

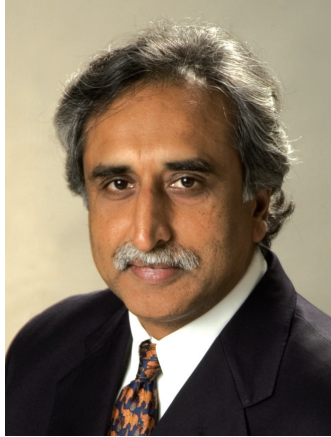


ASTEC



Astec LifeSciences Limited
19th Annual Report 2012 - 2013

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Ashok V. Hiremath
Chairman & Managing Director

Our Mission

We will add value to our stakeholders namely our shareholders, employees and customers without compromising on ethics. We will be honest and transparent in our interactions.

We will foster long-term relationships with our customers. We will protect the safety of our employees and secure the environment.

Corporate Information

Board of Directors

Ashok V. Hiremath
Chairman & Managing Director

Janak J. Rawal
Whole Time Director

Dr. P. L. Tiwari
Non-Executive - Non Independent Director

Laxmikant Kabra
Non-Executive - Non Independent Director

Prof. Vinod Malshe
Non-Executive - Independent Director

Sitendu Sharma
Non-Executive - Independent Director

Mohammed Zakir
Non-Executive - Independent Director

Mandar K. Patil
Non-Executive - Independent Director

Bankers
AXIS Bank Limited
State Bank of Hyderabad
IDBI Bank Limited

Company Secretary & Compliance Officer
Vikas R. Chomal (till 25th June, 2013)
Tejal V. Jariwala (w.e.f. 1st July, 2013)

Cost Auditors
Ritesh N. Talathi & Company
Cost Accountants

Internal Auditors
P. S. V. Jain & Associates
Chartered Accountants

Registered Office

Elite Square, 7th Floor,
274, Perin Nariman Street, Fort,
Mumbai-400001, Maharashtra

Auditors

M/s P. M. Kathariya & Co.
Chartered Accountants
Firm Reg. No. 104922W
Mumbai, Maharashtra

Plant Locations

- B-17, B-18 & B-21, MIDC Mahad, Birwadi Industrial Area, Mahad, Dist. Raigad - 413341, Maharashtra
- B-16, MIDC Mahad, Birwadi Industrial Area, Local Unit, Mahad, Dist. Raigad - 413341, Maharashtra
- Additional MIDC, Plot No: K-2/1/1, Mahad, Dist. Raigad - 413341, Maharashtra

R & D Centre

F-39, MIDC - Phase-II
Dombivali (East) - 421204,
Dist. Thane, Maharashtra

Website

www.astecsls.com

Registrar & Share Transfer Agents

Bigshare Services Private Limited
E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E), Mumbai - 400072,
Maharashtra

Financial Highlights

Rs. in lakhs

	2012-13	2011-12	2010-11	2009-10	2008-09
Turnover (Gross)	18,519	11,737	11,525	11,638	8,933
EBDIT	2,750	1,726	1,697	2,638	2,166
PAT	594	242	508	1,384	1,072

Notice

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of Astec LifeSciences Limited will be held on Tuesday, 17th September, 2013 at 4.00 P.M. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai- 400001, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013, Profit and Loss Account for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Laxmikant Kabra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mandar Patil, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors in place of retiring Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s Shah & Kathariya, Chartered Accountants be and are hereby appointed as Auditors of the Company in place of existing Statutory Auditors M/s P. M. Kathariya, to hold office from the conclusion of this annual general meeting of the Company until the conclusion of next annual general meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

6. To note and approve the exercise price and method of calculation of exercise price for ESOP Scheme. And, to consider and if thought fit, to pass, with or without modification(s) the following resolution as Ordinary Resolution, to grant, issue and allot ESOPS to whole time employees of Subsidiary Companies on the terms and conditions similar to the ESOPS granted, issued and allotted to the Employees of the Astec LifeSciences Limited under the Existing ESOP Scheme "Astec Employees Stock Options Plan 2012".

"RESOLVED THAT in continuation of the ESOP Scheme namely "Astec Employees Stock Options Plan 2012" approved by the shareholders in the extra ordinary general meeting held on Tuesday, 27th March, 2012, the ESOP Scheme shall also extend to the whole time employees of the subsidiary companies of Astec LifeSciences Limited on the terms and conditions similar to the ESOPS granted, issued and allotted to the Employees of the Astec LifeSciences Limited under the Existing ESOP Scheme and noted that the Company has granted ESOPS to employees at a price of Rs. 34/- (Rupees Thirty Four Only) per option which is calculated by fair value method."

Members are requested to take note and approve the same.

7. To give to a Whole time Director or Managing Director of the Company, Managerial Remuneration within the ceiling limits as per the provisions of Companies Act, 1956 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956 and Schedule XIII thereto, approval be and is hereby given, to pay to a director who is in whole-time employment of the company or a Managing Director, during the period of his continuance in the office of the Whole Time Director or Managing Director, as the case may be, remuneration by way of salary, dearness allowance, perquisites, commission and other allowances, either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one and partly by the other, which shall not exceed the ceiling of total managerial remuneration which is five percent of the net profits for one such director, and if there is more than one such director, ten percent of all of them together, or such other limits as may be prescribed by the government from time to time."

“RESOLVED FURTHER THAT in the event of any statutory amendment or modification in the provisions of Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase or modify the remuneration including salary, commission, perquisites, allowances etc.”

None of the directors of the Company except the Whole time Director or Managing Director, as the case may be, is in any way concerned or interested in the aforesaid proposed resolution. Members are requested to consider the matter and pass the resolution to approve the same.

Explanatory Statement

Item No. 5.

M/s P. M. Kathariya, Chartered Accountants, the existing Auditors of the Company has resigned from the office of Auditor of the Company, and the Company has received a letter u/s 224 of the Companies Act, 1956 from M/s Shah & Kathariya, Chartered Accountants informing their eligibility and signifying their intention to be appointed as the Statutory auditors of the company for the year 2013-14. In terms of the provision of section 225 of the Companies Act, the appointment of Auditors in place of existing Auditors of the Company requires the approval of Shareholders in General Meeting by way of Ordinary Resolution.

Therefore, the Board recommends to pass necessary resolution by way of Ordinary Resolution to appoint M/s Shah & Kathariya, Chartered Accountants, as the Statutory Auditors of the Company for the year 2013-14 in place of M/s P. M. Kathariya, Chartered Accountants to hold office of the Auditors of the Company till the conclusion of the next Annual General Meeting on the remuneration as may be fixed by the Board.

A copy of the resignation tendered by the Auditors and eligibility letter as referred elsewhere are available for inspection of the members till the date of the meeting during business hours.

None of the directors of the Company is concerned or interested in the proposed resolution.

Item No. 6.

The Company has taken approval of Shareholders vide special resolution in the extra ordinary general meeting held on 27th March, 2012 to grant, issue and allot 5,00,000 ESOPS to the employees of Astec LifeSciences Limited. However, the resolution does not include the granting of ESOPS to employees of Subsidiary Companies of Astec LifeSciences Limited.

Grant, issue and allotment of ESOPS to employees of Subsidiary Companies require approval of shareholders in the General Meeting. Members are requested to note and approve the same.

The Whole Time Directors (other than promoter directors) who may be eligible to avail the benefit of the above-referred plan(s) may be deemed to be interested in the said Resolution to the extent of shares, which may be offered to them.

The Company has granted ESOPS to employees at a price of Rs. 34/- per option convertible into equity shares at a price of Rs. 34/- per option. The exercise price was calculated by Fair Value Method. However the exercise price and method of calculation was not disclosed in the notice of the extra ordinary general meeting of the company held on 27th March, 2012 in which the approval of shareholders was sought for the allotment of the same.

We, therefore now disclose to the shareholders that the exercise price is Rs. 34/- per option and exercise price was calculated by Fair Value Method for their noting and approval.

None of the other Directors can be considered to be interested in or concerned with the said Resolution.

Item No. 7

The remuneration payable to Whole Time Director or Managing Director, as the case may be will be within the permissible limits specified by provisions of Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 and all other applicable provisions, if any, and is commensurate with the their responsibility in a company of this size and to the extent of business operations. Thus, the Managerial remuneration within the ceiling limits is justified. Sections 269, 309, 310, schedule XIII read with applicable sections/schedules of the Act, requires approval of the shareholders in a General Meeting for amending the terms of appointment and or remuneration of managerial personnel and hence this resolution is being proposed.

None of the directors of the Company except the Whole Time Director or Managing Director, as the case may be, is in any way concerned or interested in the proposed resolution.

By the order of the Board

Sd/-

Ashok V. Hiremath

Chairman & Managing Director

Date: 24th May, 2013

Place: Mumbai

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy and vote on a poll instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
4. In case of joint holders attending meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, after 1.00 p.m. up to the date of the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 4th September, 2013 to Friday, 6th September, 2013, both days inclusive.
7. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 18th September, 2013 to 25th September, 2013, to those members whose names shall appear on the Company’s Register of Members on 4th September, 2013; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrars and Transfer Agents, M/s Big Share Services Private Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s Big Share Services Private Limited.
11. Non-Resident Indian Members are requested to inform Big Share Services, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company secretary at least Five days before the date of meeting, so that the information required may be made available at the meeting.
13. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years is to be transferred to the Investor Education and Protection Fund. Details of dividend declared from the year 2005-06 onwards are given below.

Financial Year	Declared on	Dividend %	Dividend/Share (Rs.)
2005-06	22.08.2006	33%	33*
2006-07	27.09.2007	15%	15*
2007-08	28.08.2008	10%	1
2008-09	27.08.2009	7.5%	0.75
2009-10	23.08.2010	10%	1
2010-11	23.09.2011	5%	0.50
2011-12	25.09.2012	5%	0.50

*Face value is Rs. 100/- per share.

Members, who have not encashed the dividend warrants for the above years, are requested to write to the Company giving the necessary details.

The equity Shares of the Company are listed on BSE Limited, Dalal Street, Mumbai-400001 and National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai-400051. The listing fees have been paid up-to-date to these Exchanges.

14. Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the listing agreement entered into with the Stock Exchanges).

Name of Director	Laxmikant Ramprasad Kabra	Mandar Kamlakar Patil
Date of Birth	09/03/1969	24/05/1970
Relationship with other Directors interse	None	None
Date of Appointment	25/01/1994	27/05/2012
Expertise in specific Functional Area	Mr. Laxmikant Kabra, is an eminent Chartered Accountant. He has over 23 years of experience in the fields of Income Tax, Company Law, Banking, Finance etc. During his tenure he has worked with Ficom Organics Limited and Rishiroop Rubber International Limited for two years each after which he started his own practice as a Chartered Accountant in Mumbai under the firm name Laxmikant Kabra & Co.	Mr. Mandar Kamlakar Patil is a Chartered Accountant in Practice for over 19 Years. He is practicing from Thane and is specialized in Statutory Audits, Direct Taxation and Indirect Taxation. He is the major contributor to the Company in the field of taxation.
Qualification	B.com, F.C.A	B.com, F.C.A
No. of Equity Shares held in the Company	1100	Nil
Directorship in other Indian Public Limited Companies	5	1
Chairmanship/Membership of Committees in other Indian Public Limited Companies	1	1

Management Discussion & Analysis

(Statements in this Report, particularly those which relate to the Company's objectives, projections, estimates and expectations may constitute forward looking statements within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.)

Business Environment

The Agro-chemicals Industry grows in tandem with the agricultural sector. Agricultural growth itself is greatly affected by monsoon, especially in the agrarian economies with large tracts of land-mass remaining uncovered with water irrigation systems. Thus, a year of good monsoon is a harbinger of growth for the agrarian economies, including Agro-chemicals Industry. Conversely, the vagaries of monsoon tend to be a spoiler for the sector.

As is well known, countries with large and growing population are forever under pressure for higher food produce from their limited land mass; the arable land itself is limited and getting shrunk all over the world in the wake of industrial development and urbanization. The scenario makes it imperative for the stakeholders in the agriculture space to look for and adopt new and more efficient methods of crop protection and of maximizing their yields from the given land resources under cultivation. Agro-chemicals are gaining acceptance worldwide with increasing awareness of their beneficial role in minimizing losses due to pests and thereby improving yields. For the players in the Agro-chemicals Industry, the challenge is to develop new products through research and innovation for more efficient crop protection through safe and efficient products and product applications across broad spectrum of agricultural crops in all parts of the world.

Global Agrochemical Industry

Globally, the standout markets are the ones in Asia, Europe and Latin America where the Agro-chemicals business has been reporting consistently high growth, riding on increasing agricultural production and strong commodity prices. Latin America at 13% is the highest growing region; Brazil happens to be the country with highest consumption of Agro-chemicals and has a market size of about US \$ 9 Billion.

The Industry growth has been around 7-8% globally in recent years, thanks in good part to good monsoons over several years in most markets. In the year 2012, the industry witnessed a growth of 6.4% on nominal terms and 8.9% on real terms and has reached a turnover size of \$ 47.3 Billion. Along with non-agricultural consumption the industry size is about 53 Billion. Global Commodity prices have been ruling firm at high levels since 2012, on the back of growing demand and the situation is unlikely to be any different in 2013, given present levels of global commodity stocks and growing demand. Going by the current scenario of continuing high prices of commodity stocks, the expectation is that 2013 would be a good year for the agrarian economies across the Globe. The Agro-chemicals Industry is likewise expected to fare well in 2013. Over the next 5 years, the Industry is expected to grow at about 5% annually, at which rate it should be a \$67 Billion Industry by 2017 including non-agricultural consumption.

Indian Agrochemical Industry

Indian Agro-chemicals Industry is the 11th largest globally and the sixth fastest growing market across the world. However, consumption of crop protection products in India is among the lowest in the world at 0.6 kg/ha compared to 13 kg/ha in China and 7 kg/ha in US. Crop losses in India due to pest attack are about 28% among the highest in the world. There is thus a huge scope and potential for wider and intensive use of quality pesticides hand in hand with use of modern farming techniques through education and creating awareness among the farming community.

The Indian agricultural industry, post a poor Rabi season in the previous year, witnessed inconsistent monsoon in 2012-13, impacting farm economy across the States in North, Gujarat, Maharashtra and some parts of Karnataka. Cotton acreage fell by nearly 10% over the previous year and Paddy crop was affected due to lower water storage in dams in key states. These conditions materially affecting the Agro-chemicals Industry have been offset to some extent as a result of increased consumption of herbicides and insecticides in Soya and Pulses segments. Overall, the Industry estimated to be around 9000 Crores achieved a modest growth of less than 5%. MNCs continue to maintain their market leadership by virtue of new molecules.

The overall food production is estimated to be close to 250 Million tons in 2012-13, marginally short of the record level of 252 Million tons of food production achieved in 2011-12. Government continues to permit export of wheat and other selected commodities whose stocks are far in excess of the buffer levels of storage. Sustained demand for food crops and high commodity prices for most of the crops (other than cotton) are expected to boost consumption of Agro-chemicals driving the domestic industry towards double-digit growth, under normal monsoon conditions.

Company's Performance

The focus of the Company in the year 2012-13 has been on improving performance across all aspects of its business operations namely; enhance manufacturing capability and consistency in production, becoming fully compliant with environmental regulations, achieving competitiveness through efficiency in operations and enhance market presence and access leading to accelerated and profitable growth.

In the year 2011-12, the Company had to incur high spends on effluent treatment in order to meet the environmental regulations; it had to resort to further borrowing to address capital expenditure requirements and the infrastructure requirements for environment management.

The remedial measures initiated since the latter half of the year 2011-12 and carried through in the year 2012-13 have led to significant progress in the year 2012-13 in various critical areas of Company performance:

- Capacity of key large volume molecules enhanced through de-bottlenecking to support higher volumes of production in peak season.
- The overall portfolio of registrations held by the Company is 92, spread over 44 countries and in addition to it, Company has about 100 registrations to cater the Indian market.
- Your Company has identified contract manufacturing as a platform for future growth. India is well positioned to capitalize on this opportunity as multinationals are moving manufacturing from high cost western economies to India and China. India has a strong pool of scientific manpower and a well developed eco-system for the production of fine chemicals. Last year your company commenced commercial production of at its new state of the art facility at its new site at MIDC Mahad, Maharashtra (K-2). The said facility incorporates the proprietary process technology developed by our multinational major customer. We are pleased to inform you that work of the second project is also completed and the commercial production has already started. The commencement of these new projects will have a substantial positive impact on the Company's agrochemical business in coming years.

These initiatives contributed to Production Volumes going up. During the year 2012-13 Turnover (Net) was Rs.165.65 Crores as against Rs.110.84 Crores in the year 2011-12. The export Turnover was at Rs. 77.01 Crores as against Rs. 38.44 Crores in 2011-12.

Outlook

The Company has product offerings mainly in the segments of the crop protection Industry i.e., Fungicides, Insecticides, Herbicides. The Company's strategy is to consolidate its presence through a few key products and access customers across the globe with a view to ensure stable performance quarter on quarter in an otherwise seasonal industry. Export volumes complement domestic sales and insulate us against vagaries and shifts in market behavior, which is not an uncommon experience in the agrochemical business. For the year 2012, it is estimated that the growth in fungicides sales, a key segment of Astec's business, had outpaced the growth of the Industry. It is expected that this trend of higher growth of fungicides is to continue in the coming years. The initiatives taken by Astec over the preceding couple of years, more so in 2012-13 and its strategic plans going forward are expected to put the Company in a position to capitalize on this opportunity significantly in the markets of its presence.

Your company has increased capacities of its plants. It has also implemented many cost reduction measures. In addition to this it has introduced new measures to improve its EHS performance.

Investment already made in additional capacities including waste water treatment facilities would make it possible to undertake treatment of higher volumes of production and reduce effluent treatment costs.

Research and Development

Astec is able to provide its customers value addition due to its strong R&D capabilities. The Company has made substantial investments to bring its EHS standards to international levels. We are therefore optimistic of making substantial strides in developing this business segment and developing of new products.

Subsidiary Operations

During the year, Company's 100% subsidiary namely Astec Crop Care Pvt. Ltd. consolidated its business of retail manufacturing of agrochemical formulations. The sales were Rs. 9.06 Crores in the year 2012-13 as compared to sales of Rs. 3.34 Crores in the preceding financial year 2011-12. Company is hopeful of achieving better performance with minimum targeted average CAGR in sales of 30% per annum over next few years. The other subsidiary companies are yet to commence any major business operations.

Risks & Uncertainties

Regulatory reviews and controls are applied for the Agro-chemical products across the world. The molecules and registrations are subject to periodical reviews and approvals which would impact the business and short term competitive advantage. In addition, strong linkage to agriculture which is heavily reliant on weather. It would continue to have a significant bearing on the business performance and margins. The potential for over capacity can put pressure on margins. In order to safeguard against this, the company has a strong focus on R&D that enables it to remain competitive. The weakening of the rupee is another cause of concern, although the Company has a natural hedge due to its export sales.

Internal Control Systems

The Company has adequate internal control systems and procedures commensurate with the size and nature of its business. The Company has appropriate systems and management structure that provides assurance on the efficacy and effectiveness of operations, processes and safeguarding of assets. The improvement areas as observed by internal audit function and its recommendations are reviewed by the Audit Committee for appropriate action. The company has assigned internal audit functional to professional firm of Chartered Accountants. All major findings and suggestions arising out in internal audit are reported to and reviewed by the audit committee. A strong internal audit system and an effective Audit Committee of the Board have led to the further strengthening of the internal controls within the organization.

Dividend

The Board of Directors have recommended enhanced dividend for the year 2012-13 of 7.50% on Equity shares (Rs. 0.75/- per share of Rs. 10/- each).

Health, Safety & Environment

The company has continued to invest in Health, Safety & Environment and continues to be compliant with all statutory permissions and approvals. The company lays considerable emphasis on achieving high standards of EHS practices. It has modernized its plants and have obtained ISO14001 and OSHA 18001 certification. The company is regularly conducting safety awareness programs among the employees. Safety and ecological protection are prime concerns of the company and it is committed to uphold them.

Human Resources

The Company has a team of technocrats and managers overseeing all its critical operational areas, including at the Plant level. The management team comprises of professionals with proven track records. The Company remains sensitive to the role of human resources in optimizing results in all areas of its working and the industrial relations are cordial.

Corporate Social Responsibility

As a part of our Corporate Social Responsibility, our Company has taken an initiative by sponsoring a few programmes to promote an expanded awareness in children.

The program's objectives are to:

- Promote and improve literacy in our local communities.
- Reaffirm the firm's commitment to and impact on youth and education.
- Strengthen our relationships with each other by enabling us to work together towards a common goal.



Cautionary Statement

Statement in this report on Management Discussion and Analysis relating to the Company's objectives, Projections, estimates, expectations or prediction may be forward looking within the meaning of applicable securities laws and regulation. These statements are based on certain assumptions and expectations of future events. Actual results might differ materially from those expressed or implied depending upon factors such as climatic conditions, global and domestic demand supply conditions, finished goods prices, raw material cost and availability, foreign exchange market movements, changes in Government regulations and tax structure, economic and political developments within India and the countries which the Company has business and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

Report on Corporate Governance

1. Company's Philosophy on Code of Corporate Governance

The Securities and Exchange Board of India (SEBI) has introduced a code of corporate governance for listed companies which are implemented through the Listing Agreements with the Stock Exchanges on which the Company is listed. The Company has complied with the Corporate Governance requirements set out in Clause 49 of the Listing Agreement.

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholders aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organization and at Astec we are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, governance processes and an entrepreneurial performance focused work environment. Our customers have benefited from high quality products delivered at the most competitive prices. The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

The Company believes that good Corporate Governance leads to corporate growth and long term gain in shareholder value. The Company is committed to maintaining the highest standards of Corporate Governance in its conduct towards shareholders, employees, customers, suppliers and other stakeholders.

2. Board of Directors

The Chairman of the Board of Directors is an Executive Director. The composition of Board of Directors consists of total Eight Directors of which one is Chairman & Managing Director, One Whole Time Director and Six Non-Executive Directors. Four out of Eight Directors are Independent Directors. Composition and category of Directors as of 31st March, 2013 was as follows:

Composition and category of Directors as on 31st March, 2013 was as follows:

Ashok V. Hiremath	Chairman & Managing Director
Janak J. Rawal	Whole Time Director
Dr. P. L. Tiwari	Non Executive, Non Independent Director
Laxmikant Kabra	Non Executive, Non Independent Director
Sitendu Sharma	Non Executive, Independent Director
Prof. Vinod Malshe	Non Executive, Independent Director
Mohammed Zakir	Non Executive, Independent Director
Mandar K. Patil	Non Executive, Independent Director

3. Director's Profile

A brief profile of all Directors and their Directorship in other Companies is presented below:



Mr. Ashok V. Hiremath is the Chairman and Managing Director of Astec LifeSciences Limited. He brings with him over 35 years of experience in the Chemical Industry. He has a Masters degree in Engineering from University of Oxford and a Post Graduate Diploma in Chemical Engineering from University College, University of London. He founded Astec LifeSciences Limited in 1994. He has been actively involved in the affairs of the Company and has played a key role in the growth of the Company. He was awarded the Dombivli Giants Award for Industry in 2008 and the Udyog Rattan Award by the Institute of Economic Studies in 2010 and several awards are lying in his bag for his Excellency in Chemical Industry.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
1	Behram Chemicals Private Limited	Director
2	Opus Chemicals Private Limited	Director
3	Astec Europe Sprl	Director
4	Astec Crop Care Private Limited	Director
5	GreenGuard Technologies Private Limited	Director
6	India TL Domain Private Limited	Managing Director
7	Sahbhagi Advisory Services Private Limited	Director
8	Altimax Financial Services Private Limited	Director
9	Comercializadora Agricola Agroastrachem Cia Ltda	Director



Dr. P. L. Tiwari has an MBBS and MD (Medicine) degree from Banaras Hindu University. He is a Member of the Royal College of Physicians of the United Kingdom (MRCP) and Fellow of Royal College of Physicians, Edinburgh (FRCP). He is a practicing cardiologist in Mumbai. He was awarded the UP Ratna award in January, 1996 by the Chief Minister of Maharashtra. He was also awarded the L U Kirpalani Memorial Award for Life Time Achievement- 2005 by Medical Association, Mumbai.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
1	Wanbury Limited	Director



Mr. Laxmikant Kabra, is an eminent Chartered Accountant. He has over 25 years of experience in the fields of Income Tax, Company Law, Banking, Finance etc. During his tenure he has worked with Ficom Organics Limited and Rishiroop Rubber International Limited for two years each after which he started his own practice as a Chartered Accountant in Mumbai under the firm name Laxmikant Kabra & Co.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
1	Lake City Traders Pvt. Ltd.	Director
2	Behram Chemicals Pvt. Ltd.	Director
3	Astec Europe Sprl	Director
4	Astec Crop Care Private Limited	Director
5	Amarnath Securities Limited	Director
6	Comercializadora Agricola Agroastrachem Cia Ltda	Director



Mr. Sitendu Sharma is an eminent Chartered Accountant. He has over 25 years of experience in the area of finance, tax planning, service tax etc. He has been an Independent Director of our Company since September 2007.

List of Companies in which he is Director are: (Excluding our Company)

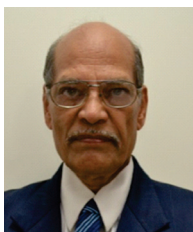
Sr. No	Name of Company	Designation
1	NJP Trading Company Ltd.	Director
2	Satabdi Computer Private Limited	Director



Mr. Mohammed Zakir has a Bachelor of Science (Mechanical) degree from Bihar Institute of Technology. He brings with him over 35 years of experience in the field of finance and industry. He started his career as a design engineer in Research, Designs and Standards Organization (RDSO), Lucknow, and was in Ministry of Railways in 1963, where he worked for more than 10 years in railway equipment design and development. In 1976, he joined Industrial Development Bank of India (IDBI), Mumbai where he worked for about 24 years at various levels including Chief General Manager. There he was involved in the field of project implementation, monitoring and financing of various projects. He is on our Board since September 2007.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
1	Renoir Consulting (India) Private Limited	Director
2	Kargil Consultants Private Limited	Director



Prof. Vinod Malshe, has a Bachelor of Science (Chemical Technology) degree from Kanpur University and a Master of Science (Technology) degree from University of Mumbai. He has also been awarded a PhD in Technology. He brings with him 44 years experience in the chemical industry. He retired from the position of Professor of Paint Technology and Head of the Department of Surface Coatings Technology, University of Mumbai, and Institute of Chemical Technology. He has written two books and published nearly 50 research papers. He was a member of ISI (now BIS) committees and was also one of the interview panelists for promotion, project evaluation, and examiner of PhD thesis of various universities. He has guided 19 PhD and 12 Masters Students. He is on the editorial board of 5 international journals.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
1	Filtra Catalysts And Chemicals Limited	Director
2	Ecosustain Technologies Private Limited	Director
3	Transparent Technologies Private Limited	Director
4	Anuvi Chemicals Limited	Whole Time Director
5	Am Ozonics Private Limited	Director
6	Resins And Plastics Limited	Director



Mr. Janak Jaganath Rawal's association with the Company is very old and he is well versed with the working of the Company. He is working with the Company since 1994. At present he is working with the Company as Senior Manager Administration & Commercial. He has done his B.A. in the year 1984 from Bhavans College, Mumbai. He has vast and rich working experience of around 28 years in agrochemicals industry.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
-	-	-



Mr. Mandar Kamlakar Patil, is a Fellow member of the Institute of Chartered Accountants of India (ICAI), and is a commerce graduate from University of Mumbai. He has over 18 years of experience in the fields of Statutory Audit, Direct Taxation and Indirect Taxation. He has been practicing in Thane under the firm name Mandar K. Patil & Co. His knowledge in field Value Added Tax is the major contributor to the Company in Vat Compliances.

List of Companies in which he is Director are: (Excluding our Company)

Sr. No	Name of Company	Designation
1	Amarnath Securities Limited	Director

4. Board Meetings and Attendance

Seven Board meetings were held during the year from 1st April 01, 2012 to 31st March, 2013. The dates on which the meetings were held were 28th May, 2012, 30th May, 2012, 9th August, 2012, 12th November, 2012, 4th January, 2013, 28th January, 2013 and on 14th February, 2013. The attendance of each Director at the Board meetings, last Annual General Meeting and Number of other Directorship and Chairmanship/membership of Committee of each Director in various Companies are as under:

Name of Directors	Attendance		Directorship (excluding Directorship in Private Companies)*	Committee Membership#	Committee Chairmanships
	Board Meeting	Last AGM			
Ashok V. Hiremath Chairman & Managing Director	7	Present	4	Nil	Nil
Janak J. Rawal Whole Time Director	7	Absent	Nil	Nil	Nil
Dr. P. L. Tiwari Non Executive & Non Independent Director	6	Present	1	Nil	Nil
Laxmikant Kabra Non Executive & Non Independent Director	7	Present	5	4	3
Sitendu Sharma Non Executive & Independent Director	7	Absent	1	2	1
Prof. Vinod Malshe Non Executive & Independent Director	7	Absent	2	Nil	Nil
Mohammed Zakir Non Executive & Independent Director	5	Absent	Nil	2	Nil
Mandar Patil Non Executive & Independent Director	6	Present	1	2	Nil

*excludes directorship in our own Company

includes membership/Chairmanship in own Company

5. Audit Committee

The Company has constituted an Audit Committee consisting of Non-Executive Directors during 2012-2013. The terms of reference of the Audit Committee include,

- a. Review of:
 - Financial statements before submission to the Board
 - Draft financial statements and Auditor's Report (before submission to the Board)
 - Accounting policies and practices
 - Risk Management policies and practices
 - Compliance with stock exchange and legal requirements concerning Financial statements
 - Related party transactions
 - The internal control systems and internal audit reports and their compliance thereof
 - Compliance with accounting standards and
- b. Recommending the appointment of auditors and fixing their fees.

Objective:

The audit committee assists the board in its responsibility for overseeing the quality and integrity of the accounting, auditing, and reporting practices of the Company and its compliance with the legal and regulatory requirements. The committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory Auditors.

Four meetings were held during the year from 1st April 2012 to 31st March 2013 i.e. on 28th May 2012, 9th August 2012, 12th November 2012 and 14th February 2013.

The constitution of the Committee and the attendance of each member of the Committee as on March 31st, 2013 are given below:

Name	Category	Number of Meetings Attended
Sitendu Sharma Chairman	Non-Executive, Independent	4
Laxmikant Kabra	Non-Executive, Non-Independent	4
Mohammed Zakir	Non-Executive, Independent	3
Mandar Patil	Non-Executive, Independent	3

(Appointed as Director and Audit Committee member on 27.05.2012)

- The Company Secretary is the Secretary of the Audit Committee.

6. Remuneration Committee

The Remuneration Committee determines and recommends the remuneration payable to the Executive Directors on the basis of their performance as well as Company's performance, subject to consents as may be required. The Non-Executive Directors are not paid any remuneration except for the sitting fees for attending the Board meetings/Committee meetings. The remuneration to the Executive Directors comprises a fixed salary and other perquisites. The leave travel allowance is paid as per the Company rules. Provident Fund and Superannuation are provided for as per the Company's policy. Wherever applicable the perquisites are considered a part of remuneration and taxed as per Income Tax Laws. The commission recommended by the Remuneration Committee to the Board is paid to the Managing Director in accordance with the provisions of the Companies Act, 1956.

The Remuneration Committee comprises Mr. Mohamed Zakir, Chairman, Prof. Vinod Malshe & Mr. Laxmikant Kabra, all Non-Executive Directors. The Committee deals with all elements of remuneration package, stock options, service contracts, etc. of Whole-Time Director and Managing Director. Four meetings of Remuneration Committee were held on 28th May, 2012, 9th August, 2012, 12th November, 2012, 14th February, 2013 and all the members of the committee except Mr. Mohammed Zakir, Chairman, could not attend one meeting, and in his absence Mr. Laxmikant Kabra took the Chair and the meeting was duly conducted.

Details of remuneration paid to Directors for the year 2012-13 are given below:

(Rs. in lakhs)

Name of Director	Remuneration paid during the year 2012-2013			
	Salary	Commission/Bonus/ Incentives	Sitting Fees	Total
Ashok V. Hiremath Chairman & Managing Director	48.00	-	-	48.00
Janak J. Rawal Whole Time Director	9.44	-	-	9.44
Total	57.44	-	-	57.44

The Non-Executive Directors are paid sitting fees at the rate of Rs. 5,000/- for Audit Committee Meeting and Rs. 5,000/- for Board Meeting. No sitting fee is paid for attending Shareholder's Grievance & Share Transfer Committee and Remuneration Committee Meetings.

Sitting fees and commission to the Non-Executive Directors, for 2012-2013 are detailed below:

Name of Director	Sitting Fee	Professional Fee	Total
Laxmikant Kabra	45,000/-	8,00,000/-	8,45,000/-
Dr. P. L. Tiwari	20,000/-	-	20,000/-
Prof. Vinod Malshe	25,000/-	-	25,000/-
Sitendu Sharma	45,000/-	-	45,000/-
Mohammed Zakir	35,000/-	-	35,000/-
Mandar Patil	35,000/-	-	35,000/-

7. Share Transfer and Investor's Grievance Committee

The Committee Consists of 3 Non-Executive Directors namely, Mr. Laxmikant Kabra, Chairman of the Committee, Mr. Mohammed Zakir and Mr. Sitendu Sharma, members of the Committee.

The functioning and terms of reference of the Committee are as prescribed and in due compliance with the Listing Agreement with the Stock Exchanges and include reviewing existing investor redressal system, redressing shareholder complaints like delay in transfer of share, non-receipt of balance sheet, non-receipt of dividend warrants etc. and suggesting improvements in investors relations.

Four meetings of investor's grievance committee were held during the year 1st April, 2012 to 31st March, 2013.

The Committee met on 28th May, 2012, 9th August, 2012, 12th November, 2012 and on 14th February, 2013.

The Board has designated Company Secretary of the Company as the Compliance Officer.

The Company's shares are traded in demat form. The investors complaints are promptly attended by the Compliance Officer

The following table shows the complaints status as on 31st March, 2013 all of which were responded within one month.

Sr. No.	Nature of complaints	No. of complaints received	No. of complaints resolved	No. of complaints pending
1	Non receipt of refund order/allot. advice	0	0	0
2	Non Receipt of Share Certificate-after Transfer	1	1	0
2	Non receipt of Dividend Warrant	3	3	0
	Total	4	4	0

8. ESOP Compensation Committee

The Board has constituted a Compensation Committee of Directors with the approval of shareholders in the extra ordinary general meeting held on 27th March, 2012 for introducing a stock option scheme, “Astec Employees Stock Option Plan, 2012” for grant of 5,00,000 options convertible into 5,00,000 equity shares of Rs.10/- each at a price of Rs. 34/- per option ranking paripassu with existing equity shareholders in all respect and accordingly a Compensation Committee comprising of the maximum number of independent directors as recommended under SEBI (Employees Stock Option Scheme and Employees Purchase Scheme) Guidelines, 1999 was formed with the following members.

Sr. No	Name of Member	Status in Committee	Nature of Directorship
1	Sitendu Sharma	Chairman	Non-Executive & Independent Director
2	Mohammed Zakir	Member	Non-Executive & Independent Director
3	Laxmikant Kabra	Member	Non-Executive & Non Independent Director
4	Mandar K. Patil	Member	Non-Executive & Independent Director

The Compensation Committee will look after the granting of options, conversion of options, terms and condition of grant, eligibility of employees for ESOP, ESOP to Subsidiaries, amendment to ESOP Scheme etc.

One meeting of the ESOP Committee was held on 14th February, 2013 wherein 3 out of 4 Directors were present.

9. General Body Meetings

i) The last three Annual General Meetings of the company were held as under:

Financial Year	Location	Date	Time	Number of Special Resolutions Passed
2009-2010	M. C. Ghia Hall, Bhogilal Hargovindas Building, 2 nd Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001	23 rd August, 2010	3:30 P.M.	Nil
2010-2011	Walchand Centre for Business Training Hall, 3 rd Floor, MC Building, IMC Marg, Churchgate, Mumbai - 400020	23 rd September, 2011	3:00 P.M.	1
2011-2012	Kilachand Conference Room, 2 nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400020	25 th September, 2012	3.30 P.M.	Nil

ii) No extra ordinary general meeting held during the year 2012-2013.

iii) There is no item on the Agenda that needs approval of Shareholders by postal ballot at the forthcoming Annual General Meeting.

10. Disclosures

(a) Material Significant Related Party Transactions:

In preparation of the financial statements, the Company has followed the Accounting Standards as per the Companies (Accounting Standards) Rules, 2006. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts.

Related party transactions during the year have been disclosed as required under Accounting Standard 18 issued by the Institute of Chartered Accountants of India. Details of related party transactions were periodically placed before the Audit Committee. These transactions are not likely to have any conflict with the Company's interest.

The Company has been providing the Chairman of the Company with the resources required to implement his role.

(b) Management Disclosure:

The Senior Management Personnel have been making disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management Personnel has entered into any such transactions during the year.

(c) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital market during last 3 years:

The Stock Exchange, SEBI or other statutory authorities relating to the above have imposed no penalties or strictures on the Company.

The Company has complied with the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines prescribed by SEBI.

(d) Risk Management Framework:

The Board has adopted the Risk Assessment Procedure. Business risk evaluation and managing such risks is an ongoing process within the organization. The Board and the senior management are regularly briefed of risks assessed and the measure adopted by the Company to mitigate the risks and finalizes the action plan for mitigation of the key risks.

(e) Code of Conduct:

The Company has a Code of Conduct for its employees. The Board members and Senior Management personnel of the Company affirm that they have complied with this code.

(f) Compliance with the Non-Mandatory Requirements:

The Company complies with all mandatory requirements and also adopted some of the non-mandatory requirements as detailed below.

11. Means of Communication:

The quarterly, half yearly and annual Financial results are published by the Company in the "Business Standard", English and "Mumbai Lakshdeep", Marathi.

Results are also displayed in URL www.astecsl.com. Official news releases are also updated on the site.

No Presentations were made to institutional investors or to the analysts during the year.

Key developments are communicated to the Stock Exchanges and media as and when they occur.

Conference Call was made with the investors to discuss the Company's Annual Results for the financial year ended on 31st March 2013 & Future Plans on 14th June, 2013.

12. Subsidiary Company

The Company does not have material non-listed Indian subsidiary Company whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively of the Company and its subsidiary in the immediate preceding accounting year.

The Company however has following Subsidiary Companies;

- 1) **Behram Chemicals Private Limited** incorporated on 6th April 1993 having registered office at Arman Residency, 1st floor, 102, R. W. Sawant Road, Opposite Mumbai-Nasik Fly Over, Thane (West), Thane - 400601 with a paid up capital of Rs. 60,00,000/-. Astec holds 65.63%.

- 2) **Astec Crop Care Private Limited** incorporated on 25th October, 2010 having registered office at Elite Square, 274, Perin Nariman Street, Fort, Mumbai-400001 with a paid up capital of Rs. 50,00,000/-. 100% of the capital is held by Astec.
- 3) The Company also has two Foreign Subsidiaries:
Astec Europe Sprl in Belgium, Europe. Astec Europe Sprl has become our subsidiary on 3rd October, 2011, which is 50.10% subsidiary of the Company.
Comercializadora Agricola Agroastrachem Cia Ltda in Bagota, Columbia. This Company is formed as 100% subsidiary of Astec Life Sciences Limited on 19th March, 2013.

13. General Shareholder Information

Registered Office: Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai - 400001, Maharashtra, India

Date, Time & Venue of Annual General Meeting

Annual General Meeting Date : Tuesday, 17th September, 2013
Time : 4.00 P. M. onwards
Venue : M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai- 400001

Date of Book Closure

The Share Transfer books and Register of Members will remain closed from 4th September, 2013 to 6th September, 2013 (both days inclusive).

Dividend

Dividend @ 75 paise per Share on 1,80,44,130 equity shares of face value Rs.10/- each is recommended for the approval of members at the forthcoming Annual General Meeting.

Dividend Payment Date

The Dividend for the year ended 31st March, 2013, if declared at the annual general meeting, will be paid to the members whose names will appear on the Register of Members of the Company on 4th September, 2013 after giving effect to all valid transfer of shares in physical form lodged with the Company on or before 4th September, 2013 at the end of business hours and in respect of shares held in demat form, the members whose names appear on the statement of beneficial ownership furnished by NSDL and CDSL at the end of business hours on 4th September, 2013. Dividend will be paid within 30 days from the date of approval by the members at the Annual General Meeting i.e. 17th September, 2013.

Financial Calendar

1) Financial Year	1 st April to 31 st March
2) Financial Reporting for	
Quarter ending 30 th June	Second week of August, 2013
Quarter ending 30 th September	Second week of November, 2013
Quarter ending 31 st December	Second week of February 2014
Year ending 31 st March	Last week of May, 2014

Listing on Stock Exchanges

- 1) BSE Limited
Phiroz Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400001, Maharashtra
- 2) National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(East), Mumbai - 400051, Maharashtra

Listing & Custody fees

Company has paid annual listing fees & annual custody fees for the year ended 31st March, 2013 to the stock exchanges and depository participants.

Stock Code

BSE code - 533138

NSE Code - ASTEC

ISIN-INE563J01010

Corporate Identification Number (CIN)

The Company's CIN, allotted by the Ministry of Corporate Affairs is L99999MH1994PLC076236. The Company is registered at Mumbai in the State of Maharashtra, India.

Bank details for dividend payment

Shareholders holding in physical form are requested to notify/send the following information to the Registrar & Transfer Agent of the Company.

- Any change in their address/mandate/bank details etc.
- Particulars of the bank account in which they wish their dividend to be credited, in case the same has not been furnished earlier and should include the following particulars namely, bank name, account type, account number and MICR Code (nine digit) required to submit their PAN along with a photocopy of both sides of the PAN card, (duly attested).

Permanent Account Number (PAN)

Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the securities/capital market to furnish Permanent Account Number (PAN) issued by the Income Tax Department. Accordingly, all shareholders are required to submit their PAN along with a photocopy of both sides of the PAN card, duly attested. Shareholders with shareholding in physical form are requested to send a copy of the PAN card of the holders (including joint holders) duly attested, by Notary Public/Gazetted Officer/Bank Manager under their official seal and stating their full name and address, folio no. to the Company or its Registrar & Share Transfer Agent. Shareholders holding shares in electronic form are required to furnish their PAN details to their depository participant with whom they maintain their account along with the documents as required by them.

Nomination Facility

Shareholders holding shares in physical form and desirous of submitting/changing nomination in respect of their shareholding in the Company may submit form 2B (in duplicate) as per the provisions of section 109(A) of the Companies Act, 1956 to the Company's Registrar & Transfer Agent.

Electronic Clearing Services (ECS) facility

The Company pays dividend through ECS – by crediting the shareholder's bank account directly.

- Members holding shares in "physical form" and desirous of availing this facility are requested to send their details in ECS mandate form. The ECS mandate form may be collected from the Company.
- To avail of the ECS facility the mandate form should be sent by post or hand delivered to the Company's Corporate Office or its Registrar and Transfer Agent so as to reach before commencement of the book closure date i.e 4th September, 2013
- Members holding shares of the Company in Dematerialized (electronic) form are requested to intimate all changes pertaining to their Bank account details, ECS mandates, nominations, power of attorney, change of address/names etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agents. Changes intimated to the DP would be downloaded and updated in the Company's record for disbursement of dividend or any corporate benefits.

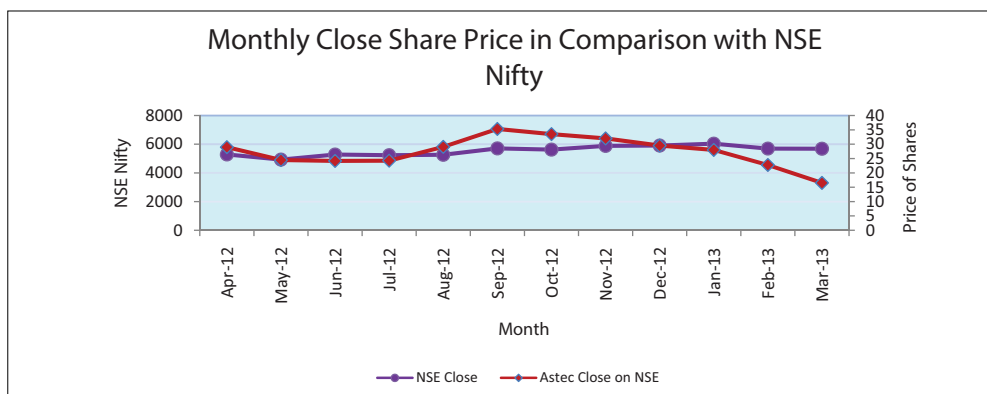
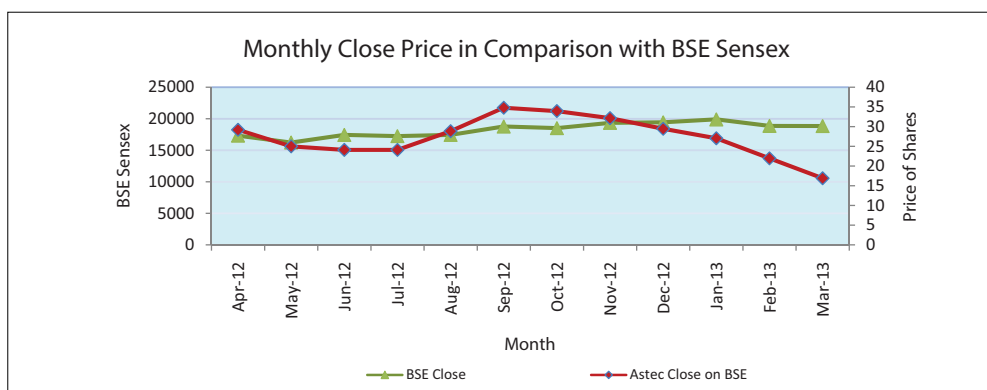
14. Market Price Data

Monthly High & Low market price at BSE & NSE:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2012	34.00	26.80	33.00	25.60
May 2012	30.00	22.20	30.00	22.00
June 2012	28.75	22.10	28.90	23.00
July 2012	30.50	23.10	30.00	23.85
August 2012	34.45	23.15	34.50	23.45
September 2012	36.40	27.50	35.75	27.65
October 2012	36.50	31.75	36.65	31.50
November 2012	37.20	30.95	36.90	31.15
December 2012	33.90	28.60	33.45	28.15
January 2013	32.60	26.00	32.75	25.75
February 2013	29.45	21.15	28.50	20.60
March 2013	23.90	14.75	22.75	14.90

15. Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty

Month	ASTEC Close Price on BSE	BSE Close	ASTEC Close Price on NSE	NSE Close
April 2012	29.20	17318.81	28.95	5284.15
May 2012	25.00	16218.53	24.45	4924.25
June 2012	24.10	17429.98	24.15	5278.90
July 2012	24.10	17236.18	24.25	5229.00
August 2012	28.85	17429.56	29.05	5258.50
September 2012	34.80	18762.74	35.30	5703.30
October 2012	33.95	18505.38	33.50	5619.70
November 2012	32.15	19339.90	32.00	5879.85
December 2012	29.45	19426.71	29.50	5905.10
January 2013	27.05	19894.98	28.00	6034.75
February 2013	21.95	18861.54	22.75	5693.05
March 2013	16.90	18835.77	16.50	5682.55



16. Registrar & Share Transfer Agents

Bigshare Services Private Limited

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072, Maharashtra

Tel: 91-22-2847 0652, 40430200, Fax: 91-22-2847 5207, E-mail: info@bigshareonline.com

17. Share Transfer System

Bigshare Services Private Limited are the Registrar and Share Transfer Agents for servicing activities relating to both Physical and Electronic segments. The shareholders who wish to transfer their shares held in physical form can lodge the duly completed request for registration of transfer of shares with the Registrar & Share Transfer Agents. The duly transferred share certificates are normally returned to the shareholders within a period of 20 to 25 days from the date of lodgment.

18. Distribution of Shareholding as on 31st March, 2013

Category Rs.	Number of Shareholders	Percentage	Share Amount	Percentage
1-5000	7508	83.74	1,15,27,050	6.34
5001-10000	740	8.24	60,66,880	3.36
10001-20000	340	3.79	52,94,910	2.93
20001-30000	120	1.33	30,70,820	1.70
30001-40000	71	0.79	25,67,170	1.42
40001-50000	49	0.54	23,09,640	1.28
50001-100000	75	0.83	54,63,690	3.03
100001 & above	67	0.74	14,41,41,140	79.94
Total	8970	100.00	18,04,41,300	100.00

19. Shareholding Pattern as on 31st March, 2013

Category	No. of Equity Shares	Percentage
Promoters	1,02,71,980	56.93
Bodies Corporate	27,63,857	15.32
Resident Individuals	47,79,567	26.49
NRIs	2,12,558	1.18
Clearing members	16,168	0.08
Total	1,80,44,130	100.00

20. Dematerialization of shares

The shares of the Company are actively traded at BSE and NSE in dematerialized form. International Securities Identification Number (ISIN) for both the depositories, viz., NSDL and CDSL is INE563J01010. The Shareholders who wish to get the shares dematerialized can submit the share certificates together with the Demat Request Form to the Depository Participant with whom they have opened a demat account. Shares dematerialized up to 31st March 2013 are:

Mode	No. of Shares	Percentage
Demat shares with NSDL	1,36,76,812	75.80
Demat Shares with CDSL	32,52,213	18.02
Shares in Physical mode	11,15,105	06.18
Total	1,80,44,130	100.00

21. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

1. Allotment of 16,00,000 Preferential Warrants convertible into Equity Shares.

The Company has taken approval of shareholders for allotment of 16,00,000 preferential warrants convertible into equity shares of Rs.10/- each at a price of Rs.34/- per warrant vide special resolution passed at the extra ordinary general meeting held on 27th March, 2012. Company has received 25% of warrants monies within 15 days of the approval of shareholders and warrants were allotted to the

applicants on 30th May, 2012 after receipt of in-principle approval from BSE Limited and National Stock Exchange of India Limited. On 4th January, 2013 Company has issued 11,15,000 equity shares on receipt of full amount towards these shares. Company received final listing approval from BSE Limited on 1st April, 2013 and on National Stock Exchange of India Ltd. on 21st February, 2013. Trading of these equity shares started on BSE and on NSE on 17th April, 2013.

After conversion of 11,15,000 equity shares remaining 4,85,000 preferential warrants convertible into equity shares are still pending for conversion into equity shares. Once the Company receives full monies from these applicants, warrants will be converted into Equity Shares. However these warrants are required to be converted into equity shares on or before 26th September, 2013.

Once the outstanding warrants are converted and equity shares are allotted the paid-up capital of the Company will increase by Rs. 48,50,000/- (Forty Eight Lakhs Fifty Thousand Only) making the paid-up capital from existing Rs.18,04,41,300/- to Rs.18,52,91,300/-.

2. The Astec Employees Stock Option Plan 2012

The shareholders in the extra ordinary general meeting held on 27th March, 2012 has approved the ESOP Scheme for grant of 5,00,000 options convertible into 5,00,000 equity shares of Rs.10/- each at a price of Rs. 34/- per option ranking paripassu with existing equity shareholders in all respect. The Company has already made an application to the Stock Exchanges for listing of these shares upon exercise of option by the employees.

The first lot of options will vest and may be exercised by employees on or after 24th May, 2014. Therefore the Number of equity shares may change accordingly.

3. There were no outstanding GDR and ADR's during the year.

22. Plant Location

- i) B-17, B-18 & B-21, MIDC Mahad, Birwadi Industrial Area, Mahad, Dist. Raigad-413341, Maharashtra
- ii) B-16, MIDC Mahad, Birwadi Industrial Area, Mahad, Raigad- 413341, Maharashtra
- iii) Additional MIDC, Plot No: K-2/1/1, Mahad, Dist. Raigad-413341, Maharashtra

23. Research & Development Centre

F-39, MIDC-Phase-II, Dombivali-East, Dist. Thane, Maharashtra

24. Address for correspondence

Mr. Ravindra Inani

Chief Financial Officer

Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai - 400001, Maharashtra

Phone: 022-2261 8212, 6120 5600, Fax: 022 2261 8289 E-mail: ravindra@astecsls.com, Website: www.astecsls.com

Ms. Tejal Jariwala

Company Secretary & Compliance Officer

Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai - 400001, Maharashtra

Phone: 022-2261 8212, 6120 5600, Fax: 022 2261 8289, E-mail: tejal@astecsls.com, Website: www.astecsls.com

Investor grievance Redressal Division

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400 072, Maharashtra

Phone No: 022- 4043 0200, Fax No: 022 - 2847 5207

E-mail: info@bigshareonline.com ; investors@astecsls.com, Website: www.bigshareonline.com

25. CEO/CFO Certification Issued pursuant to the Provisions of Clause 49 of the Listing Agreement

The Board of Directors,
Astec LifeSciences Limited

Date: 24th May, 2013

Sub: CEO/CFO Certificate

We have reviewed financial statements and the cash flow statement of Astec LifeSciences Limited for the year ended 31st March, 2013 and that to the best of our knowledge and belief, we state that:

- a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Astec LifeSciences Limited
Sd/-
Ashok V. Hiremath
Chairman & Managing Director

For Astec LifeSciences Limited
Sd/-
Ravindra Inani
Chief Financial Officer

26. Declaration under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

To the Members,
Astec LifeSciences Limited

Sub: Declaration under Clause 49 of the Listing Agreement

I hereby declare that all the Directors and the designated employees in the Senior Management of the Company have affirmed compliance with their Codes for the financial year ended 31st March, 2013.

Date : 24th May, 2013
Place: Mumbai

For Astec LifeSciences Limited
Sd/-
Ashok V. Hiremath
Chairman & Managing Director

27. Auditors certificate on compliance of conditions of Corporate Governance

To the Members

Astec LifeSciences Limited

1. We have examined the compliance with the conditions of Corporate Governance by Astec LifeSciences Limited ("the Company") for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.
2. The compliance with conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us:
 - a) We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.
 - b) We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s P. M. Kathariya & Co.
Chartered Accountants

Sd/-

Firm Reg. No.104922W

CA. P. M. Kathariya
(Proprietor)

M. No.: 31315

Date: 24th May, 2013

Place: Mumbai

NON-MANDATORY REQUIREMENTS

1. Chairman's office

The Company maintains an office for the Chairman at its registered office at Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai - 400001, Maharashtra, India

2. Remuneration Committee

The Company has constituted a Remuneration Committee. The terms of reference of the Committee are described in the "Remuneration Committee" above in this report.

3. Shareholders rights

The quarterly financial results were published in the newspapers as mentioned in "Means of Communication" above in this report. The results are also displayed on the Company's website.

Directors' Report to the members of Astec LifeSciences Ltd.

To
The Members,
Astec LifeSciences Ltd.

Your Directors take pleasure in presenting the 19th Annual Report of the Company together with the Audited Financial Statements along with the Report of the Auditors for the financial year ended 31st March, 2013.

1. Summary of Financial Results:

	(Rs. in lakhs)	
	2012-13	2011-12
Turnover (Gross)	18519.37	11736.82
Less: Excise Duty	1953.63	652.76
Turnover (Net)	16565.74	11084.06
Other Income	143.76	101.89
Total Revenue	16709.50	11185.95
Profit before Interest & Depreciation	2750.99	1726.15
Less: Finance Charges	703.22	534.28
Less: Depreciation	1173.20	847.55
Profit before Tax	874.57	344.32
Less: Provision for Tax	170.25	68.00
Less: Provision for Deferred Tax	109.87	34.52
Profit after Tax	594.45	241.81
Amount available for Appropriation	594.45	241.81
Appropriation		
Proposed Dividend	135.33	84.65
Tax on proposed Dividend	21.96	13.73
Transfer to General Reserve	50.00	50.00
Balance of Profit Carried Forward	387.16	93.42

The year 2012-13 has been one of turnaround for the Company, against the backdrop of prior period legacy challenges. During the year under review, the Company focused on its key markets for driving its business growth; the Company improved its product mix and capitalized on product level opportunities opening up on regulatory approvals coming about; at the same time, the Company continued to pursue product registrations for enhanced market growth. Your company has identified contract manufacturing as a platform for future growth. For the year ending 31st March, 2013, Operating Profit i.e. EBITDA is of the order of Rs. 2750.99 lakhs, as against Operating Profit of Rs.1726.15 lakhs in the preceding year 2011-12. Profit after Tax is Rs. 594.45 lakhs for the year 2012-13, compared to Profit after Tax of Rs. 241.81 lakhs reported for 2011-12.

2. Operations and Management Discussion analysis:

The current year's operations are covered in the Management Discussion Analysis Report. This Management Discussion and Analysis Report, as stipulated under Clause-49 of the Listing Agreement with the Stock Exchanges, are presented in a separate section forming part of this annual report.

3. Dividend:

The Directors recommend the dividend of at 7.5% on Equity Shares (Rs.0.75/- per share of Rs.10/- each) for the year ended on 31st March, 2013. The dividend tax on the proposed dividend is Rs.21.96 lakhs making total outgo of Rs.157.30 lakhs. The payment of dividend will be paid subject to the approval of the shareholders at the ensuing Annual General Meeting.

4. Subsidiary Companies:

Your Company has following Subsidiary Companies:

- a) **Astec Crop Care Pvt. Ltd.** (a 100% subsidiary company) with the main object to start the business of trading in Agrochemicals & Pesticides formulation to sell in local as well as in export market with its own brand name. For the year ending 31st March, 2013, Operating Profit i.e. EBITDA is of the order of Rs. 88.02 lakhs, as against Operating Profit/(Loss) of Rs.(72.87) lakhs in the preceding year 2011-12. Profit after Tax is Rs. 3.68 lakhs for the year 2012-13, compared to Loss of Rs. 96.36 lakhs reported for 2011-12.
- b) **Behram Chemicals Pvt. Ltd.** is a 65.63% subsidiary of AstecLifeSciences Ltd. and has manufacturing facility at Mahad. This facility is given to Astec LifeSciences Ltd., on lease.
The Company has also foreign Subsidiary Companies primarily to pursue grant of licenses and product registrations in conformity with the local laws of the respective countries/regions.
- c) **Astec Eurpoe Sprl** is 50.10 % subsidiary of our Company which is engaged in product registration activities. This company is yet to start any major commercial activity.
- d) During the year, the Company has set-up a new subsidiary namely, **Comercializadora Agricola Agroastrchem Cia Ltda** in Bagota, Columbia with a main object of product registration activities. This company is yet to start any major commercial activity.

5. Research and Development:

Your Company continues to focus on R&D. We believe that a productive R & D is a key ingredient for success. During the year a number of new products were developed and many cost reduction schemes were initiated.

6. Risk Management:

Our Company continuously monitors business and operational risk. All key functions and divisions are independently responsible to monitor risk associated within their respective areas of operations such as production, insurance, legal and other issues like health safety and environment.

7. Listing Fees:

The Company has paid requisite annual listing fees to BSE Limited and National Stock Exchange of India Limited where its securities are listed.

8. Public Deposits:

The company has not accepted any deposits and as such there are no overdue deposits outstanding as on 31st March, 2013.

9. Particulars of Employees:

There were no employees drawing remuneration more than it is provided under Section 217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules 1975 during the year ended 31st March, 2013.

10. Directors:

The Board of Directors is duly constituted as stipulated under Clause 49 of the Listing Agreement. The Chairman of the Board of Directors is an Executive Director. The composition of Board of Directors is consisted of total Eight Directors of which one is Chairman & Managing Director, One Whole Time Director and Six Non-Executive Directors. The details of Composition of Board and other details relating to directorship is presented under Report on Corporate Governance in this Annual Report.

Mr. Laxmikant Kabra retires by rotation and, being eligible, offers himself for reappointment.

Mr. Mandar Patil retires by rotation and, being eligible, offers himself for reappointment.

Appropriate resolutions for the reappointment of the aforesaid Director are being moved at the ensuing Annual General Meeting, which the Board recommends for your approval.

None of the board members are interested in the resolution except Mr. Laxmikant Kabra & Mr. Mandar Patil.

11. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

In accordance with the requirements of section 217(1)(e) of the Company's Act, 1956 read with the Companies Disclosure of Particulars in the Report of Board of Directors Rules 1980, the following information is provided:

- a) **Conservation of Energy, etc:** Steps have been taken to reduce the power consumption of agitators and pumps. Efficiency improvements were effected in our boilers and condensate recovery systems were installed.
- b) **Technology Absorption:** A majority of the technologies utilized by your Company are developed by in house R & D Department. Some processes have been provided by potential customers and those have been suitably absorbed.
- c) **Foreign Exchange Earnings and outgo:**
 1. Activities relating to Export, initiatives to increase exports, Development of new export markets for products and services and Export promotion plans:
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. During the year, the company had exports (FOB value) of Rs.7701 lakhs.
 2. Total Foreign Exchange earned and used:

	(Rs. in lakhs)	
	2012-13	2011-12
1. Earnings/Inflow		
i. Export at FOB	7701.00	3844.07
2. Expenditure/Outflow		
i. Traveling	22.80	16.87
ii. Commission	35.41	35.73
iii. Professional Fees & Technical Services	9.60	20.41
iv. Subscription/Prod. Reg. fees	13.20	1.68

12. Director's Responsibility Statement:

Pursuant to the requirement u/s 217(2AA) of the companies Act, with respect to Director's responsibility statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended 31st March, 2013 the applicable accounting standards have been followed along with explanations relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them entirely and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the annual accounts for the financial year ended 31st March, 2013 on going concern basis.

13. Auditors:

M/s P. M. Kathariya & Co., Chartered Accountants, Mumbai retire as the Auditors of the Company at the ensuing Annual General Meeting, do not seek reappointment and recommends the appointment of M/s Shah & Kathariya as the Statutory Auditors of the Company for the financial year 2013-2014. Members are requested to appoint M/s Shah & Kathariya as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

14. Corporate Governance:

A report on the corporate governance code along with a certificate from the auditors of the company regarding the compliance of the code of corporate governance as stipulated under clause 49 of the listing agreement forms part to this report.

15. ESOPS & Preferential Warrants Convertible into Equity Shares

The Company has introduced ESOP Scheme known as “**Astec Employees Stock Option Plan 2012**” with the approval of shareholders in the extra ordinary general meeting held on 27th March, 2012 at a price of Rs. 34/- per option. The said Scheme shall be applicable to employees of Astec LifeSciences Limited and its subsidiaries.

The Company has also allotted 16,00,000 Preferential Warrants Convertible into Equity Shares of Rs.34/- per warrant, approved by the shareholder in the extra ordinary general meeting held on 27th March, 2012. Out of 16,00,000 warrants 11,15,000 warrants have been converted into equity shares vide a resolution passed in the Board meeting held on 4th January, 2013. These shares are now traded on BSE Limited and National Stock Exchange of India Limited.

16. Cost Audit

The Central Government vide order dated 24th January, 2012 has prescribed cost audit for pesticides industries. Accordingly, the Board has appointed M/s Ritesh N. Talathi & Company, as Cost Auditors for the financial year 2012-13 to conduct cost audit.

The Cost Audit Report will be filed with the Central Government within 180 days of the closure of financial year.

17. Appreciation:

Your Directors wish to record their appreciation for the support and co-operation received from the customers, suppliers and the banks.

Your Directors express their warm appreciation to all the Employees of the Company for their diligence and contributions.

For and on behalf of the Board of Directors

Sd/-

Ashok V. Hiremath

Chairman and Managing Director

Place: Mumbai

Date: 24th May, 2013

INFORMATION AS PER SECTION 217(1)(e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1998 FORMING PART OF THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2013.

1. Conservation of Energy

- a. Energy conservation measures taken:
 - Daily monitoring of boiler efficiency.
 - Installation of capacitors to improve power sector.
 - Streamlining of boiler and steam system, optimum use of chilling units.
 - Energy efficient insulation for hot and cold services.
- b. Total energy consumption and energy consumption per unit as per Form-A of the Annexure to the rules in respect of industries specified in the schedule thereto.

A. Power and Fuel Consumption

	<u>2012-13</u>	<u>2011-12</u>
1. Electricity		
a. Purchased		
Unit (KWH in thousands)	6807.34	5061.57
Total amount (Rs. in lakhs)	466.40	309.56
Rate/KWH (Rs.)	6.85	6.12
b. Own Generation		
i. Through Diesel generator	-	-
Unit (KWH in thousands)	-	-
Unit per Ltr. Of Diesel	-	-
Oil Cost/Units	-	-
2. Furnace Oil		
Quantity (K. Ltrs)	433.42	349.46
Total cost (Rs. in Lakhs)	198.10	133.25
Average rate/K. Ltrs. (Rs.)	45.71	38.13
3. Coal		
Quantity (MT.)	2724.53	2666.53
Total cost (Rs. in Lakhs)	166.77	160.00
Average rate/ kg. (Rs.)	6.09	6.00
4. Others		
LSHS/LDO/HSD	-	-
Quantity (K.Ltrs) (LDO/HSD)	11.75	6.93
Total Cost (Rs.)	11.75	6.93

B. Consumption per unit of Production

The operations being of multi-cycle/ multi product type, consumption per unit for each product cannot be meaningfully determined. Hence, the said information has not been furnished.

2. Technology absorption

Efforts made in technology absorption as per Form-B of the annexure to the rules.

3. Research & Development (R&D)

- a. Specific areas in which the company carried out R&D: A number of products for the agrochemical industries have been developed for reputed customers in Europe, USA and Japan.
- b. Benefits derived as a result of above R&D: The R&D efforts will result in substantial increase in turnover and profitability.
- c. Future plan of action: R&D will be focused on custom synthesis projects.
- d. Expenditure on R&D

	Rs. in lakhs	
	2012-13	2011-12
Capital & Recurring	226.96	234.92
Total R&D expenditure as a percentage of total turnover	1.37%	2.12%

4. Technology absorption, adoption and innovation

- a. Efforts were made towards technology absorption, adoption and innovation. Processes provided by customers have been successfully adopted to suit local conditions and availability of raw materials in India and have been implemented on plant scale.
- b. Benefits derived as a result of the above efforts: Improved productivity through improvement in technology, new products, better safety and environmental control.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 24th May, 2013

Sd/-

Ashok V. Hiremath

Chairman & Managing Director

Auditor's Report

To,
The Members,
Astec LifeSciences Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of ASTEC LIFESCIENCES LIMITED, ("the Company"), which comprise the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
 - ii) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The financial statements dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the financial statements comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act; and
 - e. On the basis of written representations received from the directors, as on 31st March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For M/s P. M. Kathariya & Co.
Chartered Accountants
Sd/-
Firm Registration No.: 104922W
CA. P. M. Kathariya
(Proprietor)
Membership No.: 31315

Date : 24th May, 2013
Place : Mumbai

Annexure referred to the Auditor's Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) In our opinion, a substantial part of fixed assets has not been disposed off during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) (a) The Company has granted unsecured loans to parties covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year is Rs. 6.99 Crores and the year-end balance is 6.99 Crores.
 - (b) In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the Company.
 - (c) In respect of loans granted, receipt of the principal amount and the interest is regular.
 - (d) There is no overdue amount in respect of loans granted to such companies, firms or other parties.
 - (e) The Company has taken loans from parties covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year is Rs. 1.71 Crore and the year-end balance is Rs. 1.71 Crore
 - (f) In our opinion, the rate of interest and other terms and conditions of loans taken by the Company are not, prima facie, prejudicial to the interest of the Company.
 - (g) In respect of loans taken, repayment of the principal amount and the interest is regular.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under Section 301 of the Act have been so entered.
 - (b) In our opinion, the transactions made in pursuance of such contracts or arrangements and exceeding the value of five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the Companies (Acceptance of Deposits) Rules, 1975. Accordingly, the provisions of clause 4(vi) of the Order are not applicable.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act in respect of Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(ix) (a) The Company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax , sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) The dues outstanding in respect of sales-tax, income-tax, custom duty, wealth-tax, excise duty, cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	27.15 85.31	FY 2009-10 FY 2009-10	CIT(A)
Central Sales Tax Act, 1962	Sales Tax	116.49	FY 2006-07	Sales tax (Appeal)

- (x) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (xi) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Accordingly, provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the term and conditions on which the Company has given guarantees for loans taken by subsidiary from banks are not prejudicial to the interest of the Company.
- (xvi) In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.
- (xvii) In our opinion, no funds raised on short-term basis have been used for long-term investment by the Company.
- (xviii) During the year, the Company has made preferential allotment of shares to (parties /and companies) covered in the register maintained under Section 301 of the Act. In our opinion, the price at which shares have been issued is not, prima facie, prejudicial to the interest of the Company.
- (xix) The Company has neither issued nor had any outstanding debentures during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

For M/s P. M. Kathariya & Co.
Chartered Accountants

Sd/-

Firm Registration No.: 104922W

CA. P. M. Kathariya
(Proprietor)

Membership No.: 31315

Date : 24th May, 2013

Place : Mumbai

Balance sheet as at 31st March 2013

Particulars	Note	In Rupees	
		31-03-13	31-03-2012
Equity and liabilities			
Shareholders' funds			
Share capital	1	180,441,300	169,291,300
Reserves and surplus	2	885,211,568	814,735,268
Money received against share warrants		4,122,500	13,600,000
		1,069,775,368	997,626,568
Non-current liabilities			
Long-term borrowings	3	214,554,922	110,819,592
Deferred tax liabilities (net)	4	38,567,241	27,580,557
Other long term liabilities	5	263,571,659	218,291,704
Long-term provisions	6	4,289,463	737,719
		520,983,285	357,429,572
Current liabilities			
Short-term borrowings	3	445,120,418	559,278,793
Trade payables	7	454,665,330	295,174,115
Other current liabilities	8	59,612,331	45,767,662
Short-term provisions	6	27,900,011	13,384,139
		987,298,089	913,604,709
	Total	2,578,056,742	2,268,660,849
Assets			
Non-current assets			
Fixed assets	9		
Tangible assets		1,201,562,467	755,417,413
Intangible assets		437,973	330,384
Capital work-in-progress		130,716,146	436,206,071
Non-current investments	10	9,981,395	9,881,395
Long-term loans and advances	11	78,740,472	31,486,926
		1,421,438,452	1,233,322,189
Current assets			
Current investments	12	242,800	117,381,580
Inventories	13	441,124,991	433,229,960
Trade receivables	14	601,354,109	307,301,912
Cash and bank balances	15	43,024,209	35,408,018
Short-term loans and advances	11	70,872,181	142,017,190
Other current assets		-	-
		1,156,618,289	1,035,338,660
	Total	2,578,056,742	2,268,660,849

Significant Accounting Policies and notes to accounts are integral part of the financial statements


26 to 34

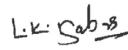
As per our report of even date
For P. M. Kathariya & Co.
Chartered Accountants
Firm Reg. No.104922W




CA. P. M. Kathariya
(Proprietor)
Membership No. - 31315
Place: Mumbai
Date: 24th May, 2013

For and on behalf of the Board


Ashok V. Hiremath
Chairman & Managing Director


Laxmikant Kabra
Director


Vikas R. Chomal
Company Secretary & Compliance Officer

Statement of profit and loss for the year ended 31st March 2013

Particulars	Note	In Rupees	
		31-03-13	31-03-2012
Revenue			
Revenue from operations (Gross)	16	1,851,937,219	1,173,681,659
Less : Excise duty		195,362,702	65,275,946
Revenue from operations (Net)		1,656,574,517	1,108,405,713
Other income	17	14,375,572	10,188,872
Total revenue		1,670,950,089	1,118,594,585
Expenses			
Cost of materials consumed	18	1,087,211,628	780,077,750
Purchases of traded goods	19	-	69,698,620
Changes in Inventories of Finished Goods, Work-in-progress and Traded goods	20	31,241,961	(82,386,080)
Employee benefit expenses	21	79,222,544	47,478,655
Finance costs	22	70,322,114	53,428,941
Depreciation and amortisation expense	23	117,320,798	84,754,242
Other expenses	24	188,681,482	129,699,679
Duties & Taxes/Prior Period	25	9,492,461	1,410,988
Total expenses		1,583,492,988	1,084,162,795
Profit / (loss) before exceptional and extraordinary items and tax		87,457,101	34,431,790
Exceptional items		-	-
Profit /(loss) before extraordinary items and tax		87,457,101	34,431,790
Extraordinary items		-	-
Profit / (loss) before tax		87,457,101	34,431,790
Tax expense			
Current tax		17,025,274	6,800,000
Deferred tax		10,986,684	3,451,742
		28,011,958	10,251,742
Profit / (Loss) after tax		59,445,143	24,180,048
Earnings per equity share of Rs.10/- each			
Basic		3.45	1.43
Diluted		3.43	1.43

Significant Accounting Policies and notes to accounts are integral part of the financial statements


26 to 34

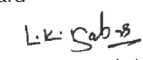
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Ashok V. Hiremath
Chairman & Managing Director


Laxmikant Kabra
Director


Vikas R. Chomal
Company Secretary & Compliance Officer

Cash Flow Statement for the year ended 31st March, 2013

		(Rs. in lakhs)	
	Particulars	2012-13	2011-12
A	Cash Flow from Operating Activities		
	Net Profit after Tax and Extra Ordinary Items	594.45	241.80
	Adjustment for :		
	Depreciation for the year	1,173.21	847.54
	Provision for Taxation	280.12	102.52
	Dividend Income	(0.17)	(27.88)
	Interest Income	(53.75)	(74.01)
	Interest Expenses	578.00	392.87
	(Gain) /Loss of Sale of Fixed Assets	(60.87)	-
	Unrealised Foreign Exchange (Gain) / Loss	(1.21)	157.77
	Other non-operating income	(20.23)	-
	Operating Profit Before Working Capital Changes	2,489.55	1,640.61
	Adjustments for (increase) / decrease in operating assets:		
	Trade Receivables	(2,926.85)	362.82
	Inventories	(78.95)	(797.50)
	Short Term Loans and Advances	711.45	(555.80)
	Long Term Loans & Advances	(472.54)	(203.40)
	Other Non Current Assets	-	5.45
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade payables	1,582.45	647.74
	Other current liabilities	138.45	(28.10)
	Short-term provisions	145.16	8.64
	Long-term provisions	35.52	(8.91)
	Cash Generated from Operations	1,624.24	1,071.54
	Income Tax Paid	(150.02)	(103.24)
	Net cash flow from operating activities	1,474.22	968.30
B	Cash Flow from Investing Activities		
	Purchase of Fixed Assets/ Capital Expenditure	(2,598.62)	(4,669.00)
	Proceed from Sale of Motor Car	9.05	-
	Proceed from Sale of Investment	69.60	-
	Purchase of Current Investments	1,171.39	(386.10)
	Purchase of Non current investments	(1.00)	(1.24)
	Dividend Received	0.17	27.88
	Interest Received:-		
	- Subsidiaries	38.04	41.60
	- Others	15.71	32.41
	Net Cash used in Investing Activities	(1,295.66)	(4,954.44)

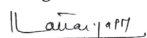
Particulars	(Rs. in lakhs)	
	2012-13	2011-12
C Cash Flow from Financing Activities		
Secured Loans (Net)		
Proceeds from Long term borrowings	1,037.35	981.39
Repayment of Long term borrowings	-	(232.46)
Proceeds from other short-term borrowings	(1,141.58)	28.25
Net increase / (decrease) in working capital borrowings	-	1,776.98
Proceeds from deferred payment receipts	393.89	1,840.41
Money received from Fresh Issue of Equity Shares	284.33	136.00
Interest Expenses	(578.00)	(392.87)
Dividend Paid	(98.38)	(98.38)
Net Cash used in Financing Activities	(102.40)	4,039.32
Net Increase/ (Decrease) in Cash & Cash		
Equivalents (A+B+C)	76.17	53.18
Cash & Cash Equivalent at the beginning of the Year	354.08	300.90
Cash & Cash Equivalent at the end of the Year	430.24	354.08

As per our report of even date

For P. M. Kathariya & Co.

Chartered Accountants

Firm Reg. No.104922W



CA. P. M. Kathariya

(Proprietor)

Membership No. - 31315

Place: Mumbai

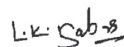
Date: 24th May, 2013

For and on behalf of the Board



Ashok V. Hiremath

Chairman & Managing Director



Laxmikant Kabra

Director



Vikas R. Chomal

Company Secretary & Compliance Officer

Notes forming part of the Balance Sheet and Profit & Loss Account

Particulars	Number	31-03-13 Accounts	In Rupees	
			Number	31-03-12 Accounts
1 Share capital				
Authorised share capital				
Equity shares of Rs.10 each	20,000,000	200,000,000	17,000,000	170,000,000
	20,000,000	200,000,000	17,000,000	170,000,000
Issued, subscribed & fully paid up				
Equity shares of Rs.10 each	18,044,130	180,441,300	16,929,130	169,291,300
Total	18,044,130	180,441,300	16,929,130	169,291,300

a) Reconciliation of share capital (Equity)

Balance at the beginning of the year	16,929,130	169,291,300	16,929,130	169,291,300
Add : Issued during the year	1,115,000	11,150,000	-	-
Balance at the end of the year	18,044,130	180,441,300	16,929,130	169,291,300

b) Shareholders holding more than 5% of the aggregate shares in the Company's Equity Shares (of Rs. 10/- each)

Name of Shareholders	No. of Shares	Amount	No. of Shares	Amount
Ashok V. Hiremath	6,115,780	61,157,800	6,115,780	61,157,800
Suresh V. Hiremath	1,650,000	16,500,000	1,650,000	16,500,000
Dr. P L Tiwari	1,650,000	16,500,000	1,650,000	16,500,000
Hridaynath Consultancy Pvt Ltd	1,054,849	10,548,490	1,054,849	10,548,490
Total	10,470,629	104,706,290	10,470,629	104,706,290

Particulars	In Rupees	
	2012-13	2011-12
2 Reserves and surplus		
Capital Redemption Reserve		
Balance at the beginning of the year	30,000	30,000
Balance at the end of the year	30,000	30,000
Securities premium reserve		
Balance at the beginning of the year	440,213,096	40,213,096
Add : Additions made during the year	26,760,000	-
Balance at the end of the year	466,973,096	440,213,096
General reserve		
Balance at the beginning of the year	109,927,685	104,927,685
Add : Additions made during the year	5,000,000	5,000,000
Balance at the end of the year	114,927,685	109,927,685
Surplus in the statement of profit and loss		
Balance at the beginning of the year	2,64,564,487	255,222,168
Add : Transferred from statement of profit and loss	59,445,143	24,180,048
Less : Tax on dividends distributed during the year	2,195,745	1,373,164
Less : Dividend*	13,533,098	8,464,565
Less : Transfer to general reserve	5,000,000	5,000,000
Balance at the end of the year	303,280,787	264,564,487
Total	885,211,568	814,735,268

* Dividend Proposed to be distributed to equity shareholder is Rs. 0.75 (Previous year Rs.0.50) per equity Share.

3 Borrowings

	2012-13		2011-12	
	Long term	Short term	Long term	Short term
Secured				
Term loans From banks	214,554,922	961,417	110,819,592	-
Loans repayable on demand From banks	-	415,717,819	-	535,191,182
	214,554,922	416,679,236	110,819,592	535,191,182
Unsecured				
Loans and advances from related parties	-	17,136,494	-	12,802,241
Loans repayable on demand from other parties	-	11,304,688	-	11,285,370
	-	28,441,182	-	24,087,611
Total Borrowings	214,554,922	445,120,418	110,819,592	559,278,793

Particulars	In Rupees	
	2012-13	2011-12
a) Details of guarantee for each type of borrowings		
Guaranteed by directors		
Term loans		
From banks	214,554,922	110,819,592
Loans repayable on demand		
From banks	416,679,236	535,191,182
	631,234,158	646,010,774

b) Details of security for each type of borrowings

- Term loans from banks are secured by way of first mortgage/ charge over entire movable and immovable Fixed Assets (Present and Future) of the Company and second Pari-Passu Charge over current assets of the Company.
- Loans repayable on demand from Banks (Working Capital loans) are secured by first Pari-passu charge on the entire current assets of the Company both present and future and further secured by second pari-passu charge on entire fixed assets (Present and Future) of the Company.

C) Terms of repayment of term loans and other loans

Term loans (Foreign Currency) of Rs. 1654.62 lakhs (Previous year Rs.1015.80 lakhs) having an interest rate of 7.25% are repayable in 8 semi annual installments commencing from 1st July, 2013.

Term Loan of Rs. 91.76 lakhs (Previous Year Rs. 138.1 lakhs) having interest rate of 15% are repayable in Quarterly Installments of Rs. 11.32 lakhs each. Last Installment due on 31st March, 2015. Installments falling due in respect of all the above loans upto 31.03.2014 have been regrouped under Current Maturities of Long Term debt.

Term Loan of Rs. 500 lakhs (Sanctioned Rs. 1000 lakhs) (Previous Year Nil) having interest rate of BBR Plus 300bps which is 13.25% are repayable in 18 Quarterly equal Installments of Rs. 55.56 lakhs each. Last Installment due on 31st March, 2018. Installments falling due in respect of all the above loans upto 31.03.2014 have been regrouped under Current Maturities of Long Term debt.

4 Deferred taxes

Deferred tax liabilities

Timing difference on tangible assets
depreciation and impairment

38,059,509 27,580,557

Total

38,059,509 27,580,557

Deferred tax assets

Provision for bad and doubtful debts

(507,732) -

Total

(507,732) -

Net deferred tax (asset) / liability

38,567,241 27,580,557

5 Other long term liabilities

Deferred Payment Receipts

263,571,659 218,291,704

Total

263,571,659 218,291,704

Particulars	In Rupees			
	2012-13		2011-12	
6. Provisions				
	2012-13		2011-12	
	Long term	Short term	Long term	Short term
Provisions for employee benefits	4,289,463	7,505,320	737,719	863,995
Proposed dividend to equity shareholders	-	13,533,098	-	8,464,565
Dividend tax	-	2,195,745	-	1,373,164
Provision for taxation (net of advance tax)	-	4,665,847	-	2,682,415
Total	4,289,463	27,900,011	737,719	13,384,139

7. Trade payables

Dues For Trade Creditors	358,364,626	158,576,637
Due for Capex & Other Liabilities	96,300,704	136,597,478
Total	454,665,330	295,174,115

8 Other current liabilities

Current maturities of long term debt	10,084,000	9,228,000
Current maturities of deferred payment liabilities	32,946,457	24,254,634
Unpaid dividends	242,161	177,142
Advance from Customers	-	17,817
Statutory dues	3,400,549	340,701
Other payables	12,939,164	11,749,638
Total	59,612,331	45,767,932

Notes : -

The Company has not received the required information from supplier regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure as required under Schedule VI of the companies Act, 1956 relating to amounts unpaid as at year end together with interest paid/payable etc., have not been made.

9 Fixed Assets

Particulars	Gross Block			Depreciation/Amortisation			Net Block		
	Balance as at 1st April 2012.	Addition	Disposals	Balance as at 31st Mar, 2013.	Upto 1st April,2012.	For the year	Disposal	Balance as at 31st Mar,2013.	Balance as at 31st March,2012.
i) TANGIBLE ASSETS									
Lease Hold Land	16,973,366	94,600	-	17,067,966	653,237	298,991	-	16,115,738	16,320,129
Factory Building	122,867,905	126,964,470	-	249,832,375	15,798,148	7,201,208	-	226,833,019	107,069,757
Corporate Office	28,370,995	-	-	28,370,995	754,848	462,447	-	27,153,700	27,616,147
Plant & Machinery	810,269,778	432,222,469	-	1,242,492,247	234,307,924	105,151,182	-	903033141	575,961,855
Electrical Installation	13,471,226	-	-	13,471,226	5,400,171	1,392,925	-	6,678,130	8,071,055
Office Equipment	828,132	240,038	-	1,068,170	296,641	128,999	-	642,530	531,491
Furniture & Fixtures	11,789,387	4,595,831	-	16,385,218	1,570,367	752,804	-	14,062,048	10,219,020
Air Conditioner	380,264	-	-	380,264	236,966	52,895	-	90,403	143,298
Motor Vehicles	10,808,111	742,053	2,381,148	9,169,016	3,203,241	1,086,218	602,703	5,482,260	7,604,870
Computers	4,271,966	316,176	-	4,588,142	2,935,447	714,057	-	938,638	1,336,519
Flats	638,500	-	-	638,500	95,229	10,412	-	532,859	543,271
TOTAL	1,020,669,630	565,175,637	2,381,148	1,583,464,119	265,252,218	117,252,137	602,703	1,201,562,467	755,417,412
(ii) INTANGIBLE ASSETS									
Computer Software	330,825	176,250	-	507,075	441	68,661	-	437,973	330,384
TOTAL	330,825	176,250	-	507,075	441	68,661	-	437,973	330,384

Note: Leasehold Land is amortised over a period of Lease.

Particulars	In Rupees			
	2012-13		2011-12	
10 Non-current investments (Valued at cost unless stated otherwise)				
Investments in equity instruments				
	Trade	Others	Trade	Others
In Subsidiaries				
1. Astec Crop Care Pvt Ltd	5,000,000	-	5,000,000	-
2. Comercializadora Agricola Agroastrachem Cia Ltda at Columbia	100,000	-	-	-
3. Behram Chemicals Pvt Ltd	4,217,633	-	4,217,633	-
4. Astec Europe Sprl	570,962	-	570,962	-
Others -				
1. Investments in government or trust securities	40,300	-	40,300	-
2. Other investments	-	52,500	-	52,500
Total	9,928,895	52,500	9,828,895	52,500

11 Loans and advances

	2012-13		2011-12	
	Long term	Short term	Long term	Short term
Secured, considered good	2,000,000	-	-	-
Unsecured, considered good	5,906,303	-	5,969,406	678,959
	7,906,303	-	5,969,406	678,959
Loans and advances to related parties				
Unsecured, considered good	-	69,934,139	-	42,351,856
	-	69,934,139	-	42,351,856
Other loans and advances				
Advances Recoverable	70,834,169	-	25,517,520	96,725,568
Advances to Suppliers	-	725,287	-	1,297,072
Advances For Capex/Expenses	-	212,755	-	963,736
	70,834,169	938,042	25,517,520	98,986,376
Total	78,740,472	70,872,181	31,486,926	142,017,191

12 Current investments

	Units	Amount	Units	Amount
Investment in Mutual Fund (Debt)				
BSL Dynamic Bond Fund - Retail QD	919	10,400	919	10,400
IDFC Money Manager Fund Invest Plan A - MDP	-	-	31,353	315,224
ICICI Prudential Regular Savings Bond	-	-	8,881,941	99,246,807
Reliance Regular Saving Fund-Debt Plan - GP	-	-	1,236,309	17,809,149
ICICI Prudential Wealth Insurance	-	232,400	-	-
Total	919	242,800	10,150,522	117,381,580

Particulars	In Rupees	
	2012-13	2011-12
13 Inventories		
Raw materials	88,850,183	48,908,691
Work-in-progress	308,310,288	309,627,326
Finished goods	40,264,160	70,189,083
Stores and spares	3,700,360	4,504,860
Total	441,124,991	433,229,960

14 Trade receivables

Outstanding for a period exceeding six months
from the date they are due for payment

Unsecured considered good	34,792,270	23,982,523
Less : Allowances for bad and doubtful debts	(1,564,902)	-
	33,227,368	23,982,523

Outstanding for a period less than six months from the date
they are due for payment

Unsecured considered good	568,126,741	283,319,389
	568,126,741	283,319,389

Total	601,354,109	307,301,912
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15 Cash and bank balances

	2012-13		2011-12	
	Current	Non-current	Current	Non-current
Cash and cash equivalents				
Cash on hand	140,270	-	13,526	-
Balances with banks				
- in current accounts	11,236,582	-	3,070,569	-
	11,376,852	-	3,084,095	-
Other bank balances				
Unpaid dividend account	242,161	-	177,142	-
Balances with bank held as				
Margin money	31,405,196	-	32,146,781	-
	31,647,357	-	32,323,923	-
Total	43,024,209	-	35,408,018	-

Particulars	In Rupees	
	2012-13	2011-12
16 Revenue		
Revenue from operations		
Sale of products		
Export	751,618,699	395,596,363
Domestic	1,096,653,060	772,135,806
	1,848,271,759	1,167,732,169
Other operating revenues	3,665,460	5,949,490
Revenue from operations (Gross)	1,851,937,219	1,173,681,659
Less : Excise duty	195,362,702	65,275,946
Revenue from operations (Net)	1,656,574,517	1,108,405,713
17 Other income		
Interest Income		
From subsidiary companies	3,803,622	4,160,419
From others	1,571,311	3,240,528
Dividend income		
From current investments	17,229	2,787,925
Profit/(Loss) on sale of Investments	6,960,386	-
Other non-operating Income	2,023,024	-
Total	14,375,572	10,188,872
18 Cost of materials consumed		
Opening stock		
Raw materials and components	48,908,691	51,722,735
	48,908,691	51,722,735
Add : Purchases during the year		
Raw materials and components	1,127,153,120	777,263,706
	1,127,153,120	777,263,706
Less : Closing stock		
Raw materials and components	88,850,183	48,908,691
	88,850,183	48,908,691
Total	1,087,211,628	780,077,750

Particulars	In Rupees	
	2012-13	2011-12
Imported and Indegenous Raw materials Consumed	Rs. in lakhs	Rs. in lakhs
Imported	6,048.42	2,915.36
(Percentage of total raw materials consumed)	(55.63%)	(37.37%)
Indegenous	4,823.69	4,885.42
(Percentage of total raw materials consumed)	(44.37%)	(62.63%)
19 Purchases of traded goods		
Chemicals	-	69,698,620
Total	-	69,698,620
20 Changes in inventories of finished goods, work-in-progress and traded goods		
Opening stock		
Manufactured goods	70,189,083	38,187,853
Work-in-progress	309,627,326	259,242,476
	379,816,409	297,430,329
Closing stock		
Manufactured goods	40,264,160	70,189,083
Work-in-progress	308,310,288	309,627,326
	348,574,448	379,816,409
Total	31,241,961	(82,386,080)
21 Employee benefit expense		
Salaries, Wages and Bonus	71,570,318	42,127,295
Contribution to provident and other funds	4,355,075	3,394,182
Staff welfare expenses	3,297,151	1,957,178
Total	79,222,544	47,478,655
22 Finance costs		
Interest expenses	57,800,313	39,287,199
Bank charges	12,521,800	11,822,988
Other Borrowing Cost	-	2,318,754
Total	70,322,114	53,428,941
23 Depreciation and amortisation expense		
Depreciation of Tangible Assets	117,320,798	84,754,242
Total	117,320,798	84,754,242

Particulars	In Rupees	
	2012-13	2011-12
24 Other expenses		
Consumption of stores and spare parts	2,374,414	873,430
Power , Fuel & Water Charges	91,551,350	54,595,184
Rent	1,080,000	1,080,000
Repairs and maintenance	10,003,504	12,374,938
Insurance	2,842,864	3,506,749
Payments to Auditors	515,000	550,221
Professional And Legal Fees	10,202,857	6,054,875
Office General Expenses	2,727,354	2,739,017
Telephone Expenses	1,328,568	684,240
Vehicle Expenses	2,046,055	1,695,970
Travelling Expenses	7,465,901	4,069,247
Commission on sale	3,672,292	3,773,372
Discount and Allowances	7,948,976	3,516,391
Export Forwarding Charges	10,988,082	7,234,913
Other Selling and Distribution Expenses	10,952,317	2,630,914
Sales Promotion Expenses	3,637,527	1,635,093
Net loss on foreign currency transactions and translation	11,381,447	17,683,433
Loss on Sale of Assets	873,445	329,934
R & D and Laboratory Expenses	4,711,129	2,274,854
Deferred Revenue Expenditure written off	-	545,277
Provision for Bad & Doubtful Debtors	1,564,902	-
Miscellaneous Expenses	813,497	1,196,539
Total	188,681,482	129,044,591
Details of Payment to Auditors		
a. Statutory Audit Fees	400,000	400,000
b. Tax Audit Fees	50,000	-
c. Certification and Consultation Fees	65,000	95,071
d. Income tax and other matters	-	55,150
Total	515,000	550,221
25 Duties & Taxes		
Rates & Taxes	9,492,461	655,088
Total	9,492,461	655,088

Particulars	In Rupees	
	2012-13	2011-12
26 Value of Imports calculated on CIF basis in respect of -		
	(Rs. in lakhs)	
(i) Raw Materials	7,729	3,018
(ii) Capital Goods	-	12
Total	7,729	3,030

27 Expenditure in Foreign Currency on account of -

	(Rs. in lakhs)	
(i) Commission	35.41	35.73
(ii) Travelling	22.80	16.87
(iii) Professional Fees and Technical Services	9.60	20.41
(iv) Subscription/Prod. Reg. Fees	13.20	1.68
Total	81.01	74.69

28 Earnings in Foreign Currency

	(Rs. in lakhs)	
Exports at FOB	7,701	3,844

29 Contingent Liabilities and Commitments (to the extent not provided for)

(i) Contingent Liabilities	(Rs. in lakhs)	
(a) Bank Guarantee Outstanding	43.50	560.01
(b) Letters of Credit with Banks	1,692.33	843.77
(c) Bills discounted but not realised	709.13	417.99
(d) Claims against Company not acknowledged as debts in respect of sales tax demand against which Company's appeal is pending before commissioner of sales tax (Appeal)	116.49	53.02
(e) Claims against co. not acknowledged as debts in respect of Income Tax	112.47	-
(ii) Commitments		
Estimated amount of contracts remaining to be executed on account of capital account and not provided for	407.88	240.58

30 Disclosure in respect of Derivative Instruments
(a) Derivative Instruments Outstanding :

		Millions	
		Forward	
Against Exports	Euro/Inr	-	(0.10)

Particulars	In Rupees			
	2012-13		2011-12	
(b) Derivative Instruments acquired for hedging Purposes	-		-	
(c) Foreign Currency Exposure not hedged by derivative instruments :				
	USD (Millions)		Euro (Millions)	
	2012-13	2011-12	2012-13	2011-12
i) Debtors	3.51	1.36	0.66	0.41
ii) Creditors	5.07	1.45	0.18	-
iii) Loans Taken	3.02	6.27	-	0.02
iv) Deferred Receipts	-	4.72	-	-

31 Related Party Disclosures

(a) Names of related parties

Relationship	Name
1) Subsidiaries	Behram Chemicals Pvt Ltd Astec Crop Care Pvt Ltd Astec Europe SPRL Comercializadora Agricola Agroastrachem Cia Ltda at Columbia
2) Associates	Opus Chemicals Pvt Ltd GreenGuard Technologies Pvt Ltd India TL Domain Pvt Ltd Altimax Financial Services Pvt Ltd. Sahbhagi Financial Services Pvt Ltd
3) Key Management Personnel (KMP)	Ashok V. Hiremath Janak Jaganath Rawal Laxmikant Kabra

(b) Relatives

Mrs. Chitra Hiremath (Wife)
Ms. Supriya Hiremath (Daughter)
Mr. Varun Hiremath (Son)
Mr. Suresh V. Hiremath (Brother)
Mr. Jai Hiremath (Brother)
Mr. Prabhu Hiremath (Brother)
Mrs. Vijaya Hiremath (Mother)

Particulars	In Rupees	
	2012-13	2011-12
(c) Transactions with Related Parties	(Rs. in lakhs)	
Subsidiaries		
Astec Crop Care Private Limited		
Sales	64.58	134.01
Loans and Advances Given	275.31	Nil
Investment - Purchase of Shares in Astec Crop Care Pvt. Ltd.	-	50.00
Behram Chemicals Private Limited		
Plant Maintenance Charges Paid	10.80	10.80
Loans and Advances Given	-	1.57
Loans and Advances received	-	Nil
Astec Europe SPRL		
Investment - Purchase of Shares in Astec Europe	-	1.24
Comercializadora Agricola Agroastrachem Cia Ltda at Columbia		
Investment - Purchase of Shares	1.00	-
Associates		
Altimax Financial Services Private Limited		
Issue of Preferential Share Warrant	214.20	79.90
Key Management Personnel (KMP)		
Mr. Ashok V. Hiremath		
Remuneration	48.00	48.00
Dividend Paid	45.87	30.58
Interest Paid	11.87	-
Unsecured Loan taken by Company	28.63	-
Repayment of Unsecured Loan taken by Company	24.00	47.84
Purchase of Preferential Share Warrant	-	10.62
Mr. Laxmikant Kabra		
Professional Fees	8.00	8.00
Relative of KMP		
Mr. Suresh V. Hiremath		
Dividend Paid	12.39	8.26
Mrs. Chitra Hiremath		
Unsecured Loan taken by Company	24.23	-
Dividend Paid	0.05	0.03
Service Charges	-	4.89
Purchase of Preferential Share Warrant	-	8.07
Globe Search		
Consultancy	4.16	-
Reimbursement of Salary	0.90	-
Ms. Vijaya Hiremath		

Particulars	In Rupees	
	2012-13	2011-12
Office Equipment	1.40	-
Professional Fees	0.86	-
Ms. Supriya Hiremath		
Dividend Paid	0.02	0.01
Ashok V. Hiremath HUF		
Dividend Paid	0.05	0.03
(d) Balances with related Parties		
Subsidiaries		
Astec Crop Care Private Limited		
Investment	50.00	50.00
Loans & Advances	698.83	423.52
Behram Chemicals Private Limited		
Investment	42.17	42.17
Loans & Advances	-	4.22
Astec Europe SPRL		
Investment	5.71	5.71
Comercializadora Agricola Agroastrachem Cia Ltda at Columbia		
Investment	1.00	-
Associates		
Altimax Financial Services Private Limited		
Investment - Preferential Share Warrant	294.10	79.90
Investment - Shares	142.47	0.89
Key Management Personnel (KMP)		
Mr. Ashok V. Hiremath		
Unsecured Loan	82.58	67.27
Relatives of KMP		
Mr. Suresh V. Hiremath		
Unsecured Loan	32.50	32.50
Mrs. Chitra Hiremath		
Unsecured Loan	24.23	-
Investment - Preferential Share Warrant	8.07	8.07

32. The Financial Statements for the year ended 31st March, 2013 had been prepared as per the applicable revised schedule VI of the Companies Act, 1956.

33. Significant accounting policies and practices adopted by the Company are disclosed in the financial statements.

34. Accounting Policies and Notes on Accounts

1. Basis of preparation of Financial statement

- (a) These Financial statement has been prepared on an accrual basis and under historical cost convention and in compliance, in all material aspects, with the applicable accounting principles in India, the applicable accounting standards notified under 211 (3C) and the other relevant provisions of the Companies Act, 1956.
- (b) The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial the reported amounts of revenues and expenses during the reporting period. Differences between actual results are recognized in the period in which the results are known/ materialized.

3. Fixed Assets & Capital Work-In-Progress

- (a) Fixed Assets are accounted at cost of acquisition or construction less depreciation. The Company capitalized all direct and indirect costs relating to the acquisition and installation of fixed assets, Interest on borrowed funds, if any used to finance acquisition / construction of fixed assets are capitalized till the date of Commercial production.
- (b) Capital Work-In-Progress comprises outstanding advances paid to acquire Fixed Assets and cost of Fixed Assets that are not yet installed.

4. Depreciation and Amortization

- a) Depreciation has been provided on straight-line method at the rates and in the manner specified in schedule XIV to the companies Act, 1956. Depreciation is provided on pro-rata to the period of use.
- b) Leasehold land is amortized over the period of lease.

5. Sales

Revenue from sale of products includes sale value of goods and excise duty collected thereon, but excludes sales tax.

Sales turnover are stated at net of trade discount and rebates granted during the ordinary course of business.

6. Inventories

Inventories of Raw Materials, Packing Material, Stores and Spares are valued 'At Cost'. Finished Goods and work in Progress are stated 'at Cost or Net Realisable Value' whichever is lower'. Cost Comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

7. Investments

Investments are classified into current and long-term Investments. Current Investments are stated at lower of cost and fair value. Long-term Investments are stated at cost.

8. Impairment of Fixed Assets

At each Balance Sheet date, the Company reviews the carrying value of tangible and intangible assets for any possible impairment. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or estimated future cash flows, which are discounted to their present value based on appropriate discount rates. During the year no provision for impairment of fixed assets has been made.

9. Excise Duty and Customs Duty

Excise duty / Customs duty has been accounted on the basis of payments made in respect of goods Cleared. Cenvat credit on raw materials and capital goods has been accounted for, by reducing the purchase cost of raw materials and capital goods respectively.

10. Segment Reporting

In accordance with the requirement of Accounting Standard – 17, Segment Reporting issued by the Institute of Chartered Accountants of India, the Company's Business Segment is "Manufacturing of Agro and Pharma Chemicals" and hence it has no other reportable segment.

11. Foreign Currency Transaction

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognized in the profit & loss account.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rate on that date. The exchange differences, if any, are recognized in the profit and loss account and related assets and liabilities are accordingly restated in the balance sheet.

12. Retirement Benefits

Provision for Gratuity & Leave encashment are made and provided on actuarial valuation basis. Other retirement benefits are accounted as per Company's policy.

13. Earning per share (EPS)

The numerator and denominator used to calculate Basic and Diluted Earning per Share:

		31.03.2013	31.03.2012
Net Profit After tax	Rs. in lakhs	594.45	241.81
Basic/Weighted average number of Equity Shares Outstanding during the year	No.	1,72,07,850	1,69,29,130
		1,73,29,100	1,69,29,130
Nominal Value of Equity Shares	Rs.	10	10
Basic (Weighted) Earning per share	Rs.	3.45	1.43
Diluted Earning Per Share	Rs.	3.43	1.43

Consolidated Auditor's Report

To the Board of Directors of Astec LifeSciences Limited

1. We have audited the accompanying consolidated financial statements of ASTEC LIFESCIENCES LIMITED, ("the Company") and its subsidiaries (collectively referred to as the Group) which comprise the Consolidated Balance Sheet as at 31st March, 2013 and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. Management is responsible for the preparation of these consolidated financial statements, that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
 - ii) in the case of Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
 - iii) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date

Report on Other Matters

1. We have audited the financial statements of the subsidiary, BEHRAM CHEMICALS PRIVATE LIMITED, financial statements reflect total assets of Rs. 78.40 lakhs as at 31st March, 2013 and total turnover of Rs. 10.80 lakhs for the year then ended.
2. We did not audit the financial statements of other subsidiaries whose audited financial statements reflect Group's share of total assets of Rs. 1197.14 lakhs as at 31st March, 2013 and total loss of Rs. 5.56 lakhs for the year then ended. These financial statements have been audited by other Auditors whose report have been furnished to us, and our opinion is based solely on the report of the other auditors.

Our opinion is not qualified in respect of others matters.

For M/s P. M. Kathariya & Co.
Chartered Accountants
Sd/-
Firm Registration No.: 104922W
CA. P. M. Kathariya
(Proprietor)
Membership No.: 31315

Date : 24th May, 2013
Place : Mumbai

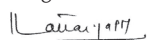
Consolidated Balance sheet as at 31st March 2013

Particulars	Note	In Rupees	
		31-03-13	31-03-2012
Equity and liabilities			
Shareholders' funds			
Share capital	1	180,441,300	169,291,300
Reserves and surplus	2	872,897,659	802,359,344
Money received against share warrants		4,122,500	13,600,000
		1,057,461,459	985,250,644
Minority Interest		1,250,786	1,812,413
Non-current liabilities			
Long-term borrowings	3	214,554,922	117,933,001
Deferred tax liabilities (net)	4	38,879,127	22,928,615
Other long term liabilities	5	263,571,659	218,291,704
Long-term provisions	6	11,943,316	3,407,178
		528,949,024	362,560,498
Current liabilities			
Short-term borrowings	3	471,458,976	591,503,992
Trade payables	7	460,871,651	309,805,441
Other current liabilities	8	62,874,697	52,719,545
Short-term provisions	6	27,940,011	10,701,724
		1,023,145,335	964,730,702
Total		2,610,806,604	2,314,354,257
Assets			
Non-current assets			
Fixed assets	9		
i) Tangible assets		1,205,887,918	760,166,911
ii) Intangible assets		1,370,094	2,200,007
iii) Capital work-in-progress		130,716,146	436,206,072
Non-current investments	10	792,800	117,800
Long-term loans and advances	11	86,377,649	32,498,952
		1,425,144,607	1,231,189,742

Particulars		In Rupees	
		2012-13	2011-12
Current assets			
Current investments	12	242,800	118,081,580
Inventories	13	506,563,437	503,846,590
Trade receivables	14	626,497,001	318,739,966
Cash and bank balances	15	51,419,317	41,064,286
Short-term loans and advances	11	939,442	101,432,093
Other current assets		-	-
		1,185,661,997	1,083,164,515
Total		2,610,806,604	2,314,354,257


Significant Accounting Policies and notes to accounts 26 to 34
are integral part of the financial statements

As per our report of even date
For P. M. Kathariya & Co.
Chartered Accountants
Firm Reg. No.104922W

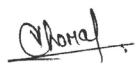


CA. P. M. Kathariya
(Proprietor)
Membership No. - 31315
Place: Mumbai
Date: 24th May, 2013

For and on behalf of the Board


Ashok V. Hiremath
Chairman & Managing Director

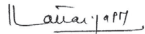

Laxmikant Kabra
Director



Vikas R. Chomal
Company Secretary & Compliance Officer

Consolidated - profit and loss for the year ended 31st March 2013


Particulars	Note	In Rupees	
		31-03-13	31-03-2012
Revenue			
Revenue from operations (Gross)	16	1,943,108,760	1,193,723,789
Less : Excise duty		195,362,702	65,275,946
Revenue from operations (Net)		1,747,746,058	1,128,447,843
Other income	17	10,571,950	6,130,753
Total revenue		1,758,318,008	1,134,578,596
Expenses			
Cost of materials consumed	18	1,146,809,845	824,550,566
Purchases of traded goods	19	-	69,698,620
Changes in Inventories of Finished Goods, Work-in-progress	20	31,241,961	(117,490,733)
Employee benefit expenses	21	87,262,552	55,753,010
Finance costs	22	74,849,906	56,592,281
Depreciation and amortisation expense	23	118,741,571	86,379,446
Other expenses	24	202,850,287	139,567,495
Duties & Taxes/Prior Period	25	9,492,461	1,410,988
Total expenses		1,671,248,583	1,116,461,673
Profit / (loss) before exceptional & extraordinary items and tax		87,069,425	18,116,923
Exceptional items		-	-
Profit/(loss) before extraordinary items & Tax		87,069,425	18,116,923
Extraordinary items		-	-
Profit / (loss) before tax		87,069,425	18,116,923
Tax expense			
Current tax		17,065,274	6,842,000
Deferred tax		10,986,684	(1,463,356)
		28,051,958	5,378,644
Profit / (loss) for the year from continuing operations		59,017,467	12,738,279
Less : Minority Interest		(497,402)	(916,684)
Profit / (loss) for the year		59,514,869	13,654,963
Earnings per equity share of Rs. 10/- each			
Basic		3.46	0.81
Diluted		3.43	0.81
Significant Accounting Policies and notes to accounts are integral part of the financial statements		26 to 34	

As per our report of even date
For P. M. Kathariya & Co.
Chartered Accountants
Firm Reg. No.104922W


CA. P. M. Kathariya
(Proprietor)
Membership No. - 31315
Place: Mumbai
Date: 24th May, 2013

For and on behalf of the Board

Ashok V. Hiremath
Chairman & Managing Director


Laxmikant Kabra
Director


Vikas R. Chomal
Company Secretary & Compliance Officer

Consolidated Cash Flow Statement for the year ended 31st Mar.,2013

		(Rs. in lakhs)	
Particulars	2012-13	2011-12	
A Cash Flow from Operating Activities			
Net Profit after Tax and Extra Ordinary Items	590.17	136.55	
Adjustment for :			
Depreciation for the year	1,187.42	863.79	
Provision for Taxation	280.52	53.79	
Dividend Income	(0.17)	(27.88)	
Interest Income	(15.71)	(32.41)	
Interest Expenses	623.28	454.71	
Gain/Loss of Sale of Fixed Assets	(60.87)	-	
Unrealised Foreign Exchange (Gain) /Loss	(1.21)	157.77	
Other non-operating income	(1.02)	-	
Operating Profit Before Working Capital Changes	2,602.40	1,606.32	
Adjustments for (increase) / decrease in operating assets:			
Unrealised Exchange gain/Loss			
Trade Receivables	(3,063.89)	248.77	
Inventories	(27.17)	(1,353.75)	
Short Term Loans and Advances	963.54	(140.12)	
Long Term Loans & Advances	(538.79)	(203.27)	
Other Non Current Assets	-	5.45	
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables	1,498.20	775.23	
Other current liabilities	101.55	(6.11)	
Short-term provisions	172.38	44.83	
Long-term provisions	85.36	(8.91)	
Cash Generated from Operations	1,793.58	968.45	
Income Tax Paid	(150.45)	(103.67)	
Net cash flow from / (used in) operating activities	1,643.13	864.78	
B Cash Flow from Investing Activities			
Purchase of Fixed Assets/ Capital Expenditure	(2,599.21)	(4,680.26)	
Proceed from Sale of Motor Car	9.05	-	
Proceed from Sale of Investment	69.60	-	
Purchase of Current investments	1,178.39	(386.10)	
Purchase of Non current investments	(6.75)	4.77	
Dividend Received	0.17	27.88	
Interest Received			
- Others	15.71	32.41	
Net Cash used in Investing Activities	(1,333.03)	(5,001.30)	
C Cash Flow from Financing Activities			
Secured Loans (Net)			
Proceeds from Long term borrowings	1,490.15	1,027.52	
Repayment of Long term borrowings	-	(232.46)	
Proceeds from other short-term borrowings	(1,200.45)	28.25	
Minority Interest	-	(4.69)	
Net increase / (decrease) in working capital borrowings	-	1,999.20	
Proceeds from deferred payment receipts	(58.91)	1,840.41	

Particulars	(Rs. in Lakhs)	
	2012-13	2011-12
Money received from Fresh Issue of Equity Shares	284.33	136.00
Interest Expenses	(623.28)	(454.71)
Dividend Paid	(98.38)	(98.38)
Net Cash used in Financing Activities	(206.54)	4,241.14
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	103.56	104.62
Cash & Cash Equivalent at the beginning of the Year	410.64	306.01
Cash & Cash Equivalent at the end of the Year	514.19	410.64

As per our report of even date
For P. M. Kathariya & Co.
Chartered Accountants
Firm Reg. No.104922W



CA. P. M. Kathariya
(Proprietor)
Membership No. - 31315
Place: Mumbai
Date: 24th May, 2013

For and on behalf of the Board



Ashok V. Hiremath
Chairman & Managing Director



Laxmikant Kabra
Director



Vikas R. Chomal
Company Secretary & Compliance Officer

Notes forming part of the Balance Sheet and Profit & Loss Account

Particulars	Number	31-03-13 Accounts	In Rupees	
			Number	31-03-12 Accounts
1 Share capital				
Authorised share capital				
Equity shares of Rs.10 each	20,000,000	200,000,000	17,000,000	170,000,000
	20,000,000	200,000,000	17,000,000	170,000,000
Issued, subscribed & fully paid up				
Equity shares of Rs.10 each	18,044,130	180,441,300	16,929,130	169,291,300
	18,044,130	180,441,300	16,929,130	169,291,300
Total	18,044,130	180,441,300	16,929,130	169,291,300

a) Reconciliation of share capital (Equity)

Balance at the beginning of the year	16,929,130	169,291,300	16,929,130	169,291,300
Add : Issued during the year	1,115,000	11,150,000	-	-
Balance at the end of the year	18,044,130	180,441,300	16,929,130	169,291,300

b) Shareholders holding more than 5% of the aggregate shares in the Company's Equity Shares (of Rs. 10/- each)

Name of Shareholders	No. of Shares	Amount	No. of Shares	Amount
Ashok V. Hiremath	6,115,780	61,157,800	6,115,780	61,157,800
Suresh V. Hiremath	1,650,000	16,500,000	1,650,000	16,500,000
Dr. P. L. Tiwari	1,650,000	16,500,000	1,650,000	16,500,000
Hridaynath Consultancy Pvt Ltd	1,054,849	10,548,490	1,054,849	10,548,490
Total	10,470,629	104,706,290	10,470,629	104,706,290

2 Reserves and surplus

Capital redemption reserve

Balance at the beginning of the year	30,000	30,000
Balance at the end of the year	30,000	30,000

Securities premium reserve

Balance at the beginning of the year	440,213,096	40,213,096
Add : Additions made during the year	26,760,000	-
Balance at the end of the year	466,973,096	440,213,096

Particulars	In Rupees	
	2012-13	2011-12
General reserve		
Balance at the beginning of the year	109,927,685	104,927,685
Add : Additions made during the year	5,000,000	5,000,000
Balance at the end of the year	114,927,685	109,927,685
Capital Reserve (arising on consolidation)	7,711	7,711
Surplus in the statement of profit and loss		
Balance at the beginning of the year	252,173,141	253,363,617
Add : Transferred from statement of profit and loss	59,514,869	13,654,964
Less : Tax on dividends distributed during the year	2,195,745	1,373,164
Less : Dividend*	13,533,098	8,464,565
Less : Transfer to general reserve	5,000,000	5,000,000
	290,959,167	252,180,852
Balance at the end of the year	872,897,659	802,359,344

*Dividend Proposed to be distributed to equity shareholder is Rs. 0.75 (Previous year Rs.0.50) per equity Share.

3 Borrowings

	2012-13		2011-12	
	Long term	Short term	Long term	Short term
Secured				
Term loans From banks	214,554,922	961,417	110,819,592	-
Loans repayable on demand From banks	-	442,056,377	-	567,416,383
	214,554,922	443,017,794	110,819,592	567,416,383
Unsecured				
Loans and advances from related parties	-	17,136,494	5,000,000	9,552,241
Loans repayable on demand				
From banks	-	-	2,113,409	-
From other parties	-	11,304,688		14,535,370
	-	28,441,182	7,113,409	24,087,611
Total Borrowings	214,554,922	471,458,976	117,933,001	591,503,994

a) Details of guarantee for each type of borrowings

Guaranteed by directors

Term loans

From banks	214,554,922	110,819,592
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Loans repayable on demand

From banks	443,017,794	567,416,383
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	631,234,158	678,235,974
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Particulars	In Rupees	
	2012-13	2011-12
b) Details of security for each type of borrowings		
(a) Term loans from banks are secured by way of first mortgage/ charge over entire movable and immovable Fixed Assets (Present and Future) of the Company and second Pari-Passu Charge over current assets of the Company.		
(b) Loans repayable on demand from Banks (Working Capital loans) are secured by first Pari-passu charge on the entire current assets of the Company both present and future and further secured by second pari-passu charge on entire fixed assets (Present and Future) of the Company.		

c) Terms of repayment of term loans and other loans

Term loans (Foreign Currency) of Rs. 1654.62 lakhs (Previous year Rs. 1015.80 lakhs) having an interest rate of 7.25% are repayable in 8 semi annual instalments commencing from 1st July, 2013.

Term Loan of Rs. 91.76 lakhs (Previous Year Rs. 138.1 lakhs) having interest rate of 15% are repayable in Quarterly Installments of Rs. 11.32 lakhs each. Last Installment due on 31st March, 2015. Installments falling due in respect of all the above loans upto 31.03.2014 have been regrouped under Current Maturities of Long Term debt.

Term Loan of Rs. 500 lakhs (Sanctioned Rs. 1000 lakhs) (Previous Year Nil) having interest rate of BBR Plus 300bps which is 13.25% are repayable in 18 Quarterly equal Installments of Rs. 55.56 lakhs each. Last Installment due on 31st March, 2018 Installments falling due in respect of all the above loans upto 31.03.2014 have been regrouped under Current Maturities of Long Term debt.

4 Deferred taxes

Deferred tax liabilities

Timing difference on tangible assets depreciation and impairment

38,371,395 22,928,615

Total

38,371,395 22,928,615

Deferred tax assets

Provision for bad and doubtful debts

(507,732) -

Total

(507,732) -

Net deferred tax (asset) / liability

38,879,127 22,928,615

5 Other long term liabilities

Deferred Payment Receipts

263,571,659 218,291,704

Total

263,571,659 218,291,704

6. Provisions

	2012-13		2011-12	
	Long term	Short term	Long term	Short term
Provisions for employee benefits	4,289,463	7,505,320	737,719	863,995
Proposed dividend to equity shareholders	-	13,533,098	-	8,464,565
Dividend tax	-	2,195,745	-	1,373,164
Provision for taxation (net of advance tax)	-	4,705,847	2,669,459	-
Other Provisions	7,653,853	-	-	-
Total	11,943,316	27,940,011	3,407,178	10,701,724

Particulars	In Rupees	
	2012-13	2011-12
7. Trade payables		
Dues For Trade Creditors	365,188,473	173,207,963
Due for Capex & Other Liabilities	95,683,178	136,597,478
Total	460,871,651	309,805,441
8 Other current liabilities		
Current maturities of long term debt	10,084,000	9,228,000
Current maturities of deferred payment liabilities	32,946,457	24,254,634
Unpaid dividends	242,161	177,142
Advance from Customers	-	17,817
Statutory dues	3,400,549	782,590
Other payables	16,201,530	18,259,362
Total	62,874,697	52,719,545

Notes : -

The Company has not received the required information from supplier regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure as required under Schedule VI of the companies Act, 1956 relating to amounts unpaid as at year end together with interest paid/payable etc., have not been made.

10 Non-current investments (Valued at cost unless stated otherwise)

Investments in equity instruments

	2012-13		2011-12	
	Trade	Others	Trade	Others
Others -				
1. Investments in government or trust securities	40,300	-	40,300	-
2. Other investments	-	752,500	-	77,500
Total	40,300	752,500	40,300	77,500

9 Fixed Assets

Particulars	Gross Block			Depreciation/Amortisation			Net Block			
	Balance as at 1st April 2012	Addition	Disposals	Balance as at 31st Mar, 013.	Upto 1st April, 2012.	For the year	Disposal	Up to 31st Mar, 2013.	Balance as at 31st Mar, 2013.	Balance as at 31st March, 2012.
(i) TANGIBLE ASSETS										
Lease Hold Land	17,482,387	94,600	-	17,576,987	653,237	298,991	-	952,228	16,624,759	16,829,150
Factory Building	133,101,737	126,964,470	-	260,066,207	22,199,756	7,554,285	-	29,754,041	230,312,166	110,901,981
Corporate Office	28,370,995	-	-	28,370,995	754,848	462,447	-	1,217,295	27,153,700	27,616,147
Plant & Machinery	726,369,737	425,240,248	-	1,151,609,985	208,204,984	95,223,736	-	303,428,720	848,181,265	518,164,753
Plant & Machinery- (R & D)	94,420,072	6,982,221	-	101,402,293	36,348,369	9,983,679	-	46,332,048	55,070,245	58,071,703
Electrical Installation	15,472,115	-	-	15,472,115	7,269,847	1,392,925	-	8,662,772	6,809,343	8,202,268
Office Equipment	843,632	240,038	-	1,083,670	311,280	143,579	-	454,859	628,811	532,352
Furniture & Fixtures	11,802,147	4,595,831	-	16,397,978	1,581,870	752,930	-	2,334,800	14,063,178	10,220,277
Air Conditioner	380,264	-	-	380,264	236,966	52,895	-	289,861	90,403	143,298
Motor Vehicles	10,816,118	742,053	2,381,148.00	9,177,023	3,210,926	1,086,250	602,703.00	3,694,473	5,482,550	7,605,192
Computers	4,303,966	316,176	-	4,620,142	2,967,447	714,057	-	3,681,504	938,638	1,336,519
Flats	638,500	-	-	638,500	95,229	10,411	-	105,640	532,860	543,271
TOTAL	1,044,001,670	565,175,637	2,381,148.00	1,606,796,159	283,834,759	117,676,185	602,703.00	400,908,241	1,205,887,918	760,166,911
(ii) INTANGIBLE ASSETS										
Computer Software	330,825	2,105,097	-	2,435,922	441	1,065,387	-	1,065,828	1,370,094	330,384
TOTAL	330,825	2,105,097	-	2,435,922	441	1,065,387	-	1,065,828	1,370,094	330,384

Note : Leasehold Land is amortised over a period of Lease.

Particulars	In Rupees			
	2012-13		2011-12	
11 Loans and advances				
	2012-13		2011-12	
	Long term	Short term	Long term	Short term
Secured, considered good	2,000,000	-	-	
Unsecured, considered good	5,906,303	-	-	678,959
	7,906,303	-	-	678,959
Loans and advances to related parties				
Unsecured, considered good	-	1,400	6,981,432	25,000
	-	1,400	6,981,432	25,000
Other loans and advances				
Advances Recoverable	78,471,346	-	25,517,520	98,467,327
Advances to Suppliers	-	725,287	-	1,297,072
Advances For Capex/Expenses	-	212,755	-	963,736
	78,471,346	938,042	25,517,520	100,728,135
Total	86,377,649	939,442	32,498,952	101,432,094
12 Current investments				
	Units	Amount	Units	Amount
Investment in Mutual Fund (Debt)				
BSL Dynamic Bond Fund - Retail QD	919	10,400	919	10,400
IDFC Money Manager Fund Invest Plan A - MDP	-	-	31,353	315,224
ICICI Prudential Regular Savings Bond	-	-	8,881,941	99,246,807
Reliance Regular Saving Fund-Debt Plan - GP	-	-	1,236,309	17,809,149
ICICI Prudential Wealth Insurance	-	232,400	-	-
Investment in Equity Instruments				
Tumkur Chemicals	-	-	-	700,000
Total	919	242,800	-	118,081,580
13 Inventories				
Raw materials		154,288,629		69,428,829
Work-in-progress		308,310,288		309,627,326
Finished goods		40,264,160		120,285,575
Stores and spares		3,700,360		4,504,860
Total		506,563,437		503,846,590

Particulars	In Rupees	
	2012-13	2011-12
14 Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured considered good	34,792,270	24,015,523
Less : Allowances for bad and doubtful debts	(1,564,902)	-
	33,227,368	24,015,523
Other debts		
Unsecured considered good	593,269,633	294,724,443
	593,269,633	294,724,443
Total	626,497,001	318,739,966

**15 Cash and bank balances
Cash and cash equivalents**

	2012-13		2011-12	
	Current	Non-current	Current	Non-current
Cash on hand	140,270	-	271,332	-
Balances with banks in current accounts	19,631,690	-	8,469,031	-
	19,771,961	-	8,740,363	-
Other bank balances				
Unpaid dividend account	242,161	-	177,142	-
Balances with bank held as Margin money	31,405,196	-	32,146,781	-
	31,647,357	-	32,323,923	-
Total	51,419,317	-	41,064,286	-

16 Revenue

Revenue from operations

Sale of products

Export	751,618,699	395,596,363
Domestic	1,187,505,874	792,177,937
	1,939,124,572	1,187,774,300

Other operating revenues	3,984,187	5,949,490
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Revenue from operations (Gross)	1,943,108,760	1,193,723,790
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Less : Excise duty	195,362,702	65,275,946
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Revenue from operations (Net)	1,747,746,058	1,128,447,844
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Particulars	In Rupees	
	2012-13	2011-12
17 Other income		
Interest income		
From others	1,571,311	3,240,528
Dividend income		
From current investments	17,229	2,787,925
Profit/Loss on sale of Units/ fixed assets (net)	6,960,386	-
Other non-operating Income	2,023,024	102,300
Total	10,571,950	6,130,753
18 Cost of materials consumed		
Opening stock		
Raw materials and components	119,525,321	51,722,735
	119,525,321	51,722,735
Add : Purchases during the year		
Raw materials and components	1,181,573,152	842,256,660
	1,181,573,152	842,256,660
Less : Closing stock		
Raw materials and components	154,288,629	69,428,829
	154,288,629	69,428,829
Total	1,146,809,845	824,550,566
Imported and Indegenous Raw materials Consumed	Rs in lakhs	Rs in lakhs
Imported	6,048.42	2,915.36
(Percentage of total raw materials consumed)	52.74%	35.36%
Indegenous	5,420.26	5,330.14
(Percentage of total raw materials consumed)	47.26%	64.64%
19 Purchases of traded goods		
Chemicals	-	69,698,620
	-	69,698,620
20 Changes in inventories of finished goods, work-in-progress and traded goods		
Opening stock		
Manufactured goods	70,189,083	53,179,692
Work-in-progress	309,627,326	259,242,476
	379,816,409	312,422,168

Particulars	In Rupees	
	2012-13	2011-12
Closing stock		
Manufactured goods	40,264,160	120,285,575
Work-in-progress	308,310,288	309,627,326
	348,574,448	429,912,901
Total	31,241,961	(117,490,733)
21 Employee benefit expense		
Salaries, Wages and Bonus	79,610,326	50,401,650
Contribution to provident and other funds	4,355,075	3,394,182
Staff welfare expenses	3,297,151	1,957,178
Total	87,262,552	55,753,010
22 Finance costs		
Interest expenses	62,328,106	42,330,930
Bank charges	12,521,800	11,939,596
Other Borrowing Cost	-	1,957,178
Total	74,849,906	56,227,704
23 Depreciation and amortisation expense		
Depreciation of Tangible Assets	118,741,571	86,379,446
Total	118,741,571	86,379,446
24 Other expenses		
Consumption of stores and spare parts	2,374,414	873,430
Power , Fuel & Water Charges	91,551,350	54,595,184
Rent	-	24,000
Repairs and maintenance	10,003,504	12,374,938
Insurance	2,842,864	3,509,749
Payments to Auditors	783,417	642,221
Professional And Legal Fees	10,202,857	6,709,602
Office General Expenses	2,727,354	2,859,017
Telephone Expenses	1,562,711	682,240
Vehicle Expenses	2,046,055	1,695,970
Travelling Expenses	10,496,413	4,105,423
Commission on sale	3,672,292	3,773,372
Discount and Allowances	7,948,976	3,586,391
Export Forwarding Charges	10,988,082	7,234,913

Particulars	In Rupees	
	2012-13	2011-12
Other Selling and Distribution Expenses	22,668,049	2,700,914
Sales Promotion Expenses	3,637,527	1,635,093
Net loss on foreign currency transactions and translation	11,381,447	17,700,712
Loss on Sale of Investment	873,445	329,934
R & D and Laboratory Expenses	4,711,129	2,274,854
Deferred Revenue Expenditure written off	-	545,277
Provision for Bad & Doubtful Debtors	1,564,902	-
Miscellaneous Expenses	813,497	10,846,218
Total	202,850,287	138,699,452
Details of Payment to Auditors		
a. Statutory Audit Fees	668,417	492,000
b. Tax Audit Fees	50,000	-
c. Certification and Consultation Fees	65,000	95,071
d. Income tax and other matters	-	55,150
Total	783,417	642,221
25 Duties & Taxes		
Rates & Taxes	9,492,461	866,043
Total	9,492,461	866,043
26 Value of Imports calculated on CIF basis in respect of -		
	(Rs. in lakhs)	
(i) Raw Materials	7,729	3,018
(ii) Capital Goods	-	12
Total	7,729	3,030
27 Expenditure in Foreign Currency on account of -		
	(Rs. in lakhs)	
(i) Commission	35.41	35.73
(ii) Travelling	22.80	16.87
(iii) Professional Fees and Technical Services	9.60	20.41
(iv) Subscription/Prod. Reg. Fees	13.20	1.68
Total	81.01	74.69

Particulars	In Rupees	
	2012-13	2011-12
28 Earnings in Foreign Currency		
	(Rs. in lakhs)	
Exports at FOB	7,701	3,844

29 Contingent Liabilities and Commitments (to the extent not provided for)

(i) Contingent Liabilities	(Rs. in lakhs)	
(a) Bank Guarantee Outstanding	43.50	560.01
(b) Letters of Credit with Banks	1,692.33	843.77
(c) Bills discounted but not realised	709.13	417.99
(d) Claims against Company not acknowledged as debts in respect of sales tax demand against which Company's appeal is pending before commissioner of sales tax (Appeal)	116.49	53.02
(ii) Commitments		
Estimated amount of contracts remaining to be executed on account of capital account and not provided for	407.88	240.58

30 Disclosure in respect of Derivative Instruments

(a) Derivative Instruments Outstanding :

		Millions	
		Forward	
Against Exports	Euro/lnr	-	(0.10)

(b) Derivative Instruments acquired for hedging Purposes

- -

(c) Foreign Currency Exposure not hedged by derivawtive instruments :

	USD (Millions)		Euro (Millions)	
	2012-13	2011-12	2012-13	2011-12
i) Debtors	3.51	1.36	0.66	0.41
ii) Creditors	5.07	1.45	0.18	-
iii) Loans Taken	3.02	6.27	-	0.02
iv) Deferred Receipts	-	4.72	-	-

Particulars	In Rupees	
	2012-13	2011-12
31 Related Party Disclosures		
(a) Names of related parties		
Relationship	Name	
1) Subsidiaries	Behram Chemicals Pvt Ltd Astec Crop Care Pvt Ltd Astec Europe SPRL Comercializadora Agricola Agroastrachem Cia Ltda at Columbia	
2) Associates	Opus Chemicals Pvt Ltd GreenGuard Technologies Pvt Ltd India TL Domain Pvt Ltd Altimax Financial Services Pvt Ltd. Sahbhagi Financial Services Pvt Ltd	
3) Key Management Personnel (KMP)	Ashok V. Hiremath Janak Jaganath Rawal Laxmikant Kabra	
(b) Relatives		
	Mrs. Chitra Hiremath (Wife) Ms. Supriya Hiremath (Daughter) Mr. Varun Hiremath (Son) Mr. Suresh V. Hiremath (Brother) Mr. Jai Hiremath (Brother) Mr. Prabhu Hiremath (Brother) Mrs. Vijaya Hiremath (Mother)	
(c) Transactions with Related Parties		
	(Rs. in lakhs)	
Subsidiaries		
Astec Europe SPRL		
Investment - Purchase of Shares in Astec Europe	-	1.24
Comercializadora Agricola Agroastrachem Cia Ltda at Columbia		
Investment - Purchase of Shares	-	-
Associates		
Altimax Financial Services Private Limited	-	0.89
Issue of Preferential Share Warrant	214.20	79.90
Key Management Personnel (KMP)		
Mr. Ashok V. Hiremath		
Remuneration	48.00	48.00
Dividend Paid	45.87	30.58
Interest Paid	11.87	

Particulars	In Rupees	
	2012-13	2011-12
Unsecured Loan taken by Company	28.63	-
Repayment of Unsecured Loan taken by Company	24.00	47.84
Purchase of Preferential Share Warrant	-	10.62
Mr. Laxmikant Kabra		
Professional Fees	8.00	8.00
Relative of KMP		
Mr. Suresh V. Hiremath		
Dividend Paid	12.39	8.26
Mrs. Chitra Hiremath		
Unsecured Loan taken by Company	24.23	-
Dividend Paid	0.05	0.03
Service Charges	-	4.89
Purchase of Preferential Share Warrant	-	8.07
Globe Search		
Consultancy	4.16	-
Reimbursement of Salary	0.90	-
Mrs. Vijaya Hiremath		
Office Equipment	1.40	-
Professional Fees	0.86	-
Ms. Supriya Hiremath		
Dividend Paid	0.02	0.01
Ashok V. Hiremath HUF		
Dividend Paid	0.05	0.03
(d) Balances with related Parties		
Associates		
Altimax Financial Services Private Limited		
Investment - Preferential Share Warrant	294.10	79.90
Investment - Shares	142.47	0.89
Key Management Personnel (KMP)		
Mr. Ashok Hiremath		
Unsecured Loan	82.58	67.27
Relatives of KMP		
MR. Suresh V. Hiremath		
Unsecured Loan	32.50	32.50
Ms. Chitra Hiremath		
Unsecured Loan	24.23	-
Investment - Preferential Share Warrant	8.07	8.07

32. The Financial Statements for the year ended 31st March, 2013 had been prepared as per the applicable revised schedule VI of the Companies Act, 1956.
33. Significant accounting policies and practices adopted by the Company are disclosed in the financial statements.

34. Accounting Policies and Notes on Accounts

1. Basis of preparation of Financial statement

- (a) These Financial statement has been prepared on an accrual basis and under historical cost convention and in compliance, in all material aspects, with the accounting principles in India, the applicable accounting standards notified under 211 (3C) and the other relevant provisions of the Companies Act, 1956.
- (b) The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial the reported amounts of revenues and expenses during the reporting period. Differences between actual results are recognized in the period in which the results are known/materialized.

3. Fixed Assets & Capital Work-In-Progress

- (a) Fixed Assets are accounted at cost of acquisition or construction less depreciation. The Company capitalized all direct and indirect costs relating to the acquisition and installation of fixed assets, Interest on borrowed funds, if any used to finance acquisition / construction of fixed assets are capitalized till the date of Commercial production.
- (b) Capital Work-In-Progress comprises outstanding advances paid to acquire Fixed Assets and cost of Fixed Assets that are not yet installed.

4. Depreciation and Amortization

- a) Depreciation has been provided on straight-line method at the rates and in the manner specified in schedule XIV to the companies Act, 1956. Depreciation is provided on pro-rata to the period of use.
- b) Leasehold land is amortized over the period of lease.

5. Sales

Revenue from sale of products includes sale value of goods and excise duty collected thereon, but excludes sales tax.
Sales turnover are stated at net of trade discount and rebates granted during the ordinary course of business.

6. Inventories

Inventories of Raw Materials, Packing Material, Stores and Spares are valued 'At Cost'. Finished Goods and work in Progress are stated 'at Cost or Net Realisable Value' whichever is lower'. Cost Comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

7. Investments

Investments are classified into current and long-term Investments. Current Investments are stated at lower of cost and fair value. Long-term Investments are stated at cost.

8. Impairment of Fixed Assets

At each Balance Sheet date, the Company reviews the carrying value of tangible and intangible assets for any possible impairment. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or estimated future cash flows, which are discounted to their present value based on appropriate discount rates. During the year no provision for impairment of fixed assets has been made.

9. Excise Duty and Customs Duty

Excise duty / Customs duty has been accounted on the basis of payments made in respect of goods Cleared. Cenvat credit on raw materials and capital goods has been accounted for, by reducing the purchase cost of raw materials and capital goods respectively.

10. Segment Reporting

In accordance with the requirement of Accounting Standard – 17, Segment Reporting issued by the Institute of Chartered Accountants of India, the Company's Business Segment is "Manufacturing of Agro and Pharma Chemicals" and hence it has no other reportable segment.

11. Foreign Currency Transaction

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognized in the profit & loss account.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rate on that date. The exchange differences, if any, are recognized in the profit and loss account and related assets and liabilities are accordingly restated in the balance sheet.

12. Retirement Benefits

Provision for Gratuity & Leave encashment are made and provided on actuarial valuation basis. Other retirement benefits are accounted as per Company's policy.

13. Earning per share (EPS)

The numerator and denominator used to calculate Basic and Diluted Earning per Share:

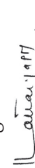
		31.03.2013	31.03.2012
Net Profit After tax	Rs. in lakhs	594.45	241.81
Basic/Weighted average number of Equity Shares Outstanding during the year	No.	1,72,07,850	1,69,29,130
		1,73,29,100	1,69,29,130
Nominal Value of Equity Shares	Rs.	10	10
Basic (Weighted) Earning per share	Rs.	3.45	1.43
Diluted Earning Per Share	Rs.	3.43	1.43

Financial Information of subsidiary companies

(Rs. in lakhs)													
Sr No.	Name of Subsidiary Company	Reporting Currency	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover/ Total Income Taxation	Profit/ (Loss) Before Taxation	Provision for taxation	Profit/ (Loss) After Taxation	Proposed Dividend	Country
1	Astec Crop Care Private Ltd	INR	50.00	-	115.23	115.23	-	906.78	5.32	-	5.32	0	India
2	Behram Chemicals Pvt. Ltd.	INR	60.00	7.37	78.22	78.22	7.00	10.80	1.67	0.40	1.27	0	India
3	Astec Europe Sprl	EURO	19000	-	63101.69	63101.69	-	2465.00	(15313.19)	-	(15313.19)	0	Belgium


Comercializadora Agricola Agroastrachem Cia Ltda in Bagota, Columbia. This Company was formed as 100% subsidiary of Astec LifeSciences Limited on 19th March, 2013.

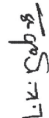
As per our report of even date
For P. M. Kathariya & Co.
 Chartered Accountants
 Firm Reg. No.104922W


CA. P. M. Kathariya
 (Proprietor)
 Membership No. - 31315
 Place: Mumbai
 Date: 24th May, 2013

For and on behalf of the Board


Ashok V. Hiremath
 Chairman & Managing Director


Vikas R. Chomal
 Company Secretary & Compliance Officer


Laxmikant Kabra
 Director

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Astec LifeSciences Limited

Registered Office: Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai - 400001, Maharashtra
Tel: +91 22 22618212, 61205600, Fax: +91 22 22618289, www.astecls.com

ATTENDANCE SLIP

DP ID

Folio No.

Client ID

No. of Shares

Name and address of Shareholder/Proxy holder

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 17th September, 2013 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai- 400001 at 4.00 P. M.

Name of Member/Proxy

Member's/proxy Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

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PROXY FORM

DP ID

Client ID

Folio No.

No. of Shares

I/We _____ of _____ being a Member of Astec LifeSciences limited do hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 17th September, 2013 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kaala Ghoda, Mumbai- 400001 at 4.00 P. M. and at any adjournment(s) thereof.

Signed this _____ day of _____ 2013

Signature _____

Affix 1 Rupee
revenue
stamp

Notes: The proxy form duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and proxy need not be a member.

Book Post

To,

If undelivered please return to:



ASTEC

Astec LifeSciences Ltd.

Registered & Corporate Office:

Elite Square, 7th Floor, 274,
Perin Nariman Street, Fort,
Mumbai- 400001.

Phone: +91-22-2261 8212, 6120 5600

Fax: +91-22-2261 8289

E-mail: info@astecls.com

www.astecls.com


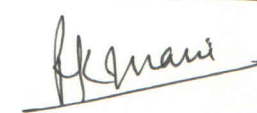

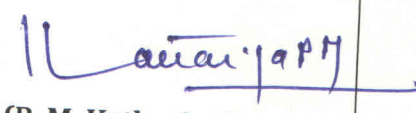


Astec LifeSciences Ltd.

Form A

(Clause 31 (a) of the Listing Agreement)

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Astec LifeSciences Limited
2.	Annual financial statements for the year ended	31 st March, 2013
3.	Type of Audit Observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	Signed by:	
	Ashok V. Hiremath (Managing Director)	
	Ravindra Inani (Chief Financial Officer)	
	Sitendu Sharma (Chairman of Audit Committee)	
	For P M Kathariya & Co. Chartered Accountants Firm Registration No. 104922W (Statutory Auditors)	 (P. M. Kathariya) Proprietor Membership No. F-31315



Head Office :
Elite Square, 7th Floor,
274, Perin Nariman Street,
Fort, Mumbai - 400001, India
Phone: +91-22- 2261 8212/ 6120 5600
Fax : +91-22- 2261 8289
E-mail : ah@astecsls.com
Website : www.astecsls.com

Factory :
Plot No. K-2/1/1
Addl. MIDC, Industrial Area,
Mahad - 402 309, Dist Raigad,
Maharashtra, India.