audit
Revenue from sale of goods is recognised when the control of the goods has passed, which is usually on delivery of the goods. There is a risk that revenue may be overstated on account of it being recorded in the incorrect period.	Our audit procedures included the following: - Evaluating the process followed by the management for revenue recognition including understanding and testing of key controls relating to recognition of revenue in correct period; - Inspecting underlying documentation/records for sales transactions recorded either side of year-end to determine whether revenue has been recognised in the correct period; and - Critically assessing manual journals posted to revenue to identify unusual or irregular items.

Pending Litigations and claims
See note 43 to the Consolidated financial statements

Key Audit Matter	How the matter was addressed in our audit
As at 31 March 2019, group is having pending litigations under various laws such as Income Tax, Excise, VAT and Customs. We focused on this area as eventual outcome of the claims is uncertain and position taken by the management is based on the application of material judgment and estimation. Accordingly, unexpected adverse outcome could significantly impact group's profit and balance sheet position.	Our audit procedures included the following: - We discussed the status of significant and potential litigations with management who have knowledge of these matters and where relevant we also obtained formal confirmation from the Company's external tax consultants. - Use of our own local Indirect and Direct tax specialists to assess the value of contingent liabilities in light of the nature of exposure, applicable regulations and related correspondence with authorities; and - Considering the adequacy of the disclosure made in relation to contingent liabilities.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows 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 of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern

basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of ₹ 45.29 lakhs as at 31 March 2019, total revenues of ₹ 1.91 lakhs and net cash flows amounting to ₹ 0.04 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the audit report of the other auditor.

(b) The financial information of two subsidiaries, whose financial statements reflect total assets of ₹ 6.51 lakhs as at 31 March 2019, total revenues of ₹ 3.68 lakhs and net cash flows amounting to ₹ (3.99) lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements of such subsidiary as were audited by other auditor, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements of the subsidiary, as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 43 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there are no amounts which are required to be transferred to the Investor Education and Protection Fund in case of its subsidiary company incorporated in India during the year ended 31 March 2019.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditor of such subsidiary company which was not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary company, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595

Mumbai
30 April 2019

ANNEXURE A TO THE AUDITOR'S REPORT

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ASTEC LIFESCIENCES LIMITED – 31 MARCH 2019

Report on the internal financial controls with reference to financial statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph (A-f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Astec LifeSciences Limited (hereinafter referred to as "the Holding Company") and such company incorporated in India under the Companies Act, 2013 which is its subsidiary company, as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

Auditors' Responsibility

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Burjis Pardiwala
Partner
Membership No: 103595

Mumbai
30 April 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(₹ in lakh)

Particulars		Note	As at March 31, 2019	As at March 31, 2018
ASSETS				
(I)	**Non-current assets**			
	(a) Property, plant and equipment	2	16,488.23	11,229.83
	(b) Capital work-in-progress		1,863.24	4,178.26
	(c) Intangible assets	3	206.71	277.36
	(d) Intangible assets under development		34.74	8.53
	(e) Financial assets			
	(i) Investments	4	0.53	0.53
	(ii) Loans	5	255.37	205.05
	(f) Other tax assets (net)	6	217.21	118.24
	(g) Other non-current assets	7	2,194.42	2,132.66
	Total Non current assets		**21,260.45**	**18,150.46**
(II)	**Current Assets**			
	(a) Inventories	8	9,284.95	7,847.83
	(b) Financial assets			
	(i) Trade receivables	9	12,180.93	12,314.80
	(ii) Cash and cash equivalents	10	21.23	33.12
	(iii) Bank balances, other than (ii) above	11	126.90	116.63
	(iv) Loans	12	4.85	2.32
	(v) Others	13	26.34	82.17
	(c) Other current assets	14	3,202.56	2,771.04
	Total current assets		**24,847.76**	**23,167.91**
	Total Assets		**46,108.21**	**41,318.37**
EQUITY AND LIABILITIES				
(I)	**Equity**			
	(a) Equity share capital	15	1,955.27	1,952.77
	(b) Other equity	16	18,293.38	15,012.25
	Equity attributable to equity holders of the parent		20,248.65	16,965.02
	Non-controlling interests		31.25	28.39
	Total equity		**20,279.90**	**16,993.41**
(II)	**Liabilities**			
(1)	**Non current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	17	-	24.88
	(b) Provisions	18	22.86	16.52
	(c) Deferred tax liabilities	19	925.02	444.78
	Total non current liabilities		**947.88**	**486.18**
(2)	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	20	17,566.79	12,417.28
	(ii) Trade payables	21		
	Total outstanding dues from Micro, Small and Medium Enterprises		102.64	-
	Total outstanding dues from other than Micro, Small and Medium Enterprises		6,222.80	9,993.00
	(iii) Other financial liabilities	22	894.94	1,330.13
	(b) Other current liabilities	23	56.77	54.34
	(c) Provisions	24	36.49	44.03
	Total current liabilities		**24,880.43**	**23,838.78**
	Total liabilities		**25,828.31**	**24,324.96**
	Total Equity and Liabilities		**46,108.21**	**41,318.37**

The Notes 1 to 52 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars		Note	For the Year ended March 31, 2019	For the Year ended March 31, 2018
I.	Revenue from operations	25	43,090.12	37,084.52
II.	Other income	26	1,115.66	810.62
III.	**Total Income (I + II)**		**44,205.78**	**37,895.14**
IV.	**Expenses**			
	Cost of materials consumed	27	29,505.18	22,421.97
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(1,555.88)	1,082.92
	Excise duty		-	326.10
	Employee benefits expense	29	2,509.88	2,170.82
	Finance costs	30	1,237.59	1,066.03
	Depreciation and amortisation expense	31	1,934.94	1,468.15
	Other expenses	32	4,983.66	4,203.20
	Total expenses (IV)		**38,615.37**	**32,739.19**
V.	Profit before exceptional items and tax		5,590.41	5,155.95
VI.	Exceptional items	33	-	415.21
VII.	**Profit before tax (V+VI)**		**5,590.41**	**5,571.16**
VIII.	**Tax expense:**		**2,013.87**	**2,067.42**
	1. Current tax		1,530.88	1,738.51
	2. Deferred tax		442.94	207.77
	3. Adjustment for tax of previous years (net)		40.05	121.14
IX.	**Profit for the year after tax**		**3,576.54**	**3,503.74**
X.	**Other comprehensive income**			
	(A) (i) Items that will not be reclassified to profit or loss			
	Remeasurement of defined benefit liability		(6.70)	(14.00)
	(ii) Income tax related to items that will not be reclassified to profit or loss		2.34	4.85
			(4.36)	(9.15)
	(B) (i) Items that will be reclassified to profit or loss			
	Foreign operations – foreign currency translation differences		0.76	(0.59)
	Effective portion of gains/losses on hedging instruments in a cash flow hedge		35.25	(29.29)
	(ii) Income tax related to items that will be reclassified to profit or loss		(12.20)	(10.14)
			23.81	(19.74)
	Total other comprehensive income		**19.45**	**(28.89)**
XI.	**Total comprehensive income for the period**		**3,595.99**	**3,474.85**
	Profit attributable to:			
	Equity holders of the Company		3,573.68	3,490.40
	Non-controlling interest		2.86	13.34
			3,576.54	**3,503.74**
	Other Comprehensive Income is attributable to:			
	Equity holders of the Company		19.45	(28.89)
	Non-controlling interest		-	-
			19.45	**(28.89)**
	Total Comprehensive income attributable to:			
	Equity holders of the Company		3,593.13	3,461.51
	Non-controlling interest		2.86	13.34
			3,595.99	**3,474.85**
XII.	**Earnings per equity share (Nominal value of ₹ 10 each, fully paid-up)**	34		
	Basic (in ₹)		18.28	17.88
	Diluted (in ₹)		18.26	17.84

The Notes 1 to 52 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Cash flow from operating activities		
Profit before tax	**5,590.41**	**5,571.16**
Adjustments for		
Depreciation and amortisation expense	1,934.94	1,468.15
Interest income	(36.28)	(53.25)
Interest expense	1,237.59	1,066.03
Unrealised foreign exchange (gain)/loss	(189.00)	(92.47)
Loss allowance	3.58	18.32
Loss/(Gain) on sale of property, plant and equipment	(0.04)	-
Obsolete Inventory written off	-	727.83
Bad debts / advances written off	242.54	-
Gain on mutually terminated agreement	-	(1,932.83)
Property, plant and equipment written off	-	789.79
Employee stock options expense	16.35	33.86
Sundry balances written back	(174.75)	(231.38)
	3,034.93	**1,794.05**
Operating profit before working capital changes	**8,625.34**	**7,365.21**
Change in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(102.86)	(1,019.64)
(Increase)/Decrease in loans	(52.85)	(55.50)
(Increase)/Decrease in other financial assets-current	91.08	(5.09)
(Increase)/Decrease in other current assets	(431.52)	(949.48)
(Increase)/Decrease in inventories	(1,437.12)	(2,020.52)
(Increase)/Decrease in other financial assets-non-current	-	316.08
(Increase)/Decrease in other non-current assets	(12.77)	(434.48)
Increase/(Decrease) in trade payables	(3,554.97)	4,179.46
Increase/(Decrease) in other financial liabilities	52.15	652.43
Increase/(Decrease) in other current liabilities	2.43	(16.16)
Increase/(Decrease) in provisions	(7.90)	(19.75)
Increase/(Decrease) in other non-current liabilities	-	9.91
	(5,454.33)	**637.26**
Cash generated from operations	**3,171.01**	**8,002.47**
Direct taxes paid (net of refunds received)	(1,642.46)	(1,535.01)
Net cash inflow / (outflow) from operating activities	**1,528.55**	**6,467.46**

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Cash flow from investing activities		
Purchase of Property, plant and equipment	(5,277.54)	(4,969.57)
Proceed from sale of property, plant and equipment	1.61	-
Deposits redeemed	(10.27)	22.16
Interest received	36.28	53.25
Net cash inflow / (outflow) from investing activities	**(5,249.92)**	**(4,894.16)**
Cash flow from financing activities		
Repayment of borrowings	5,272.93	(425.94)
Proceeds from issue of shares	27.60	19.82
Interest paid	(1,237.59)	(1,066.03)
Dividend paid to company's shareholders	(353.45)	(352.35)
Net cash inflow (outflow) from financing activities	**3,709.49**	**(1,824.50)**
Net increase / (decrease) in cash and cash equivalents	(11.89)	(251.20)
Cash and cash equivalents at the beginning of the year	33.12	284.32
Cash and cash equivalents at the end of the year	**21.23**	**33.12**

1 The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting standard 7 Cash Flow Statement notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

2 Movement in Borrowings

(₹ in lakh)

Particulars	March 31, 2018	Cash Flows	Non-cash changes	March 31, 2019
Long term borrowings	40.20	(40.20)	-	-
Short term borrowings	12,417.28	5,313.13	(163.62)	17,566.79
Total borrowings	**12,457.48**	**5,272.93**	**(163.62)**	**17,566.79**

(₹ in lakh)

Particulars	March 31, 2017	Cash Flows	Non-cash changes	March 31, 2018
Long term borrowings	56.08	(15.88)	-	40.20
Short term borrowings	12,599.88	(410.06)	227.46	12,417.28
Total borrowings	**12,655.96**	**(425.94)**	**227.46**	**12,457.48**

The Notes 1 to 52 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(a) Equity share capital

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the reporting period	1,952.77	1,951.29
Changes in equity share capital during the year	2.50	1.48
Balance at the end of the reporting period	**1,955.27**	**1,952.77**

(b) Other equity

(₹ in lakh)

Particulars	Attributable to the owners of the Company										
	Reserves & Surplus					Other Reserves					
	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Employee share option outstanding	Capital redemption reserve	Cash Flow Hedge Reserve	Foreign currency translation reserve	Total	Non - controlling interest	Total
Balance at April 1, 2017	**-**	**4,765.74**	**1,249.28**	**5,765.79**	**72.89**	**0.30**	**(3.90)**	**0.79**	**11,850.89**	**15.04**	**11,865.93**
Total comprehensive income for the year											
Profit for the year	-	3,490.40	-	-	-	-	-	-	3,490.40	13.34	3,503.74
Other comprehensive income for the year	-	(9.15)	-	-	-	-	(19.15)	(0.59)	(28.89)	-	(28.89)
Total comprehensive income for the year	**-**	**3,481.25**	**-**	**-**	**-**	**-**	**(19.15)**	**(0.59)**	**3,461.51**	**13.34**	**3,474.85**
Transactions with the owners of the Company											
Contributions and distributions											
Dividends	-	(292.75)	-	-	-	-	-	-	(292.75)	-	(292.75)
Dividend distribution tax	-	(59.60)	-	-	-	-	-	-	(59.60)	-	(59.60)
Exercise of employee stock options	0.20	-	-	36.32	(18.18)	-	-	-	18.34	-	18.34
Employee stock option expense	-	-	-		33.86	-	-	-	33.86	-	33.86
Balance at March 31, 2018	**0.20**	**7,894.64**	**1,249.28**	**5,802.11**	**88.57**	**0.30**	**(23.05)**	**0.20**	**15,012.25**	**28.38**	**15,040.63**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(₹ in lakh)

Particulars	Attributable to the owners of the Company										
	Reserves & Surplus					Other Reserves					
	Share Application Money Pending allotment	Retained earnings	General reserve	Securities Premium	Employee share option outstanding	Capital redemption reserve	Cash Flow Hedge Reserve	Foreign currency translation reserve	Total	Non - controlling interest	Total
Balance at April 1, 2018	**0.20**	**7,894.64**	**1,249.28**	**5,802.11**	**88.57**	**0.30**	**(23.05)**	**0.20**	**15,012.25**	**28.38**	**15,040.63**
Profit for the period	-	3,573.68	-	-	-	-	-		3,573.68	2.86	3,576.54
Other comprehensive income for the period	-	(4.36)	-	-	-	-	23.05	0.76	19.45	-	19.45
Total comprehensive income for the period	**-**	**3,569.32**	**-**	**-**	**-**	**-**	**23.05**	**0.76**	**3,593.13**	**2.86**	**3,595.99**
Transactions with the owners of the Company											
Dividends	-	(293.19)	-	-	-	-	-	-	(293.19)	-	(293.19)
Dividend distribution tax	-	(60.26)	-	-	-	-	-	-	(60.26)	-	(60.26)
Exercise of employee stock options	(0.10)	-	-	52.79	(27.59)	-	-	-	25.10	-	25.10
Employee stock option expense	-	-	-	-	16.35	-	-	-	16.35	-	16.35
Balance at March 31, 2019	**0.10**	**11,110.51**	**1,249.28**	**5,854.90**	**77.33**	**0.30**	**-**	**0.96**	**18,293.38**	**31.25**	**18,324.61**

The Notes 1 to 52 form an integral part of the Financial Statements

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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
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SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 : Significant accounting policies

A. General Information

Astec LifeSciences Ltd. ("the Company") is a public limited Group, which is domiciled and incorporated in the Republic of India with its registered office situated at Godrej One, 3rd Floor, Pirojsha Nagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079. The Company & its subsidiaries together considered as a group manufactures & distributes a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

B. Basis of preparation

(1) Statement of compliance with Ind AS

The accompanying consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements for the year ended 31 March 2018 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on April 30, 2019.

(2) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments - measured at fair value

(3) Basis of Consolidation

(i) Subsidiaries :

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the group's share of other comprehensive income of the investee in other comprehensive income.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the unless it has incurred obligations or made payments on behalf of the other entity group does not recognise further losses, Unrealised gains on transactions between the group and its subsidiaries are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

(4) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency') The Indian Rupee (INR) is the functional and presentation currency of the Group. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

C. Key estimates and assumptions

While preparing consolidated financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

(1) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

(2) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

(3) Recognition of deferred tax assets

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

(4) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

(5) Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

(6) Fair valuation of employee share options

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

(7) Determining whether an arrangement contains a lease

At inception of an arrangement, the Group determines whether the arrangement is or contains a lease.

At inception or on reassessment of an arrangement that contains a lease, the Group separates payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Group concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Group's incremental borrowing rate. And in case of operating lease, treat all payments under the arrangement as lease payments.

(8) Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

(9) Liability for Sales Return

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Group to be reliable estimate of future sales returns.

D. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or

pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

E. Significant accounting policies

(1) Revenue recognition :

i. Sale of goods

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Group includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Group no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Group. As at 31 March 2019, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Group using a best estimate based on accumulated experience.

ii. Dividend income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(2) Foreign currency :

(i) Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

- Qualifying cash flow hedges to the extent that the hedges are effective.

(3) Employment Benefits

(i) Short-term obligations

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Group has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on either Economic Value Added (EVA) or Profit before tax (PBT). The PLVR amount is related to actual improvement made in either EVA or PBT over the previous year when compared with expected improvements.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, and

(b) defined contribution plans such as provident fund.

Gratuity obligations

The following post – employment benefit plans are covered under the defined benefit plans:

Gratuity :

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Astec LifeSciences Limited Employee Stock Option Plan.

Employee options:

The fair value of options granted under the Astec LifeSciences Limited Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus plans

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Terminal benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(4) Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(5) Inventories

(i) Raw materials and stores, work in progress, traded and finished goods

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of weighted average price. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(6) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iii) Depreciation/ Amortizations

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Plant and Machinery:

Based on the condition of the plants, regular maintenance schedule, material of construction, external and internal assessment and past experience, the Group has considered useful life of Plant and Machinery as 20 years.

(b) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(c) 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).

(7) Intangible assets

(i) Computer software

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software and product registration, which are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software 6 years
- Product Registration 5 years

(ii) Research and development

Revenue expenditure on research & development is charged to the Statement of Profit and Loss of the year in which it is incurred.

Capital expenditure incurred during the period on research & development is accounted for as an addition to property, plant & equipment.

(8) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

(9) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Group. The Group has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

(10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(11) Hedge accounting

The Group designates certain hedging instruments in respect of foreign currency risk, interest rate risk and commodity price risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement profit or loss.

i. Financial assets

Classification

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

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

  Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

  Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Group measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

Equity investments

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.

b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(12) Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

(13) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in profit or loss.

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

(14) Leases

In determining whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease date if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

(i) Lease payments

Payments made under operating leases are recognised in the Statement of Profit and 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.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(ii) Lease assets

Assets held by the Group under leases that transfer to the Group substantially all of the risks and rewards of ownership are classified as finance leases. The leased assets are measured

initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases are classified as operating leases and are not recognised in the Group's statement of financial position.

(15) Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

(16) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(17) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(18) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(F) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Group has not applied as they are effective from April 1, 2019:

Ind AS 116, Leases

Ind AS 116 Leases replaces existing lease accounting guidance i.e. Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet lease accounting model. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. The Group is evaluating the impact of this amendment on these financial statements.

Amendments to existing Ind AS:

(1) Ind AS 12 Income Taxes : Amendments relating to income tax consequences of dividend and uncertainty over income tax treatments

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group is evaluating the impact of this amendment on its consolidated financial statements.

(2) Ind AS 109 Financial Instruments : Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS

109 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. The Group is evaluating the impact of this amendment on its consolidated financial statements.

(3) Ind AS 28 Investments in Associate and Joint Ventures : Long-term interests in associates and joint ventures

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests. The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures. The Group does not currently have any long-term interests in associates and joint ventures.

(4) Ind AS 23 Borrowing Costs

The amendments clarify that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings. The Group is evaluating the impact of this amendment on its consolidated financial statements.

(5) Ind AS 19 Employee Benefits

This amendment requires:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- To recognise in profit or loss as part of past service cost, or gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

The Group is evaluating the impact of this amendment on its consolidated financial statements.

(6) Ind AS 103 Business Combinations

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

(7) Ind AS 111 Joint Arrangements

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 2 : Property, Plant & Equipment

(₹ in lakh)

Particulars	Leasehold Land	Plant and Machinery	Factory Building	Office Buildings	Electrical Installations	Furniture and Fixtures	Vehicles	Computers	Office & Other Equipment	Total
Gross Block										
At April 1, 2017	160.34	8,841.21	2,133.27	267.48	199.25	134.66	136.67	35.05	25.81	**11,933.74**
Additions	-	2,220.59	1,025.30	-	104.59	3.78	62.04	13.76	11.00	**3,441.06**
Disposals	-	900.92	-	-	-	-	-	-	-	**900.92**
As at March 31, 2018	**160.34**	**10,160.88**	**3,158.57**	**267.48**	**303.84**	**138.44**	**198.71**	**48.81**	**36.81**	**14,473.88**
Accumulated Depreciation										
At April 1, 2017	3.81	1,713.95	148.78	9.29	27.73	41.74	25.69	10.60	9.05	**1,990.63**
For the year	1.95	1,144.01	130.04	4.73	26.80	23.32	18.40	9.32	5.94	**1,364.51**
Disposals	-	111.12	-	-	-	-	-	-	-	**111.12**
As at March 31, 2018	**5.76**	**2,746.84**	**278.82**	**14.02**	**54.53**	**65.06**	**44.09**	**19.92**	**14.99**	**3,244.02**
Net Block as at March 31, 2018	**154.58**	**7,414.05**	**2,879.75**	**253.45**	**249.31**	**73.39**	**154.62**	**28.88**	**21.82**	**11,229.83**
Gross Block										
At April 1, 2018	160.34	10,160.88	3,158.57	267.48	303.84	138.44	198.71	48.81	36.81	**14,473.88**
Additions	136.35	4,774.27	1,900.62	-	203.60	11.56	30.76	32.35	14.27	**7,103.78**
Disposals	-	-	-	-	-	-	2.83	-	-	**2.83**
As at March 31, 2019	**296.69**	**14,935.15**	**5,059.19**	**267.48**	**507.44**	**150.00**	**226.64**	**81.16**	**51.08**	**21,574.83**
Accumulated Depreciation										
At April 1, 2018	5.76	2,746.84	278.82	14.02	54.53	65.06	44.09	19.92	14.99	**3,244.03**
For the period	2.51	1,512.52	209.93	4.73	43.31	21.90	26.29	14.47	8.12	**1,843.78**
Disposals	-	-	-	-	-	-	1.21	-	-	**1.21**
As at March 31, 2019	**8.27**	**4,259.36**	**488.75**	**18.75**	**97.84**	**86.96**	**69.17**	**34.39**	**23.11**	**5,086.60**
Net Block as at March 31, 2019	**288.42**	**10,675.79**	**4,570.44**	**248.73**	**409.60**	**63.04**	**157.47**	**46.77**	**27.97**	**16,488.23**

Note 3 : Intangible Assets

(₹ in lakh)

Particulars	Computer Software	Product Registration	Total
Gross Block			
At April 1, 2017	260.26	250.57	**510.83**
Additions	30.08	-	**30.08**
Disposals	-	-	**-**
As at March 31, 2018	**290.34**	**250.57**	**540.91**
Accumulated amortisation			
At April 1, 2017	8.07	151.86	**159.93**
For the year	47.22	56.41	**103.63**
Disposals	-	-	**-**
As at March 31, 2018	**55.29**	**208.27**	**263.56**
Net Block as at March 31, 2018	**235.05**	**42.31**	**277.36**
Gross Block			
At April 1, 2018	290.34	250.57	**540.91**
Additions	20.51	-	**20.51**
Disposals	-	-	**-**
As at March 31, 2019	**310.85**	**250.57**	**561.42**
Accumulated amortisation			
At April 1, 2018	55.29	208.27	**263.56**
For the period	48.85	42.31	**91.16**
Disposals	-	-	**-**
As at March 31, 2019	**104.14**	**250.58**	**354.72**
Net Block as at March 31, 2019	**206.71**	**(0.00)**	**206.71**

Note 4 : Non-current financial assets- investments

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
A. Investment in equity instruments at fair value through Statement of Profit & Loss (Fully paid, unquoted)		
Shamrao Vithal Co-operative Bank Ltd	0.53	0.53
2,100 (Previous Year 2,100) equity shares of ₹ 25/- each.		
TOTAL	**0.53**	**0.53**
Note 4.1 : Other disclosures		
Aggregate amount of quoted investment	-	-
Market value of quoted investment	-	-
Aggregate amount of unquoted investments	0.53	0.53
Aggregate amount of impairment in value of investments	-	-

Note 5 : Non-current financial assets - loans

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good (unless otherwise stated)		
Security deposits	255.37	205.05
TOTAL	**255.37**	**205.05**

Note 6 : Other tax assets (net)

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	118.24	313.59
Less: Current tax payable for the year	1,530.88	1738.51
Add: Taxes paid	1,642.46	1535.01
Less: Earlier year tax adjustment	12.61	(8.15)
Closing balance	**217.21**	**118.24**

Note 7 : Other non-current assets

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Capital advances	990.89	941.90
2 Balance with Government Authorities		
i) Considered good	1,203.53	1,190.76
ii) Considered doubtful	3.73	3.73
Less : Allowance for doubtful advances	(3.73)	(3.73)
TOTAL	**2,194.42**	**2,132.66**

Note 8 : Inventories

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
(Valued at lower of cost and net realisable value)		
1 Raw materials (including stock in transit of ₹ 111.65 Lakh (Previous year : ₹ 1,437.26 Lakh)	4,353.91	4,421.39
2 Work-in-progress	2,701.35	1,938.42
3 Finished goods	2,036.09	1,243.14
4 Stores and Spares	193.60	244.88
TOTAL	**9,284.95**	**7,847.83**

Note 9 : Current trade receivables (Refer Note 36.2)

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
- Unsecured and considered good	12,180.93	12,314.80
- Credit impaired	4.20	18.32
Less : Loss allowance	(4.20)	(18.32)
TOTAL	**12,180.93**	**12,314.80**

Note 10 : Cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Cash on hand	0.65	1.19
2 Balances with banks:		
Current accounts	20.58	31.93
TOTAL	**21.23**	**33.12**

Note 11 : Bank balances other than cash and cash equivalents

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Fixed deposits - maturity more than 3 months and less than 12 months (Refer Note 11.1)	120.52	110.93
2 Unclaimed dividend accounts	6.38	5.70
TOTAL	**126.90**	**116.63**

Note 11.1: Fixed deposits are restricted and the same is held towards security of bank guarantees.

Note 12 : Current financial assets - Loans

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good, unless otherwise stated		
Loans and advances to employees	4.85	2.32
TOTAL	**4.85**	**2.32**

Note 13 : Current financial assets - Others

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Derivatives		
- Foreign exchange forward contracts not designated as hedge	-	0.70
- Foreign exchange forward contracts designated as hedge	-	21.00
2 Merchandise exports incentive scheme - scripts in hand	24.65	58.04
3 Interest accrued on bank fixed deposits	1.69	2.43
TOTAL	**26.34**	**82.17**

Note 14 : Other current assets

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Advances to suppliers	74.41	11.67
2 Balance with government authorities (considered good, unless otherwise stated)	2,927.96	2,713.55
3 Prepaid expenses	198.68	44.92
4 Others	1.51	0.90
TOTAL	**3,202.56**	**2,771.04**

Note 15 : Share Capital

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Authorised :		
25,000,000 (Previous year: 25,000,000) Equity shares of the par value of ₹ 10 each	2,500.00	2,500.00
TOTAL	**2,500.00**	**2,500.00**
2 Issued, Subscribed and Paid-up:		
19,552,655 (Previous year: 19,527,655) Equity shares fully paid up	1,955.27	1,952.77
TOTAL	**1,955.27**	**1,952.77**

3 Reconciliation of number of shares outstanding at the beginning and end of the year :	As at March 31, 2019	As at March 31, 2018
Equity shares :		
Outstanding at the beginning of the year	19,527,655	19,512,855
Issued during the year	25,000	14,800
Outstanding at the end of the year	**19,552,655**	**19,527,655**

4 Rights, preferences and restrictions attached to equity shares

Equity Shares: The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

5 Shareholders holding more than 5% shares in the company is set out below:

Equity shares	As at March 31, 2019		As at Mar 31, 2018	
	No. of shares	%	No. of shares	%
1 Godrej Agrovet Limited - Holding company	11,275,466	57.67%	11,217,885	57.45%
2 Ashok Hiremath	1,945,506	9.95%	1,945,506	9.96%

6 There are no shares reserved for issue under options.

Note 16 : Other equity

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Retained earnings	11,110.51	7,894.64
2 General reserve	1,249.28	1,249.28
3 Capital redemption reserve	0.30	0.30
4 Employee stock options outstanding	77.33	88.57
5 Securities premium	5,854.90	5,802.11
6 Cash flow hedge reserve	-	(23.05)
7 Foreign currency translation reserve	0.96	0.20
8 Share application money pending allotment	0.10	0.20
TOTAL	**18,293.38**	**15,012.25**

Capital redemption reserve

Capital redemption reserve was created for buy back of shares. The company may issue fully paid-up bonus shares out of the capital redemption reserve.

Employee stock options outstanding

The employee stock options outstanding is used to recognise the grant date fair value of options issued to employees under the Company's stock option plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Cash flow hedge reserve

The Group uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the Company uses foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit and loss when the hedged item affects the profit and loss.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations, if any, are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Note 17 : Non Current Financial Liablities - Borrowings

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Vehicle Loans (Refer note 17.1)	-	24.88
TOTAL	**-**	**24.88**

Note 17.1 : During the year, the Group has made prepayment of its vehicle loans.

Note 18 : Non-current liablities - provisions

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits :		
- Provision for compensated absences	22.86	16.52
TOTAL	**22.86**	**16.52**

Note 19 : Deferred tax liabilities (net)

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred tax liabilities (net) (Refer Note 39)	925.02	444.78
TOTAL	**925.02**	**444.78**

Note 20 : Current financial liablities - borrowings

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Secured		
(a) Cash credit from banks (Refer Note 20.1)	-	209.43
(b) Buyers credit (Refer Note 20.3)	-	645.98
2 Unsecured		
(a) Cash credit from banks (Refer Note 20.4)	-	2,169.61
(b) Working Capital loan		
Foreign currency (Refer Note 20.2)	172.93	3,799.13
Rupee (Refer Note 20.5)	4,200.00	5,103.19
(c) Commercial Paper (Refer Note 20.6)	10,000.00	-
(d) Buyers credit (Refer Note 20.3)	3,193.86	489.94
TOTAL	**17,566.79**	**12,417.28**

Note 20.1 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.25% (Previous year MCLR + 1.10%).

Note 20.2 : Foreign currency loans from Banks are at an interest rate of LIBOR + 65 bps (Previous year LIBOR + 75 bps) and are repayable in 180 days (Previous year - 30 days).

Note 20.3 : Buyers credit are at an interest rate of 3 to 6 month LIBOR + 40 to 120 bps and are repayable within 6 months.

Note 20.4 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.55%.

Note 20.5 : Working capital loan (Rupee) from banks carries interest rate of 7.45% to 8.45% (Previous year - 7.50% to 7.85%). These loans are repayable on different dates within 3 months.

Note 20.6 : Commercial Paper carries interest rate of 6.95% to 8.49% and repayable within 3 months (Previous year 7.08% to 7.25%).

Details of security:

All the secured current borrowings (Note 20 above) have first pari passu charge on the current assets and movable assets of the Group, including inventory and receivables both present & future.

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

Note 21 : Current - trade payables

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Trade Payables		
a. Due to micro, small and medium enterprises (Refer Note 21.1)	102.64	-
b. Others	6,222.80	9,993.00
TOTAL	**6,325.44**	**9,993.00**

Additional disclosure related to Micro, Small and Medium Enterprises

A Principal amount remaining unpaid	102.64	-
B Interest due thereon	6.51	-
C Interest paid by the Group in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
D Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E Interest accrued and remaining unpaid	6.51	-
F Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 21.1: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Group on the basis of the information available with the Group and the auditors have relied on the same. Accordingly, ₹ 102.64 lakh is overdue as on March 31, 2019 to Micro, Small and Medium Enterprises on account of principal or interest.

Note 22 : Other financial liabilities

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Current maturities of secured long-term debt	-	15.32
2 Non trade payables	379.54	772.64
3 Derivative liability		
- Foreign exchange forward contracts designated as hedge	79.83	-
4 Unclaimed dividend	6.38	5.70
5 Other payables	429.19	536.47
TOTAL	**894.94**	**1,330.13**

Note 23 : Other current liabilities

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Advances from customers	9.57	6.40
2 Employee deductions	14.54	10.52
3 Statutory liabilities	31.65	29.85
4 Others	1.01	7.57
TOTAL	**56.77**	**54.34**

Note 24 : Current liablities - provisions

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Provision for employee benefits		
- Provision for compensated absences	2.71	1.50
- Provision for gratuity	22.87	20.25
2 Provision for sales return (Refer note 24.1)	10.91	22.28
TOTAL	**36.49**	**44.03**

Note 24.1 - Movement of Provision for Sales return

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	22.28	37.98
Less:- Utilised during the year	-	7.12
Less:- Reversed during the year	22.28	30.86
Add:- Provision for the year	10.91	22.28
Closing balance	**10.91**	**22.28**

Note 24.2 : The Group makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Note 25 : Revenue from operations (Refer Note 25.1)

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Sale of products		
- Export sales	24,293.25	19,649.33
- Domestic sales (includes excise duty of ₹ Nil (previous year : ₹ 326.10 lakh)	18,796.87	16,330.94
	43,090.12	**35,980.27**
2 Other operating revenue		
- Export Incentives (Refer note 26.1)	-	630.46
- Processing income	-	409.91
- Others	-	63.87
	-	**1,104.25**
TOTAL	**43,090.12**	**37,084.52**

Note 25.1

1 Sales by performance obligations

(₹ in Lakh)

Particulars	For the Year ended March 31, 2019
Upon delivery	16,453.43
Upon shipment	26,636.69
TOTAL	**43,090.12**

2 Reconciliation of revenue from contract with customers

(₹ in Lakh)

Particulars	For the Year ended March 31, 2019
Revenue from contract with customer as per the contract price	43,266.48
Adjustments made to contract price on account of :-	-
a) Commission / Discounts	(176.36)
TOTAL	**43,090.12**

Note 26 : Other Income

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Export Incentives (Refer note 26.1)	722.48	-
2 Interest income		
(a) Instruments measured at amortised cost		
(i) Interest received on deposits	25.83	10.25
(ii) Interest received on others	10.45	17.22
(b) Interest received on income tax refund	-	25.78
3 Rent income	3.63	1.75
4 Interest income on finance lease	-	35.06
5 Sundry balances/Provision no longer required written back	174.75	231.38
6 Foreign exchange difference (net)	170.16	482.81
7 Miscellaneous income	8.36	6.37
TOTAL	**1,115.66**	**810.62**

Note 26.1 :- Consequent to clarifications published by The Institute of Chartered Accountants of India (ICAI), the amount of Export Incentives has been recognised as "Other Income" with effect from 1st April, 2018. In earlier periods, these export incentives were reported under "Revenue from Operations - Other Operating Revenue" in the Statement of Profit & Loss. This has no impact on reported Profit Before Tax (PBT).

Note 27 : Cost of materials consumed

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Stocks at the beginning of the year	4,421.39	2,030.35
2 Add : Purchases	29,437.70	24,813.01
	33,859.09	26,843.36
3 Less: Stocks at the end of the year	4,353.91	4,421.39
TOTAL	**29,505.18**	**22,421.97**

Note 28 : Changes in inventories of finished goods, work-in-progress and Stock-in-trade

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Stocks at the beginning of the year		
(a) Finished goods	1,243.14	1,077.94
(b) Work-in-progress	1,938.42	3,186.54
Total Stock at the beginning of the year	**3,181.56**	4,264.48
2 Less : Stocks at the end of the year		
(a) Finished goods	2,036.09	1,243.14
(b) Work-in-progress	2,701.35	1,938.42
Total Stock at the end of the year	**4,737.44**	3,181.56
Changes in the stock of finished goods, work-in-progress, stock-in-trade	**(1,555.88)**	**1,082.92**

Note 29 : Employee benefit expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Salaries, wages, bonus and allowances	2,294.05	1,943.47
2 Contribution to provident, gratuity and other funds	104.85	89.63
3 Expense on employee stock based payments	16.35	33.86
4 Staff welfare expense	94.63	103.86
TOTAL	**2,509.88**	**2,170.82**

Note 30 : Finance Costs

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Interest expense		
Paid towards loans and cash credit	1,143.93	985.32
2 Other borrowing costs	93.66	80.71
TOTAL	**1,237.59**	**1,066.03**

Note 31 : Depreciation and amortisation expense

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Depreciation	1,843.78	1,364.52
2 Amortisation	91.16	103.63
TOTAL	**1,934.94**	**1,468.15**

Note 32 : Other expenses

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
1 Power and fuel	2,380.40	1,787.21
2 Rent	103.77	118.69
3 Rates and taxes	58.74	139.89
4 Effluent treatment plant charges	279.74	156.48
5 Stores and spares consumed	227.67	213.21
6 Repairs and maintenance		
(a) Machinery	239.79	225.47
(b) Buildings	18.21	21.60
(c) Other assets	13.97	38.10
7 Insurance	130.34	83.86
8 Auditor's remuneration (Refer note 32 (a) below)	16.74	19.31
9 Freight	387.12	539.90
10 Professional and legal fees	302.35	368.32
11 Directors sitting fees	18.90	13.80
12 Bad debts/advances written off	242.54	-
13 Loss allowance	3.58	18.32
14 Security charges	70.70	55.37
15 Research expenses	87.18	85.90
16 Travelling expenses	85.09	92.88
17 Corporate social responsibility (Refer note 32 (b) below)	57.53	34.44
18 Miscellaneous expenses	259.30	190.45
TOTAL	**4,983.66**	**4,203.20**

Note 32 (a) : Auditor's remuneration (including previous auditors)

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
(a) Audit Fees (including limited review)	15.30	19.03
(b) Reimbursement of Expenses	1.45	0.28
TOTAL	**16.74**	**19.31**

Note 32 (b) : Corporate social responsibility expenditure

Total expenditure incurred on Corporate social responsibility activities during the current year is ₹ 57.53 lakh (previous year ₹ 34.44 lakh)

(₹ in lakh)

Amount spent during **FY 18-19** on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	4.77	-	**4.77**
(ii) On purposes other than (i) above	52.76	-	**52.76**
TOTAL	**57.53**	**-**	**57.53**

(₹ in lakh)

Amount spent during **FY 17-18** on	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	**-**
(ii) On purposes other than (i) above	34.44	-	**34.44**
TOTAL	**34.44**	**-**	**34.44**

Note 33 : Exceptional items

(₹ in lakh)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Gain on mutually cancelled agreement for supply of product with one of its multi-national customer	-	1,932.83
Inventory written off	-	(727.83)
Property, plant and equipment written off	-	(789.79)
TOTAL	**-**	**415.21**

Note 34 : Earnings per share

Calculation of weighted average number of equity shares - Basic

Particulars			March 31, 2019	March 31, 2018
1	**Calculation of weighted average number of equity shares - Basic**			
	(a)	Number of shares at the beginning of the year	19,527,655	19,512,855
		Number of shares outstanding at the end of the year	19,552,655	19,527,655
		Weighted average number of equity shares outstanding during the year	**19,546,258**	**19,521,963**
2	**Calculation of weighted average number of equity shares - Diluted**			
	(a)	Number of equity shares at the beginning of the year	19,527,655	19,512,855
		Effect of potential equity shares	44,680	41,327
		Revised number of potential shares at the beginning of the year	**19,572,335**	**19,554,182**
	(b)	Number of equity shares outstanding at the end of the year	19,552,655	19,527,655
		Effect of potential equity shares	29,401	44,680
		Revised number of potential equity shares outstanding at the end of the year	**19,582,056**	**19,572,335**
		Weighted average number of potential equity shares outstanding during the year	**19,575,659**	**19,566,643**
3	**Profit attributable to ordinary shareholders (Basic/diluted)**			
	Profit (loss) for the period/year, attributable to the owners of the Group		3,573.68	3,490.40
4	Basic Earnings per share (₹)		**18.28**	**17.88**
5	Diluted Earnings per share (₹)		**18.26**	**17.84**
6	Nominal Value of Shares (₹)		**10**	**10**

Note 34.1

The calculation of diluted earnings per share is based on profit attributed to equity shareholders and weighted average number of equity shares outstanding after adjustments for the effects of all dilutive potential equity shares.

Note 35 : Employee benefits

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

Defined Contribution Plan:

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 ₹ 68.05 lakh for the year ended March 31, 2019 (Previous Year ₹ 56.08 lakh) towards provident fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

The Group's gratuity and leave encashment/long-term compensated absences schemes are defined benefit plans. The Group's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The Group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Group. Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees adminster the contributions made by the Group to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2019. 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, 2019	March 31, 2018
Defined benefit obligation	(111.12)	(88.59)
Fair value of plan assets	88.25	68.34
Net defined benefit (obligation)/assets	**(22.87)**	**(20.25)**

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, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Opening balance	88.59	62.54	68.34	55.27	20.25	7.27
Included in profit or loss						
Current service cost	10.99	7.95	-	-	10.99	7.95
Past service cost	-	-	-	-	-	-
Interest cost (income)	6.89	4.62	5.32	4.08	1.58	0.54
Liability / Assets transferred in / Acquisitions	0.65	22.65	0.65	22.65	-	-
Included in OCI						
Remeasurement loss (gain):						
Actuarial loss (gain) arising from:	5.18	10.03	-	-	5.18	10.03
Demographic assumptions						
Financial assumptions	(0.11)	(3.71)	-	-	(0.11)	(3.71)
Experience adjustment	5.29	13.75	-	-	5.29	13.75
Return on plan assets excluding interest income	-	-	(1.52)	(3.97)	1.52	3.97
	112.30	**107.78**	**72.78**	**78.03**	**39.52**	**29.75**
Other						
Contributions paid by the employer			16.66	9.50	(16.66)	(9.50)
Benefits paid	(1.19)	(19.19)	(1.19)	(19.19)	-	-
Closing balance	**111.12**	**88.59**	**88.25**	**68.34**	**22.87**	**20.25**
Represented by						
Net defined benefit asset	-	-				
Net defined benefit liability	22.87	20.25				
	22.87	**20.25**				

ii. Plan assets

Plan assets comprise the following

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Insurer managed fund (100%)	88.25	68.34
TOTAL	**88.25**	**68.34**

iii. Actuarial assumptions

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

Particulars	March 31, 2019	March 31, 2018
Discount rate	7.79%	7.78%
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, 2019		March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(10.25)	12.00	(8.53)	10.02
Future salary growth (1% movement)	12.22	(10.60)	10.20	(8.82)
Rate of employee turnover (1% movement)	2.73	(3.12)	2.37	(2.71)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2019 were as follows

(₹ in Lakh)

Expected future benefit payments	March 31, 2019	March 31, 2018
1st Following year	7.56	2.60
2nd Following year	4.49	6.37
3rd Following year	5.97	3.92
4th Following year	3.60	5.08
5th Following year	11.76	3.02
Thereafter	45.49	28.70

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2019 based on actuarial valuation using the projected accrued benefit method is ₹ 11.28 lakh (Previous year : ₹ 11.71 lakh).

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

Note 36 : Financial instruments – Fair values and risk management

Note 36.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakh)

March 31, 2019	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
I Non Current Financial Assets								
1 Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2 Long-term loans and advances	-	-	255.37	255.37	-	-	-	-
II Current Financial Assets								
1 Trade and other receivables	-	-	12,180.93	12,180.93	-	-	-	-
2 Cash and cash equivalents	-	-	21.23	21.23	-	-	-	-
3 Bank balance other than (2) above	-	-	126.90	126.90	-	-	-	-
4 Short-term loans and advances	-	-	4.85	4.85	-	-	-	-
5 Other current financial assets	24.65	-	1.69	26.34	-	24.65	-	24.65
TOTAL	**25.18**	**-**	**12,590.97**	**12,616.15**	**-**	**25.18**	**-**	**25.18**
Financial liabilities								
I Non Current Financial Liablities								
1 Long term borrowings	-	-	-	-	-	-	-	-
II Current Financial liabilities								
1 Short term borrowings	-	-	17,566.79	17,566.79	-	-	-	-
2 Trade payables	-	-	6,325.44	6,325.44	-	-	-	-
3 Other financial liabilities	79.83	-	815.11	894.94	-	79.83	-	79.83
TOTAL	**79.83**	**-**	**24,707.34**	**24,787.17**	**-**	**79.83**	**-**	**79.83**

(₹ in lakh)

March 31, 2018	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
I Non-current Financial Assets								
1 Non-current investments	0.53	-	-	0.53	-	0.53	-	0.53
2 Long-term loans and advances	-	-	205.05	205.05	-	-	-	-
II Current Financial Assets								
1 Trade and other receivables	-	-	12,314.80	12,314.80	-	-	-	-
2 Cash and cash equivalents	-	-	33.12	33.12	-	-	-	-

(₹ in lakh)

March 31, 2018	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
3 Bank balance other than (2) above	-	-	116.63	116.63	-	-	-	-
4 Short-term loans and advances	-	-	2.32	2.32	-	-	-	-
5 Other current financial assets	58.74	21.00	2.43	82.17	-	79.73	-	79.73
TOTAL	**59.27**	**21.00**	**12,674.35**	**12,754.62**	**-**	**80.26**	**-**	**80.26**
I Non-current Financial liabilities								
1 Long term borrowings	-	-	24.88	24.88	-	24.88	-	24.88
II Current Financial liabilities								
1 Short term borrowings	-	-	12,417.28	12,417.28	-	-	-	-
2 Trade payables	-	-	9,993.00	9,993.00	-	-	-	-
3 Other financial liabilities	-	-	1,330.13	1,330.13	-	15.32	-	15.32
TOTAL	**-**	**-**	**23,765.29**	**23,765.29**	**-**	**40.20**	**-**	**40.20**

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 36.2 : Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's sales are backed by letters of credit and commercial general liability insurance policy from Reliance General insurance. Accordingly no provision has been made on the same.

The Group individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

The Group monitors each loans and advances given and makes any specific provision wherever required.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹ in lakh)

Particulars	Carrying amount	
	March 31, 2019	March 31, 2018
Exports	4,279.03	5,775.61
Domestic	7,901.90	6,539.19
Total of Trade Receivables	**12,180.93**	**12,314.80**

Impairment

The ageing of trade receivables that were not impaired was as follows.

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Neither past due nor impaired	10,703.08	9,567.59
Past due 1–30 days	941.99	1,184.71
Past due 31–90 days	422.80	554.64
Past due 91–180 days	42.19	278.13
> 180 days	70.87	729.73
TOTAL	**12,180.93**	**12,314.80**

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Balance as at the beginning of the year	18.32	-
Loss allowance recognised	213.19	18.32
Amounts written off	(227.31)	-
Balance as at the end of the year	**4.20**	**18.32**

Cash and cash equivalents

The Group held cash and cash equivalents of ₹ 21.23 lakh at March 31, 2019 (previous year ₹ 33.12 lakh) . The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Note 36.3 : Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

March 31, 2019	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Vehicle Loans	-	-	-	-	-	-	-
Current, non derivative financial liabilities							
Cash credit from bank	-	-	-	-	-	-	-
Working Capital Loans	4,372.93	4,372.93	4,372.93	-	-	-	-
Commercial Paper	10,000.00	10,000.00	10,000.00	-	-	-	-
Buyers credit	3,193.86	3,193.86	3,193.86	-	-	-	-
Trade payables	6,325.44	6,325.44	6,325.44	-	-	-	-
Other current financial liabilities	815.11	815.11	815.11	-	-	-	-
Derivative liability	79.83	79.83	79.83	-	-	-	-
TOTAL	**24,787.17**	**24,787.17**	**24,787.17**	**-**	**-**	**-**	**-**

(₹ in lakh)

March 31, 2018	Carrying amount	Total	Contractual cash flows				
			0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Vehicle Loans	24.88	24.88	-	-	15.68	9.20	-
Current, non derivative financial liabilities							
Cash credit from bank	2,379.04	2,379.04	2,379.04	-	-	-	-
Working Capital Loans	8,902.32	8,902.32	8,902.32	-	-	-	-
Commercial Paper	-	-	-	-	-	-	-
Buyers credit	1,135.92	1,135.92	1,135.92	-	-	-	-
Trade payables	9,993.00	9,993.00	9,993.00	-	-	-	-
Other current financial liabilities	1,330.13	1,330.13	1,322.29	7.84	-	-	-
Derivative liability	-	-	-	-	-	-	-
TOTAL	**23,765.29**	**23.765.29**	**23,732.57**	**7.84**	**15.68**	**9.20**	**-**

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Note 36.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group uses derivatives to manage market risks. Generally, the Group hedge the financial instruments to manage volatility in profit or loss.

Currency risk

The Group operates internationally and portion of the business is transacted in USD, GBP & EURO currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakh)

Particulars	March 31, 2019			March 31, 2018		
	USD	EUR	GBP	USD	EUR	GBP
Financial Assets						
Trade receivables	4,277.69	-	-	5,774.22	-	-
Foreign exchange forward contracts	-	-	-	(678.64)	-	-
Net exposure to foreign currency risk (Assets)	**4,277.69**	**-**	**-**	**5,095.58**	**-**	**-**
Financial Liabilities						
Foreign currency loan	-	-	-	(3,756.25)	-	-
Buyers credit / PCFC	(3,316.66)	-	-	(1,131.92)	-	-
Trade payables	(3,707.20)	(16.30)	(7.63)	(6,561.63)	(350.29)	(6.82)
Foreign exchange forward contracts	2,868.24	-	-	3,768.80	-	-
Net exposure to foreign currency risk (Liabilities)	**(4,155.62)**	**(16.30)**	**(7.63)**	**(7,681.00)**	**(350.29)**	**(6.82)**
Net exposure	**122.07**	**(16.30)**	**(7.63)**	**(2,585.42)**	**(350.29)**	**(6.82)**
Un-hedged foreign currency exposures						
Purchase	(4,155.62)	(16.30)	(7.63)	(7,681.00)	(350.29)	(6.82)
Sale	4,277.69	-	-	5,095.58	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at 31 March, 2019 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

March 31, 2019

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (3% movement)	3.66	(3.66)
EUR (2% movement)	(0.33)	0.33
GBP (2% movement)	(0.15)	0.15
TOTAL	**3.18**	**(3.18)**

March 31, 2018

(₹ in lakh)

Particulars	Profit or (loss)	
	Strengthening	Weakening
USD (1% movement)	(25.85)	25.85
EUR (4% movement)	(14.01)	14.01
GBP (3% movement)	(0.20)	0.20
TOTAL	**(40.07)**	**40.07**

Note: Sensitivity has been calculated using standard Deviation % of USD rate movement.

Note 36.5 : Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

(₹ in lakh)

Particulars	Nominal amount	
	March 31, 2019	March 31, 2018
Fixed-rate instruments		
Financial assets		
Bank Deposits	120.52	110.93
TOTAL	**120.52**	**110.93**
Financial liabilities		
Borrowings	-	24.88
Other financial liabilities	-	15.32
TOTAL	**-**	**40.20**
Variable-rate instruments		
Financial liabilities		
Borrowings	17,566.79	12,417.28
TOTAL	**17,566.79**	**12,417.28**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in lakh)

Particulars	Profit or (loss)		Profit or (loss)	
	March 31, 2019		March 31, 2018	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(175.67)	175.67	(124.17)	124.17
Cash flow sensitivity (net)	**(175.67)**	**175.67**	**(124.17)**	**124.17**

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Note 37 : Hedge accounting

The Group's risk management policy is to hedge its foreign currency exposure in accordance with the exposure limits advised from time to time. The Group uses forward exchange contracts to hedge its currency risk. Such contracts are generally designated as cash flow hedges.

The forward exchange contracts are denominated in the same currency as the highly probable future transaction value, therefore the hedge ratio is 1:1. The Group's policy is for the critical terms of the forward exchange contracts to align with the hedged item.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Group assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, changes in timing of the hedged transactions is the main source of hedge ineffectiveness.

a. **Disclosure of effects of hedge accounting on financial position**

March 31, 2019

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-	-							

March 31, 2018

(₹ in lakh)

Type of hedge	Nominal Value (in respective currencies)	Carrying amount of hedging instrument		Line item in the statement of financial position where the hedging instrument is included	Maturity date	Hedge ratio	Average strike price/ rate	Changes in fair value of the hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities						
Forward exchange forward contracts on outstanding borrowings	3,768.80	21.00	-	Other Financial Assets - current	April 25, 2018	1:1	1 USD = ₹ 65.00	35.28	(35.28)
	3,768.80	**21.00**							

b. **Disclosure of effects of hedge accounting on financial performance**

March 31, 2019

(₹ in lakh)

Type of hedge	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	NA	NA	NA	23.05	-

March 31, 2018

(₹ in lakh)

Type of hedge	Change in the value of the hedging instrument recognised in OCI (net of tax)	Hedge ineffectiveness recognised in profit or loss	Line item in the statement of profit or loss that includes the hedge ineffectiveness	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit or loss because of the reclassification
Cash flow hedge	(19.15)	-	-	-	-

c. The following table provides a reconciliation by risk category of components of equity and analysis of OCI items, net of tax, resulting from cash flow hedge accounting

Movements in cash flow hedging reserve	March 31, 2019	March 31, 2018
Opening balance	**(23.05)**	**(3.90)**
Add : Changes in fair value	35.25	(29.29)
Less : Amounts reclassified to profit or loss	-	-
Less: Deferred tax relating to the above	(12.20)	10.14
Closing balance	**-**	**(23.05)**

Note 38 : Income Taxes

(a) Amounts recognised in profit and loss

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Current income tax		
In respect of current year	1,530.88	1,738.51
Adjustments in respect of earlier years	12.61	(8.16)
Deferred income tax liability / (asset), net		
In respect of current year		
Origination and reversal of temporary differences	438.17	207.77
Reduction in tax rate	4.77	-
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	27.44	129.30
Deferred tax expense	470.38	337.07
Tax expense recognised in the Statement of Profit & Loss	**2,013.87**	**2,067.42**

(b) Amounts recognised in other comprehensive income

(₹ in Lakh)

Particulars	March 31, 2019			March 31, 2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit liability (asset)	(6.70)	2.34	(4.36)	(14.00)	4.85	(9.15)
Items that will be reclassified to profit or loss						
Foreign operations – foreign currency translation differences	0.76	-	0.76	(0.59)	-	(0.59)
Exchange difference arising on currency translation cash flow hedge reserve	35.25	(12.20)	23.05	(29.29)	10.14	(19.15)
TOTAL	**29.31**	**(9.86)**	**19.45**	**(43.88)**	**14.99**	**(28.89)**

(c) Reconciliation of tax expense and accounting profit for the year is as under:

(₹ in Lakh)

Particulars	March 31, 2019	March 31, 2018
Profit before tax	**5,590.41**	**5,571.16**
Company's domestic tax rate	34.944%	34.608%
Tax using the Company's domestic tax rate (Current year 34.944% and Previous Year 34.608%)	1,953.51	1,928.07
Tax effect of:		
Expense not allowed for tax purposes	22.38	22.60
Income not considered for tax purpose	(3.66)	(5.96)

(₹ in Lakh)

Particulars	March 31, 2019	March 31, 2018
Change in tax rate	4.77	-
Tax paid at lower rate	(1.15)	0.79
Others	(2.03)	0.78
TOTAL	**1,973.82**	**1,946.28**
Adjustments in respect of earlier years	**40.05**	**121.14**
Tax expense as per Statement of Profit & Loss	**2,013.87**	**2,067.42**

Current tax	**1,530.88**	**1,738.51**
Deferred tax	**442.94**	**207.77**
Adjustment for tax of previous years (net)	**40.05**	**121.14**

The Group's weighted average tax rates for the year ended March 31, 2019 and March 31, 2018 were 36.02% and 37.11%, respectively.

The effective tax rate for the year ended March 31, 2019 is higher primarily as a result of prior year tax adjustments of ₹ 40.05 lakh and non-deductible tax expenses.

Note 39 : Movement in deferred tax balances for the year ended March 31, 2019

(₹ in lakh)

Particulars	Net balance April 1, 2018	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2019
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	(494.71)	465.19	-	465.19	959.90	-	(959.90)
MAT Credit Entitlement	0.73	0.13	-	0.13	-	0.60	0.60
Provisions	28.57	5.06	-	5.06	-	23.51	23.51
Others	20.63		9.86	9.86	-	10.77	10.77
Deferred Tax assets (Liabilities)	**(444.78)**	**470.38**	**9.86**	**480.24**	**959.90**	**34.89**	**(925.02)**

Movement in deferred tax balances for the year ended March 31, 2018

(₹ in lakh)

Particulars	Net balance April 1, 2017	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax liability(net)	Deferred tax asset	Net Deferred Tax March 31, 2018
Deferred tax asset/(liabilities)							
Property, plant and equipment & Intangible assets	110.06	604.75	-	604.75	494.71	-	(494.71)
MAT Credit Entitlement	763.44	762.70	-	762.70	-	0.73	0.73
Finance lease receivable	(128.78)	(128.78)	-	(128.78)	-	-	-
Advances-Finance lease	(925.52)	(925.52)	-	(925.52)	-	-	-
Provisions	52.50	23.92	-	23.92	-	28.57	28.57
Others	5.64	-	(14.99)	(14.99)	-	20.63	20.63
Deferred Tax assets (Liabilities)	**(122.66)**	**337.07**	**(14.99)**	**322.08**	**494.71**	**49.93**	**(444.78)**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Group does not have any intention to dispose investments in subsidiaries in the forseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

Note 40 : Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Group's Capital Management is to maximise shareholder value. The Group manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

a) The Group's adjusted net debt to equity ratio at March 31, 2019 was as follows:-

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Total borrowings	17,566.79	12,457.48
Less : Cash and cash equivalents	21.23	33.12
Adjusted net debt	**17,545.56**	**12,424.36**
Total equity	**20,279.90**	**16,993.41**
Adjusted net debt to total equity ratio	0.87	0.73

b) Dividends

(₹ in lakh)

Particulars		March 31, 2019	March 31, 2018
(i)	**Equity shares**		
	Final dividend for the year ended March 31, 2018 of ₹ 1.50/- (March 31, 2017 - ₹ 1.50/) per fully paid share	293.19	292.75
(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, 2018 - ₹ 1.50/- per fully paid equity share). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	293.29	292.91

Note 41 : Segment reporting

A. General Information

(a) Factors used to identify the entity's reportable segments, including the basis of organisation -

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) and Chief Operating Officer (COO) of the Group. The Group has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

B. Information about geographical segment

(₹ in lakh)

(a)	Revenue from external customers	March 31, 2019	March 31, 2018
	Within India	18,796.87	16,330.94
	Outside India	24,293.25	19,649.33

(₹ in lakh)

(b)	Segment assets	March 31, 2019	March 31, 2018
	Within India	46,101.70	41,308.35
	Outside India	6.51	10.02

(₹ in lakh)

(c)	Segment liabilities	March 31, 2019	March 31, 2018
	Within India	25,813.69	24,302.09
	Outside India	14.62	22.87

C. Information about major customers

Revenues from customers of the only segment i.e. Agrochemicals which contributed more than 10% of the group's total revenues represented approximately ₹ 12,513.18 Lakh from 2 customers (March 31, 2018 - ₹ 9,795.19 Lakh from 2 customers).

Note 42 : Share based payments

(a) Employee stock option scheme (ESOS,2015)

The Group has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Group.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(b) Employee stock option plan (ESOP,2012)

The Group has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Group in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Group.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹ 34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option plan (ESOP,2012)

Particulars	March 31, 2019		March 31, 2018	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	37,200	34.00	50,000
Granted during the year	-	-	-	-
Exercised during the year	34.00	18,500	34.00	12,800
Lapsed during the year	-	-	-	-
Closing balance		**18,700**		**37,200**
Vested and exercisable		**15,700**		**21,500**

Employee stock option scheme (ESOS,2015)

Particulars	March 31, 2019		March 31, 2018	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	387.35	40,000	387.35	50,000
Granted during the year	-	-	-	-
Exercised during the year	387.35	5,500	387.35	4,000
Lapsed during the year	-	-	387.35	6,000
Closing balance		**34,500**		**40,000**
Vested and exercisable		**22,500**		**16,000**

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, 2019	March 31, 2018
			Share options	Share options
January 31, 2015	January 30, 2023	34.00	-	-
January 31, 2015	January 30, 2024	34.00	3,200	4,500
January 31, 2015	January 30, 2025	34.00	4,800	11,400
January 31, 2015	January 30, 2026	34.00	5,700	6,700
May 16, 2015	May 15, 2023	34.00	-	-
May 16, 2015	May 15, 2024	34.00	-	5,600
May 16, 2015	May 15, 2025	34.00	2,000	6,000
May 16, 2015	May 15, 2026	34.00	3,000	3,000
July 26, 2016	July 25, 2020	387.35	12,000	16,000
July 26, 2016	July 25, 2021	387.35	10,500	12,000
July 26, 2016	July 25, 2022	387.35	8,000	8,000
July 26, 2016	July 25, 2023	387.35	4,000	4,000
TOTAL			**53,200**	**77,200**
Weighted average remaining contractual life of options outstanding at end of period			3.76	5.11

(i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2019 and March 31, 2018 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, 2019	March 31, 2018
			Share options	Share options
January 31, 2015	January 30, 2023	95.84	-	-
January 31, 2015	January 30, 2024	109.41	3,200	4,500
January 31, 2015	January 30, 2025	109.91	4,800	11,400
January 31, 2015	January 30, 2026	110.49	5,700	6,700
May 16, 2015	May 15, 2023	105.77	-	-
May 16, 2015	May 15, 2024	118.18	-	5,600
May 16, 2015	May 15, 2025	119.30	2,000	6,000
May 16, 2015	May 15, 2026	119.67	3,000	3,000
July 26, 2016	July 25, 2020	100.00	12,000	16,000
July 26, 2016	July 25, 2021	159.00	10,500	12,000
July 26, 2016	July 25, 2022	278.00	8,000	8,000
July 26, 2016	July 25, 2023	297.00	4,000	4,000
TOTAL			**53,200**	**77,200**

The model inputs for options granted includes:

ESOS, 2015 granted on 26 July 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

Particulars	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Expected price volatility of the Group's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:

ESOP, 2012- Option B granted on 16 May 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹ 138/-	₹ 138/-	₹ 138/-	₹ 138/-
Expected price volatility of the Group's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:

ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹ 34/-	₹ 34/-	₹ 34/-	₹ 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-
Expected price volatility of the Group's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

c) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognized in profit or loss as part of employee benefit expense were as follows:

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Employee stock option plan (Note 29)	16.35	33.86
TOTAL	**16.35**	**33.86**

Note 43 : Contingent Liabilities

(₹ in lakh)

Particulars		March 31, 2019	March 31, 2018
Claims against the Group not acknowledged as debts:			
(i)	Excise Matter		
	Excise duty demands relating to clearance/storage of Raw Material/goods from DTA and used/manufactured in 100% EOU unit. The said amount includes up-to-date interest.	8,828.71	6,261.40
(ii)	Customs Matter		
	The Group has replied the SCN no. 1624 / 2013 -14 dated 9th July 2013 issued by the Commissioner of Custom - Raigarh alleging that goods imported in Unit B-16 were kept in unit B-17 and therefore are liable for confiscation. The personal hearing of the said SCN is pending. The said amount includes upto date interest.	26.60	13.70
(iii)	Income Tax		
	The Group has preferred appeal against the order of various income tax authorities in which demand of ₹ 811.73 lakh has been determined for various assessment years. The said demand also includes interest payable as determined by the competent authority.		
	(a) Pending before DCIT/JCIT/AO	245.44	85.36
	(b) Pending before CIT (Appeal)	329.95	266.11
	(c) Pending before ITAT	147.20	115.78
	(d) Pending before High Court	89.14	58.67
(iv)	Sales Tax Matters		
	(a) Pending before Dy. Comm. Sales tax, Thane	5.61	-
	(b) Pending before JSCT(Appeal)	119.91	-
	(c) Pending C & H forms	51.47	124.90
(v)	Civil Matters		
	Nath Bio-Genes (India) Ltd has filed a suit against the Group alleging that some product supplied by the Group was responsible for the poor germination of its seeds.	6,500.00	6,500.00
(vi)	Guarantees outstanding	461.97	812.79
(vii)	Letters of Credit given by Group (different letter of credits issued to various suppliers for supply of materials).	1,650.15	3,451.86

Note 44

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending decision on the subject review petition and directions from the EPFO, the management has a view that the applicability of the decision is prospective and accordingly provided the liability for March 2019.

The impact for the past period, will depend upon the outcome of subject review petition and directions from the EPFO and hence disclosed as a Contingent liability in the financial statements. The impact of the same is not ascertainable.

Note 45 : Commitments

Particulars	March 31, 2019	March 31, 2018
Estimated value of contracts remaining to be executed on capital account (net of advances), to the extent not provided for:	472.60	754.30

Note 46 : Lease taken by the Group

Operating Lease:

The group's leasing arrangements are in respect of operating leases for premises occupied by the Group. These leasing arrangements are non cancellable, and are renewable on a periodic basis by mutual consent on mutually acceptable terms.

a. The total of future minimum lease payments under non-cancellable operating leases for each of the following periods :

(₹ in lakh)

Particulars	March 31, 2019	March 31, 2018
Future lease commitments		
- Within one year	-	-
- Later than one year and not later than five years	-	-
- Later than five years	-	-

b. Lease payments recognised in the Statement of Profit & Loss for the year :

Particulars	March 31, 2019	March 31, 2018
Minimum lease payments	103.77	118.69

Note 47

The Government of India introduced the Goods and Services Tax (GST) with effect from July 1, 2017, consequently revenue from operations for the year ended March 31, 2018 is net of GST, however revenue for quarter ended June 30, 2017 is inclusive of excise duty and hence, total income from operations for year ended March 31, 2018 and year ended March 31, 2019 are not comparable.

Note 48 : Specified Bank Notes

The disclosures regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2019.

Note 49 : Related Party Disclosures

In compliance with Ind AS 24 - "Related Party Disclosures" as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

1 Relationships:

(i) Holding Companies:

Godrej Agrovet Limited (GAVL) holds 57.67% Equity Shareholding in Astec LifeSciences Limited. GAVL is the subsidiary of Godrej Industries Limited (GIL) and GIL is a subsidiary of Vora Soaps Limited (VSL) (upto December 23, 2018). Consequently, GIL is the Ultimate Holding Company of the Company w.e.f. December 24, 2018.

(ii) Fellow Subsidiaries:

1 Creamline Dairy Products Limited
2 Godrej Tyson Foods Limited (w.e.f. 27th March, 2019)
3 Godrej Maxximilk Private Limited (w.e.f. 27th March, 2019)
4 Godrej One Premises Management Private Limited

(iii) Associates / Joint Ventures of Godrej Agrovet Limited (GAVL) :

1 Godrej Consumer Products Limited
2 Godrej Tyson Foods Limited (upto 26th March, 2019)
3 Godrej Maxximilk Private Limited (upto 26th March, 2019)

(iv) Associates / Joint Ventures of Godrej Industries Limited (GIL) :

Godrej Consumer Products Limited

(v) Entities which is controlled/jointly controlled/has significant influence of KMP's of Astec LifeSciences Limited :

Astec Crop Care Private Limited

(vi) Entities which has significant influence of Director's of Astec LifeSciences Limited :

Nichem Solutions

(vii) Other related parties

Godrej & Boyce Manufacturing Company Limited

(viii) Key Managerial Personnel

1 Mr. Nadir B. Godrej, Chairman and Non-Executive Director
2 Mr. B. S. Yadav, Non-Executive Director
3 Mr. Rakesh Dogra, Non-Executive Director
4 Mr. Ashok V.Hiremath, Managing Director
5 Mr. Arijit Mukherjee, Whole Time Director
6 Mr. Saurav Bhala, Chief Financial Officer (w.e.f. 25th October, 2017)
7 Mr. P. P. Manoj, Chief Financial Officer (upto 17th October, 2017)
8 Ms. Tejal Jariwala, Company Secretary (upto 31st October, 2018)
9 Ms. Tejashree Pradhan, Company Secretary (w.e.f. 1st November, 2018)

2. Related party disclosures as required by IND AS - 24, "Related Party Disclosures", are given below "

The following transactions were carried out with the related parties in the ordinary course of business :

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2019	March 31, 2018
1	**Sale of materials / finished goods**			
	Godrej Agrovet Limited	Holding company	**760.02**	889.85
	Astec Crop Care Private Limited	Other related party	**22.13**	47.11
	Nichem Solutions	Other related party	**7.63**	0.95

(₹ in lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2019	March 31, 2018
2	**Purchase of materials / finished goods**			
	Astec Crop Care Private Limited	Other related party	**21.37**	-
3	**Purchase of Property, plant & equipment**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**37.69**	-
4	**Expenses Charged by / Reimbursement made to other companies**			
	Godrej Agrovet Limited	Holding company	**247.29**	204.99
	Godrej Industries Limited	Holding company	**3.51**	0.01
	Godrej & Boyce Manufacturing Company Limited	Other related party	**1.30**	-
	Godrej Consumer Products Limited	Other related party	**10.59**	0.93
	Creamline Dairy Products Limited	Fellow subsidiary	**1.57**	-
	Godrej One Premises Management Private Limited	Fellow subsidiary	**-**	0.03
	Nichem Solutions	Other related party	**8.00**	6.00
5	**Expenses Charged to / Reimbursement made by other companies**			
	Godrej Agrovet Limited	Holding company	**26.04**	61.76
6	**Dividend Paid**			
	Godrej Agrovet Limited	Holding company	**168.27**	163.11
7	**Intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	**16,510.00**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**700.00**	-
8	**Intercorporate deposits repaid**			
	Godrej Agrovet Limited	Holding company	**16,510.00**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**700.00**	-
9	**Interest expense on intercorporate deposits taken**			
	Godrej Agrovet Limited	Holding company	**242.49**	-
	Godrej Tyson Fooods Limited	Fellow subsidiary	**10.36**	-
10	**Other Income**			
	Astec Crop Care Private Limited	Other related party	**3.63**	-
11	**Capital advances given**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**53.93**	-
12	**Outstanding capital advance**			
	Godrej & Boyce Manufacturing Company Limited	Other related party	**16.24**	-
13	**Outstanding Receivables**			
	Godrej Agrovet Limited	Holding company	**-**	308.26
	Astec Crop Care Private Limited	Other related party	**2.06**	-
	Nichem Solutions	Other related party	**2.73**	-
14	**Outstanding Payables**			
	Godrej Agrovet Limited	Holding company	**11.85**	228.31
	Nichem Solutions	Other related party	**-**	3.24
	Godrej & Boyce Manufacturing Company Limited	Other related party	**-**	0.42
	Godrej Consumer Products Limited	Other related party	**-**	0.93
	Godrej Industries Limited	Other related party	**-**	0.01
	Godrej One Premises Management Private Limited	Other related party	**-**	0.03
15	**Remuneration to Key Management Personnel**			
	Short term employee benefit		**274.43**	239.35
	Post employment gratuity benefits		**3.68**	3.47
	Dividend Paid		**29.30**	29.27

Note 50 : Interest in other entities

(a) Subsidiaries

The group's subsidiaries at March 31, 2019 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, 2019	March 31, 2018	March 31, 2019	March 31, 2018
			%	%	%	%
Behram Chemicals Private Limited	Manufacturing of agrochemicals	India	65.63	65.63	34.37	34.37
Astec Europe Sprl	Distribution of agrochemicals	Belgium	50.10	50.10	49.90	49.90
Comercializadora Agricola Agroastrachem Cia Ltda	Distribution of agrochemicals	Columbia	100.00	100.00	-	-

(b) Non-controlling interests (NCI)

(₹ in Lakh)

Summarised balance sheet	Behram Chemicals Pvt Ltd		Astec Europe SPRL	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Current Assets	55.39	48.73	6.21	9.65
Current liabilities	0.35	2.94	8.22	12.47
Net current assets	**55.04**	**45.79**	**(2.01)**	**(2.82)**
Non-current assets	40.71	41.59	-	-
Non-current liabilities	2.07	0.93	-	-
Net non-current assets	**38.64**	**40.66**	**-**	**-**
Net assets	**93.68**	**86.45**	**(2.01)**	**(2.82)**
Accumulated NCI	**32.20**	**29.71**	**(1.00)**	**(1.41)**

(₹ in Lakh)

Summarised statement of profit and loss	Behram Chemicals Pvt Ltd		Astec Europe Sprl	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue	10.80	10.80	-	-
Profit for the year	7.22	9.80	0.75	(1.75)
Other comprehensive income	**-**	**-**	**-**	**-**
Total comprehensive income	**7.22**	**9.80**	**0.75**	**(1.75)**
Profit allocated to NCI	**2.48**	**3.37**	**0.37**	**(0.87)**
Dividends paid to NCI	**-**	**-**	**-**	**-**

(₹ in Lakh)

Summarised cash flow	Behram Chemicals Pvt Ltd		Astec Europe Sprl	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Cash flows from operating activities	0.04	0.48	(3.91)	(0.82)
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	-	-	-	-
Total cash flows	**0.04**	**0.48**	**(3.91)**	**(0.82)**
Net increase/ (decrease) in cash and cash equivalents	**0.04**	**0.48**	**(3.91)**	**(0.82)**

Note 51 : Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013

(₹ in Lakh)

Name of the entities in group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Astec LifeSciences Limited								
March 31, 2019	**99.83%**	**20,245.12**	**99.78%**	**3,568.64**	**96.09%**	**18.70**	**99.76%**	**3,587.34**
March 31, 2018	99.80%	16,960.19	99.81%	3,497.11	97.96%	(28.30)	99.83%	3,468.81
Subsidiaries (group's share)								
Indian								
Behram Chemicals Private limited								
March 31, 2019	**0.21%**	**42.87**	**0.20%**	**7.22**	**0.00%**	**-**	**0.20%**	**7.22**
March 31, 2018	0.25%	42.80	0.28%	9.80	0.00%	-	0.28%	9.80
Foreign								
Astec Europe sprl								
March 31, 2019	**-0.01%**	**(2.01)**	**0.02%**	**0.75**	**0.36%**	**0.07**	**0.02%**	**0.82**
March 31, 2018	-0.02%	(2.83)	-0.05%	(1.75)	0.90%	(0.26)	-0.06%	(2.01)
Foreign								
Comercializadora Agricola Agroastrachem Cia Ltda								
March 31, 2019	**-0.03%**	**(6.10)**	**0.00%**	**(0.05)**	**3.55%**	**0.69**	**0.02%**	**0.64**
March 31, 2018	-0.04%	(6.75)	-0.04%	(1.42)	1.14%	(0.33)	-0.05%	(1.75)
Total								
March 31, 2019	**100.00%**	**20,279.88**	**100.00%**	**3,576.56**	**100.00%**	**19.46**	**100.00%**	**3,596.02**
March 31, 2018	100.00%	16,993.41	100.00%	3,503.74	100.00%	(28.89)	100.00%	3,474.85

Note 52 : The figures for the previous year have been regrouped / reclassified to correspond with current year's classfication/ disclosure that include changes consequent to the issuance of "Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013."

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

BURJIS PARDIWALA
Partner
Membership Number: 103595

Mumbai, April 30, 2019

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

ASHOK V. HIREMATH
Managing Director
(DIN: 00349345)

ARIJIT MUKHERJEE
Whole Time Director
(DIN: 07334111)

SAURAV BHALA
Chief Financial Officer
ICAI Memb. No. 062106

TEJASHREE PRADHAN
Company Secretary
ICSI Memb. No. FCS7167

Notes

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; **E-mail:** 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(s) of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No. / *DP ID - Client ID:	

* *Applicable for Members holding shares in electronic form*

I/We, being the Member(s) of **Astec LifeSciences Limited**, holding _____ Equity Shares of the Company, hereby appoint:

1. Name:_____ Address: _____

   E-mail ID: _____ Signature: _____ or failing him/her;

2. Name:_____ Address: _____

   E-mail ID: _____ Signature: _____ or failing him/her

3. Name:_____ Address: _____

   E-mail ID: _____ Signature: _____

as my / our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the **25th (Twenty Fifth) Annual General Meeting** of the Company scheduled to be held on **Friday, 26th July, 2019** at **3.30 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, 2019 and the Reports of the Board of Directors and the Statutory Auditors thereon.
2	Declaration of Final Dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2019.
3	Appointment of Mr. Rakesh Dogra (DIN: 07334098) as a "Director", liable to retire by rotation, who has offered himself for re-appointment.
Special Business:	
4	Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as the "Managing Director" of the Company for a period of 1 (one) year with effect from 1st April, 2019 upto 31st March, 2020.
5	Re-appointment of Mr. Arijit Mukherjee (DIN: 07334111) as the "Whole-Time Director" of the Company for a period of 3 (three) years with effect from 4th May, 2019 upto 3rd May, 2022.
6	Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year ending 31st March, 2020.

Affix Revenue Stamp Re.1/-

Signed this_____ day of _____, 2019

Signature of Shareholder(s): _____ Signature of Proxy Holder(s): _____

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 per cent) of the total share capital of the Company. Members 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 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 25th (Twenty Fifth) Annual General Meeting.

ASTEC

ATTENDANCE SLIP

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; **E-mail:** astecinfo@godrejastec.com

25TH (TWENTY FIFTH) ANNUAL GENERAL MEETING

Registered Folio No. / *DP ID and Client ID	
Name and Address of the Member(s)	
Name and Address of the Proxy	

** Applicable for Members holding Shares in electronic form.*

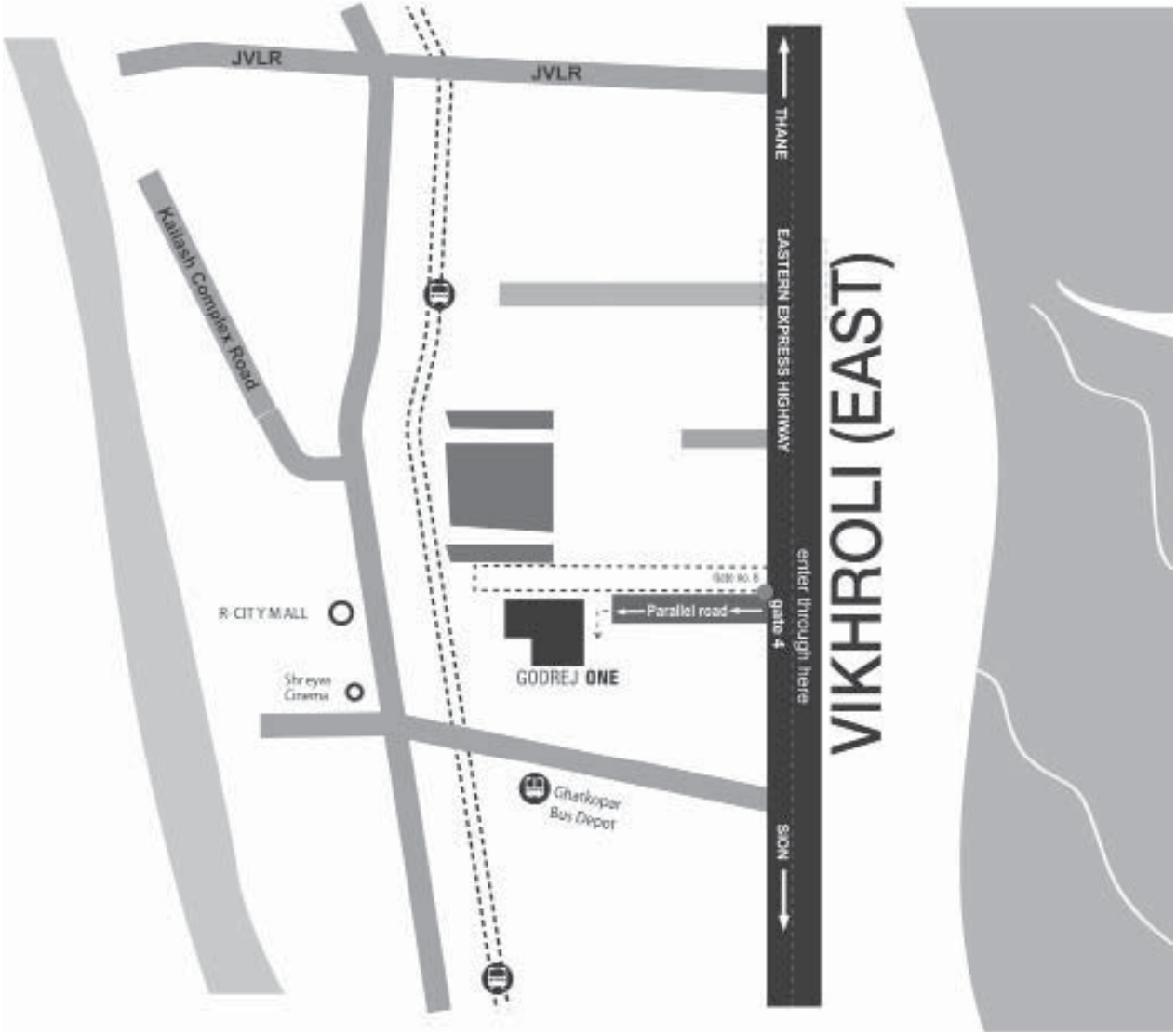
I / We, hereby record my / our presence at the **25th (Twenty Fifth) Annual General Meeting** of the Company on **Friday, 26th July, 2019** at **3.30 p.m. (IST)** at Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra.

....
Member's / Proxy's Name in BLOCK Letters | Member's / Proxy's Signature

NOTES:

1. Please complete and sign this Attendance Slip and hand it over at the registration counter at the entrance of the Meeting venue.
2. **Members are requested to bring this Attendance Slip along with them as duplicate slips will not be issued at the venue of the Meeting.**

ROAD MAP FOR AGM VENUE



Astec LifeSciences Limited

Registered Office:
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400079, Maharashtra
Phone: 022 - 25188010
Fax: 022 - 22618289
E-mail: astecinfo@godrejastec.com
Website: www.astecls.com