

Astec LifeSciences Limited

20th Annual Report 2013-2014

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Important Communication To Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.



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 Ltd.
State Bank of Hyderabad
IDBI Bank Ltd.

Company Secretary & Compliance Officer
Tejal Jariwala

Cost Auditors
M/s NNT & Co.
Nikita Nimesh Talati
Cost Accountants
Membership No: 28904

Registered Office

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

Plant Locations

- 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, Local Unit, Mahad,
Dist. Raigad- 413341, Maharashtra
- iii) 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, Saki Vihar
Road, Saki Naka, Andheri (E),
Mumbai-400072, Maharashtra

Statutory Auditors

M/s. Shah & Kathariya
Chartered Accountants
Firm Reg. No.115171W
Mumbai, Maharashtra

Financial Highlights

Rs.in Lacs

	2013-14	2012-13	2011-12	2010-11	2009-10
Turnover (Gross)	22,004	19,431	11,937	11,357	11,649
EBDIT	3,516	2,806	1,611	1,685	2,648
PAT	865	590	127	488	1,384

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the members of Astec LifeSciences Limited will be held on 23rd September, 2014 at 3.30 P.M. at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020, to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2014 together with Reports of Directors and Auditors thereon.
2. To declare Dividend for the year 2013-14.
3. To appoint a Director in place of Dr. P. L. Tiwari, who retires by rotation and, being eligible offers himself for re-appointment.
4. To appoint 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 pursuant to provisions of Section 139 of Companies Act, 2013 and other applicable provisions, if any, for the time being in force, M/s Shah & Kathariya, Chartered Accountants, Mumbai (ICAI Regn No. 115171W) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as agreed upon by the Board of Directors for the financial year 2014-15.”

5. To appoint Mr. Vinod Malshe (DIN:00642540) as an Independent Director 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 Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Vinod Malshe (DIN:00642540), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year upto the conclusion of next Annual General Meeting which shall be held in the year 2015.”

6. To appoint Mr. Sitendu Sharma (DIN:01956423) as an Independent Director 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 Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Sitendu Sharma (DIN:01956423), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible

for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year upto the conclusion of next Annual General Meeting which shall be held in the year 2015.”

7. To appoint Mr. Mohammed Zakir (DIN:00331018) as an Independent Director 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 Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Mohammed Zakir (DIN:00331018), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year upto the conclusion of next Annual General Meeting which shall be held in the year 2015.”

8. To appoint Mr. Mandar Patil (DIN:05284076) as an Independent Director 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 Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof at any time being in force) and Clause 49 of the Listing Agreement, Mr. Mandar Patil (DIN: 05284076), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year upto the conclusion of next Annual General Meeting which shall be held in the year 2015.”

9. To appoint Dr. Leena Raje, (DIN: 06961551) as a Director on the Board of the Company as an Independent Director 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 provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing agreement, Dr. Leena Raje (DIN:06961551), who has submitted a declaration that she meets the criteria for independence and as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a Non Executive Independent Director of the Company to hold office for a period of 1 year upto the conclusion of next Annual General Meeting which shall be held in the year 2015.”

10. To adopt new set of Memorandum of Association of the Company in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT, pursuant to provisions of section-13 and other applicable provisions of Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), a new set of Memorandum of Association of Astec LifeSciences Limited, be and is hereby approved and adopted in substitution, and the entire exclusion, of the existing Memorandum as placed before the Members and duly initialed by the Chairman for identification purpose."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

11. To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT, pursuant to provisions of section-14 and other applicable provisions of Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), a new set of Article of Association of Astec LifeSciences Limited, be and is hereby approved and adopted in substitution, and the entire exclusion, of the existing Article of Association as placed before the Members and duly initialed by the Chairman for identification purpose."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

12. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution:**

"RESOLVED THAT in accordance with the provisions contained in the Articles of Association and Sections 62 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the company (hereinafter referred to as "the board" which term shall be deemed to include any committees thereof), consent of the members be and is hereby accorded for amending the existing clauses 11 & 12.3(a) of ESOP Scheme as follows. The existing Clause 11 & 12.3(a) of the ESOP Scheme be changed with the following.

Clause 11. Options shall be granted in the following manner in case of all category i.e. 1, 2, 3 & 4.

Category	1	2	3	4
No. of options eligible in respective category	40,000	10,000	3,000	2,000

Clause 12.3 (a). The Options granted by the Compensation Committee shall vest & may be exercised in the following manner:

- (i) 40% of the options at the end of One year from the date of grant.
- (ii) 30% of the options at the end of the Two years from the date of grant.
- (iii) 20% of the Options at the end of the Three years from the date of grant
- (iv) 10% of the options at the end of Four Years form the date of grant.

The Options other than those vested in the first lot, shall vest on a yearly basis. The options under the first lot shall vest at the end of One year from the date of grant.

- (b) Subject to the provisions of sub clause (c) herein below, at the end of each Vesting Period, the employee has a period of 7 years to exercise the Options covered under the said Vesting Period.
- (c) Options not exercised during any particular exercise period, can be carried forward to the subsequent exercise period(s), provided however that all the Options, have to be exercised within a period of 7 years from the date of the vesting period in respect of the final lot, after which any unexercised options shall lapse.
- (d) The exercise period determined by the Compensation Committee under Clause 21 of the ESOP 2012 shall be the period within which the options shall be exercised.
- (e) Notwithstanding anything contained in the relevant provisions of ESOP 2012, it shall always be a pre-condition for the exercise of the options that the employee should be in services with the Company or its subsidiaries, as the case may be and in the event the employee ceases from the services of the Company or its subsidiaries by reason of resignation or termination, the entire lot of the options granted and vested but not exercised shall lapse.
- (f) There shall be no lock-in period after the shares are issued pursuant to exercise of options by the employees.

“RESOLVED FURTHER THAT the Company be and is hereby authorized to enter a new clause 22 & 23 after the existing clause 21 in the ESOP Scheme in compliance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:

Clause 22. Appraisal Process

Before granting the options to the employees under the Plan, the Board including the Compensation Committee) would, apart from examining and valuating overall group corporate performance, inter alia, take into consideration the length of service, grade, performance, merit, key position, future potential contribution and conduct of the employee and such other factors as may be deemed appropriate by it.

Clause 23. Compliance with Accounting Standards

At all times Company shall comply with all the applicable Accounting Standards and Policies in respect of the ESOP Scheme, 2012.”

“RESOLVED FURTHER THAT the information to be mentioned in Schedule V pertaining to maximum number of options to be granted per employee be increased to 40,000 options to bring it in compliance with clause 11 of the ESOP Scheme 2012”.

“RESOLVED FURTHER THAT the ESOP Compensation Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary

or desirable for the purpose of giving effect to this resolution with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

13. To increase the Authorised Capital of the Company, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 61 of the Companies Act, 2013 and other applicable provisions, if any, the Authorised Capital of the Company be and is hereby increased from Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 Equity Shares of Rs.10 each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/- each, each ranking pari-passu with the existing Equity Shares.”

14. To amend the capital clause of Memorandum of Association of the Company, and in this regard, if thought fit to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** consequent upon increase in share capital as aforesaid, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following: The Authorised Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/- each.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to make necessary amendments in the Memorandum of Association of the Company and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Nikita Nimesh Talati, M/s NNT & Co., Cost Accountants (Firm Registration Number 28904), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of Rs.40,000/- for conducting the Cost Audit.”

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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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/proxies are requested to bring duly filled attendance slips and Ballot form along with their copy of annual report sent herewith to attend the meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Attendance Form for attending the meeting.
5. In case of joint holders attending meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. 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, during business hours up to the date of the Meeting.
7. (a) The Company has notified closure of Register of Members and Share Transfer Books from 17th September, 2014 to 23rd September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 24th September, 2014 and 30th September, 2014 to those members whose names shall appear on the Company's Register of Members on 17th September, 2014; 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, Bigshare Services Private Limited 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 or bank mandates immediately to the Company/Registrars and Transfer Agents, M/s. Bigshare 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. Bigshare Services Private Limited.

11. Non-Resident Indian Members are requested to inform Bigshare Services, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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 dividends 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

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
2012-13	17.09.2013	7.5%	0.75

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

14. Members, who have not encashed the dividend warrants for the above years, are requested to write to the Company giving the necessary details.
15. 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.
16. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to provisions of section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled to Bigshare Services Private Limited. The prescribed form in this regard may be obtained from Bigshare Services Private Limited. Members holding shares in electronic form are requested to contact their DP directly for recording their nomination.
17. Details of Directors including those liable to retire by rotation and proposed to be appointed/re-appointed at the forthcoming Annual General Meeting (pursuant to clause 49 of the listing agreement entered into with the Stock Exchanges) is as follows:

Name of Director	Dr. Pyarelal Tiwari	Sitendu Sharma	Prof. Vinod Malshe	Mohammed Zakir	Mandar Patil	Dr. Leena Raje
Date of Birth	01.07.1945	31.07.1969	28.02.1947	06.06.1940	24.05.1970	20.10.1957
Relationship with other Directors interse	None	None	None	None	None	None
Date of Appointment	25.01.1994	27.09.2007	28.03.2008	27.09.2007	27.05.2012	-
Expertise in specific Functional Area	Dr. P. L. Tiwari has an MBBS and MD (Medicine) Degree from Banaras Hindu University. He is a Member off Royal College of Physicians of the United Kingdom (MRCP) and Fellow of Royal College of Physicians, Edinburgh (FRCP). He is a practicing cardiologist in Bombay Hospital, 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 'A' ward Medical Association, Mumbai. MBBS & MD (Medicine) 18,15,00010	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.	Mr. 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.	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 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.	Mr. Mandar 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.	Dr. Leena Raje has M.Phil & PhD from S.N.D.T. University, Mumbai. She has been working as an associate professor, teaching food science & nutrition for last 28 years in P. N. Doshi college Mumbai. Currently she is the Principal of the college. She has also guided 12 students for the M.Sc. & has been recently approved for guiding PhD students.
Qualification	MBBS & MD (Medicine)	B.Com, F.C.A	Master of Science (Technology)	Graduate- Mechanical Engineering	B.Com, F.C.A	M. Phil & PhD (Food Science & Nutrition)
No. of Equity Shares held In the Company	18,15,000	Nil	Nil	Nil	Nil	Nil
Directorship in other Indian Public Companies	1	2	2	Nil	1	Nil
Chairmanship/Membership of Committees in other Indian Public Limited Companies	0	Nil	Nil	Nil	1	Nil

18. The Notice of AGM along with the Annual Report 2013-14 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode.
19. To support 'Green initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and as per Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL (Central Depository Services Limited), on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 15th September, 2014 at 9.00AM and ends on Wednesday, 17th September, 2014 at 6.00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22nd August, 2014.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ol style="list-style-type: none"> 1. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. 2. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
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DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ol style="list-style-type: none"> 1. Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 2. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the “Astec LifeSciences Limited”
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

3. After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- 1) Mr. Vikas R. Chomal, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 2) In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Vikas R. Chomal, Scrutinizer at his office situated at 3, Ground Floor, Suyog Apartment, Near Sampada Hospital, Daji Ramchandra Road, Charai, Thane (W) – 400601, Tel: 022-25410931, Email: vikas@vrca.co.in, csvrca@gmail.com, so as to reach him on or before 17th September, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
- 3) Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@astecls.com or tejal@astecls.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer's Office not later than Wednesday, 17th September, 2014 (6.00 p.m. IST).

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

- 4) The Results shall be declared alongwith the Scrutinizer's Report and shall be placed on the Company's website www.astecls.com and on the website of CDSL www.evoting.cdsl.com within 2 (two) days of passing of the resolutions at the 20th Annual General Meeting and will be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed.

Date: 9th August, 2014
Place: Mumbai

For Astec LifeSciences Limited

**Sd/-
Ashok V. Hiremath
Chairman & Managing Director**

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item Nos. 5 to 8

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with Stock Exchanges, appointed Mr. Vinod Malshe, Mr. Sitendu Sharma, Mr. Mohammed Zakir and Mr. Mandar Patil, as Independent Directors, in compliance with the requirements of the clause.

Pursuant to provisions of Section 149 of the Act, which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of these directors as Independent Directors from a period of 1 year upto the conclusion of next Annual General Meeting which shall be held in the year 2015.

Mr. Vinod Malshe, Mr. Sitendu Sharma, Mr. Mohammed Zakir and Mr. Mandar Patil, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

A brief profile of the Independent directors to be appointed is as follows:

Mr. 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.

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.

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 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.

Mr. Mandar 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.

None of the directors except Mr. Vinod Malshe, Mr. Sitendu Sharma, Mr. Mohammed Zakir and Mr. Mandar Patil are interested in the resolution.

Item No. 9

As per the provisions of Section 149 of Companies Act, 2013, Company is required to have a Woman Director on the Board of the Company. To comply with the provisions of Listing Agreement, the Woman Director to be appointed needs to an Independent Director who shall not be liable to retire by rotation. Accordingly, Nomination and Remuneration Committee has recommended the appointment of Dr Leena Raje (DIN:06961551) as an Independent Director of the Company to hold the office upto the next Annual General Meeting of the Company which shall be held in the year 2015.

Dr. Leena Raje has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she also fulfills the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of section 149 read with schedule IV of the Act, her appointment as Independent Directors is now being placed before the members for their approval.

A brief profile of Dr. Leena Raje to be appointed as Independent director is as follows:

Dr. Leena Raje has M.Phil & PhD from S.N.D.T. University, Mumbai. She has been working as an associate professor, teaching food science & nutrition for last 28 years in P. N. Doshi college Mumbai. Currently she is the Principal of the college. She has also guided 12 students for the M.Sc. & has been recently approved for guiding PhD students.

None of the promoters, directors, key managerial personnel of the company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 10 & 11

The existing Memorandum of Association (MOA) & Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles and as per the provisions of new Act, the MOA of the company requires certain amendments. Given this position, it is considered expedient to wholly replace the existing MOA & AOA by a new set of Memorandum & Articles of Association. The new MOA to be substituted in place of existing MOA is based on the Table 'A' of Schedule I of the Companies Act, 2013 and the new AOA to be substituted in place of the existing

AOA is based on Table 'F' of Schedule I of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

The Board recommends the Special Resolution set out at Item No. 10 & 11 of the Notice for approval by the shareholders.

Item No. 12

At the Extra-Ordinary General Meeting of the Company held on 27th March, 2012, the members had passed a special resolution approving the introduction and implementation of employee stock option plan (ESOP 2012). Pursuant to the said resolution, the employee stock option scheme 2012 was constituted and stock options were granted to employees commencing from September, 2012. Employee stock options are powerful tools which help foster employee motivation. Having a highly motivated team is one of the key essentials for superior performance. Keeping in mind the spirit of the scheme and the interest of the employees, it is proposed that the maximum number of options to be granted to Category 1 and Category 2 employees be increased to 40,000 and 10,000 respectively which is presently restricted to 10,000 and 5,000 respectively for both categories. Stock option is an effective instrument to align the interests of employees with those of the company. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands. This modification/amendment to the Scheme clause will help the company to attract, retain and motivate the best available talent in the increasingly competitive environment. All employees falling under Category 1, ie. Assistant General Manager and above and Category 2 ie. Senior Managers and Managers shall be beneficiaries to this variation.

None of the directors of the company are in any way, concerned or interested in the resolution.

As per the SEBI Guidelines, any amendment to the ESOP scheme requires the approval of the shareholders. Accordingly, a special resolution is submitted for the approval of the members.

Item No. 13 & 14

The present share capital of the company is Rs 20,00,00,000/- (Rupees Twenty Crores Only). The company is required to raise resources by issue of Securities in order to meet the rising requirements of funds. Hence, the present Authorised Share Capital is proposed to be increased to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) by creation of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

Clause V of the Memorandum of Association is required to be consequently amended. In view of above, the Board of Directors recommend the passing of the resolutions in item no.13 as an ordinary resolution and item no.14 as special resolutions as per the provisions of the Companies Act, 2013.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 15

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint an individual who is a Cost Accountant in practice or a firm of cost accountants in practice, as cost auditor. The remuneration of the cost auditor is required to be recommended by Audit Committee, approved by the Board of Directors and ratified by the members.

On recommendation of Audit Committee at its meeting held on May 30, 2014, the Board has considered and approved appointment of M/s NNT & Co. (FRN 28904), for the conduct of the audit of the Company's cost records at a remuneration of Rs.40,000/- (Rupees Forty Thousand Only) per annum.

The Resolution at item no.15 of the Notice is set out as an Ordinary resolution for approval and ratification by the members in terms of section 148 of the Companies Act, 2013.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Date: 9th August, 2014
Place: Mumbai

By order of the Board
Sd/-
Ashok V. Hiremath
Chairman & Managing Director

Management Discussion And Analysis

The statements in the “Management Discussion and Analysis Report” describe the Company’s objectives, projections, estimates and expectations which may be “forward looking statements” within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies and other incidental factors.

Business Environment And Industry Structure

Agriculture provides much more than food. It offers essential commodities, environmental services and social goods that facilitate economic development, industrialization and diversification. More than 3 billion people – almost half of the world’s population - live in rural areas. Roughly 2.5 billion of these rural people derive their livelihoods from agriculture. For many economies, especially those of developing countries, agriculture can be an important engine of economic growth. Approximately three-quarters of the world’s agricultural value added is generated in developing countries, and in many of these, the agriculture sector contributes as much as 30 percent to gross domestic product (GDP)

Robert Malthus had made a dire prediction in the late 1880s, “The power of population is indefinitely greater than the power in the earth to produce subsistence for man”. The simple message was that eventually mankind will be short of food. World population was less than a billion when this prediction was made. The growth in population since then has been phenomenal and the world now has 7 billion people. Yet we don’t think of food as being scarce.

What has made this growth possible while mitigating the Malthus prediction? The obvious answer is that advances in agricultural technology drove significant productivity enhancements.

The Agro chemicals industry has a strong linkage to Agriculture, which itself is heavily dependent on vagaries of monsoon. Various other critical factors impacting its robust growth include availability of credit, irrigation facilities and other needed agri inputs. Occurrence of pests and plant diseases are perennial risk factors where the agro chemicals industry comes into play. Global population dynamics especially in countries with limited arable land, and those with poor irrigation infrastructure find themselves confronting the challenge of feeding their millions of populace and ensuring food security year in and year out. Improving farm productivity across all agri and horticultural crops continually is the big challenge and taking timely and appropriate recourse to agro chemical applications is now universally accepted as a sine quo non.

For the Agro chemical Industry, the potential for robust and sustained growth against the backdrop of demand – production gap in agriculture sector year in and year out is loud and clear. The challenge for the industry lies in its capability to come up with safe and efficient products and applications for pest control and for eradication of plant diseases leading to maximizing yields from the available land under cultivation. For the Industry to grow exponentially, the challenge lies in developing new products through intensive R & D to innovate and come up from time to time with new products that are environmentally safe and efficient over the long term and are proven cost effective as well.

Agro-chemical Industry Overview

Latin America, Europe and Asia account for more than 75% of the global market size and these regions taken together have been reporting consistent year on year growth. In 2013, the Industry reported a

growth of 11.2% in nominal terms and 9% in real terms and has reached a size of \$ 53 billion. Latin America emerged as the largest market in terms of size in 2013 with a high growth of 26.9% over 2012. Europe recorded a growth of about 9.5% and Asia grew by a marginal 1.3% over 2012. The growth is largely facilitated by strong Commodity prices and it is expected that the Industry will fare strongly over the next few years at an average rate of 5% annually reaching a size of \$ 60 billion by 2017.

Agriculture, with its allied sectors, is unquestionably the largest livelihood provider in India. Most of the industries also depend upon the sector for their raw materials. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors that contribute to agriculture growth. Indian agriculture has undergone rapid transformation in the past two decades. The policy of globalisation and liberalisation has opened up new avenues for agricultural modernisation. This has not only lead to commercialisation and diversification, but also triggered various technological and institutional innovations owing to investments from corporate entities. From a net importing country, India is today consistently producing 250 million tonnes (MT) of food grains, 100 MT of rice, 90 MT of wheat, 35 million bales of cotton, and more than 18 MT of pulses.

Indian agro-chemical Industry has been growing at the rate of about 8 to 9% over the past seven years and the Industry size is estimated at \$ 3.8 billion with exports accounting for about 50%. The Industry growth in recent years is largely driven on the back of increasing volumes in agricultural production and higher commodity prices. It is estimated that the Industry would continue to grow by about 9% annually in domestic brand business and at about 15% in exports from India reaching a size of \$ 7 billion by 2017.

Company Performance

During the year 2013-14, the Company continued its focus on improving performance across all aspects of the business operations viz., enhance manufacturing capability and ensuring consistency in production, improving compliance to environmental regulations, improvement in yields and reduction in conversion costs, scaling up business in critical high value markets, leverage international product registrations and enhancing portfolio of product registrations for increasing market access in critical markets enabling profitable growth.

Your Company's contract manufacturing business is making good progress Two contracts are already established and a third one has started commercial production. These relationships with major multinationals are leading to many growth opportunities. Your company has now established credibility to deliver and has built plants that meet the standards required by our customers. We are already discussing additional projects with our customers.

The measures implemented by the Company in recent years and continued in 2013-14 have led to significant progress in various critical areas of performance:

1. Focus on developing processes for new generation fungicides
2. Backward integration of some of the existing molecules with a view to achieve cost efficiency
3. Purity and impurity profiling of molecules for the purpose of registration in domestic and international markets

These initiatives contributed to the Net Sales Turnover increasing by over 18% over 2012-13 to Rs. 207.33 Cr and Profit after Tax increasing by 45% over the same period to Rs. 8.67 Cr.

Outlook

The world's population is expected to reach 9 billion by 2050. As population increases, natural resources will become scarcer, mainly due to insufficient arable land reserves, increasing urbanization and progressive climate change. The Agrochemical Industry is expected to maintain its growth trend. With growing income levels and reduced labour availability, the industry growth will be led by fungicides and herbicides. Despite relative competitive advantage of China, Indian industry continues to improve on its performance in Agrochemicals largely owing to its superiority in select molecules and access to international markets through product registrations and marketing capabilities. This is likely to be maintained and the gap is expected to narrow down in the coming year(s) in view of the challenge from China getting whittled down as their costs are going upwards due to stricter environmental compliance requirements in China and their currency, Yuan, appreciating in recent times.

With an upsurge in confidence from the significantly improved performance in the year 2013-14, your Company is optimistic about further improving on its performance with ongoing and planned initiatives ahead.

Buoyed by 50% growth experienced by the Indian floriculture industry in the last three years, the Government of India launched a National Horticulture Mission to double production. Growing horticulture and floriculture industries catalyse the demand for agrochemicals (especially fungicides).

Risks & Uncertainties

Besides strong linkage to agriculture which itself is dependent on monsoon vagaries, country specific regulatory risks, controls and periodic product registration reviews in overseas markets could put a temporary set-back and impact the business. Being a business with a significant share of exports and input imports, risks associated with volatility of foreign exchange and cross border transactions exist as well.

Internal Control Systems

The Company has appropriate internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations.

Human Resources

The Company appreciates the valuable contribution and initiatives on the part of employees towards achieving improved productivity and efficiency in operations and in overall performance of your Company. The management team comprises of professionals with proven track records. The Company remains focused and sensitive to the role of human resources in optimizing results in all areas of its working and the industrial relations are cordial.

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 with 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, 2014 was as follows:

Composition and category of Directors as of March 31, 2014 was as follows:

ASHOK V. HIREMATH	Chairman & Managing Director
JANAK J. RAWAL	Whole Time Director
P. L. TIWARI	Non Executive, Non Independent Director
LAXMIKANT KABRA	Non Executive, Non Independent Director
SITENDU SHARMA	Non Executive, Independent Director
VINOD MALSHI	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 Excellence 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	GreeGuard 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	Names of the Companies/firms	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
7	Narendra Investments (Delhi) Limited	Director
8	Ornate Chemicals Private Limited	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	Monarch Apparels (India) Limited	Additional 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



Dr. 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



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. He has done his B.A. in the year 1984 from Bhavans College, Mumbai. He has vast & 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

Six Board meetings were held during the year from April 01, 2013 to March 31, 2014. The dates on which the meetings were held were 24th May, 2013, 12th August, 2013, 19th September, 2013, 23rd October, 2013, 24th January, 2014, and on 18th February, 2014. 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		Directorships (excluding Directorship in Private Companies)*	Committee Membership#	Committee Chairmanship#
	Board Meeting	Last AGM			
Ashok V. Hiremath Chairman & Managing Director	6	Present	4	Nil	Nil
Janak R. Rawal Whole Time Director	5	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	6	Present	4	4	3
Sitendu Sharma Non Executive & Independent Director	6	Absent	1	2	1
Prof. Vinod Malshe Non Executive & Independent Director	5	Absent	2	Nil	Nil
Mohammed Zakir Non Executive & Independent Director	4	Absent	Nil	2	Nil
Mandar Patil Non Executive & Independent Director	4	Present	1	2	Nil

*excludes directorship in our own Company

#includes membership/Chairmanship in own Company and in accordance with clause 49 of the Listing Agreement, Memberships/Chairmanships of only Audit Committee and Shareholders/Investor's Grievance Committee in all public limited companies have been considered.

5. Audit Committee

The Company has constituted an Audit Committee consisting of Non-Executive Directors for the year 2014-2015. 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 April 1st 2013 to March 31st 2014 i.e. on 24th May, 2013, 12th August, 2013, 23rd October, 2013 and 24th January, 2014.

The constitution of the Committee and the attendance of each member of the Committee as on March 31, 2014 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

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

6. Nomination and 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, 2013.

The Nomination & Remuneration Committee comprises of Mr. Mohammed Zakir, Chairman, Mr. 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. Four meetings of Remuneration Committee were held on 24th May, 2013, 12th August, 2013, 23rd October, 2013 and 24th January, 2014 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 2013-14 are given below:

Remuneration paid during the year 2013-2014				
Name of Director	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 Stakeholder Relationship Committee, Remuneration Committee and Compensation Committee Meetings.

Sitting fees and commission to the Non-Executive Directors, for 2013-2014 are detailed below:

Name of Director	Sitting Fee	Professional Fee	Total
Laxmikant Kabra	40,000/-	15,00,000/-	15,40,000/-
Dr. P. L. Tiwari	15,000/-	-	15,000/-
Prof. Vinod Malshe	15,000/-	-	15,000/-
Sitendu Sharma	40,000/-	-	40,000/-
Mohammed Zakir	10,000/-	-	10,000/-
MandarPatil	30,000/-	-	30,000/-

Nomenclature of Remuneration committee has been changed to Nomination & Remuneration Committee at the Board meeting held on 30th May, 2014 to bring it in compliance with provisions of Companies Act, 2013.

7. Stakeholders Relationship Committee*

The Committee Consists of 3 Non-Executive Directors namely, Mr. Laxmikant Kabra, Chairman of the Committee and Mr. Mohammed Zakir & 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 annual report, non-receipt of dividend warrants etc. and suggesting improvements in investors relations.

Four meetings of Stakeholders Relationship Committee were held during the year April 01, 2013 to March 31, 2014. The Committee met on 24th May, 2013, 12th August, 2013, 23rd October, 2013 and on 24th January, 2014.

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, 2014 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	0	0	0
3	Non receipt of Dividend Warrant	2	2	0
	Total	2	2	0

*Nomenclature of Shareholders/Investors Grievance committee as been changed to Stakeholders Relationship Committee at the Board meeting held on 30th May, 2014 to bring it in compliance with provisions of Companies Act, 2013.

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 looks 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 24th January, 2014 wherein 3 out of 4 Directors were present.

9. Risk Management Committee

Pursuant to provisions of Section 134 of Companies Act, 2013 a Risk Management Committee consisting of Mr. Ahsok V. Hiremath, Managing Director, Mr. Laxmikant Kabra, Director and Mr. Ravindra Inani, Chief Financial Officer of the Company is constituted by the Board at the meeting held on 30th May, 2014.

The committee shall lay down procedures to inform Board members about the risk assessment and minimization procedures. The Committee shall be responsible for framing, implementing and monitoring the risk management plan for the company. The Committee shall monitor and review the risk management plan. 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.

10. Corporate Social Responsibility Committee

Pursuant to provisions of Section 135 of Companies Act, 2013, a Corporate Social Responsibility Committee consisting of Mr. Vinod Malshe, Independent Director, Mr. Laxmikant Kabra, Non-executive Non-Independent Director and Mr. Sitendu Sharma, Independent Director of the Company is constituted by the Board at the meeting held on 30th May, 2014.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

11. 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
2010-2011	Walchand Centre for Business Training Hall, 3rd Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020	23rd September, 2011	3:00 P.M.	1
2011-2012	Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020	25th September, 2012	3.30 P.M.	Nil
2012-2013	M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, Kala Ghoda, 18/20, K. DubashMarg, Mumbai-400001	17th September, 2013	3.00 PM	Nil

ii) No extra ordinary general meeting held during the year 2013-2014.

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

12. 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. A Risk Management Committee of Board has been formed w.e.f 30th May, 2014 as per the provisions of Companies Act, 2013

(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) Whistle Blower Policy:

Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal, unethical behavior and actual or suspected fraud or violations of company's code of conduct or ethics policy. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to the Chairman of Audit Committee Mr. Sitendu Sharma. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

(g) Compliance with the Non-Mandatory Requirements:

The Company complies with all mandatory requirements and also adopted some of the non-mandatory requirements as detailed under the head "Non Mandatory Requirements".

13. 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 on URL www.astecsl.com. Official news releases are also updated on the site.

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

14. 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 April 6, 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 LifeSciences Limited on 19th March, 2013.

15. 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 : 23rd September, 2014

Time : 3.30 P. M onwards

Venue : Kilachand Conference Room, 2nd Floor, IMC building,
IMC marg, Churchgate, Mumbai - 400 020.

Date of Book Closure

The Share Transfer books and Register of Members will remain closed from 17th September, 2014 to 23rd September, 2014 (both days inclusive).

Dividend

Dividend @ 1 Rupee per Share on 1,85,29,130 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, 2014, 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 17th September, 2014 after giving effect to all valid transfer of shares in physical form lodged with the Company on or before 17th September, 2014 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 17th September, 2014. Dividend will be paid within 30 days from the date of approval by the members at the Annual General Meeting i.e. 23rd September, 2014.

Financial Calendar

1) Financial Year	1st April to 31st March
2) Financial Reporting for	
Quarter ending 30th June	Second week of August, 2014
Quarter ending 30th September	Second week of November, 2014
Quarter ending 31st December	Second week of February 2015
Year ending 31st March	Last week of May, 2016

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, 2014 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 shares 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 SH 13 (in duplicate) as per the provisions of section 72 of the Companies Act, 2013 to the Company's Registrar & Transfer Agent. Members holding shares in dematerialized form are requested to contact their DP directly for recording their nomination.

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 ECSA 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 17th September, 2014

- 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.

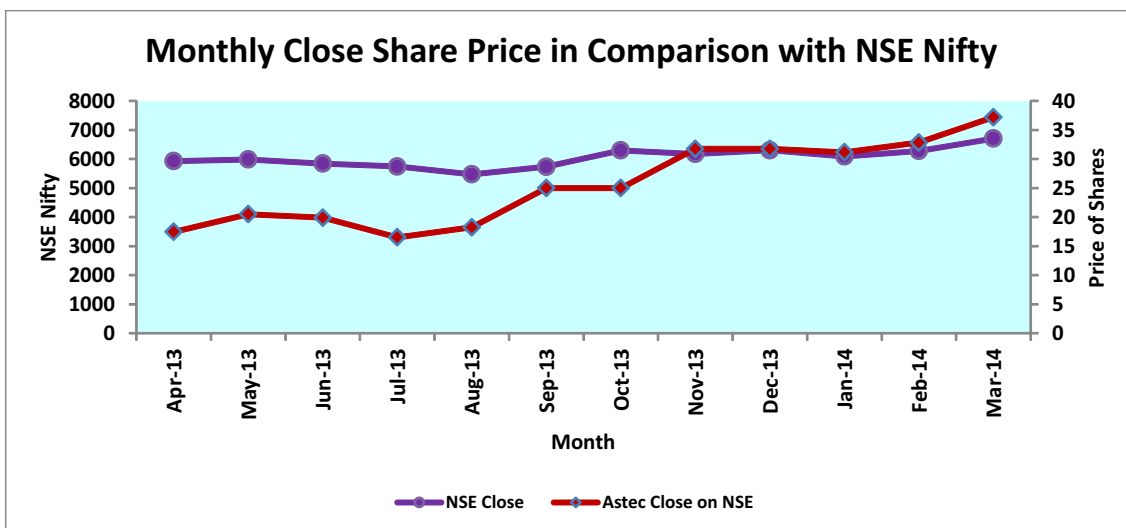
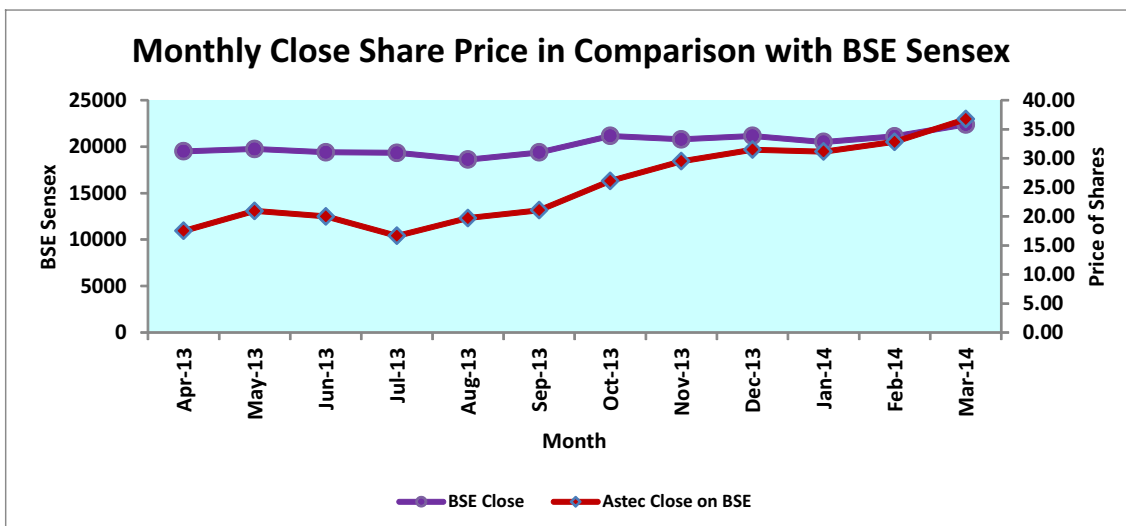
16. Market Price Data

Monthly High & Low market price at BSE & NSE:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2013	22.95	14.45	22.50	16.05
May 2013	24.75	17.00	24.95	17.35
June 2013	24.65	19.40	23.40	17.05
July 2013	21.95	15.60	21.55	15.75
August 2013	22.00	16.00	18.35	15.00
September 2013	25.00	17.65	25.00	18.00
October 2013	30.00	19.50	29.10	18.35
November 2013	35.00	25.55	36.90	23.50
December 2013	32.85	28.00	34.50	28.80
January 2014	39.20	30.75	39.35	31.15
February 2014	34.50	29.00	35.20	29.00
March 2014	43.15	31.65	42.95	31.40

17. 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 2013	17.50	19504.18	17.45	5930.20
May 2013	20.95	19760.30	20.50	5985.95
June 2013	20.00	19395.81	19.90	5842.20
July 2013	16.65	19345.70	16.15	5742.00
August 2013	19.70	18619.72	18.25	5471.80
September 2013	21.05	19379.77	25.00	5735.30
October 2013	26.10	21164.52	25.00	6299.15
November 2013	29.50	20791.93	31.75	6176.10
December 2013	31.50	21170.68	31.75	6304.00
January 2014	31.15	20513.85	31.15	6089.50
February 2014	32.85	21120.12	32.85	6276.95
March 2014	36.75	22386.27	37.20	6704.20



18. 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. Tel: 91-22-2847 0652 | 40430200 | Fax: 91-22-2847 5207

E-mail: info@bigshareonline.com

19. 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.

20. Distribution of Shareholding as on 31st March, 2014

Category RsRs.	Number of Shareholders	Percentage	Share Amount	Percentage
1 - 5000	6,916	83.3655	1,06,02,170	5.7219
5001 -10000	696	8.3896	56,74,420	3.0624
10001-20000	319	3.8452	49,62,790	2.6784
20001-30000	119	1.4344	30,77,720	1.6610
30001-40000	65	0.7835	23,42,670	1.2643
40001-50000	44	0.5304	20,77,990	1.1215
50001-100000	66	0.7956	48,58,850	2.6223
100001 & above	71	0.8558	15,16,94,690	81.8682
Total	8,296	100.00	18,52,91,300	100.00

21. Shareholding Pattern as on 31st March, 2014

Category	No. of Equity Shares	Percentage
Promoters	1,07,56,980	58.05
Bodies Corporate	13,79,187	7.44
Resident Individuals	62,17,309	33.6
NRIs	1,56,501	0.8
Clearing members	19,153	0.10
Total	18,529,130	100.00

22. 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 March 31, 2014 are:

Mode	No. of Shares	Percentage
Demat shares with NSDL	1,46,14,837	78.87
Demat Shares with CDSL	39,14,188	21.12
Shares in Physical mode	105	0.01
Total	1,85,29,130	100.00

23. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity**1. Conversion of 4,85,000 preferential Warrants convertible into Equity Shares.**

The Company had 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 extraordinary general meeting held on 27th March, 2012. On 4th January, 2013 Company had 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 from National Stock Exchange on 21st February, 2013. Trading of these equity shares started on BSE and on NSE on 17th April, 2013.

On 19th September, 2013, Company issued remaining 4,85,000 equity shares on receipt of full amount towards these shares. Company received final listing approval from BSE limited and National Stock Exchange on 29th October, 2013.

This has resulted in the increase of Paid Up Capital of the Company from 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.

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

24. 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

25. Research & Development Centre

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

26. 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, Fax: 022 - 2261 8289
 ravindra@astecls.com
 Website: www.astecls.com

Ms. Tejal Jariwala
Company Secretary & Compliance Officer

Elite Square, 7th Floor, 274, Perin Nariman Street, Fort, Mumbai-400001, Maharashtra
 Phone: 022-2261 8212 Fax: 022 - 2261 8289
 tejal@astecls.com
 Website: www.astecls.com

Investor grievance Redressal Division
Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate, Sakivihar Rod, Saki Naka, Andheri (E), Mumbai - 400 072, Maharashtra
 Phone No: 022- 40430200 Fax No: 022 - 28475207
 info@bigshareonline.com ; investors@astecls.com
 Website: www.bigshareonline.com

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

To
The Board of Directors,

Date: 30th May, 2014

Sub: CEO/CFO Certificate

We have reviewed financial statements and the cash flow statement of Astec LifeSciences Limited for the year ended 31st March, 2014 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

28. 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, 2014.

Date: 30th May, 2014
Place: Mumbai

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

29. 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 March 31, 2014, 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. Shah & Kathariya
Chartered Accountants
Sd/-**

**Firm Reg. No.115171W
CA. P. M. Kathariya
Proprietor
M.No.: 031315**

**Date: 30th May, 2014
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. 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.

3. Reporting of Internal Auditor:

The Internal Auditor of the Company gives his quarterly report to the Audit Committee and the same is taken for review at the time of Audit Committee Meetings.

Directors' Report

To,
The Members,
Astec LifeSciences Limited

The Directors' have pleasure in presenting the 20th Annual Report and the audited accounts for the year ended March 31, 2014.

1. Financial Highlights

Particulars	Rs. In Lacs	
	2013-14	2012-13
Turnover (Gross)	22,004.42	19,431.08
Less: Excise Duty	1,307.36	1,953.63
Turnover (Net)	20,697.06	17,477.46
Other income	36.69	105.71
Total Revenue	20,733.75	17,583.18
Profit before Interest & Depreciation	3,516.54	2,806.60
Less: Finance Charges	924.84	748.49
Less: Depreciation	1,461.34	1,187.41
Profit before Tax	1,114.97	870.69
Less: Provision for Tax	225.26	170.65
Less: Provision for Deferred Tax	24.54	109.87
Profit after Tax	865.16	590.17
Amount available for Appropriation	865.16	590.17
Appropriation		
Proposed Dividend	185.29	135.33
Tax on proposed Dividend	31.49	21.96
Transfer to General Reserve	50.00	50.00
Balance of Profit Carried Forward	598.38	382.88

2. Operations

For the year ending 31st March, 2014, Operating profit ie. EBITDA is of the order of Rs.3,438.88 lacs, as against Operating Profit of Rs.2,750.99 lacs in preceding year 2012-13. Profit after Tax is Rs.862.04 lacs for the year 2013-14, compared to Profit after Tax of Rs.594.45 lacs reported for 2012-13.

3. Management Discussion and analysis and Corporate Governance Report

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.

Pursuant to Clause 49 of the Listing Agreement, a report on Corporate Governance along with the certificate from auditors, regarding compliance of the requirements of Corporate Governance is annexed here to.

4. Dividend:

The Directors recommend the dividend of 10% on Equity Shares (Rs.1.00/- per share of Rs.10/- each) for the year ended on 31st March, 2014. The dividend tax on the proposed dividend is Rs.31.49 lacs making total outgo of Rs.216.78 lacs. The payment of dividend will be paid subject to the approval of the shareholders at the ensuing Annual General Meeting.

5. Subsidiary Companies:

Your Company has following Subsidiary Companies:

a) **Astec Crop Care Private Limited** (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, 2014, Operating Profit ie. EBIDTA is of the order of Rs. 149.65 lakhs, as against Operating Profit of Rs.88.02 lakhs in the preceding year 2012-13. Profit after Tax is Rs.13.98 lakhs for the year 2013-14, compared to Profit of Rs.3.68 lakhs reported for 2012-13.

b) **Behram Chemicals Pvt. Ltd.** is a 65.63% subsidiary of Astec LifeSciences Limited and has a manufacturing facility at Mahad. This facility is given to Astec LifeSciences Ltd. on lease.

c) **Astec Eurpoe Spri** is 50.10% subsidiary of our Company which is engaged in product registration activities. The Company is yet to start any major commercial activity.

The Company also has foreign subsidiary companies primarily to pursue grant of licenses and product registrations in conformity with the local laws of respective countries/regions.

d) **Comercializadora Agricola Agroastrachem Cia Ltda** in Bagota, Columbia is 100% subsidiary of our Company with a main object of product registration activities. The company is yet to start any major commercial activity.

6. 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.

7. 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.

8. Listing Fees:

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

9. Public Deposits:

The company has not accepted any deposits and as such there are no overdue deposits outstanding as on 31st March, 2014.

10. Particulars of Employees:

There were no employees drawing remuneration more than it is provided under Rule 5 sub rule (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies (Particulars of Employees) Rules 1975 during the year ended 31st March, 2014.

11. Employee Stock Options Plan, 2012

The Company has introduced ESOP Scheme called 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 Employees Stock Options Committee of the Board administers and monitors the Employees Stock Option Scheme, 2012.

The Company has received a certificate from the Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders. The Certificate would be placed at the Annual General Meeting for inspection by members.

12. Directors:

The Company had pursuant to the provision of Clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Sitendu Sharma, Mr. Mohammed Zakir, Mr. Vinod Malshe and Mr. Mandar Patil as Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013, which came into effect from 1st April, 2014 every listed company is required to have at least one-third of the total number of directors as Independent Directors. In accordance with the provisions of section 149 of the Act, these directors are being appointed as Independent directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

Mr. P. L. Tiwari retires by rotation and, being eligible, offers himself for reappointment.

As per the provision of section 149, our company is required to have a woman director on the Board of the Company. To comply with this provision and also as per requirement of listing agreement, Company hereby proposes the appointment of Dr. Leena Raje as the independent director of the Company upto the next Annual General Meeting with shall be held in the year 2015.

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

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

In accordance with the requirements of Section 217(1)(e) of Companies Act, 1956 read with the Companies Disclosure of Particulars in the Report of Board of Directors) Rules 1988, 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.7,152 Lacs.

2. Total Foreign Exchange earned and used:	Rs.in Lacs	
	2013-14	2012-13
1) Earnings/Inflow		
i. Export at FOB	7,152.00	7,701.00
2) Expenditure/Outflow		
i. Traveling	23.69	22.80
ii. Commission	5.26	35.41
iii. Professional Fees & Technical Services	6.60	9.60
iv. Subscription/Prod. Reg. fees	53.17	13.20

14. Director's Responsibility Statement:

Pursuant to the requirement u/s 217(2AA) of the companies Act, 1956 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, 2014 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, 2014 on going concern basis.

15. Auditors:

M/S. Shah & Kathariya, Chartered Accountants, Mumbai retire as the Auditors of the Company at the ensuring Annual General Meeting, being eligible for re-appointment they have offered themselves for re-appointment. The Board recommends the appointment of M/s Shah & Kathariya as the Statutory Auditors of the Company for the financial year 2014-2015. 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.

16. 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.

17. Preferential Warrants Convertible into Equity Shares

The Company has also allotted 1,600,000 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 1,600,000 warrants 11,15,000 warrants were converted into equity shares in the year 2012-13 and balance 485,000 warrants have been converted into Equity Shares vide a resolution passed in the Board meeting held on 19th September, 2013. These shares are trading on BSE Limited and National Stock Exchange of India Limited.

18. Cost Audit

The Central Government vide order dated 24th January, 2012 has prescribed cost audit for pesticides industries. Accordingly, the Board has appointed Nikita N. Talati & Company, Cost Auditors for the financial year 2014-15 to conduct cost audit for our Company.

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

19. 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/-

Place: Mumbai
Date: 30th May, 2014

Ashok V. Hiremath
Chairman & Managing Director

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, 2014.

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>2013-14</u>	<u>2012-13</u>
1. Electricity		
a. Purchased		
Unit (KWH in thousands)	7,457.74	6,807.34
Total amount (Rs. In Lakhs)	566.04	466.40
Rate/KWH (Rs.)	7.59	6.85
b. Own Generation		
Through Diesel generator	-	-
Unit (KWH in thousands)	-	-
Unit per Ltr. Of Diesel	-	-
Oil Cost/Unity	-	-
2. Furnace Oil		
Quantity (K. Ltrs)	760.14	433.42
Total cost (Rs. In Lakhs)	345.13	198.10
Average rate/K. Ltrs. (Rs.)	45.40	45.71
3. Coal		
Quantity (MT.)	3,213.99	2,724.53
Total cost (Rs. In Lakhs)	187.14	166.77
Average rate/ kg. (Rs.)	5.82	6.09
4. Others		
LSHS/LDO/HSD	-	-
Quantity (K.Ltrs) (LDO/HSD)	-	-
Total Cost (Rs. In Lakhs)	6.89	11.75

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	
	<u>2013-14</u>	<u>2012-13</u>
Capital & Recurring	325.09	226.96
Total R&D expenditure as a percentage of total turnover	1.72%	1.37%

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.

Place: Mumbai
Date: 30th May, 2014

For and on behalf of the Board of Directors
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 March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, along with 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") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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 auditors' 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 March 31, 2014;
 - 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 notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 ; and
- e. On the basis of written representations received from the directors, as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For M/s. Shah & Kathariya
Chartered Accountants
Sd/-
Firm Reg. No.115171W
CA. P. M. Kathariya
Partner
M.No.: 031315

Date: 30th May, 2014
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. 12.70 Crore and the year-end balance is Rs.12.70 Crore.
- (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 not taken loans from parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clause 4(iii)(e) to (iii)(g) of the Order are not applicable.
- (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 Lacs)	Period to which the amount relates	Forum where dispute is pending.
Income tax Act, 1961	Income Tax	27.15 64.31 05.35	FY 2006-07 FY 2009-10 FY 2010-11 FY 2008-09	ITAT CIT(A) The company has preferred 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 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. Shah & Kathariya
Chartered Accountants
Sd/-
Firm Reg. No.115171W
CA. P. M. Kathariya
Partner
M.No.: 031315

Date: 30th May, 2014
Place: Mumbai

Balance sheet as at 31st March 2014

Particulars	Notes	In Rupees	
		31/3/2014	31/3/2013
Equity and liabilities			
Shareholders' funds			
Share Capital	1	185,291,300	180,441,300
Reserves and surplus	2	961,378,278	885,211,568
Money received against share warrants		-	4,122,500
		1,146,669,578	1,069,775,368
Non-current liabilities			
Long-term borrowings	3	184,759,490	214,554,922
Deferred tax liabilities (net)	4	41,022,075	38,567,241
Other long term liabilities	5	307,292,365	263,571,659
Long-term provisions	6	7,285,583	4,289,463
		540,359,513	520,983,285
Current liabilities			
Short-term borrowings	3	542,814,114	445,120,418
Trade payables	7	435,950,867	454,665,330
Other current liabilities	8	84,174,143	59,612,331
Short-term provisions	6	39,836,041	27,900,011
		1,102,775,165	987,298,090
Total		2,789,804,256	2,578,056,743
Assets			
Non-current assets			
Fixed assets	9		
Tangible assets/Intangible assets		1,300,513,243	1,202,000,440
Capital work-in-progress		58,368,454	130,716,146
Non-current investments	10	9,991,795	9,981,395
Long-term loans and advances	11	113,814,169	78,740,472
		1,482,687,661	1,421,438,453
Current assets			
Current investments	12	534,960	242,800
Inventories	13	679,174,540	441,124,991
Trade receivables	14	444,246,193	601,354,109
Cash and bank balances	15	38,456,852	43,024,209
Short-term loans and advances	11	144,704,050	70,872,181
		1,307,116,595	1,156,618,290
Total		2,789,804,256	2,578,056,743

Significant Accounting Policies and notes to accounts are integral part of the Financial Statement

25 to 31

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No: 115171W

For and on behalf of the Board

Sd/-
Ashok V. Hiremath
(Chairman & Managing Director)

Sd/-
Laxmikant Kabra
(Director)

Sd/-
CA P.M. Kathariya
Partner
Membership No: 031315
Place: Mumbai
Date: 30th May, 2014.

Sd/-
Tejal Jariwala
(Company Secretary & Compliance Officer)

Sd/-
Ravindra Inani
(Chief Financial Officer)

Statement of Profit and Loss for the year ended 31st March 2014

Particulars	Notes	In Rupees	
		31/3/2014	31/3/2013
Revenue			
Revenue from operations (Gross)	16	2,025,390,766	1,851,937,219
Less : Excise duty		130,736,687	195,362,702
Revenue from operations (Net)		1,894,654,079	1,656,574,517
Other income	17	10,045,544	14,375,572
Total revenue		1,904,699,623	1,670,950,089
Expenses			
Cost of materials consumed	18	1,422,449,182	1,181,137,392
Changes in Inventories of Finished goods, and work-in-progress	19	(97,228,270)	31,241,961
Employee benefit expenses	20	100,044,382	79,222,544
Finance costs	21	88,083,124	70,322,114
Depreciation and Amortisation expense	22	144,980,155	117,320,798
Other expenses	23	129,800,828	94,755,738
Total expenses		1,788,129,400	1,574,000,527
Profit / (loss) before exceptional and extraordinary items and tax		116,570,223	96,949,562
Exceptional items		-	-
Profit/(loss) before Extraordinary Items Prior Period and tax		116,570,223	96,949,562
Extraordinary Items / Prior Period Items	24	5,745,599	9,492,461
Profit / (loss) before tax		110,824,624	87,457,101
Tax expense			
Current tax		22,164,925	17,025,274
Deferred tax		2,454,834	10,986,684
		24,619,759	28,011,958
Profit / (loss) after tax		86,204,865	59,445,143
EPS Basic After Extraordinary Item		4.71	3.45
EPS Diluted After Extraordinary Item		4.71	3.43
EPS Basic before Extraordinary Item		5.02	4.01
EPS Diluted before Extraordinary Item		5.02	3.98

Significants Accounting Policies and notes to accounts are integral part of the Financial Statement

25 to 31

As per our report of even date

For Shah & Kathariya

Chartered Accountants

Firm Registration No: 115171W

Sd/-

CA P.M. Kathariya

Partner

Membership No: 031315

Place: Mumbai

Date: 30th May, 2014.

For and on behalf of the Board

Sd/-

Ashok V. Hiremath

(Chairman & Managing Director)

Sd/-

Laxmikant Kabra

(Director)

Sd/-

Tejal Jariwala

(Company Secretary & Compliance Officer)

Sd/-

Ravindra Inani

(Chief Financial Officer)

Cash Flow Statement for the year ended 31st March, 2014

Particulars	(Rs. in Lacs)	
	2013-14	2012-13
A Cash Flow from Operating Activities		
Net Profit after Tax and Extra Ordinary Items	862.05	594.45
Adjustment for :		
Depreciation for the year	1,449.80	1,173.21
Provision for Taxation	246.20	280.12
Dividend Income	-	(0.17)
Interest Income	51.26	(53.75)
Interest Expenses	747.70	578.00
(Gain)/Loss of Sale of Fixed Assets	-	(60.87)
Unrealised Foreign Exchange (Gain)/Loss	(16.72)	(1.21)
Other non-operating income	-	(20.23)
Operating Profit Before Working Capital Changes	3,340.29	2,489.55
Adjustments for (increase) / decrease in operating assets:		
Trade Receivables	1,556.42	(2,926.85)
Inventories	(2,380.50)	(78.95)
Short Term Loans and Advances	(738.32)	711.45
Long Term Loans & Advances	(350.74)	(472.54)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(248.19)	1,582.45
Other current liabilities	574.62	138.45
Short-term provisions	119.36	145.16
Long-term provisions	29.96	35.52
Cash Generated from Operations	1,902.91	1,624.24
Income Tax Paid	(237.69)	(150.02)
Net cash flow from Operating activities	1,665.22	1,474.22
B Cash Flow from Investing Activities		
Purchase of Fixed Assets/ Capital Expenditure	(1,711.45)	(2,598.62)
Proceed from Sale of Motor Car	-	9.05
Proceed from Sale of Investment	69.60	-
Purchased of Current Investment	2.92	1,171.39
Purchase of Non current Investments	-	(1.00)
Dividend Received	-	0.17
Interest Received :-		
- Subsidiaries	26.15	38.04
- Others	25.11	15.71
Net Cash used in Investing Activities	(1,657.27)	(1,295.66)

Particulars	(Rs. in Lacs)	
	2013-14	2012-13
C Cash Flow from Financing Activities		
Proceeds from Long term borrowings	500.00	1,037.35
Repayment of Long term borrowings	(797.95)	-
Proceeds from other short-term borrowings	976.94	(1,141.58)
Proceeds from deferred payment receipts	108.21	393.89
Money received From Fresh Issue of Equity Shares	123.68	284.33
Interest Expenses	(747.70)	(578.00)
Dividend Paid	(216.78)	(98.38)
Net Cash used in Financing Activities	(53.62)	(102.40)
Net Increase (-Decrease) in Cash & Cash Equivalents (A+B+C)	(45.68)	76.17
Cash & Cash Equivalent at the beginning of the Year	430.24	354.08
Cash & Cash Equivalent at the end of the Year	384.57	430.24
<hr/>		
As per our report of even date	For and on behalf of the Board	
For Shah & Kathariya		
Chartered Accountants		
Firm Registration No: 115171W	Sd/-	Sd/-
	Ashok V. Hiremath	Laxmikant Kabra
	(Chairman & Managing Director)	(Director)
Sd/-		
CA P.M. Kathariya		
Partner		
Membership No: 031315	Sd/-	Sd/-
Place: Mumbai	Tejal Jariwala	Ravindra Inani
Date: 30th May, 2014.	(Company Secretary & Compliance Officer)	(Chief Financial Officer)

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

Particulars	2013-14		In Rupees	
	Number	Amounts	Number	Amounts
1) Share capital				
Authorised share capital				
Equity shares of Rs.10 each	20,000,000	200,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
Issued, subscribed and fully paid up				
Equity shares of Rs.10 each	18,529,130	185,291,300	18,044,130	180,441,300
Total	18,529,130	185,291,300	18,044,130	180,441,300
a) Reconciliation of share capital (Equity)				
Balance at the beginning of the year	18,044,130	180,441,300	16,929,130	169,291,300
Add : Issued during the year	485,000	4,850,000	1,115,000	11,150,000
Balance at the end of the year	18,529,130	185,291,300	18,044,130	180,441,300
b) Shareholder holding more than 5% of the aggregate shares in the company's Equity shares (of Rs. 10/- each)				
Name of Share holders	No.of Shares	Amount	No. of Shares	Amount
Ashok V. Hiremath	6,240,780	624,074,800	6,115,780	61,157,800
Suresh Hiremath	1,650,000	16,500,000	1,650,000	16,500,000
P L Tiwari	1,815,000	18,150,000	1,650,000	16,500,000
Hridaynath Consultancy Pvt Ltd	-	-	1,054,849	10,548,490
Altimax Financial Services P. Ltd	943,000	9,430,000	-	-
Total	10,648,780	668,154,800	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			466,973,096	440,213,096
Add : Additions made during the year			11,640,000	26,760,000
Balance at the end of the year			478,613,096	466,973,096
General reserve				
Balance at the beginning of the year			114,927,685	109,927,685
Add : Additions made during the year			5,000,000	5,000,000
Balance at the end of the year			119,927,685	114,927,685
Surplus in the statement of profit and loss				
Balance at the beginning of the year			303,280,787	264,564,487
Add : Transferred from statement of profit and loss			86,204,865	59,445,143
Less : Dividend*			18,529,130	13,533,098
Less : Tax on dividends distributed during the year			3,149,025	2,195,745
Less : Transfer to general reserve			5,000,000	5,000,000
Balance at the end of the year			362,807,497	303,280,787
Total			961,378,278	885,211,568

*Dividend Proposed to be distributed to equity shareholder is Rs. 1.00 (Previous year Rs. 0.75) per equity Share.

Particulars	In Rupees			
	2013-14		2012-13	
3) Borrowings				
	2013-14		2012-13	
	Long term	Short term	Long term	Short term
Secured				
Term loans from bank	184,759,490	-	214,554,922	961,417
Loans repayable on demand from bank	-	531,821,055	-	415,717,819
	184,759,490	531,821,055	214,554,922	416,679,236
Unsecured				
Loans and advances from related parties	-	-	-	17,136,494
Loans repayable on demand from other parties	-	10,993,059	-	11,304,688
	-	10,993,059	-	28,441,182
Total	184,759,490	542,814,114	214,554,922	445,120,418

a) Details of guarantee for each type of borrowings

Guaranteed by directors

Term loans	184,759,490	214,554,922
From banks	531,821,055	416,679,236

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) Term of repayment of Term Loans and other Loans

Term Loans (Foreign Currency) of Rs. 1526.44 Lacs (Previous Year Rs. 1654.62 Lacs) having an Interest rate of 7.25% are repayable in 8 semi annual Installments. Installments falling due in respect of all the above loans upto 31.03.2015 have been regrouped under Current Maturities of Long Term debt.

Term Loan of Rs. 45.89 Lacs (Previous year Rs. 91.76 Lacs) having Interest rate of 15% are repayable in quarterly Installments of Rs. 11.32 Lacs each. Last Installation due on 31st March, 2015. Installments falling due in respect of all the above loans upto 31.03.2015 have been regrouped under Current Maturities of Long Term debt.

Term Loan of Rs. 897 Lacs (Previous year Rs. 500 Lacs) having Interest rate of BBR Plus 300 bps which is 13.25% are repayable in 18 Quarterly Installments of Rs. 55.56 Lacs each. Last Installment due on 31st March, 2018. Installments falling due in respect of all the above loans upto 31.03.2015 have been regrouped under Current Maturities of Long Term debt.

Particulars	In Rupees	
	2013-14	2012-13
4) Deferred taxes		
Deferred tax liabilities	38,567,241	38,059,509
Timing difference on tangible assets depreciation and impairment	2,832,937	-
	41,400,178	38,059,509
Deferred tax assets		
Provision for Bonus	(378,103)	-
Provision for bad and doubtful debts	-	(507,732)
	(378,103)	(507,732)
Net deferred tax (asset) / liability	41,022,075	38,567,241
5) Other long term liabilities		
Deferred Payment Receiptpt	307,292,365	263,571,659
Total	307,292,365	263,571,659

	2013-14		2012-13	
	Long term	Short term	Long term	Short term
6) Provisions				
Provisions for employee benefits	7,285,583	5,151,781	4,289,463	7,505,320
Proposed dividend to equity shareholders	-	18,529,130	-	13,533,098
Dividend tax	-	3,149,026	-	2,195,745
Provision for taxation (net of advance tax)	-	13,006,103	-	4,665,847
	7,285,583	39,836,041	4,289,463	27,900,011

7) Trade payables

Dues for Trade Creditors	358,862,944	358,364,626
Due for Capex & Other Liabilities	31,933,561	96,300,704
Other accrued liabilities (For Stock in Trade)	45,154,362	-
Total	435,950,867	454,665,330

Note:

The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures 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.

8) Other current liabilities

Current maturities of long term debt	62,174,952	10,084,000
Current maturities of deferred payment liabilities	-	32,946,457
Unpaid dividends	241,636	242,161
Statutory dues	3,746,938	3,400,549
Other payables	18,010,618	12,939,164
Total	84,174,143	59,612,331

Schedule 9 Fixed Assets

Particulars	Gross Block				Depreciation/Amortisation				Net Block	
	Balance as at 01.04.2013	Additions	Disposals	Balance as at 31.03.2014	Upto 1.04.2013	For the year	Disposals	Up to 31.03.2014	Balance as at 31.03.2014	Balance as at 31.03.2013
(I) TANGIBLE ASSETS										
Lease Hold Land	17,067,966	-	-	17,067,966	952,228	216,392	-	1,168,620	15,899,346	16,115,738
Factory Building	249,832,375	13,172,327	-	263,004,702	22,999,356	8,369,991	-	31,369,347	231,635,355	226,833,019
Corporate Office	28,370,995	-	-	28,370,995	1,217,295	462,447	-	1,679,742	26,691,253	27,153,700
Plant & Machinery	1,141,089,954	196,336,797	-	1,337,426,751	293,127,058	120,484,726	-	413,611,784	923,814,967	847,962,896
Plant & Machinery- R & D)	101,402,293	29,754,644	-	131,156,937	46,332,048	10,798,470	-	57,130,518	74,026,419	55,070,245
Electrical Installation	13,471,226	-	-	13,471,226	6,793,096	1,392,925	-	8,186,021	5,285,206	6,678,130
Office Equipment	1,068,170	496,888	-	1,565,058	425,640	208,941	-	634,581	930,477	642,530
Furniture & Fixures	16,385,218	446,987	-	16,832,205	2,323,170	1,037,184	-	3,360,355	13,471,851	14,062,048
Air Conditioner	380,264	89,980	-	470,244	289,861	53,032	-	342,893	127,351	90,403
Motor Vehicles	9,169,016	2,655,973	-	11,824,989	3,686,756	1,060,467	-	4,747,224	7,077,765	5,482,260
Computers	4,588,142	358,842	-	4,946,984	3,649,504	775,575	-	4,425,079	521,905	938,638
Flats	638,500	-	-	638,500	105,641	20,824	-	126,465	512,035	532,859
TOTAL	1,583,464,119	243,312,438	-	1,826,776,557	381,901,653	144,880,974	-	526,782,626	1,299,993,930	1,201,562,467
(II) INTANGIBLE ASSETS										
Computer Software	507,075	180,521	-	687,596	69,102	99,181	-	168,283	519,313	437,973
Total	507,075	180,521	-	687,596	69,102	99,181	-	168,283	519,313	437,973
	1,583,971,194	243,492,959	-	1,827,464,153	381,970,755	144,980,155	-	526,950,909	1,300,513,243	1,202,000,440

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

	In Rupees			
Particulars	2013-14		2012-13	
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. Behram Chemicals Pvt Ltd	4,217,633	-	4,217,633	-
3. Astec Europe Sprl	570,962	-	570,962	-
4. Comercializadora Agricola Agroastrachem Cia Ltda at Columbia	100,000	-	100,000	-
Others				
1. Investments in government or trust securities	40,300	-	40,300	-
2. Other investments		62,900		52,500
Total	9,991,795	62,900	9,928,895	52,500
11) Loans and advances				
	2013-14		2012-13	
	Long term	Short term	Long term	Short term
Secured, considered good	2,000,000	-	2,000,000	-
Unsecured, considered good	6,113,061	-	5,906,303	-
	8,113,061	-	7,906,303	-
Loans and advances to related parties				
Unsecured, considered good	-	127,064,376	-	69,934,139
	-	127,064,376	-	69,934,139
Other loans and advances				
Advances Recoverable	113,814,169	-	70,834,169	-
Advance to Suppliers	-	-	-	725,287
Advance for Expenses	-	9,526,613	-	212,755
	113,814,169	9,526,613	70,834,169	938,042
Total	113,814,169	144,704,050	78,740,472	70,872,181
12) Current investments				
	Units	Amount	Units	Amount
Investments in mutual funds (Debt)				
BSL Dynamic Bond Fund - Retail QD	919	10,400	919	10,400
ICICI Prudential Wealth Insurance		524,560		232,400
Total	919	534,960	919	242,800
13) Inventories				
Raw materials		220,871,462		88,850,183
Work-in-progress		296,599,412		308,310,288
Finished goods		149,203,306		40,264,160
Stores and spares		12,500,360		3,700,360
Total		679,174,540		441,124,991

Particulars	In Rupees	
	2013-14	2012-13
14) Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured considered good	21,724,595	34,792,270
Less : Allowances for bad and doubtful debts	-	(1,564,902)
	21,724,595	33,227,368
Outstanding for a period less than six months from the date they are due for payment		
Unsecured considered good	422,521,598	568,126,741
	422,521,598	568,126,741
Total	444,246,193	601,354,109

15) Cash and bank balances

	2013-14		2012-13	
	Current	Non Current	Current	Non Current
Cash and cash equivalents				
Cash on hand	50,643	-	140,270	-
Balances with banks - in current accounts	1,208,322	-	11,236,582	-
	1,258,965	-	11,376,852	-
Other bank balances				
Unpaid dividend account	241,636	-	242,161	-
Balances with bank held as Margin money & others	36,956,251	-	31,405,196	-
	37,197,887	-	31,647,357	-
Total	38,456,852	-	43,024,209	-

16) Revenue

Revenue from operations

Sale of products

Export

Domestic

757,964,659	751,618,699
1,260,817,915	1,096,653,060

2,018,782,575 **1,848,271,759**

Other operating revenues

6,608,192 3,665,460

Revenue from operations (Gross)

2,025,390,766 **1,851,937,219**

Less : Excise duty

130,736,687 195,362,702

Revenue from operations (Net)

1,894,654,079 **1,656,574,517**

17) Other income

Interest income

From subsidiary companies

From others

6,998,765	3,803,622
2,510,680	1,571,311

Dividend income

From current investments

Profit/Loss on sale of Investments

Other non-operating income

-	17,229
-	6,960,386
536,099	2,023,024

Total

10,045,544 **14,375,572**

Particulars	In Rupees	
	2013-14	2012-13
18) Cost of materials consumed		
Opening stock		
Raw materials and components	88,850,183	52,609,051
Others	3,700,360	-
	92,550,543	52,609,051
Add : Purchases during the year		
Raw materials and components	1,384,184,405	1,127,153,120
Stock in Transit	45,154,362	-
Consumption of stores and spare parts	2,993,195	2,446,904
Power , fuel & Water Charges	130,938,499	91,478,860
	1,56,32,70,461	1,22,10,78,884
Less : Closing stock		
Raw materials and components	220,871,462	92,550,543
Others	12,500,360	-
	233,371,822	92,550,543
Total	1,422,449,182	1,181,137,392
Imported and Indegenous Raw materials Consumed	Rs. in lakhs	Rs. in lakhs
Imported	8,794.23	6,048.42
(Percentage of Total Raw material consumed)	(61.82%)	(51.21%)
Indegenous	5,430.26	5,762.94
(Percentage of Total Raw materials consumed)	(38.18%)	(48.79%)
19) Changes in inventories of finished goods, and work-in progress		
Opening stock		
Manufactured goods	40,264,160	70,189,083
Work-in-progress	308,310,288	309,627,326
	348,574,448	379,816,409
Closing stock		
Manufactured goods	149,203,306	40,264,160
Work-in-progress	296,599,412	308,310,288
	445,802,718	348,574,448
Total	(97,228,270)	31,241,961
20) Employee benefit expense		
Salaries, wages and bonus	88,042,773	70,340,156
Contribution to Gratuity	1,310,590	817,554
Contribution to provident and other defined contribution funds	5,537,411	4,355,075
Bonus	1,835,451	1,230,162
Staff welfare expenses	3,318,157	3,297,151
Total	100,044,382	80,040,098
21) Finance costs		
Interest expenses	74,770,325	57,800,313
Bank charges	13,312,799	12,521,800
Total	88,083,124	70,322,114

Particulars	In Rupees	
	2013-14	2012-13
22) Depreciation and amortisation expense		
Depreciation of Tangible Assets	144,880,974	117,252,137
Amortisation of Intangible Assets	99,181	68,661
Total	144,980,155	117,320,798
23) Other expenses		
Rent	1,080,000	1,080,000
Repairs and maintenance	21,481,348	10,003,504
Insurance	4,798,107	2,842,864
Payments to auditors	800,000	515,000
Professional And Legal Fees	19,306,788	10,202,857
Office General Expenses	5,212,673	2,727,354
Telephone Expenses	1,268,510	1,328,568
Vehicle Expenses	1,440,696	2,046,055
Travelling Expenses	5,415,855	7,465,901
Commission on sale	5,722,399	3,672,292
Discount, Allowances & Commission	4,388,661	7,948,976
Export Forwarding Charges	6,778,180	10,988,082
Other Selling and Distribution Expenses	7,831,404	2,538,245
Sales Promotion Expenses	5,514,070	3,637,527
Net loss on foreign currency transactions and translation	23,207,536	11,381,447
Printing & Stationery	1,103,105	1,006,755
Transport Outward	10,177,804	7,407,337
Loss on sale of investment	-	873,445
R & D and Laboratory Expenses (Other than R&D Employee Salary)	2,754,606	4,711,129
Bad Debts	522,744	-
Provision for Bad & Doubtful Debtors	-	1,564,902
Miscellaneous expenses	996,343	813,497
Total	129,800,828	94,755,738
Details of payment to Auditors		
a. Statutory Audit Fees	750,000	400,000
b. Tax Audit Fees	50,000	50,000
c. Income tax and other matters	-	65,000
Total	800,000	515,000
24) Extraordinary / Prior period items		
Rates & Taxes	5,745,599	9,492,461
Total	5,745,599	9,492,461
25) Value of Imports calculated on CIF basis in respect of	(Rs. in Lacs)	
(i) Raw Material	8,263	7,729
(ii) Capital Goods	-	-
Total	8,263	7,729

Particulars	In Rupees	
	2013-14	2012-13
26) Expenditure in Foreign Currency on account of	(Rs. in Lacs)	
(i) Commission	5.26	35.41
(ii) Travelling	23.69	22.80
(iii) Professional Fees and Technical Services	6.60	9.60
(iv) Subscription/Prod. Reg. Fees	53.17	13.20
Total	88.72	81.01
27) Earnings in Foreign Currency	(Rs. in Lacs)	
Exports at FOB	7,152	7,701
	7,152	7,701
28) Contingent Liabilities and commitments (to the extent not provided for)	(Rs. in Lacs)	
(i) Contingent Liabilities		
(a) Bank Guarantee Outstanding	41.00	43.50
(b) Letters of Credit with Banks	1,744.10	1,692.33
(c) Bills discounted but not realised	814.47	709.13
(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)	108.94	116.49
(e) Claims against company not acknowledged as debts in respect of Income Tax	123.47	112.47
(f) On 3rd December 2013 DGCEI visited our factories and have made some observations of discrepancies in the functioning of our EOU at B-17, Mahad, MIDC. We have taken advice from the legal experts and are of the opinion that we will be in a position to defend our position on this matter.	Amount is not Ascertainable	
(g) M/s. Nath Bio-Genes (India) Ltd has filed a suit against the Company alleging that some product supplied by the company was responsible for the poor germination of its seeds. The Company has taken appropriate legal advice and is of the opinion that there is no merit in the case and hence there is no need to make a provision in our books.	Amount is not Ascertainable	
(ii) Commitments		
Estimated amount of contracts remaining to be executed on account of capital account and not provided for	286.64	407.88
29) Disclosure in respect of Derivative Instruments :	(Amt in Millions)	
(a) Derivative Instruments Outstanding :		
Against Exports	Euro/Inr	-
(b) Derivative Instruments acquired for hedging Purposes		-
(c) Foreign Currency Exposure not hedged by derivative Instruments :		
	2013-14 (Millions)	2012-13 (Millions)
	INR	USD
i) Debtors	44.14	0.71
ii) Creditors	153.28	2.45
iii) Loans taken	152.64	2.54
	2013-14 (Millions)	2012-13 (Millions)
	INR	EUR
i) Debtors	-	-
ii) Creditors	4.49	0.05

30) Related Party Disclosures

a) Names of related parties

Relationship	Name
1) Subsidiaries	Behram Chemicals Privatd Limited 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 Hiremath (Brother)
Mr. Jai Hiremath (Brother)
Mr. Prabhu Hiremath (Brother)
Mrs. Vijaya Hiremath (Mother)

	(Rs. In Lacs)	
	2013-14	2012-13
c) Transactions with Related Parties		
Subsidiaries		
Astec Crop Care Private Limited		
Sales	251.13	64.58
Commission Paid	26.39	-
Loans and Advances Given	661.24	275.31
Behram Chemicals Private Limited		
Plant Maintenance Charges Paid	10.80	10.80
Comercializadora Agricola Agroastrachem Cia Ltda at Columbia		
Investment - Purchase of Shares	-	1.00
Associates		
Altimax Financial Services Private Limited		
Issue of Equity Shares	34.00	214.20
Dividend Paid	9.43	8.43
Key Management Personnel (KMP)		
Mr. Ashok V. Hiremath		
Remuneration	48.00	48.00
Dividend Paid	62.40	45.87
Interest Paid	3.85	11.87
Unsecured Loan taken by Company	-	28.63
Repayment of Unsecured Loan taken by Company	82.58	24.00
Issue of Equity Shares	42.50	-
Mr. P.L.Tiwari		
Dividend Paid	18.15	12.00
Interest Paid	2.00	4.23
Loan Repaid	32.06	-
Issue of Equity Shares	56.10	-
Mrs. Rama Tiwari		
Prof. Fees	12.00	12.00

Mrs. Rachna Tiwari		
Prof. Fees	2.40	2.40
Mr. Laxmikant Kabra		
Professional Fees	15.00	8.00
Dividend Paid	0.01	0.01
Relative of KMP		
Mr. Suresh Hiremath		
Dividend Paid	16.50	12.39
Repayment of Loan	32.50	-
Mrs. Chitra Hiremath		
Unsecured Loan taken by Company	-	24.23
Repayment of Loan	24.23	-
Dividend Paid	1.05	0.07
Issue of Equity Shares	32.30	-
Globe Search		
Consultancy	1.70	4.16
Reimbursment of Salary	-	0.90
Mrs. Vijaya Hiremath		
Office Equipment	-	1.40
Professional Fees	0.66	0.86
Ms. Supriya Hiremath		
Dividend Paid	0.01	0.01
Ashok V. Hiremath HUF		
Dividend Paid	0.05	0.05
Opus Chemicals Pvt Ltd		
Advances Given	15.08	-
GreenGuard Technologies Pvt Ltd		
Advances Given	0.17	-
India TL Domain Pvt Ltd		
Advances Given	0.10	-
d) Balances with related Parties		
Subsidiaries		
Astec Crop Care Private Limited		
Investment	50.00	50.00
Loans & Advances	1,230.97	698.83
Behram Chemicals Private Limited		
Investment	42.17	42.17
Loans & Advances		
Astec Europe SPRL		
Investment	5.71	5.71
Comercializadora Agricola Agroastrachem Cia Ltda at Columbia		
Investment	1.00	1.00
Key Management Personnel (KMP)		
Mr. Ashok Hiremath		
Unsecured Loan	-	82.58
Relatives of KMP		
Mr. Suresh Hiremath		
Unsecured Loan	-	32.50
Mrs. Chitra Hiremath		
Unsecured Loan	-	24.23
Investment-Preferential Share Warrant	8.07	8.07

31) 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 is 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 ready for commercial use.
- (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 is 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:

		31.03.2014	31.03.2013
Net Profit After tax	Rs. in Lacs	862.04	594.45
Basic/Weighted average number of equity Share	No.	1,85,29,130	1,72,07,850
Outstanding during the year		1,85,29,130	1,73,29,100
Nominal Value of Equity Shares	Rs.	10	10
Basic (Weighted) Earning per share	Rs.	4.71	3.45
Diluted Earning Per Share	Rs.	4.71	3.43

Consolidated Auditor's Report

To,
the Members,
ASTEC LIFESCIENCES LIMITED

Report on the Consolidated Financial Statements

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 March 31, 2014 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") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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 auditors' 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 March 31, 2014;
 - 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 did not audit the financial statements of one subsidiary whose financial statements reflect Group's share of total assets of Rs. 7.25 lacs as at March 31, 2014 and total loss of Rs. 5.64 lacs 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. Shah & Kathariya
Chartered Accountants**

Sd/-

Firm Reg. No.115171W

CA. P. M. Kathariya

Partner

M.No.: 031315

Date: 30th May, 2014

Place: Mumbai

Consolidated Balance sheet as at 31st March 2014

Particulars	Notes	In Rupees	
		31/3/2014	31/3/2013
Equity and liabilities			
Shareholders' funds			
Share Capital	1	185,291,300	180,441,300
Reserves and surplus	2	949,616,390	872,897,659
Money received against share warrants		-	4,122,500
		1,134,907,690	1,057,461,459
Minority Interest		437,387	1,250,786
Non-current liabilities			
Long-term borrowings	3	189,759,490	214,554,922
Deferred tax liabilities (net)	4	41,333,961	38,879,127
Other long term liabilities	5	307,292,365	263,571,659
Long-term provisions	6	12,426,936	11,943,316
		550,812,752	528,949,024
Current liabilities			
Short-term borrowings	3	575,849,847	471,458,976
Trade payables	7	456,471,868	460,871,651
Other current liabilities	8	87,242,800	62,874,697
Short-term provisions	6	43,721,408	27,940,011
		1,163,285,923	1,023,145,335
Total		2,849,443,752	2,610,806,604
Assets			
Non-current assets			
Fixed assets	9		
(i)Tangible assets/Intangible assets		1,322,323,807	1,207,258,012
(ii)Capital work-in-progress		58,368,454	130,716,146
Non-current investments	10	148,200	792,800
Deffered Tax		4,799,448	-
Long-term loans and advances	11	114,826,195	86,377,649
		1,500,466,104	1,425,144,607

Particulars	Notes	In Rupees	
		31/3/2014	31/3/2013
Current assets			
Current investments	12	684,960	242,800
Inventories	13	765,884,306	506,563,437
Trade receivables	14	513,936,102	626,497,001
Cash and bank balances	15	44,723,647	51,419,317
Short-term loans and advances	11	23,748,633	939,442
		1,348,977,648	1,185,661,997
Total		2,849,443,752	2,610,806,604

Significant Accounting Policies and notes to accounts are integral part of the Financial Statement

25 to 31

As per our report of even date

For and on behalf of the Board

For Shah & Kathariya

Chartered Accountants

Firm Registration No: 115171W

Sd/-

Ashok V. Hiremath
(Chairman & Managing Director)

Sd/-

Laxmikant Kabra
(Director)

Sd/-

CA P.M. Kathariya

Partner

Membership No: 031315

Place: Mumbai

Date: 30th May, 2014.

Sd/-

Tejal Jariwala
(Company Secretary & Compliance Officer)

Sd/-

Ravindra Inani
(Chief Financial Officer)

Consolidated Statement of profit and loss for the year ended 31 Mar 2014

Particulars	Notes	In Rupees	
		31/3/2014	31/3/2013
Revenue			
Revenue from operations (Gross)	16	2,200,442,251	1,943,108,760
Less : Excise duty		130,736,687	195,362,702
Revenue from operations (Net)		2,069,705,564	1,747,746,058
Other income	17	3,669,872	10,571,950
Total revenue		2,073,375,436	1,758,318,008
Expenses			
Cost of materials consumed	18	1,574,530,554	1,240,735,608
Changes in inventories of finished goods, work-in-progress	19	(118,499,590)	31,241,961
Employee benefit expenses	20	113,809,986	87,262,552
Finance costs	21	92,484,441	74,849,906
Depreciation and amortisation expense	22	147,672,376	118,741,571
Other expenses	23	146,134,837	108,924,523
Total expenses		1,956,132,604	1,661,756,122
Profit / (loss) before exceptional and extraordinary items and tax		117,242,831	96,561,886
Exceptional items		-	-
Profit / (loss) before Prior Period items and tax		117,242,831	96,561,886
Extraordinary Items / Prior Period Items	24	5,745,599	9,492,461
Profit / (loss) before tax		111,497,232	87,069,425
Tax expense			
Current tax		22,526,155	17,065,274
Deferred tax		2,454,834	10,986,684
		24,980,989	28,051,958
Profit / (loss) for the year from continuing operations		86,516,243	59,017,467
Less : Minority Interest		(240,644)	(497,402)
Profit / (loss) for the year		86,756,887	59,514,869
EPS Basic After Extraordinary Item		4.74	3.45
EPS Diluted After Extraordinary Item		4.74	3.43
EPS Basic Before Extraordinary Item		5.02	4.01
EPS Diluted Before Extraordinary Item		5.02	3.98
Significants Accounting Policies and notes to accounts are integral part of the Financial Statement	25 to 31		

As per our report of even date
For Shah & Kathariya
Chartered Accountants
Firm Registration No: 115171W

For and on behalf of the Board

Sd/-
Ashok V. Hiremath
(Chairman & Managing Director)

Sd/-
Laxmikant Kabra
(Director)

Sd/-
CA P.M. Kathariya
Partner
Membership No: 031315
Place: Mumbai
Date: 30th May, 2014.

Sd/-
Tejal Jariwala
(Company Secretary & Compliance Officer)

Sd/-
Ravindra Inani
(Chief Financial Officer)

Consolidated Cash Flow Statement for the year ended 31st March 2014

Particulars	Rs. in Lacs	
	2013-14	2012-13
A. Cash Flow from Operating Activities		
Net Profit after Tax and Extra Ordinary Items	865.16	590.17
Adjustment for :		
Depreciation for the year	1,476.72	1,187.42
Provision for Taxation	249.81	280.52
Dividend Income	-	(0.17)
Interest Income	31.34	(15.71)
Interest Expenses	791.72	623.28
(Gain)/Loss of Sale of Fixed Assets	-	(60.87)
Unrealised Foreign Exchange (Gain)/Loss	(6.66)	(1.21)
Other non-operating income	-	(1.02)
Operating Profit Before Working Capital Changes	3,408.09	2,602.40
Adjustments for (increase) / decrease in operating assets:		
Trade Receivables	1,110.95	(3,063.89)
Inventories	(2,593.21)	(27.17)
Short Term Loans and Advances	(228.09)	963.54
Long Term Loans & Advances	(284.49)	(538.79)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(129.04)	1,498.20
Other current liabilities	572.68	101.55
Short-term provisions	157.81	172.38
Long-term provisions	4.84	85.36
Cash Generated from Operations	2,019.54	1,793.58
Income Tax Paid	(237.69)	(150.45)
Net cash flow from/(used in) Operating activities	1,781.85	1,643.13
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets/ Capital Expenditure	(1,903.90)	(2,599.21)
Proceed from Sale of Motor Car	-	9.05
Proceed from Sale of Investment	-	69.60
Purchase of Current Investment	4.42	1,178.39
Purchase of Non current Investments	-	(6.75)
Dividend Received	-	0.17
Interest Received		
- Others	31.34	15.71
Net Cash used in Investing Activities	(1,868.15)	(1,333.03)

Particulars	Rs. in Lacs	
	2013-14	2012-13
C. Cash Flow from Financing Activities		
Proceeds from Long term borrowings	500.00	1,490.15
Repayment of Long term borrowings	(747.95)	-
Proceeds from other short-term borrowings	1,043.91	(1,200.45)
Proceeds from deferred payment receipts	108.21	-
Money received From Fresh Issue of Equity Shares	123.68	225.41
Interest Expenses	(791.72)	(623.28)
Dividend Paid	(216.78)	(98.38)
Net Cash used in Financing Activities	19.34	(206.55)
Net Increase (Decrease) in Cash & Cash		
Equivalents (A+B+C)	(66.95)	103.55
Cash & Cash Equivalent at the beginning of the Year	514.19	410.64
Cash & Cash Equivalent at the end of the Year	447.24	514.19
<hr/>		
As per our report of even date	For and on behalf of the Board	
For Shah & Kathariya		
Chartered Accountants		
Firm Registration No: 115171W		
	Sd/-	Sd/-
	Ashok V. Hiremath	Laxmikant Kabra
	(Chairman & Managing Director)	(Director)
Sd/-		
CA P.M. Kathariya		
Partner		
Membership No: 031315		
Place: Mumbai		
Date: 30th May, 2014.		
	Sd/-	Sd/-
	Tejal Jariwala	Ravindra Inani
	(Company Secretary & Compliance Officer)	(Chief Financial Officer)

Notes forming part of Consolidated Accounts

Particulars	In Rupees			
	2013-14		2012-13	
	Number	Amounts	Number	Amounts
1) Share capital				
Authorised share capital				
Equity shares of Rs.10 each	20,000,000	200,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
Issued, subscribed and fully paid up				
Equity shares of Rs.10 each	18,529,130	185,291,300	18,044,130	180,441,300
Total	18,529,130	185,291,300	18,044,130	180,441,300

a) Reconciliation of share capital (Equity)

Balance at the beginning of the year	18,044,130	180,441,300	16,929,130	169,291,300
Add : Issued during the year	485,000	4,850,000	1,115,000	11,150,000
Balance at the end of the year	18,529,130	185,291,300	18,044,130	180,441,300

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

Name of Shareholder	No. of Shares	Amount	No. of Shares	Amount
Ashok V. Hiremath	6,240,780	624,074,800	6,115,780	61,157,800
Suresh Hiremath	1,650,000	16,500,000	1,650,000	16,500,000
P L Tiwari	1,815,000	18,150,000	1,650,000	16,500,000
Hridaynath Consultancy Pvt Ltd	-	-	1,054,849	10,548,490
Altimax Financial Services P. Ltd	943,000	9,430,000	-	-
Total	1,06,48,780	668,154,800	10,470,629	1,04,706,290

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	466,973,096	440,213,096
Add : Additions made during the year	11,640,000	26,760,000
Balance at the end of the year	478,613,096	466,973,096

General reserve

Balance at the beginning of the year	114,927,685	109,927,685
Add : Additions made during the year	5,000,000	5,000,000
Balance at the end of the year	119,927,685	114,927,685

Capital Reserve (Arising on Consolidation)

7,711	7,711
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Surplus in the statement of profit and loss

Balance at the beginning of the year	290,959,167	252,173,141
Add : Transferred from statement of profit and loss	86,756,887	59,514,869
Less : Dividend*	18,529,130	13,533,098
Less : Tax on dividends distributed during the year	3,149,025	2,195,745
Less : Transfer to general reserve	5,000,000	5,000,000
Balance at the end of the year	351,037,898	290,959,167
Total	949,616,390	872,897,659

*Dividend Proposed to be distributed to equity shareholder is Rs. 1.00 (Previous year Rs. 0.75) per equity Share.

Particulars	In Rupees			
	2013-14		2012-13	
	Long term	Short term	Long term	Short term
3) Borrowings				
Secured				
Term loans from banks	184,759,490	-	214,554,922	961,417
Loans repayable on demand from banks	-	564,856,789	-	442,056,377
	184,759,490	564,856,789	214,554,922	443,017,794
Unsecured				
Loans and advances from related parties	5,000,000	-	-	17,136,494
Loans repayable on demand from banks	-	10,993,059	-	11,304,688
	5,000,000	10,993,059	-	28,441,182
Total	189,759,490	575,849,848	214,554,922	471,458,976

a) Details of guarantee for each type of borrowings

Guaranteed by directors

Term loans	184,759,490	214,554,922
From bank	564,856,789	443,017,794

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) Term of repayment of Term Loans and other Loans

Term Loans (Foreign Currency) of Rs. 1526.44 Lacs (Previous Year Rs. 1654.62 Lacs) having an Interest rate of 7.25% are repayable in 8 semi annual Installments. Installments falling due in respect of all the above loans upto 31.03.2015 have been regrouped under Current Maturities of Long Term debt.

Term Loan of Rs. 45.89 Lacs (Previous year Rs. 91.76 Lacs) having Interest rate of 15% are repayable in quarterly Installments of Rs. 11.32 Lacs each. Last Installation due on 31st March, 2015. Installments falling due in respect of all the above loans upto 31.03.2015 have been regrouped under Current Maturities of Long Term debt.

Term Loan of Rs. 897 Lacs (Previous year Rs. 500 Lacs) having Interest rate of BBR Plus 300 bps which is 13.25% are repayable in 18 Quarterly Installments of Rs. 55.56 Lacs each. Last Installment due on 31st March, 2018. Installments falling due in respect of all the above loans upto 31.03.2015 have been regrouped under Current Maturities of Long Term debt.

Particulars	In Rupees	
	2013-14	2012-13
4) Deferred taxes		
Deferred tax liabilities	38,879,127	38,371,395
Timing difference on tangible assets depreciation and impairment	2,832,937	-
Total	41,712,064	38,371,395
Deferred tax assets		
Provision for Bonus	(378,103)	-
Provision for bad and doubtful debts	-	(507,732)
Total	(378,103)	(507,732)
Net deferred tax asset / (liability)	41,333,961	38,879,127

5) Other long term liabilities

Demand Payment Receipts	307,292,365	263,571,659
Total	307,292,365	263,571,659

6) Provisions

	2013-14		2012-13	
	Long term	Short term	Long term	Short term
Provisions for employee benefits	7,285,583	3,316,330	4,289,463	7,505,320
Proposed dividend to equity shareholders	-	18,529,130	-	13,533,098
Dividend tax	-	3,149,026	-	2,195,745
Provision for Bonus	-	1,835,451	-	1,230,162
Provision for taxation (net of advance tax)	-	16,891,470	-	4,705,848
Dealer Deposits & Others	5,141,353	-	-	-
Total	12,426,936	43,721,408	4,289,463	27,940,011

7) Trade payables

Dues for Trade Creditors	379,383,945	365,188,473
Due for Capex & Other Liabilities	31,933,561	95,683,178
Other accrued liabilities (For Stock in Trade)	45,154,362	-
Total	456,471,868	460,871,651

Note:

The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures 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.

8) Other current liabilities

Current maturities of long term debt	62,174,952	10,084,000
Current maturities of deferred payment liabilities	-	32,946,457
Unpaid dividends	241,636	242,161
Statutory dues	3,746,938	3,400,549
Other payables	21,079,274	16,201,530
Total	87,242,799	62,874,697

Schedule 9 Fixed Assets

Particulars	Gross Block				Depreciation/Amortisation				Net Block	
	Balance as at 01.04.2013	Additions	Disposals	Balance as at 31.03.2014	Upto 1.04.2013	For the year	Disposals	Up to 31.03.2014	Balance as at 31.03.2014	Balance as at 31.03.2013
(i) TANGIBLE ASSETS										
Lease Hold Land	17,576,987	-	-	17,576,987	952,228	216,392	-	1,168,620	16,408,367	16,624,759
Factory Building	260,066,207	17,567,721	-	277,633,928	29,754,041	8,369,991	-	38,124,032	239,509,896	230,312,166
Corporate Office	28,370,995	-	-	28,370,995	1,217,295	462,447	-	1,679,742	26,691,253	27,153,700
Plant & Machinery	1,151,609,985	192,111,894	-	1,343,721,879	303,428,720	121,370,569	-	424,799,289	918,922,590	848,181,265
Plant & Machinery- (R & D)	101,402,293	29,754,644	-	131,156,937	46,332,048	10,798,470	-	57,130,518	74,026,419	55,070,245
Electrical Installation	15,472,115	-	-	15,472,115	8,662,772	1,392,925	-	10,055,697	5,416,418	6,809,343
Office Equipment	1,083,670	515,388	-	1,599,058	454,859	210,436	-	665,295	933,763	628,811
Furniture & Fixtures	16,397,978	496,741	-	16,894,719	2,334,800	1,039,729	-	3,374,529	13,520,190	14,063,178
Air Conditioner	380,264	89,980	-	470,244	289,861	53,032	-	342,893	127,351	90,403
Motor Vehicles	9,177,203	4,534,937	-	13,712,140	3,694,473	1,149,146	-	4,843,619	8,868,521	5,482,730
Computers	4,620,142	486,166	-	5,106,308	3,681,504	789,234	-	4,470,738	635,570	938,638
Flats	638,500	-	-	638,500	105,641	20,824	-	126,465	512,035	532,859
TOTAL	1,606,796,339	245,557,471	-	1,852,353,810	400,908,242	145,873,195	-	546,781,437	1,305,572,373	1,205,888,097
(ii) INTANGIBLE ASSETS										
Computer Software	2,435,922	180,521	-	2,616,443	1,065,828	99,181	-	1,165,009	1,451,434	1,370,094
Brand Building	-	17,000,000	-	17,000,000	-	1,700,000	-	1,700,000	15,300,000	-
TOTAL	2,435,922	17,180,521	-	19,616,443	1,065,828	1,799,181	-	2,865,009	16,751,434	1,370,094
	1,609,232,261	262,737,992	-	1,871,970,253	401,974,070	147,672,376	-	549,646,446	1,322,323,807	1,207,258,191

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

Particulars	in Rupees			
	2013-14		2012-13	
10) Non-current investments	Trade	Others	Trade	Others
Others:				
Investments in government or trust securities	-	40,300	40,300	-
Other investments	-	107,900	-	752,500
Total	-	148,200	40,300	752,500
11) Loans and advances	Long term	Short term	Long term	Short term
Secured, considered good	-	2,000,000	2,000,000	-
Unsecured, considered good	-	6,113,061	5,906,303	-
	-	8,113,061	7,906,303	-
Loans and advances to related parties				
Unsecured, considered good	-	6,108,960	-	1,400
	-	6,108,960	-	1,400
Other loans and advances				
Advances Recoverable	114,826,195	-	78,471,346	-
Advance to Suppliers	-	-	-	725,287
Advance for Expenses	-	9,526,612	-	212,755
	114,826,195	9,526,612	78,471,346	938,042
Total	114,826,195	23,748,633	86,377,649	939,442
12) Current Investments	Units	Amount	Units	Amount
Investment in Mutual Fund (Debt)				
BSL Dynamic Bond Fund-Retail QD	919	10,400	919	10,400
ICICI Prudential Wealth		674,560		232,400
Insurance & other				
Total	919	684,960	919	242,800
13) Inventories				
Raw materials		307,581,228		154,288,629
Work-in-progress		296,599,412		308,310,288
Finished goods		149,203,306		40,264,160
Stores and spares		12,500,360		3,700,360
Total		765,884,306		506,563,437

Particulars	in Rupees	
	2013-14	2012-13
14) Trade receivables		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured considered good	21,724,595	34,792,270
Less : Allowances for bad and doubtful debts	-	(1,564,902)
	<u>21,724,595</u>	<u>33,227,368</u>
Other debts		
Unsecured considered good	492,211,508	593,269,633
	<u>492,211,508</u>	<u>593,269,633</u>
Total	<u>513,936,103</u>	<u>626,497,001</u>

15) Cash and bank balances

	2013-14		2012-13	
	Current	Non Current	Current	Non Current
Cash and cash equivalents				
Cash on hand	50,643	-	140,270	-
Balances with banks in current accounts	7,475,117	-	19,631,690	-
	<u>7,525,760</u>	<u>-</u>	<u>19,771,96</u>	<u>-</u>
Other bank balances				
Unpaid dividend account	241,636	-	242,161	-
Balances with bank held as Margin money	36,956,251	-	31,405,196	-
	<u>37,197,887</u>	<u>-</u>	<u>31,647,357</u>	<u>-</u>
Total	<u>44,723,647</u>	<u>-</u>	<u>51,419,317</u>	<u>-</u>

16) Revenue

Revenue from operations		
Sale of products		
Export	757,964,659	751,618,699
Domestic	1,436,949,399	1,187,505,874
	<u>2,194,914,059</u>	<u>1,939,124,573</u>
Other operating revenues	6,608,192	3,984,187
Revenue from operations (Gross)	<u>2,201,522,250</u>	<u>1,943,108,760</u>
Less : Excise duty	130,736,687	195,362,702
Revenue from operations (Net)	<u>2,070,785,563</u>	<u>1,747,746,058</u>

17) Other income

Interest income		
From others	3,133,773	1,571,311
Dividend income		
From current investments	-	17,229
Profit/Loss on sales of investment	-	6,960,386
Misc. Income	536,099	2,023,024
Total	<u>3,669,872</u>	<u>10,571,950</u>

Particulars	In Rupees	
	2013-14	2012-13
18) Cost of materials consumed		
Opening stock		
Raw materials and components	88,850,183	119,525,321
Others	3,700,360	-
	92,550,543	119,525,321
Add : Purchases during the year		
Raw materials and components	1,536,265,777	1,181,573,152
Stock in Transit	45,154,362	-
Consumption of stores and spare parts	2,993,195	2,446,904
Power , fuel & Water Charges	130,938,499	91,478,860
	1,715,351,833	1,275,498,916
Less : Closing stock		
Raw materials and components	220,871,462	154,288,629
Others	12,500,360	-
	233,371,822	154,288,629
Total	1,574,530,554	1,240,735,608
Details of Raw Material & Components	Rs. in Lakhs	Rs. in Lakhs
Imported	8794.23	6048.42
(Percentage of total raw materials consumed)	(55.85%)	(48.75%)
Indegenous	6951.07	6358.93
(Percentage of total raw materials consumed)	(44.15%)	(51.25%)
19) Changes in inventories of finished goods and work-in-progress		
Opening stock		
Manufactured goods	40,264,160	70,189,083
Work-in-progress	308,310,288	309,627,326
	348,574,448	379,816,409
Closing stock		
Manufactured goods	170,474,626	40,264,160
Work-in-progress	296,599,412	308,310,288
	467,074,038	348,574,448
Total	(118,499,590)	31,241,961
20) Employee benefit expense		
Salaries, wages and bonus	101,808,377	77,562,160
Contribution to Gratuity	1,310,590	817,554
Contribution to provident and other defined contribution funds	5,537,411	4,355,075
Bonus	1,835,451	1,230,162
Staff welfare expenses	3,318,157	3,297,151
Total	113,809,986	87,262,102
21) Finance costs		
Interest expenses	79,171,642	62,328,106
Bank charges	13,312,799	12,521,800
Total	92,484,441	74,849,906

Particulars	In Rupees	
	2013-14	2012-13
22) Depreciation and amortisation expense		
Depreciation of Tangible Assets	145,873,195	118,672,910
Amortisation of Intangible Assets	17,99,181	68,661
Total	147,672,376	118,741,571
23) Other expenses		
Repairs and maintenance	21,481,348	10,003,504
Insurance	4,798,107	2,842,864
Payments to auditors	925,000	783,417
Professional And Legal Fees	19,181,788	10,202,857
Office General Expenses	5,212,673	2,727,354
Telephone Expenses	1,573,078	1,562,711
Vehicle Expenses	1,440,696	2,046,055
Travelling Expenses	11,195,757	10,496,413
Commission on sale	5,722,399	3,672,292
Discount, Allowances & Commission	4,388,661	7,948,976
Export Forwarding Charges	6,778,180	10,988,082
Other Selling and Distribution Expenses	19,160,943	14,253,977
Sales Promotion Expenses	5,514,070	3,637,527
Net loss on foreign currency transactions and translation	23,207,536	11,381,447
Printing & Stationery	1,103,105	1,006,755
Transport Outward	10,177,804	7,407,337
Loss on sale of investment	-	873,445
R & D and Laboratory Expenses (Other than R&D Employee Salary)	2,754,606	4,711,129
Bad Debts	522,744	-
Provision for Bad & Doubtful Debtors	-	1,564,902
Miscellaneous expenses	996,343	813,497
Total	1,46,134,837	108,924,523
Details of Payment to Auditors		
a. Statutory Audit Fees	875,000	668,417
b. Tax Audit Fees	50,000	50,000
c. Income Tax and other matters	-	65,000
Total	925,000	783,417
24) Extraordinary / Prior period items		
Rates & Taxes	5,745,599	9,492,461
Total	5,745,599	9,492,461
25) Value of Imports calculated on CIF basis in respect of	(Rs. in Lacs)	
(i) Raw Material	8,263	7,729
(ii) Capital Goods	-	-
Total	8,263	7,729
26) Expenditure in Foreign Currency on account of	(Rs. in Lacs)	
(i) Commission	5.26	35.41
(ii) Travelling	23.69	22.80
(iii) Professional Fees and Technical Services	6.60	9.60
(iv) Subscription/Prod. Reg. Fees	53.17	13.20
Total	88.72	81.01

Particulars	In Rupees	
	2013-14	2012-13
27) Earnings in Foreign Currency	(Rs. in Lacs)	
Exports at FOB	7,152	7,701
Total	7,152	7,701

28) Contingent Liabilities and commitments (to the extent not provided for) (Rs. in Lacs)

(i) Contingent Liabilities

(a) Bank Guarantee Outstanding	41.00	43.50
(b) Letters of Credit with Banks	1,744.10	1,692.33
(c) Bills discounted but not realised	814.47	709.13
(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)	108.94	116.49
(e) Claims against co. not acknowledged as debts in respect of Income Tax	123.47	112.47
(f) On 3rd December 2013 DGCEI visited our factories and have made some observations of discrepancies in the functioning of our EOU at B-17, Mahad, MIDC. We have taken advice from the legal experts and are of the opinion that we will be in a position to defend our position on this matter.	Amount is not Ascertainable	
(g) M/s. Nath Bio-Genes (India) Ltd has filed a suit against the Company alleging that some product supplied by the company was responsible for the poor germination of its seeds. The Company has taken appropriate legal advice and is of the opinion that there is no merit in the case and hence there is no need to make a provision in our books.	Amount is not Ascertainable	

(ii) Commitments

Estimated amount of contracts remaining to be executed on account of capital account and not provided for	286.64	407.88
-----------------------------------------------------------------------------------------------------------	--------	--------

29) Disclosure in respect of Derivative Instruments : (Amt in Millions)

(a) Derivative Instruments Outstanding :				
Against Exports	Euro/Inr		-	-
(b) Derivative Instruments acquired for hedging Purposes			-	-
(c) Foreign Currency Exposure not hedged by derivative Instruments :				
	2013-14 (Millions)		2012-13 (Millions)	
	INR	USD	INR	USD
i) Debtors	44.14	0.71	189.19	3.51
ii) Creditors	153.28	2.45	277.62	5.07
iii) Loans taken	152.64	2.54	156.06	3.02
	2013-14 (Millions)		2012-13 (Millions)	
	INR	EURO	INR	EURO
i) Debtors	-	-	49.05	0.66
ii) Creditors	4.49	0.05	13.90	0.18
iii) Loans taken	-	-	-	-

30) Related Party Disclosures

a) Names of related parties

Relationship

1) Subsidiaries

Name

Behram Chemicals Private Limited
Astec Crop Care Pvt Ltd
Astec Europe SPRL
Comercializadora Agricola
Agroastrachem Cia Ltda at Columbia
Opus Chemicals Pvt Ltd
GreenGuard Technologies Pvt Ltd
India TL Domain Pvt Ltd
Altimax Financial Services Pvt Ltd.
Sahbhagi Financial Services Pvt Ltd
Ashok V.Hiremath
Janak Jaganath Rawal
Laxmikant Kabra

2) Associates

3) Key Management Personnel (KMP)

b) Relatives

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

c) Transactions with Related Parties

(Rs. In Lacs)

2013-14

2012-13

Associates		
Altimax Financial Services Private Limited		
Issue of Equity Shares	34.00	214.2
Dividend Paid	9.43	8.43
Key Management Personnel (KMP)		
Mr. Ashok V. Hiremath		
Remuneration	48.00	48.00
Dividend Paid	62.40	45.87
Interest Paid	3.85	11.87
Unsecured Loan taken by Company	-	28.63
Repayment of Unsecured Loan taken by Company	82.58	24.00
Issue of Equity Shares	42.50	
Mr. P.L.Tiwari		
Dividend Paid	18.15	12.00
Interest Paid	2.00	4.23
Loan Repaid	32.06	-
Issue of Equity Shares	56.10	-
Mrs. Rama Tiwari		
Prof. Fees	12.00	12.00
- Mrs. Rachna Tiwari		
Prof. Fees	2.40	2.40
Mr. Laxmikant Kabra		
Professional Fees	15.00	8.00
Dividend Paid	0.01	0.01
Relative of KMP		

Mr. Suresh Hiremath		
Dividend Paid	16.50	12.39
Repayment of Loan	32.50	-
Mrs. Chitra Hiremath		
Unsecured Loan taken by Company	-	24.23
Repayment of Loan	24.23	-
Dividend Paid	1.05	0.07
Issue of Equity Shares	32.30	-
Globe Search		
Consultancy	1.70	4.16
Reimbursment of Salary	-	0.90
Mrs. Vijaya Hiremath		
Office Equipment	-	1.40
Professional Fees	0.66	0.86
Ms. Supriya Hiremath		
Dividend Paid	0.01	0.01
Ashok V. Hiremath HUF		
Dividend Paid	0.05	0.05
Opus Chemicals Pvt Ltd		
Advances Given	15.08	-
Greenguard Technologies Pvt Ltd		
Advances Given	0.17	-
India TL Domain P. Ltd		
Advances Given	0.10	-
d) Balances with related Parties		
Key Management Personnel (KMP)		
Mr. Ashok Hiremath		
Unsecured Loan	-	82.58
Relatives of KMP		
Mr. Suresh Hiremath		
Unsecured Loan	-	32.50
Mrs. Chitra Hiremath		
Unsecured Loan	-	24.23

31) Accounting Policies And Notes On Accounts

1. Basis of preparation of Financial statement

- 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.
- 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 is 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

- 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 ready for commercial use.

- (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 is made and provided on actuarial valuation basis. Other retirement benefits are accounted as per company's policy.

13. In absence of information with the company, the nature of suppliers who are registered as micro. Small or medium enterprises under the Micro, Small and Medium Enterprises Development Act 2006, as at 31st March 2014 have not been given.

14. Earning per share (EPS)

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

		31.03.2014	31.03.2013
Net Profit After tax	Rs. in Lacs	867.56	595.14
Basic/Weighted average number of equity Share	No.	1,85,29,130	1,72,07,850
Outstanding during the year		1,85,29,130	1,73,29,100
Nominal Value of Equity Shares	Rs.	10	10
Basic (Weighted) Earning per share	Rs.	4.74	3.45
Diluted Earning Per Share	Rs.	4.74	3.43

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	(97.38)	1844.99	1844.99	-	1738.63	17.58	3.61	13.97	0	India
2	Behram Chemicals Pvt. Ltd.	INR	60.00	2.84	73.01	73.01	-	10.80	(5.21)	-	(5.21)	0	India
3	Astec Europe Sprl	EURO	19000	(0.55684)	0.86	0.86	-	0.14	(0.06)	-	(0.06)	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 Shah & Kathariya
Chartered Accountants
Firm Registration No: 115171W

For and on behalf of the Board

Sd/-	CA P.M. Kathariya Partner Membership No: 031315 Place: Mumbai Date: 30th May, 2014.	Sd/-	Ashok V. Hiremath (Chairman & Managing Director)	Sd/-	Laxmikant Kabra (Director)
Sd/-	Tejal Jariwala (Company Secretary & Compliance Officer)	Sd/-	Ravindra Inani (Chief Financial Officer)		



ASTEC

Astec LifeSciences Limited

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

[CIN: L99999MH1994PLC076236] [Email: investors@astecls.com]

[Website: www.astecls.com] [Tel No.: 022-61205600/22618212] [Fax: 022-22618289]

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 23rd September, 2014 at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020 at 3.30 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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ASTEC

Astec LifeSciences Limited

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

[CIN: L99999MH1994PLC076236] [Email: investors@astecsls.com]

[Website: www.astecsls.com] [Tel No.: 022-61205600/22618212] [Fax: 022-22618289]

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email id: _____

Folio No/Client Id: _____ DP ID: _____

No. of Shares: _____

I/We _____ of _____ being a Member

of Astec LifeSciences Limited do hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

Email Id: _____

Signature: _____.

as my/our proxy and to attend and vote (on a poll) for me/us on my/our behalf at the Twentieth Annual General Meeting of the Company to be held on Tuesday, 23rd September, 2014 at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020 at 3.30 P.M. and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Resolution No.

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2014
2. Declaration of Final Dividend on Equity Shares for the financial year 2013-14.
3. Re-appointment of Dr. P. L. Tiwari as a Director of the Company
4. Re-appointment of Statutory Auditors
5. Appointment of Mr. Vinod Malshe as an Independent Director
6. Appointment of Mr. Sitendu Sharma as Independent Director
7. Appointment of Mr. Mohammed Zakir as Independent Director
8. Appointment of Mr. Mandar Patil as Independent Director
9. Appointment of Dr. Leena Raje as an Independent Director
10. Adoption of New Set of Memorandum of Association
11. Adoption of New Set of Articles of Association
12. Approval of Amendments in ESOP Scheme clauses
13. To increase Authorised Capital of the Company
14. To Amend Capital Clause of Memorandum of Association of the Company
15. Ratification of remuneration payable to M/s. NNT & Company, Cost Accountants of the Company for the financial year ending 31st March 2015.

Signed this _____ day of _____ 2014

Affix 1 Rupee
Revenue
Stamp

Signature of Shareholder _____ Signature of Proxy Holder(s) _____

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Officer of the Company, not less than 48 hours before the commencement of the 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.



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






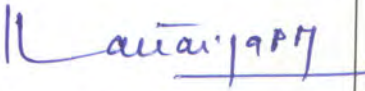
ASTEC

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, 2014
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 Shah & Kathariya Chartered Accountants Firm Registration No. 115171W (Statutory Auditors)	 (P. M. Kathariya) Partner Membership No. 031315



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