



Astec LifeSciences Ltd.

Dated: 15<sup>th</sup> April, 2019

To,  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort,  
Mumbai – 400 001

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

Ref.: BSE Scrip Code No. "533138"

Ref.: "ASTEC"

**Sub: Corporate Governance Report as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Financial Year ended 31<sup>st</sup> March, 2019.**

Dear Sir,

Please find enclosed herewith, Corporate Governance Report as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Financial Year ended 31<sup>st</sup> March, 2019.

Please take the same on your records.

Thanking you,

Yours sincerely,

For Astec LifeSciences Limited

Tejashree Pradhan  
Company Secretary & Compliance Officer  
(FCS 7167)



Encl.: As above



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Pirojshanagar, Eastern Express Highway,  
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Maharashtra, India  
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Website: www.astecls.com  
CIN : L99999MH1994PLC076236

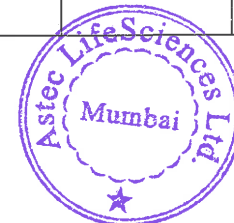
**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Astec LifeSciences Limited**  
 2. Quarter ending - **31-Mar-2019**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	NADIR B. GODREJ	00066195	AADPG7643Q	C & NED		28-Jul-2017			7	3	3	NA	
Mr.	BALRAM S. YADAV	00294803	AAGPY9611F	NED		01-Aug-2018			2	4	1	AC,SC,RMC,NRC	
Mr.	ASHOK V. HIREMATH	00349345	AAAPH4452K	ED	MD	20-Jan-2018			1	1	0	AC,RMC	
Mr.	RAKESH DOGRA	07334098	ADOPD7826L	NED		26-Jul-2016			1	0	0	NA	
Mr.	ARIJIT MUKHERJEE	07334111	APFPM5430G	ED		04-May-2016			1	0	0	NA	



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Mr.	SITENDU SHARMA	01956423	AEQPS2893R	ID		22-Sep-2015	21-Sep-2020	60	2	2	2	AC,SC,RMC
Mr.	VINOD MALSHE	00642540	AAZPM1037A	ID		22-Sep-2015	21-Sep-2020	60	1	2	0	AC,SC,NRC
Mrs.	LEENA RAJE	06961551	AAOPR4748N	ID		22-Sep-2015	21-Sep-2020	60	1	1	0	AC,NRC
Mr.	BRAHMA NAND VYAS	02796071	AAAPV2650F	ID		29-Jan-2016	28-Jan-2021	60	1	1	0	AC
Mr.	VIJAY KASHINATH KHOT	03520249	ADTPK9064E	ID		29-Jan-2016	28-Jan-2021	60	1	1	0	AC

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SITENDU SHARMA	ID	Chairperson	08-Apr-2008	
2	BALRAM S. YADAV	NED	Member	12-Oct-2015	
3	ASHOK V. HIREMATH	ED	Member	06-Nov-2015	
4	VIJAY KASHINATH KHOT	ID	Member	21-Jul-2016	
5	BRAHMA NAND VYAS	ID	Member	01-Aug-2018	
6	LEENA RAJE	ID	Member	06-Nov-2015	
7	VINOD MALSHE	ID	Member	06-Nov-2015	



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Company Remarks	No change as compared to last quarter.
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	BALRAM S. YADAV	NED	Chairperson	12-Oct-2015	
2	VINOD MALSHE	ID	Member	06-Nov-2015	
3	SITENDU SHARMA	ID	Member	08-Apr-2008	

Company Remarks	No change as compared to last quarter.
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SITENDU SHARMA	ID	Member	18-Oct-2014	
2	ASHOK V. HIREMATH	ED	Chairperson	30-May-2014	
3	SAURAV BHALA	CFO	Member	25-Oct-2017	
4	BALRAM S. YADAV	NED	Member	26-Jul-2016	

Company Remarks	No change as compared to last quarter.
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	VINOD MALSHE	ID	Chairperson	08-Apr-2008	
2	LEENA RAJE	ID	Member	06-Nov-2015	
3	BALRAM S. YADAV	NED	Member	12-Oct-2015	



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Company Remarks	No change as compared to last quarter.
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
26-Oct-2018	25-Jan-2019
26-Oct-2018	29-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	26-Oct-2018	25-Jan-2019	6	Yes
Nomination & Remuneration Committee	26-Oct-2018	25-Jan-2019	2	Yes
Nomination & Remuneration Committee	26-Oct-2018	29-Mar-2019	3	Yes
Risk Management Committee		25-Jan-2019	3	Yes
Stakeholders Relationship Committee		25-Jan-2019	2	Yes

Company Remarks	<p>Quorum requirement was met as follows:          Audit Committee Meeting on 25/01/2019: 6 Members were present including 5 Non-Executive Independent Directors.          Nomination and Remuneration Committee Meeting on 25/01/2019: 2 Members were present both of whom were Non-Executive Independent Directors.          Nomination and Remuneration Committee Meeting on 29/03/2019: 3 Members were present including 2 Non-Executive Independent Directors.          Risk Management Committee on 25/01/2019: 3 Members were present including 1 Non-Executive Independent Director.</p>
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	Stakeholders Relationship Committee on 25/01/2019: 2 Members were present both of whom were Non-Executive Independent Directors.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :  
Designation :

  
**Tejashree Pradhan**  
**Company Secretary & Compliance Officer**

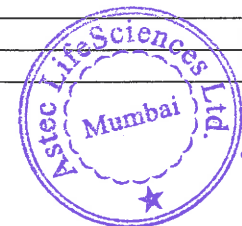




**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.astecls.com
Terms and conditions of appointment of independent directors	Yes		www.astecls.com
Composition of various committees of board of directors	Yes		www.astecls.com
Code of conduct of board of directors and senior management	Yes		www.astecls.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.astecls.com
Criteria of making payments to non-executive directors	Yes		www.astecls.com
Policy on dealing with related party transactions	Yes		www.astecls.com
Policy for determining 'material' subsidiaries	Yes		www.astecls.com
Details of familiarization programs imparted to independent directors	Yes		www.astecls.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes		www.astecls.com
email address for grievance redressal and other relevant details	Yes		www.astecls.com
Financial results	Yes		www.astecls.com
Shareholding pattern	Yes		www.astecls.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	



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<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other information</b>	
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**Name** : Tejashree Pradhan  
**Designation** : Company Secretary

