

Date: 6th February, 2024

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”

Debt Segment NSE:
NCD-ASTEC-ISIN: INE563J08015

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our intimation dated Thursday, 25th January, 2024, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members for the Special Resolution as mentioned in the Postal Ballot Notice dated Thursday, 25th January, 2024.

The Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form, has been electronically sent to Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on **Friday, 2nd February, 2024** (“Cut-off date”) and who have registered their e-mail addresses with the Company or the Registrar & Share Transfer Agent or with the Depositories / Depository Participants, in accordance with the various Circulars issued by Ministry of Corporate Affairs (“MCA Circulars”), including the latest General Circular No. 11/ 2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 7th October, 2023 (the “SEBI Circulars”).

In terms of the MCA Circulars and SEBI Circulars, the Company is sending the Postal Ballot Notice in electronic form only and hard copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing e-voting facility to the Members. The procedure / instructions for e-voting is / are given in the Postal Ballot Notice. The e-voting facility will be available from **Friday, 9th February, 2024 from 9.00 a.m. (IST) till Saturday, 9th March, 2024 upto 5.00 p.m. (IST)**. The e-voting module shall be disabled by the NSDL thereafter.

The said Postal Ballot Notice is being made available on the website of the Company, viz., www.godrejastec.com and on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). It is also being made available on the website of NSDL at the weblink <https://www.evoting.nsdl.com/>.

Members desirous to cast their vote through Postal Ballot physically are requested to take printout of the Postal Ballot Form from the abovementioned websites, fill in the details and send the duly signed and





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, India

Tel.: +91 22 2518 8010, **Fax:** +91 22 2261 8289, **Website:** www.godrejastec.com, **Email:** astecinvestors@godrejastec.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT the Resolution set out below is proposed to be passed by the Members of **ASTEC LIFESCIENCES LIMITED ("the Company")** by means of Postal Ballot by way of electronic voting ("**e-voting**"), pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**the Companies Act**" or "**the Act**"), read with the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022, General Circular No. 11/ 2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (the "**MCA Circulars**") and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 7th October, 2023 (the "**SEBI Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Special Resolution mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars and the SEBI Circulars, the Company will send Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form by e-mail to all its Members who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company and the communication of assent / dissent of the Members will take place through the e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice.

In accordance with the provisions of the MCA Circulars, those Members who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company, by a Resolution passed on **Thursday, 25th January, 2024**, has approved the business, as set out in this Notice, for approval of the Members of the Company by way of a Special Resolution through Postal Ballot. Accordingly, the proposed Resolution and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your

consideration and you are requested to record your assent or dissent by means of Postal Ballot by way of e-voting facility provided by the Company.

The Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Rules and the Secretarial Standard – 2 on General Meetings issued by ICSI read with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to its Members, the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (“NSDL”).

The e-voting facility will be available from 9.00 a.m. (IST) on Friday, 9th February, 2024 upto 5.00 p.m. (IST) on Saturday, 9th March, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, **Friday, 2nd February, 2024**, may cast their vote electronically. Please carefully read and follow the instructions on e-voting listed in the Notes to this Postal Ballot Notice. It may please be noted that failure to cast vote during the e-voting period will be strictly considered that no vote has been received from the Member.

The Board of Directors has appointed Mr. Vikas R. Chomal, Practicing Company Secretary (Certificate of Practice No. 12133), to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and communication has been received from the Scrutinizer conveying willingness to be appointed and the Scrutinizer will be available for the said purpose.

The Scrutinizer will submit report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman or the Board of Directors, after completion of the e-voting. The results of Postal Ballot by way of e-voting will be declared **on or before Sunday, 10th March, 2024** at the Registered Office of the Company. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act and applicable Rules framed thereunder. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., www.godrejastec.com immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com), where the Equity Shares of the Company are listed and NSDL and shall also be displayed at the Registered Office of the Company.

PROPOSED SPECIAL RESOLUTION – SPECIAL BUSINESS:

- 1) Re-appointment of Mr. Anurag Roy (DIN: 07444595) as “Whole Time Director & Chief Executive Officer” of the Company for a term of 3 (Three) years with effect from 28th July, 2024, i.e., upto 27th July, 2027:**

To consider, and if thought fit, to pass the following Resolution 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, read with Schedule V to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment (s) thereof for the time being in force, and pursuant to resolutions passed by the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on 25th January, 2024, the approval of the Shareholders of the Company be and is hereby accorded for re-appointment of **Mr. Anurag Roy** [Director Identification Number (DIN: 07444595)], as a **“Whole Time Director & Chief Executive Officer”** of the Company for a term of **3 (Three) years with effect from 28th July, 2024, i.e., upto 27th July, 2027**, at such remuneration and on the terms and conditions as stated hereinbelow and also elaborated in the Explanatory Statement annexed to the Notice of Postal Ballot:

Remuneration:

- Basic Salary in the range of Rs.6,50,000/- (Rupees Six Lakh Fifty Thousand Only) to Rs.10,00,000/- (Rupees Ten Lakh Only) per month, with such increment(s) each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, based on merit and taking into account the Company's performance for the year;
- Reimbursement of medical expenses incurred on self and family (spouse and children) as per the Rules of the Company;
- Bonus / Performance Linked Variable Remuneration (PLVR) / incentives based on performance criteria laid down by the Nomination and Remuneration Committee and/or the Board of Directors;
- Contribution to Provident Fund, Superannuation Fund and Gratuity Fund, if any, as per the Rules of the Company;
- Employee stock options as per the Rules of the Company, as may be granted by the Nomination and Remuneration Committee and/or the Board of Directors from time to time;
- Long Term Incentive (LTI) upto an amount of Rs.10 Crore (Rupees Ten Crore Only) in the form of cash and/or stock options under the Company's stock option plan or scheme, either at the end of the tenure of Mr. Anurag Roy as the "Whole Time Director & Chief Executive Officer" or at the end of the tenure of the LTI plan, in the manner and to the extent as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors."

"RESOLVED FURTHER THAT the remuneration and perquisites, including but not limited to, stock options and Long Term Incentives (LTI) as stated hereinabove and also elaborated in the Explanatory Statement be paid and allowed to Mr. Anurag Roy, Whole Time Director & Chief Executive Officer, for any Financial Year during the aforesaid tenure, 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 and/or the Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and remuneration of Mr. Anurag Roy as the "Whole Time Director & Chief Executive Officer at its discretion and as it may deem fit and proper from time to time, subject to compliance with the applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [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 and/or the Nomination and Remuneration Committee be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such document(s), instrument(s) and writing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

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

Sd/-

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

Mumbai, 25th January, 2024

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.godrejastec.com

E-mail: astecinvestors@godrejastec.com

Corporate Identity Number (CIN): L99999MH1994PLC076236

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") setting out all material facts relating to the Special Business mentioned in this Postal Ballot Notice is attached.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited ("**CDSL**") on **Friday, 2nd February, 2024** and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on **Friday, 2nd February, 2024**, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants / Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
3. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on **Friday, 2nd February, 2024**. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., **Friday, 2nd February, 2024**. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and the relevant Circulars issued by the Ministry of Corporate Affairs ("**the MCA Circulars**"), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited ("**NSDL**"). The instructions for electronic voting are annexed to this Notice.
5. Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their votes both via physical Postal Ballot and e-voting, then the voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.

6. E-voting will be available **from 9.00 a.m. (IST) on Friday, 9th February, 2024 upto 5.00 p.m. (IST) on Saturday, 9th March, 2024**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. The Members are requested to refer to instructions for e-voting, appended to this Notice.
7. During the e-voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
9. In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company's website, viz., www.godrejastec.com and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at A / B-201, 2nd Floor, Manas Building, Near Mahajan Wadi, Kharkar Ali, Thane (West) – 400 601, Maharashtra, India, on or before **5.00 p.m. (IST) on Saturday, 9th March, 2024**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) appointing their Authorized Representative(s) to vote on the Postal Ballot, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies), who is/are authorized to vote on their behalf on the Postal Ballot.
10. Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date and time prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set out herein or imposed any condition while exercising his / her vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

11. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice are not required to be circulated.

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on **Friday, 2nd February, 2024**, and who have registered their e-mail addresses with the Company or the Company's Registrar and Share Transfer Agent or with the Depository(ies) / Depository Participant(s).

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Bigshare Services Private Limited (“**Bigshare**”), our Registrar and Share Transfer Agent (“RTA”) (in case of Shares held in physical form).

12. Members holding shares in physical mode and who have not registered / updated their e-mail addresses are requested to update their e-mail addresses with the Registrar and Transfer Agent of the Company, viz., Bigshare in prescribed Form ISR-1 and other forms pursuant to Circular issued by the Securities and Exchange Board of India (SEBI), bearing No. SEBI/HO/MIRSD /MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. The formats of the forms are available on the Company’s website at www.godrejastec.com and on the website of the Bigshare at www.bigshareonline.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and Bigshare will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company www.godrejastec.com and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com).
13. The result of voting on the Resolution will be declared on or before **Sunday, 10th March, 2024** at the Registered Office of the Company and will also be displayed on the website of the Company (www.godrejastec.com) besides being communicated to the Stock Exchanges and NSDL.

14. INSTRUCTIONS FOR VOTING FOR MEMBERS:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of two steps which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A) Login method for e-Voting for Individual Shareholders holding securities in Demat mode:

In terms of Circular dated 9th December, 2020 issued by the Securities and Exchange Board of India (“SEBI”) on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts in order to access e-Voting facility.

Login method for **Individual Shareholders** holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL, viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting

services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider, i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider, i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company's name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL:

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for Shareholders other than Individual Shareholders holding securities in Demat Mode and Shareholders holding securities in Physical Mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 127733 then user ID is 127733001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on **"Forgot User Details/Password?"** (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b. **Physical User Reset Password?"** (if you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle exists.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period. In the present case, EVEN is **127733** for Postal Ballot of Astec LifeSciences Limited.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by post along with the Postal Ballot Form or by e-mail to csvrca@gmail.com with a copy marked to astecinvestors@godrejastec.com and evoting@nsdl.co.in. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Authority / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING ON THE RESOLUTION SET OUT IN THIS POSTAL BALLOT NOTICE:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to Bigshare on its website (at www.bigshareonline.com).
2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID (For NSDL Demat Account) or 16 digit beneficiary ID (For CDSL Demat Account), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to Bigshare on its website at www.bigshareonline.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)**, i.e., **Login method for e-Voting for Individual Shareholders holding securities in demat mode**.
3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of the Circular dated 9th December, 2020 issued by the Securities and Exchange Board of India (SEBI) on e-Voting facility provided by Listed Companies, Individual Shareholders holding

securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.

15. The last date for the receipt of duly completed Postal Ballot Forms and e-voting (i.e., **Saturday, 9th March, 2024**) (**upto 5.00 p.m. IST**) shall be the date on which the Special Resolution shall be deemed to have been passed, if approved by the requisite majority.
16. The relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members. The request for inspection may please be sent on astecinvestors@godrejastec.com along with the Folio No. / DP ID and Client ID, from the registered e-mail address of the Member.
17. A Shareholder need not cast all his/her votes for the Resolution nor does he/she require to cast all the votes in the same manner (i.e., either “For” or “Against”).
18. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business mentioned in this Postal Ballot Notice is given below:

SPECIAL RESOLUTION AT ITEM NO. 1:

Re-appointment of Mr. Anurag Roy (DIN: 07444595) as “Whole Time Director & Chief Executive Officer” of the Company for a term of 3 (Three) years with effect from 28th July, 2024, i.e., upto 27th July, 2027:

Subject to the approval of the Shareholders of the Company (by way of a Special Resolution) and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 25th January, 2024, the Board of Directors of the Company, at its Meeting held on the same day, has granted approval for re-appointment of Mr. Anurag Roy, as the “Whole Time Director & Chief Executive Officer” of the Company for a period of 3 (three) years commencing from 28th July, 2024 upto 27th July, 2027 and for the terms and condition of his re-appointment and remuneration payable to him in such capacity.

The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Anurag Roy as required under the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from continuing as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mr. Anurag Roy debarring him from accessing the capital markets or restraining him from holding the position of Director in any listed company.

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. Anurag Roy as the “Whole Time Director & Chief Executive Officer” of the Company and the terms and conditions of his re-appointment are placed for approval of the Shareholders by way of a Special Resolution.

The brief profile of Mr. Anurag Roy in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and his proposed remuneration and terms and conditions of re-appointment are provided hereunder.

The draft agreement to be executed with Mr. Anurag Roy, setting out the terms and conditions of re-appointment, shall be available for inspection by the Members electronically. Members seeking to inspect the same can send a request e-mail to on astecinvestors@godrejastec.com.

Except Mr. Anurag Roy, 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 Special Resolution.

The Board of Directors recommends the **Special Resolution** at Item No. 1 in the Postal Ballot Notice for approval of the Shareholders.

Brief Profile of Mr. Anurag Roy:

Mr. Anurag Roy is a B. Tech from HBTI, Kanpur. He completed his Masters in International Business from IIFT and also did his Executive MBA from Columbia Business School, New York, USA. Mr. Anurag has 24+ years' experience working in leading pharmaceuticals/chemicals companies such as DSM, Dr.

Reddy's Labs, BASF and Jubilant Life Sciences. He has proven track record of delivering commercial and operational excellence and leading several manufacturing, supply sites and CMOS.

Mr. Anurag Roy joined the Company in July 2021 from Navin Fluorine International Ltd. / Manchester Organics wherein he was working as COO-CRAMS, Pharmaceuticals. He was responsible for P&L to manage and grow the global contract development & manufacturing business with global footprints (UK, Japan, USA) and GMP manufacturing in India. He was also responsible for building the customer base and global teams and introduce newer technology / capability enhancement by setting in-house capabilities or CMOs to cater to drug development pipelines of innovators.

At Astec LifeSciences Limited, the primary contributions of Mr. Anurag Roy since July 2021 are in scaling the existing CDMO business and in building institutional capabilities for two herbicide plants and the Research & Development (R&D) Centre.

The proposed remuneration and terms and conditions of re-appointment of Mr. Anurag Roy are summarized below:

Term:

Period of 3 (Three) years, w.e.f. 28th July, 2024 upto 27th July, 2027

Nature of Duties:

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

Remuneration:

- Basic Salary in the range of Rs.6,50,000/- (Rupees Six Lakh Fifty Thousand Only) to Rs.10,00,000/- (Rupees Ten Lakh Only) per month, with such increment(s) each year, as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, based on merit and taking into account the Company's performance for the year.
- Reimbursement of medical expenses incurred on self and family (spouse and children) as per the Rules of the Company.
- Bonus / Performance Linked Variable Remuneration (PLVR) / incentives based on performance criteria laid down by the Nomination and Remuneration Committee and/or the Board of Directors.
- Contribution to Provident Fund, Superannuation Fund and Gratuity Fund, if any, as per the Rules of the Company.
- Employee stock options as per the Rules of the Company, as may be granted by the Nomination and Remuneration Committee and/or the Board of Directors from time to time.
- Long Term Incentive (LTI) upto an amount of Rs.10 Crore (Rupees Ten Crore Only) in the form of cash and/or stock options under the Company's stock option plan or scheme, either at the end of the tenure of Mr. Anurag Roy as the "Whole Time Director & Chief Executive Officer" or at the end of the tenure of the LTI plan, in the manner and to the extent as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
- Mr. Anurag Roy shall not be paid any sitting fees for attending Meetings of the Board 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. Anurag Roy, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of salary and perquisites and allowances as specified above subject to necessary compliance with the applicable provisions of Schedule V and other applicable 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].

Other Terms of Re-appointment:

- In terms of Article 130 of the Articles of Association of the Company, Mr. Anurag Roy 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 and/or the Nomination and Remuneration Committee as may be deemed fit, irrespective of the limits stipulated hereunder, however subject to compliance with the applicable provisions of Schedule V and other applicable 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].
- Mr. Anurag Roy shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- His employment 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 executed between the Company and Mr. Anurag Roy; or
 - (c) In the event the Board of Directors expresses its loss of confidence in him.
- If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Anurag Roy will cease to be the Whole Time Director. If at any time, Mr. Anurag Roy 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. Anurag Roy ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be the Whole Time Director & Chief Executive Officer of the Company.
- The 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. Anurag Roy also include clauses pertaining to adherence to the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company and other policies as may be applicable.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013:

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this Postal Ballot Notice.

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

Sd/-

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

Mumbai, 25th January, 2024

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.godrejastec.com

Email: astecinvestors@godrejastec.com

Corporate Identity Number (CIN): L99999MH1994PLC076236

**BRIEF RESUME OF DIRECTOR / PERSON SEEKING RE-APPOINTMENT
THROUGH POSTAL BALLOT NOTICE**
[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Anurag Roy (Whole Time Director & Chief Executive Officer)
Director Identification Number (DIN)	07444595
Date of Birth (DD/MM/YYYY)	06/07/1974
Age (in years)	49 years
Nationality	Indian
Date of Original Appointment (DD/MM/YYYY)	28/07/2021
Tenure on the Board	Since 28/07/2021 (Approx. 2 ¹ / ₂ years)
Percentage of Shareholding in the Company	2,510 Equity Shares of Rs.10/- each, i.e., 0.01%
Qualification	Mr. Anurag Roy has MBA from Columbia Business School in New York, USA, Masters in International Business from Indian Institute of Foreign Trade in Delhi, India and B. Tech, Chemical Technology (Polymers Science) from Harcourt Butler Technological Institute in Kanpur, India.
Nature of Expertise in Specific Functional Area	<ul style="list-style-type: none"> • Strategy & Business • Industry & Market Expertise • Technology Perspective • Governance, Finance & Risk
Number of Board Meetings attended as a Director during the Financial Year 2023-24	4 (Four) Board Meetings - Held on 2 nd May, 2023, 27 th July, 2023, 27 th October, 2023 and 25 th January, 2024
Directorships in other Listed Companies*	Nil
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	Behram Chemicals Private Limited
Chairmanships / Membership of Committees in other Companies**	None
Names of listed entities from which the Director has resigned in the past 3 (Three) year	None
Relationships between Directors of the Company inter-se	None
Brief Profile / Resume of the Director	Mr. Anurag Roy is a B. Tech from HBTI, Kanpur. He completed his Masters in International

	<p>Business from IIFT and also did his Executive MBA from Columbia Business School, New York, USA. Mr. Anurag has 24+ years' experience working in leading pharmaceuticals/chemicals companies such as DSM, Dr. Reddy's Labs, BASF and Jubilant Life Sciences. He has proven track record of delivering commercial and operational excellence and leading several manufacturing, supply sites and CMOS.</p> <p>Mr. Anurag Roy joined the Company in July 2021 from Navin Fluorine International Ltd. / Manchester Organics wherein he was working as COO-CRAMS, Pharmaceuticals. He was responsible for P&L to manage and grow the global contract development & manufacturing business with global footprints (UK, Japan, USA) and GMP manufacturing in India. He was also responsible for building the customer base and global teams and introduce newer technology / capability enhancement by setting in-house capabilities or CMOs to cater to drug development pipelines of innovators.</p> <p>At Astec LifeSciences Limited, the primary contributions of Mr. Anurag Roy are in scaling the existing CDMO business in the current year and in building institutional capabilities for two herbicide plants and the Research & Development (R&D) Centre.</p>
Terms and Conditions of Appointment	<p>Terms and conditions of re-appointment, including remuneration, are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.godrejastec.com. The same have been approved and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company. The same have also been laid down in the Explanatory Statement to the Notice of Postal Ballot and incorporated in the draft Agreement to be executed between the Company and Mr. Anurag Roy.</p>
Last Drawn Remuneration	Rs.2.94 Crore

(*) Includes names of other Public Companies in which the person holds Directorship.

(**) Includes names of other Public Companies in which the person holds Chairmanship and Membership 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 as per project approved by financial institutions appearing in the prospectus: Not applicable since the Company is an existing Company.

4) 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.

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

Particulars	Financial Year ended 31 st March, 2023	Financial Year ended 31 st March, 2022	Financial Year ended 31 st March, 2021
	(Rs. in Lakh)	(Rs. in Lakh)	(Rs. in Lakh)
Sales Turnover			
(a) Domestic	24,584.08	28,596.52	28,441.00
(b) Export	38,232.54	39,060.09	27,046.21
Total Sales Turnover	62,816.62	67,656.61	55,487.21
Profit Before Tax	3,484.91	12,104.08	8,867.17
Profit After Tax	2,552.04	8,981.80	6,469.25
Basic Earnings Per Share (EPS) (in Rs.)	13.02	45.85	33.05
Property, Plant & Equipment, Right of Use and Intangible Assets (Net)	44,495.32	36,270.63	32,838.49
Paid-up Share Capital	1,960.57	1,959.76	1,958.76
Other Equity	39,918.80	37,638.34	28,911.50
Net Worth	41,879.37	39,598.10	30,870.26

6) Foreign investments or collaborations, if any:

The Company has 1 (one) Foreign Subsidiary, whose details are as follows:-

Name of Foreign Subsidiary Company	% Shareholding	Date of becoming Subsidiary
Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia)	100.00%	19 th March, 2013

II.Information about the appointee:

1) Background details:

Mr. Anurag Roy is a B. Tech from HBTI, Kanpur. He completed his Masters in International Business from IIFT and also did his Executive MBA from Columbia Business School, New York, USA. Mr. Anurag has 24+ years' experience working in leading pharmaceuticals/chemicals companies such as DSM, Dr. Reddy's Labs, BASF and Jubilant Life Sciences. He has proven track record of delivering commercial and operational excellence and leading several manufacturing, supply sites and CMOS.

Mr. Anurag Roy joined the Company in July 2021 from Navin Fluorine International Ltd. / Manchester Organics wherein he was working as COO-CRAMS, Pharmaceuticals. He was responsible for P&L to manage and grow the global contract development & manufacturing business with global footprints (UK, Japan, USA) and GMP manufacturing in India. He was also responsible for building the customer base and global teams and introduce newer technology / capability enhancement by setting in-house capabilities or CMOs to cater to drug development pipelines of innovators.

At Astec LifeSciences Limited, the primary contributions of Mr. Anurag Roy are in scaling the existing CDMO business and in building institutional capabilities for two herbicide plants and the Research & Development (R&D) Centre.

2) Past Remuneration:

The remuneration of Mr. Anurag Roy, Whole Time Director & Chief Executive Officer for the Financial Year 2022-23 was Rs.294.06 Lakh.

3) Recognition or Awards, Job profile and his Suitability:

Mr. Anurag Roy has over 24+ years' experience working in leading pharmaceuticals / life sciences and chemicals companies such as DSM, Dr. Reddy's Labs, BASF and Jubilant Life Sciences. He has proven track record of delivering commercial and operational excellence and leading several manufacturing, supply sites and CMOS. He has worked across continents with over a decade of professional experience working in USA and had held senior leadership and board positions at various organizations. He has actively helped organizations particularly in the global contract development & manufacturing business in building customer pipelines, setting up global footprints (Europe, Japan, and USA) with GMP manufacturing facilities, research centres and technology platforms. In the Company, Mr. Anurag Roy has greatly contributed to scaling the existing CDMO business and in building institutional capabilities for two herbicide plants and the Research & Development (R&D) Centre.

4) Remuneration proposed:

The remuneration of Mr. Anurag Roy shall be as per the Resolution stated above, which is in conformity with the Nomination and Remuneration Policy of the Company.

5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration of Mr. Anurag Roy 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 current and potential contribution as the Whole Time Director & Chief Executive Officer to the growth of the Company, its business and its profitability, age and merits of Mr. Anurag Roy.

6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Other than the remuneration stated above, Mr. Anurag Roy has no other pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director.

III. Other Information:

1.	Reasons of loss or inadequate profits	The Company has not incurred loss in the preceding Financial Year 2022-23. However, the ever changing domestic and international market conditions, loss or inadequacy of profit cannot be ruled out. Hence, approval of the Shareholders by way of a Special Resolution is being sought to pay minimum remuneration to Mr. Anurag Roy during his tenure of re-appointment as mentioned above.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	The Company continues with its ongoing scaling up of manufacturing capacities, adopting advanced technologies and commercialization of new products. 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 and continues to maintain an excellent safety record.

IV. Disclosures:

The details of remuneration of all Directors / Key Managerial Personnel and other information / details, as applicable, shall be disclosed under the Report of Corporate Governance in the Annual Report of the Company.

**ASTEC LIFESCIENCES LIMITED****(Corporate Identity Number (CIN): L99999MH1994PLC076236)****Registered Office:** "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**Website:** www.godrejastec.com; **E-mail:** astecinvestors@godrejastec.com**POSTAL BALLOT FORM**

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding Equity Shares in dematerialised form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed by means of Postal Ballot for the Special business stated in the Postal Ballot Notice dated 25th January, 2024, by conveying my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	<u>Special Resolution:</u> Re-appointment of Mr. Anurag Roy (DIN: 07444595) as "Whole Time Director & Chief Executive Officer" of the Company for a term of 3 (Three) years with effect from 28 th July, 2024, i.e., upto 27 th July, 2027			

Place:**Date:**

Signature of Member / Authorised Signatory**E-VOTING PARTICULARS**

EVEN	USER ID	PASSWORD
127733		

Cut-off date for reckoning voting rights for Postal Ballot and E-voting	Commencement of voting by Postal Ballot and E-voting (Start Date)	Last date of receipt of Postal Ballot and close of E-voting (End Date)
Friday, 2 nd February, 2024	9.00 a.m. (IST) on Friday, 9 th February, 2024	5.00 p.m. (IST) on Saturday, 9 th March, 2024

(Please see the instructions overleaf for filling the Postal Ballot Form.)

IMPORTANT INSTRUCTIONS FOR VOTING

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members / Beneficial Owner as on **Friday, 2nd February, 2024**. A person who is not a Member as on this cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For E-voting, please refer the instructions under “E-voting Instructions” in the Notice attached herewith.
3. A Member may vote through electronic mode. E-voting will be available **from 9.00 a.m. (IST) on Friday, 9th February, 2024 upto 5.00 p.m. (IST) on Saturday, 9th March, 2024**. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer, viz., Mr. Vikas R. Chomal, Practicing Company Secretary at A / B-201, 2nd Floor, Manas Building, Near Mahajan Wadi, Kharkar Ali, Thane (West) – 400 601, Maharashtra, India **on or before 5.00 p.m. (IST) on Saturday, 9th March, 2024**, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late /non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
5. The Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of Joint Holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
9. The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
 - a. If a form other than the Postal Ballot Form issued by the Company is used;
 - b. If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
 - c. If the Member has put a tick mark (✓) in both the columns, that is, for ‘Assent’ and also for ‘Dissent’ to the resolutions in such manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceed the total number of shares held;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled;
 - e. If the Member has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
11. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to astecinvestors@godrejastec.com.
12. The Result of voting on the resolution will be declared **on or before Sunday, 10th March, 2024**, at the Registered Office of the Company and will also be displayed on the website of the Company (www.godrejastec.com) besides being communicated to the Stock Exchanges.
