

Corporate Governance Report for the Year ended 31st March, 2022

General information about company	
Scrip code	533138
NSE Symbol	ASTECH
MSEI Symbol	NOTLISTED
ISIN	INE563J01010
Name of the entity	ASTECH LIFESCIENCES LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson:

Yes

Whether Chairperson is related to MD or CEO:

No

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Nadir B. Godrej	00066195	Non-Executive - Non Independent Director	Chairperson related to Promoter		26-08-1951	NA		12-10-2015	22-07-2020			5	0	2	1
2	Mr	Balram S. Yadav	00294803	Non-Executive - Non Independent Director	Not Applicable		15-07-1964	NA		12-10-2015	28-07-2021			2	0	4	1
3	Mr	Ashok V. Hiremath	00349345	Executive Director	Not Applicable	MD	31-05-1955	NA		25-01-1994	01-04-2020			2	1	3	0
4	Mr	Rakesh Dogra	07334098	Non-Executive - Non Independent Director	Not Applicable		15-02-1967	NA		06-11-2015	26-07-2019			1	0	0	0
5	Mr	Anurag Roy	07444595	Executive Director	Not Applicable	CEO	06-07-1974	NA		28-07-2021	28-07-2021			1	0	0	0
6	Mr	Brahma Nand Vyas	02796071	Non-Executive -	Not Applicable		07-10-1949	NA		29-01-2016	29-01-2021		74	1	1	1	0

				Independent Director													
7	Mr	Vijay Kashinath Khot	03520249	Non-Executive - Independent Director	Not Applicable		14-05-1949	NA		29-01-2016	29-01-2021		74	1	1	2	0
8	Mr	Rishinarada mangalam Rama krishna Govindan	02148801	Non-Executive - Independent Director	Not Applicable		13-08-1954	NA		30-01-2020	30-01-2020		26	1	1	2	1
9	Mr	Nandkumar Dhekne	02189370	Non-Executive - Independent Director	Not Applicable		02-09-1957	NA		18-12-2020	18-12-2020		16	3	3	1	0
10	Ms	Anjali Rajesh Gupte	00104884	Non-Executive - Independent Director	Not Applicable		03-09-1970	NA		18-12-2020	18-12-2020		16	1	1	0	0

II. Composition of Committees

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02148801	Rishinaradamangalam Ramakrishna Govindan	Non-Executive - Independent Director	Chairperson	30-01-2020	
2	00349345	Ashok V. Hiremath	Executive Director	Member	06-11-2015	
3	03520249	Vijay Kashinath Khot	Non-Executive - Independent Director	Member	21-07-2016	
4	02796071	Brahma Nand Vyas	Non-Executive - Independent Director	Member	01-08-2018	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02148801	Rishinaradamangalam Ramakrishna Govindan	Non-Executive - Independent Director	Chairperson	29-09-2020	
2	03520249	Vijay Kashinath Khot	Non-Executive - Independent Director	Member	29-09-2020	
3	00294803	Balram S. Yadav	Non-Executive - Non Independent Director	Member	12-10-2015	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00294803	Balram S. Yadav	Non-Executive - Non Independent Director	Chairperson	12-10-2015	

2	02148801	Rishinaradamangalam Ramakrishna Govindan	Non-Executive - Independent Director	Member	30-01-2020	
3	03520249	Vijay Kashinath Khot	Non-Executive - Independent Director	Member	29-09-2020	

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00349345	Ashok V. Hiremath	Executive Director	Chairperson	30-05-2014	
2	02148801	Rishinaradamangalam Ramakrishna Govindan	Non-Executive - Independent Director	Member	30-01-2020	
3	00294803	Balram S. Yadav	Non-Executive - Non Independent Director	Member	26-07-2016	
4	99999999	Saurav Bhala	Member	Member	25-10-2017	

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00349345	Ashok V. Hiremath	Executive Director	Chairperson	29-09-2020	
2	00294803	Balram S. Yadav	Non-Executive - Non Independent Director	Member	12-10-2015	
3	02148801	Rishinaradamangalam Ramakrishna Govindan	Non-Executive - Independent Director	Member	29-09-2020	
4	02796071	Brahma Nand Vyas	Non-Executive - Independent Director	Member	29-09-2020	

III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-10-2021		Yes		
2	25-01-2022	89	Yes	9	5

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of Other committee	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	27-10-2021			Yes		
2	Audit Committee	25-01-2022	89		Yes	4	3
3	Risk Management Committee	27-10-2021			Yes		
4	Risk Management Committee	25-01-2022			Yes	3	1

5	Corporate Social Responsibility Committee	27-10-2021			Yes		
6	Stakeholders Relationship Committee	25-01-2022			Yes	3	2

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
	Disclosure of notes on related party transactions		
	Disclosure of notes of material transaction with related party		

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.astecls.com
2	Terms and conditions of appointment of independent directors	Yes		www.astecls.com
3	Composition of various committees of board of directors	Yes		www.astecls.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.astecls.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.astecls.com
6	Criteria of making payments to non-executive directors	Yes		www.astecls.com
7	Policy on dealing with related party transactions	Yes		www.astecls.com
8	Policy for determining 'material' subsidiaries	Yes		www.astecls.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.astecls.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.astecls.com
11	email address for grievance redressal and other relevant details	Yes		www.astecls.com
12	Financial results	Yes		www.astecls.com
13	Shareholding pattern	Yes		www.astecls.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes		www.astecls.com

	simultaneously with submission to stock exchange			
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.astecls.com
18	Credit rating or revision in credit rating obtained	Yes		www.astecls.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.astecls.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.astecls.com
21	Materiality Policy as per Regulation 30	Yes		www.astecls.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.astecls.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.astecls.com

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Tejashree Pradhan
2	Designation	Company Secretary and Compliance Officer

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	

6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	

29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II

1	Name of signatory	Tejashree Pradhan
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Annexure II		
1	Name of signatory	Tejashree Pradhan
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0.00	0.00

Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	Saurav Bhala		
Designation	CFO		
Place	Mumbai		
Date	21-04-2022		

Signatory Details

Name of signatory	Tejashree Pradhan
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-04-2022