

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L99999MH1994PLC076236

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACA4832D

(ii) (a) Name of the company

ASTEC LIFESCIENCES LIMITED

(b) Registered office address

Godrej One, 3rd Floor, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East)  
Mumbai  
Mumbai City  
Maharashtra  
400070

(c) \*e-mail ID of the company

tejashree.pradhan@godrejaste

(d) \*Telephone number with STD code

02225188010

(e) Website

www.astecsls.com

(iii) Date of Incorporation

25/01/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No



(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD  
SAKINAKA

(vii) \*Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 26/07/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GODREJ AGROVET LIMITED	L15410MH1991PLC135359	Holding	57.67
2	BEHRAM CHEMICALS PVT LTD	U24100MH1993PTC071480	Subsidiary	65.63



3	Astec Europe Spri		Subsidiary	50.1
4	Comercializadora Agricola Agr		Subsidiary	100
5	GODREJ INDUSTRIES LIMITED	L24241MH1988PLC097781	Holding	0
6	VORA SOAPS LIMITED	U24241MH1979PLC021804	Holding	0

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	19,552,655	19,552,655	19,552,655
Total amount of equity shares (in Rupees)	250,000,000	195,526,550	195,526,550	195,526,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	25,000,000	19,552,655	19,552,655	19,552,655
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	195,526,550	195,526,550	195,526,550

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				



**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	19,527,655	195,276,550	195,276,550	
Increase during the year	25,000	250,000	250,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	25,000	250,000	250,000	
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	19,552,655	195,526,550	195,526,550	
<b>Preference shares</b>				
At the beginning of the year	0	0	0	



<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

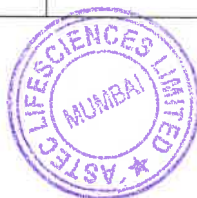
Date of the previous annual general meeting



Date of registration of transfer (Date Month Year) <input style="width: 150px;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 60px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 80px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 150px;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 150px;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input style="width: 150px;" type="text"/>			
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 60px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 80px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 150px;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 150px;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name



(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,756,679,368.55
Deposit			0
<b>Total</b>			1,756,679,368.55

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

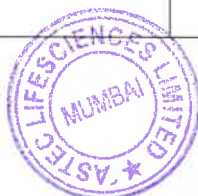
4,309,012,065.2

(ii) Net worth of the Company

2,024,648,394.91

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,945,506	9.95	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,275,466	57.67	0	
10.	Others	0	0	0	
	<b>Total</b>	<b>13,220,972</b>	<b>67.62</b>	<b>0</b>	<b>0</b>

Total number of shareholders (promoters)

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,428,895	22.65	0	
	(ii) Non-resident Indian (NRI)	523,174	2.68	0	
	(iii) Foreign national (other than NRI)	0	0	0	





2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	6,378	0.03	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	404,693	2.07	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	739,585	3.78	0	
10.	Others      Clearing Member, IEPF, For	228,958	1.17	0	
	<b>Total</b>	6,331,683	32.38	0	0

**Total number of shareholders (other than promoters)**

13,011

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

13,013

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	13,195	13,011
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive



<b>A. Promoter</b>	1	0	1	0	9.95	0
<b>B. Non-Promoter</b>	1	8	1	8	0.04	0
(i) Non-Independent	1	3	1	3	0.04	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>8</b>	<b>2</b>	<b>8</b>	<b>9.99</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NADIR BURJOR GODF	00066195	Director	0	
ASHOK VISHWANATH	00349345	Managing Director	1,945,506	
ARIJIT MUKHERJEE	07334111	Whole-time director	0	
BALRAM SINGH YADA	00294803	Director	7,303	
RAKESH DOGRA	07334098	Director	600	
SITENDU SHARMA	01956423	Director	0	
VINOD CHINTAMANI M	00642540	Director	0	
LEENA RAJAN RAJE	06961551	Director	0	
BRAHMA NAND VYAS	02796071	Director	0	
VIJAY KASHINATH KH	03520249	Director	0	
TEJASHREE ROHAN F	AOVPG3272K	Company Secretar	0	
SAURAV BHALA	AHLPB9628F	CFO	0	



## (ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TEJAL VIRENDRA JAR	AJIPJ1782D	Company Secretar	31/10/2018	Cessation
TEJASHREE ROHAN F	AOVPG3272K	Company Secretar	01/11/2018	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/08/2018	13,209	60	68.19

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2018	10	9	90
2	01/08/2018	10	10	100
3	14/09/2018	10	10	100
4	26/10/2018	10	9	90
5	25/01/2019	10	9	90
6	29/03/2019	10	8	80

**C. COMMITTEE MEETINGS**

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance



S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	02/05/2018	6	6	100
2	Audit Committee	01/08/2018	6	6	100
3	Audit Committee	14/09/2018	7	7	100
4	Audit Committee	26/10/2018	7	7	100
5	Audit Committee	25/01/2019	7	6	85.71
6	Nomination and Remuneration	02/05/2018	3	3	100
7	Nomination and Remuneration	26/10/2018	3	3	100
8	Nomination and Remuneration	25/01/2019	3	2	66.67
9	Nomination and Remuneration	29/03/2019	3	3	100
10	Stakeholders'	25/01/2019	3	2	66.67

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/07/2019
								(Y/N/NA)
1	NADIR BURJO	6	5	83.33	0	0	0	Yes
2	ASHOK VISHN	6	6	100	7	7	100	Yes
3	ARIJIT MUKH	6	6	100	0	0	0	Yes
4	BALRAM SING	6	5	83.33	16	11	68.75	Yes
5	RAKESH DO	6	4	66.67	0	0	0	Yes
6	SITENDU SHA	6	6	100	11	11	100	Yes
7	VINOD CHINT	6	6	100	15	15	100	Yes
8	LEENA RAJAI	6	6	100	10	10	100	Yes
9	BRAHMA NAN	6	5	83.33	3	3	100	Yes
10	VIJAY KASHI	6	6	100	5	5	100	Yes



**X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHOK VISHWANATH	Managing Director	16,080,828.8	0	0	0	16,080,828.8
2	ARIJIT MUKHERJEE	Whole Time Director	6,411,229	0	20,000	0	6,431,229
	Total		22,492,057.8	0	20,000	0	22,512,057.8

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAURAV BHALA	Chief Financial Officer	4,164,307	0	0	0	4,164,307
2	TEJAL VIRENDRA	Company Secretary	786,710	0	0	0	786,710
3	TEJASHREE ROHA	Company Secretary	0	0	0	0	0
	Total		4,951,017	0	0	0	4,951,017

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SITENDU SHARMA	Director	0	0	0	410,000	410,000
2	VINOD CHINTAMA	Director	0	0	0	450,000	450,000
3	LEENA RAJAN RAJ	Director	0	0	0	400,000	400,000
4	BRAHMA NAND VYAS	Director	0	0	0	280,000	280,000
5	VIJAY KASHINATH	Director	0	0	0	350,000	350,000
	Total		0	0	0	1,890,000	1,890,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations



**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**☒ Yes ☐ No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vikas R. Chomal

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

12133

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..

35

dated

04/05/2016

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.



Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

MUKHERJEE ARJIT  
Digitally signed by  
MUKHERJEE ARJIT  
Date: 2019.08.29  
21:45:22 +05'30'

DIN of the director

07334111

To be digitally signed by

TEJASHREE ROHAN PRADHAN  
Digitally signed by  
TEJASHREE ROHAN PRADHAN  
Date: 2019.08.29  
21:45:27 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

7167

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

List of Shareholders.pdf  
MGT-8.pdf  
MGT-7 Letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company









# VIKAS R. CHOMAL & ASSOCIATES

## COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and  
Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **ASTEC LIFESCIENCES LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the **Financial Year ended 31<sup>st</sup> March, 2019**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its Officer(s) and Agent(s), I certify that:

- A The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B During the aforesaid Financial Year the Company has complied with provisions of the Act and the Rules made there under in respect of:
1. its status under the Act;
  2. maintenance of registers / records and making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in Annual Return (as an Annexure to Form MGT-8), with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time under the Act and Rules made thereunder;
  4. calling / convening / holding meetings of Board of Directors or its Committees and the Meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed;
  5. the Register of Members and Share Transfer Books of the Company remained closed from 23<sup>rd</sup> July, 2018 to 25<sup>th</sup> July, 2018 (both days inclusive);
  6. During the Financial Year, the Company has not given loans to Directors and/or persons or firms or companies referred to in Section 185 of the Act;



7. All Contracts / Arrangements / Transactions entered by the Company during the Financial Year with Related Parties were in the ordinary course of business and on arm's length basis. There were no materially 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;
8. During the Financial Year, the Company has allotted Equity Shares to the employees under Employees Stock Option Plan, 2012 (ESOP 2012) and Employees Stock Option Scheme, 2015 (ESOS 2015). Further the Company has neither bought back any shares, nor received any request for transfer / transmission of shares held in physical form. Further, the Company has not made alteration / reduction of share capital or conversion of shares during the said Financial Year;
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company had declared Dividend to its Shareholders during the Financial Year 2018-19 as per provisions of Section 125 of the Act. Further, during the year under review, the Company has transferred an amount of Rs.55,084/- (Rupees Fifty Five Thousand and Eighty Four Only) lying in the Unpaid / Unclaimed Dividend Account for the Financial Year 2010-11, to the Investor Education and Protection Fund (IEPF);
11. Signing of Audited Financial Statement was as per the provisions of Section 134 of the Act and Report of Directors was as per sub-sections (3), (4) and (5) thereof;
12. The Board of Directors of the Company is properly constituted as stated in the Annual Return and the appointment(s), re-appointment(s), disclosures of Director(s) and the Key Managerial Personnel and the remuneration paid to them during the said Financial Year were as per the provisions of the Act and Rules framed thereunder;
13. The appointment / tenure of Statutory Auditors was as per the provisions of Section 139 of the Act;
14. The Company was not required to obtain any approvals of the Central Government, Tribunal, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the said Financial Year;
15. There has not been any acceptance / renewal / repayment of deposit within the meaning of the Act during the said Financial Year;
16. The amount borrowed by the Company from Financial Institutions, Banks and others (as may be applicable) during the said Financial Year are within the borrowing limits of the Company and the Company has complied with the applicable provisions of the Act and





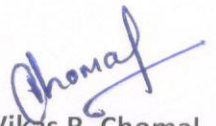
Rules framed thereunder in respect of creation / modification / satisfaction of charge(s) during the said Financial Year.

- 17 The Company has not made loans and investments or given guarantees or provided securities to other bodies corporate / person(s) falling under the provisions of Section 186 of the Act during the said Financial Year.
- 18 There was no alteration of the provisions of the Memorandum of Association and Articles of Association of the Company during the Financial Year under review.

Place : Thane  
Date : 18<sup>th</sup> September, 2019

For Vikas R. Chomal & Associates  
Company Secretaries



  
Vikas R. Chomal  
(Proprietor)

Membership No.: 24941

C. P. No. : 12133

**ANNEXURE TO FORM MGT-8**

**LIST OF E-FORMS FILED WITH**

**MINISTRY OF CORPORATE AFFAIRS (MCA) / REGISTRAR OF COMPANIES (ROC)**

**DURING THE FINANCIAL YEAR 2018-19**

Sr. No.	SRN	Date of Filing of E-form	E-Form	Purpose	Whether filed within the prescribed time limit (Y/N)
1.	G85200657	27-04-2018	IEPF-6	Statement of unclaimed or unpaid amounts to be transferred to IEPF	Y
2.	G88343819	30-05-2018	CRA-2	Appointment of Cost Auditor for the Financial Year 2018-19	Y
3.	G88342977	30-05-2018	PAS-3	Return of Allotment for shares allotted on 2 <sup>nd</sup> May, 2018	Y
4.	G88347588	30-05-2018	MGT-14	Filing of Board Resolutions passed at the meeting held on 2 <sup>nd</sup> May, 2018	Y
5.	G91639468	30-06-2018	AOC-4 XBRL	Form for filing XBRL document in respect of financial statement and other documents with the Registrar for Financial Year 2016-17	N
6.	H00139709	13-08-2018	MGT-15	Form for filing Report on Annual General Meeting	Y
7.	H01187756	17-08-2018	MGT-14	Filing of Board Resolutions passed at the meeting held on 1 <sup>st</sup> August, 2018	Y
8.	H02584688	21-08-2018	MGT-14	Filing of Resolutions passed at the Annual General Meeting held on 1 <sup>st</sup> August, 2018	Y
9.	H02582013	21-08-2018	PAS-3	Return of Allotment for shares allotted on 1 <sup>st</sup> August, 2018	Y
10.	H05009626	28-08-2018	CRA-4	Form for filing Cost Audit Report with the Central Government	Y
11.	H15422512	24-09-2018	MR-1	Return of appointment of managerial personnel – Reappointment of Mr. Ashok Hiremath as Managing Director	N
12.	H16764912	28-09-2018	AOC-4 XBRL	Form for filing XBRL document in respect of financial statement and other documents with the Registrar for Financial Year 2017-18	N





13.	H16898082	29-09-2018	MGT-7	Annual Return for the Financial Year 2017-18	Y
14.	H20662953	11-10-2018	MGT-14	Filing of Board Resolutions passed at the meeting held on 14 <sup>th</sup> September, 2018	Y
15.	H24213118	26-10-2018	IEPF-2	Statement of unclaimed and unpaid amounts	Y
16.	H26848226	05-11-2018	DIR-12	Particulars of appointment of directors and the key managerial personnel and the changes among them	Y
17.	H27835032	14-11-2018	IEPF-1	Statement of amount credited to IEPF	Y
18.	H28217420	16-11-2018	IEPF-4	Statement of shares transferred to IEPF	Y
19.	H29243003	23-11-2018	MGT-14	Filing of Board Resolutions passed at the meeting held on 26 <sup>th</sup> October, 2018	Y
20.	H29529419	24-11-2018	PAS-3	Return of Allotment for shares allotted on 26 <sup>th</sup> October, 2018	Y
21.	H31523236	05-12-2018	GNL-1	Form for filing an application with Registrar of Companies - Filing of Scheme of Amalgamation before NCLT	Y
22.	H44731545	13-02-2019	CHG-1	Modification of Charge – ICICI Bank – Rs. 64 Crores	Y
23.	H45299070	20-02-2019	PAS-3	Return of Allotment for shares allotted on 25 <sup>th</sup> January, 2019	Y
24.	H45313038	20-02-2019	MGT-14	Filing of Board Resolutions passed at the meeting held on 25 <sup>th</sup> January, 2019	Y
25.	H48235410	26-03-2019	CHG-4	Satisfaction of Charge- ICICI Bank Limited - Rs.6.50 Crore	Y





ASTEC

Astec LifeSciences Ltd.

16<sup>th</sup> September, 2019

To,  
Registrar of Companies,  
Ministry of Corporate Affairs,  
Mumbai, Maharashtra

**Sub.: Annual Return in Form MGT – 7 for the Financial Year 2018-19**

Dear Sir(s),

We, **Astec LifeSciences Limited** ("the Company") are facing difficulties / wish to clarify certain information with regard to filing of Annual Return in Form MGT-7 for the Financial Year (F.Y.) 2018-19.

(I) In Clause III of the said Form, regarding Particulars of Holding, Subsidiary and Associate Companies, we wish to clarify / further submit that in addition to Godrej Agrovet Limited, our direct Holding Company, we are / have been a subsidiary of the following two companies (whose particulars are furnished below) for the reasons stated below :-

Name of the Company	Corporate Identity Number (CIN)	Nature of Relationship	% of Equity Shares held	Reason for being a Holding Company of the Company
GODREJ INDUSTRIES LIMITED	L24241MH1988PLC097781	Holding Company	0	Godrej Industries Limited is the Holding Company of Godrej Agrovet Limited, but does not have any direct shareholding in Astec LifeSciences Limited.
VORA SOAPS LIMITED	U24241MH1979PLC021804	Holding Company	0	Vora Soaps Limited was the Holding Company of Godrej Industries Limited upto 23 <sup>rd</sup> December, 2018, and did not have any direct shareholding in Astec LifeSciences Limited. Vora Soaps Limited was, thus, the Ultimate Holding Company, which now



*Godrej*

Regd. Office :  
"Godrej One", 3<sup>rd</sup> 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.astecsl.com  
CIN : L99999MH1994PLC076236





Astec LifeSciences Ltd.

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			stands merged with Godrej Industries Limited.
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(II) In Clause VI(b) of the said Form, regarding Share Holding Pattern - Public/Other than promoters, we wish to clarify / further submit that the following are the details of Foreign Portfolio Investors included under the tab / category "Others" as on 31<sup>st</sup> March, 2019:

SR. NO.	NAME OF THE SHAREHOLDER	NUMBER OF EQUITY SHARES HELD
1.	JASMINE INDIA FUND	71967
2.	ELM PARK FUND LIMITED	33055
3.	MV SCIF MAURITIUS	31061
4.	INDIA MAX INVESTMENT FUND LIMITED	28000
5.	GYMKHANA PARTNERS L.P.	9700

(III) In Clause IX (C) of the said Form, regarding details of Committee Meetings held during the Financial Year 2018-19, we wish to inform that 16 (Sixteen) Meetings of the Committees of the Board of Directors were held during the Financial Year 2018-19 whereas we are able to provide details of only 10 (Ten) Committee Meetings in the said Form.

Please see below details of all 16 (Sixteen) Committee Meetings held during the Financial Year 2018-19:-

Sr. No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of the meeting	Attendance	
				Number of members attended	As a % of total members
1.	Audit Committee	02.05.2018	6	6	100.00
2.	Audit Committee	01.08.2018	6	6	100.00
3.	Audit Committee	14.09.2018	7	7	100.00
4.	Audit Committee	26.10.2018	7	7	100.00
5.	Audit Committee	25.01.2019	7	6	85.71
6.	Nomination & Remuneration Committee	02.05.2018	3	3	100.00
7.	Nomination & Remuneration Committee	26.10.2018	3	3	100.00

*Pradeep*



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Astec LifeSciences Ltd.

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8.	Nomination & Remuneration Committee	25.01.2019	3	2	66.67
9.	Nomination & Remuneration Committee	29.03.2019	3	3	100.00
10.	Stakeholders' Relationship Committee	25.01.2019	3	2	66.67
11.	Compensation Committee	02.05.2018	3	3	100.00
12.	Compensation Committee	01.08.2018	3	3	100.00
13.	Compensation Committee	26.10.2018	3	3	100.00
14.	Compensation Committee	25.01.2019	3	2	66.67
15.	Corporate Social Responsibility Committee	02.05.2018	4	4	100.00
16.	Risk Management Committee	25.01.2019	4	3	75.00

(IV) In Clause X of the said Form, regarding details of Remuneration of Directors and Key Managerial Personnel for the Financial Year 2018-19, we wish to inform that the figure mentioned as Stock Option / Sweat Equity is the number of Options given to Mr. Arijit Mukherjee, Whole Time Director of the Company. The same should be read as the number of Options and not value / amount of Options.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

**For Astec LifeSciences Limited**

**Tejashree Pradhan**  
**Company Secretary & Compliance Officer**  
**(FCS 7167)**



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 "Godrej One", 3<sup>rd</sup> Floor,  
 Pirojshanagar, Eastern Express Highway,  
 Vikhroli (East), Mumbai-400079,  
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