



Astec LifeSciences Ltd.

Dated: 27th April, 2020

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 ended 31st March, 2020.**

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 ended 31st March, 2020.

Please take the same on your records.

Thanking you,

Yours sincerely,

For Astec LifeSciences Limited

Sd/-

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Encl.: As above



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Pirojshanagar, Eastern Express Highway,
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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-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Nadir B. Godrej	00066195	C,NE D		12-Oct-2015	28-Jul-2017			26-Aug-1951	NA		6	1	4	2		
Mr.	Balram S.	00294	NED		12-	01-			15-Jul-	NA		2	0	5	1	AC,S	

	Yadav	803			Oct-2015	Aug-2018			1964								C,RC,NRC
Mr.	Ashok V. Hiremath	00349345	ED	MD	25-Jan-1994	01-Apr-2019			31-May-1955	NA		1	0	1	0		AC,RC
Mr.	Rakesh Dogra	07334098	NED		06-Nov-2015	26-Jul-2019			15-Feb-1967	NA		1	0	0	0		
Mr.	Arijit Mukherjee	07334111	ED		06-Nov-2015	04-May-2019			28-Jan-1970	NA		1	0	0	0		
Mr.	Sitendu Sharma	01956423	ID		27-Sep-2007	22-Sep-2015	30-Jan-2020	66	31-Jul-1969	NA		0	0	0	0		
Mr.	Vinod Malshe	00642540	ID		10-Mar-2008	22-Sep-2015		66	28-Feb-1947	NA		1	1	2	0		AC,SC,NRC
Mrs.	Leena Raje	06961551	ID		23-Sep-2014	22-Sep-2015		66	20-Oct-1957	NA		1	1	1	0		AC,NRC
Mr.	Brahma Nand Vyas	02796071	ID		29-Jan-2016	29-Jan-2016		50	07-Oct-1949	NA		1	1	1	0		AC
Mr.	Vijay Kashinath Khot	03520249	ID		29-Jan-2016	29-Jan-2016		50	14-May-1949	NA		1	1	1	0		AC
Mr.	Rishinaradam angalam Ramakrishna Govindan	02148801	ID		30-Jan-2020	30-Jan-2020		2	13-Aug-1954	NA		1	1	2	1		AC,SC,RC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rishinaradamangalam Ramakrishna Govindan	ID	Chairperson	30-Jan-2020	
2	Balram S. Yadav	NED	Member	12-Oct-2015	
3	Ashok V. Hiremath	ED	Member	06-Nov-2015	
4	Vinod Malshe	ID	Member	06-Nov-2015	
5	Leena Raje	ID	Member	06-Nov-2015	
6	Vijay Kashinath Khot	ID	Member	21-Jul-2016	
7	Brahma Nand Vyas	ID	Member	01-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Balram S. Yadav	NED	Chairperson	12-Oct-2015	
2	Rishinaradamangalam Ramakrishna Govindan	ID	Member	30-Jan-2020	
3	Vinod Malshe	ID	Member	06-Nov-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ashok V. Hiremath	ED	Chairperson	30-May-2014	
2	Rishinaradamangalam Ramakrishna Govindan	ID	Member	30-Jan-2020	

3	Balram S. Yadav	NED	Member	26-Jul-2016	
4	Saurav Bhala	Member	Member	25-Oct-2017	

Company Remarks	
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	Balram S. Yadav	NED	Member	12-Oct-2015	
3	Leena Raje	ID	Member	06-Nov-2015	

Company Remarks	
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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
25-Oct-2019	30-Jan-2020	Yes	10	5
	31-Mar-2020	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present

Audit Committee	25-Oct-2019		Yes	7	5
Audit Committee		30-Jan-2020	Yes	7	5
Nomination & Remuneration Committee		30-Jan-2020	Yes	3	2
Nomination & Remuneration Committee		31-Mar-2020	Yes	3	2
Stakeholders Relationship Committee		30-Jan-2020	Yes	3	2
Risk Management Committee		30-Jan-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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:

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Name : **Tejashree Pradhan**
Designation : **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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.astecls.com
Terms and conditions of appointment of	Yes		www.astecls.com
Composition of various committees of	Yes		www.astecls.com
Code of conduct of board of directors and	Yes		www.astecls.com
Details of establishment of vigil mechanism/	Yes		www.astecls.com
Criteria of making payments to non-	Yes		www.astecls.com
Policy on dealing with related party	Yes		www.astecls.com
Policy for determining 'material' subsidiaries	Yes		www.astecls.com
Details of familiarization programs imparted	Yes		www.astecls.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.astecls.com
Contact information of the designated	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		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.astecls.com
Credit rating or revision in credit rating	Yes		www.astecls.com
Separate audited financial statements of	Yes		www.astecls.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.astecls.com
Materiality Policy as per Regulation 30	Yes		www.astecls.com
Dividend Distribution policy as per	Yes		www.astecls.com
It is certified that these contents on the	Yes		www.astecls.com
II Annual Affirmations			

Particulars	Regulation Number	Compliance status	Company Remark
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<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 Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Not Applicable	
<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	

Other Information	
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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**

Other Information	
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Name : **Tejashree Pradhan**
Designation : **Company Secretary & Compliance Officer**