



ASTEC

Astec LifeSciences Ltd.

Dated: 19/12/2014

To,
The Department of Corporate Services
National Stock Exchange Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra, Mumbai-400051

Ref: "ASTEC"

Sub: Notice of Postal Ballot

Dear Sir,

Please find attached Postal Ballot Notice which is approved by the Board of Directors at their meeting held today ie on 19th December, 2014 and its been dispatched to the Shareholders of the Company (as on cut-off date 12th December, 2014).

Request you to please take the Postal Ballot Notice on your records and oblige.

Thanking You,

Yours Sincerely,

For Astec LifeSciences Limited

Tejal Jariwala
Tejal Jariwala

Company Secretary & Compliance officer



ISO 9001:2008



ISO 14001:2004



OHSAS 18001:2007

Regd. Office :
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E-mail : info@astecsls.com
Website : www.astecsls.com
CIN : L99999MH1994PLC076236



ASTEC

ASTEC LIFESCIENCES LIMITED

CIN NO: L99999MH1994PLC076236

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

Email: investors@astecls.com, **Website:** www.astecls.com, **Tel No:** 022-61205600, **Fax:** 022-22618289

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Company seeks approval of Members to the following Special Businesses via Postal Ballot which includes voting by electronic means:

1. Issue of Equity Shares on Preferential Basis to Non-Promoter group
2. Approving Borrowing limits of the Company
3. Creation of Charges on assets of the Company
4. Approval of grant of options under "Astec Employee Stock Option Scheme 2012" to eligible employees of the subsidiary companies.

Accordingly, the draft Resolutions alongwith the Explanatory Statement pursuant to Section 102 of the Act are being sent to you with a Postal Ballot Form for your consideration. The Company has appointed Mr. Vikas R. Chomal, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer not later than the close of working hours ie. before 6.00pm on Monday, 19th January, 2015.

Members may note that as required under the provisions of Section 108 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman and Managing Director of the Company on Tuesday, 20th January, 2015. The results of the postal ballot will be declared by the Chairman and Managing Director on Tuesday, 20th January, 2015 at the Registered Office of the Company. The results will also be posted on the website of the Company www.astecls.com. The results shall be intimated to the Stock Exchanges(s) where the shares of the Company are listed and also to the general public through press release in newspapers.

The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

Proposed Resolutions

Resolution No.1: Issue of Equity Shares on Preferential basis to Non-Promoter Group

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

"RESOLVED THAT pursuant to the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and any applicable subsisting Sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India or outside India including without limitation, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended (the "SEBI ICDR Regulations"), the Listing Agreements entered into with the Stock Exchange where the shares of the Company are listed, rules and regulations framed thereunder as in force and in accordance with other applicable rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GoI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and the stock exchange where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions, and/or sanctions, if any, of the GoI, the SEBI, the Stock Exchanges and other appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or 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 committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto such number of Equity Shares (hereinafter referred to as "securities") of face value of Rs.10/- each, fully paid up at Rs.108/- per share (including premium of Rs.98/- per share) or at such price determined in accordance with Regulation 76 of the SEBI ICDR Regulations, whichever is higher, to the below mentioned persons/entities, belonging to Non-Promoter Group, hereinafter referred to as Allottees, on a preferential basis for an aggregate consideration of up to Rs.10,00,00,000/- (Rupees Ten Crores Only) with details as given below.

List of Allottees:

Sr. No	Name of the Allottee	Category	Amount to be brought in (Rs.)
1	Varun Daga PAN: AHNPD2386C Address: Daga House, Kothi Bazar, Betul - 460001 (M.P.)	Non-Promoter Group	3,33,33,334
2	Kaushik Daga PAN: AFAPD6586R Address: Daga House, Kothi Bazar, Betul - 460001 (M.P.)	Non-Promoter Group	3,33,33,333
3	Nilaykumar Daga PAN: AALPD7544F Address: Daga House, Kothi Bazar, Betul - 460001 (M.P.)	Non-Promoter Group	3,33,33,333
	TOTAL		10,00,00,000

RESOLVED FURTHER THAT the relevant date as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Equity shares to be allotted pursuant to the preferential issue is fixed as 19TH December, 2014 ie. a date, 30days prior to the date of passing of special resolution through Postal Ballot to approve the proposed preferential issue.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares on a preferential basis to the Allottees, shall be on the following terms and conditions:

- a) The Equity Shares shall be allotted within a period of 15days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15days shall be counted from the date of such approval or permission;
- b) Pursuant to Regulation 74(4) of SEBI ICDR Regulations, the allotment shall only be made in dematerialized form;
- c) The price of each equity share to be issued will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the relevant date being the date ie. 30days prior to the date of passing of special resolution through Postal Ballot to approve the proposed preferential issue ie 19th December, 2014;
- d) Equity Shares shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations; and pursuant to lock-in requirements as may be prescribed under ICDR Regulations.
- e) The entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange.

RESOLVED FURTHER THAT the equity shares to be issued and allotted on preferential basis shall rank pari passu in all respects with the existing fully paid up equity shares of face value of Rs.10/- each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue or allotment of the aforesaid equity shares to the allottees upon exercise of right to subscribe the shares and listing thereof with the stock exchange(s) as appropriate and resolve and settle all question therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the resolution.”

Resolution No. 2: Increase in Borrowing Powers

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Article 179 of the Articles of Association of the Company, approval of the shareholders be and is hereby accorded to the Board of Directors for raising borrowing through loans, credit etc. from the existing limit of Rs.55 crores to Rs.150 crores (including public deposits but excluding temporary loans obtained from the Companies bankers in the ordinary course of business) for both, domestic and foreign currency borrowing from Banks, financial institutions and other sources from time to time for the purpose of financing working capital requirements as also acquisition of capital assets and/or for the purpose of any other requirements of the Company both for capital and revenue in nature, notwithstanding that the money to be borrowed together with money already borrowed by the company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that’s is to say, reserves not set apart for any specific purposes.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or committee thereof be and is hereby authorized to finalize, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise for creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the committee of directors or the Chairman & Managing Director or the principle Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Resolution No. 3: Creation of Charges on the assets of the Company

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

“RESOLVED THAT, the approval of the shareholders be and is hereby accorded in terms of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and such other approvals as may be necessary, to the Board of Directors to mortgage and/or charge, in addition to mortgage/charges created by the Company in such may determine, on all or any of the movable/immovable properties of the Company, both the present and future and/or whole or any part of undertaking (s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of defaults, in favour of the lender(s), Agent(s) and Trustee(s) in foreign currency and or rupee currency and securities (comprising fully/partly convertible Debentures and/or Non-convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayment, remuneration of the Agents/Trustee, premium (if any) on redemption, all other costs,

charges and expenses as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan Agreement(s)/Heads of Agreement(s), Trust Deeds(s) or any other documents, entered into/to be entered into between the company and the Lender(s)/Agent(s) and trustee(s), in respect of the said loan/borrowing/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf from time to time."

Resolution No. 4: Grant of options under Employee Stock Option Scheme 2012 to eligible employees of the subsidiary companies.

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

"RESOLVED THAT in accordance with the provisions of Section 62 of Companies Act, 2013 (the "Act") and all other applicable provisions of 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 to the board to extend the benefits of "Astec Employees Stock Options Plan 2012" to the whole time employees of the subsidiary companies of Astec LifeSciences Limited on the terms and conditions similar to the ESOPs granted, issued and allotted to the Employees of Astec LifeSciences Limited under the existing ESOP Scheme, as may from time to time be allowed under prevailing laws, rules and regulations, and/ or amendments thereto from time to time, on such terms and conditions as may be decided by the board."

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the board be and is hereby authorized on behalf of the company to evolve, decide upon and bring in to effect the scheme and make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the board to secure any further consent or approval of the members of the company".

Mumbai, 19th December, 2014

**By order of the Board of Directors
For Astec LifeSciences Limited
Sd/-
Ashok V. Hiremath
Chairman & Managing Director
DIN: 00349345**

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Vikas R. Chomal, Practicing Company Secretary, Mumbai to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on Friday, 12th December, 2014.
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Agreement, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose the Company has entered into an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching the Postal Ballot Form.
MEMBERS MAY CAST THEIR VOTES EITHER THROUGH POSTAL BALLOT FORM or THROUGH ELECTRONIC FORM (E-VOTING).

➤ **Procedure and Instructions for E-voting**

In compliance with provisions of Section 108 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote for the purpose of passing resolutions through postal ballot, by electronic means.

1. The voting period for e-voting module ends on Monday, 19th January, 2015. The e-voting module shall be disabled by CDSL at 6.00PM for voting thereafter.
2. The Board of Directors at their meeting have appointed Mr. Vikas R. Chomal, Practicing Company Secretary Mumbai as the scrutinizer for e-voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The Scrutinizer will be responsible to conduct e-voting in a fair and transparent manner.
3. Votes once cast by the member cannot be changed/altered.
4. The instructions for Members for e-voting are as under:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders
 - (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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, your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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. - 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.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the "Astec LifeSciences Limited"
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
- (xviii) 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:**

- All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00am and 12noon on all working days except Saturdays, Sundays and national holidays up to the date of declaration of result of the Postal Ballot ie. on 20th January, 2015.
- Kindly note that the Shareholders can opt for only one mode of voting ie. either by Physical Ballot or e-voting. If the Shareholders are opting for e-voting then do not vote by Physical Ballot of vice-versa. However in case shareholders cast their vote by physical ballot and e-voting both, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
- Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of the working hours on Monday, 19th January, 2015. The postage cost will be borne by the Company. However the envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
- In case where the Postal ballot form has been signed by an Authorised Representative of a Body Corporate, certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date ie 12th December, 2014.
6. The Postal ballot forms received after Monday, 19th January, 2015 will be treated as if reply form the member has not been received.
7. The Scrutinizer will submit his report addressed to the Chairman and Managing Director of the Company, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced on Tuesday, 20th January, 2015 at the registered office of the Company and will be communicated to the Stock Exchanges where the Company's Shares are listed. The results of the Postal ballot will also be displayed on the Company's Website www.astecsl.com.
8. The Board of Directors of the Company has appointed Mr. Ashok V. Hiremath, Chairman & Managing Director as the person responsible for the entire Postal Ballot process.

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

Explanatory Statement for Resolution No.s 1, 2, 3 & 4 pursuant to Section 102 of Companies Act, 2013 are as under:

Resolution No. 1

Pursuant to provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, any offer or issue of Equity Shares or securities convertible into Equity Shares of the Company to persons other than the existing holders of the equity shares of the Company requires prior approval of the Shareholders by way of Special Resolution.

(A) Material Facts relating to the issue of Equity Shares on Preferential Basis to Non-Promoter group

(i) The proposed issue of Equity Shares on Preferential basis to Non-Promoter Group would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended up to date and the following parameters would be subject to such changes as may be required to conform to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Such proposed issue of Equity Shares to the Non-Promoter Group would comprise of such number of equity shares at Rs.108/- per share (including a premium of Rs.98/- per share) or at such price determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher. The total subscription amount including premium on shares up to which shares to be issued is Rs.10,00,00,000/- (Rupees Ten Crores Only). On bringing in the requisite money, each allottee is entitled to be allotted such number of securities equivalent to the money being brought in at the price approved by the shareholders.

(ii) The Company is proposing to allot the above securities to the following persons/entities belonging to Non-Promoter Group

Sr. No.	Name of the Allottee	Amount (Rs)	Proposed No. of Equity Shares to be issued*
1	Varun Daga	3,33,33,334	3,08,642
2	Kaushik Daga	3,33,33,333	3,08,642
3	Nilaykumar Daga	3,33,33,333	3,08,641
	TOTAL	10,00,00,000	9,25,925

**No. of shares proposed to be issued is calculated on the assumption that the equity shares will be allotted at a minimum price of Rs.108/- per share. If the actual price determined in accordance with the SEBI (ICDR) Regulations, 2009, is higher than the minimum price of Rs.108/- per share, then there shall be the consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.10,00,00,000/- (Rupees Ten Crores only) as mentioned in the resolution.*

(iii) The Equity Shares arising out of issue and allotment of shares to the Non-Promoter Group, pursuant to the proposed special resolution shall be subject to lock-in as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(iv) The pricing of the equity shares to be allotted on preferential basis to the Non-Promoter Group shall not be lower than the price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(v) The Equity Shares allotted pursuant to the above Resolution shall rank in all respects pari-passu with the existing Equity Shares of the Company.

(vi) Pursuant to the provisions of Sections 42 & 62 of the Companies Act, 2013 and as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, issue of equity shares requires prior approval of the shareholders by a Special Resolution. Under Section 110 of the Companies Act, 2013, a listed Company may obtain the approval of the shareholders through Postal Ballot/e-voting. This resolution is proposed for the approval of the Members by way of Postal Ballot /e-voting, in accordance with the rules prescribed under the Companies Act, 2013.

(B) Disclosures prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended up to date

I. Object of the proposed preferential issue:

This issue shall augment capital base of the Company and improve the financial standing of the Company. It shall generate long term resources for implementing future growth plans.

II. Intention of the promoters/Directors/Key Management persons to subscribe to the proposed preferential offer

None of the Promoter, Director or Key Managerial Personnel intend to subscribe to the preferential offer of equity shares.

III. Change in control

The existing promoters of the company will continue to be in control of the company and there will not be any change in the management/control of the company as a result of the proposed preferential allotment.

IV. Relevant date:

The relevant date for the purpose of calculation of price of the specified securities is 19th December, 2014, since 21st December, 2014 being 30days prior to the date of passing of special resolution through Postal Ballot falls on a Sunday and as per Regulation 71 of SEBI ICDR Regulations, where the relevant date falls on a weekend/holiday, the day preceding the weekend/holiday is reckoned to be the relevant date.

V. Basis or justification of Price:

The issue price will be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The Company is listed on BSE Limited and National Stock Exchange of India.

The issue of equity shares on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Equity Shares:

- i. the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the 26weeks preceding the Relevant Date; or
- ii. the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the 2weeks preceding the relevant date.

The recognized stock exchange referred to above means any of the recognized stock exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26weeks prior to the relevant date.

The Company would notify through the newspapers the price of each equity share to be issued on preferential basis calculated in accordance with Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the Relevant Date for the benefit of the members.

VI. Requirement as to re-computation of price:

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 6months prior to the relevant date, the Company is not required to re-compute the price of the equity shares and therefore, the company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

VII. Identity of the proposed allottees:

Sr. No.	Name of the Allottee	If allottee is not a natural person, identity of the natural person who are the owner of the shares proposed to be issued	No. of shares to be allotted	Pre-allotment*		Post-allotment (after allotment of Equity Shares)**	
				No. of shares held	% of Shareholdings	No. of Shares held	% of Shareholdings
1	Varun Daga	Individual- Resident	3,08,642	0	0	3,08,642	1.59%
2	Kaushik Daga	Individual- Resident	3,08,642	0	0	3,08,642	1.59%
3	Nilaykumar Daga	Individual- Resident	3,08,641	0	0	3,08,641	1.59%

*The holdings as on cut-off date, ie.12th December, 2014 is considered for Pre-allotment.

**The Post Allotment is on the assumption that the equity shares proposed to be issued are issued at a minimum price of Rs.108/- per share. In case, if the actual price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is higher than the minimum price of Rs.108/- per share, then there shall be consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.10,00,00,000/- (Rupees Ten Crores Only) as mentioned in the resolution.

VIII. Shareholding before and after the proposed preferential offer:

Category	Category of Shareholder	Pre-allotment*		Post- Allotment**	
		No. of shares held	% of Shareholding	No. of Shares held	% of Shareholding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/Hindu Undivided Family	81,62,880	44.0543	81,62,880	41.9576
(b)	Central Government/State Government(s)	0	0	0	0
(c)	Bodies Corporate	9,43,000	5.0893	9,43,000	4.8470
(d)	Financial Institutions/Banks	0	0	0	0
(e)	Any Others (Specify) Directors Relative	16,51,100	8.91	16,51,100	8.4867
	Sub Total (A)(1)	1,07,56,980	58.0544	1,07,56,980	55.2914
2	Foreign				
(a)	Individuals (Non-residents Individuals/Foreign Individuals)	0	0	0	0
(b)	Bodies Corporate	0	0	0	0
(c)	Institutions	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0
(e)	Any Other (specify)	0	0	0	0
	Sub Total (A) (2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1,07,56,980	58.0544	1,07,56,980	55.2914
(B)	Public Shareholding				
1	Institutions				

(a)	Mutual funds/UTI	2,79,795	1.5100	2,79,795	1.4381
(b)	Financial Institutions/Banks	0	0	0	0
(c)	Central Government/State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	24,000	0.1295	24,000	0.1233
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any other (specify)	0	0	0	0
	Sub Total (B)(1)	3,03,795	1.6396	3,03,795	1.5615
2	Non-Institutions				
(a)	Bodies Corporate	17,85,177	9.6344	17,85,177	9.1759
(b)	Individuals				
	i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	34,65,617	18.7036	34,65,617	17.8134
	ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	18,37,391	9.9162	27,63,316	14.2035
(c)	Qualified Foreign Investor	0	0	0	0
(d)	Any Other (specify)	0	0	0	0
	(a) NRI (Repat and Non-Repat)	1,99,566	1.0770	1,99,566	1.0257
	(b) Foreign Corporate Bodies	0	0	0	0
	(c) Trust	0	0	0	0
	(d) Hindu Undivided Family	0	0	0	0
	(e) Employees	0	0	0	0
	(f) Clearing Member	1,80,604	0.9747	1,80,604	0.9283
	Sub-Total (B)(2)	74,68,355	40.3060	83,94,280	43.1470
	Total Public Shareholding (B)= (B)(1)+ (B)(2)	77,72,150	41.9456	86,98,075	44.7085
	Total (A) + (B)	1,85,29,130	100.00	194,55,055	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter group	0	0	0	0
2	Public	0	0	0	0
	Sub Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	1,85,29,130	100.00	1,94,55,055	100.00

**The holdings as on cut-off date, ie.12th December, 2014 is considered for Pre-allotment.*

***The Post Allotment is on the assumption that the equity shares proposed to be issued are issued at a minimum price of Rs.108/- per share. In case, if the actual price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is higher than the minimum price of Rs.108/- per share, then there shall be consequent changes in the number of shares to be issued, subject to the condition that the total number of shares to be issued to all the proposed allottees is restricted to overall subscription amount of Rs.10,00,00,000/- (Rupees Ten Crores Only) as mentioned in the resolution.*

IX. Proposed time within which the preferential issue will be completed:

As required under SEBI ICDR Regulations, the allotment of the Equity shares on preferential basis shall be completed within a period of 15days from the date of passing of the special resolution. Provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the allotment of the Equity Shares shall be completed within 15days form the date of such approval or permission.

X. Lock-in Period

The equity shares issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Allottee(s), if any, shall be locked-in from the Relevant date upto a period of six months from the date of trading approval granted by the Stock Exchange.

XI. Others:

Certificate of the Statutory Auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations has been obtained by the Company and the pricing certificate issued by the Independent Chartered Accountant in practice will be made available for inspection at the registered office of the Company between 10.00am to 12.00pm on all working days upto the last date for voting under Postal Ballot.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the applicable provisions of the Companies Act, 2013, Listing Agreement and Chapter VII of the SEBI (ICDR) Regulations.

Your Directors, therefore, recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel are in any way concerned or interested in the above referred resolution.

Resolution No. 2:

Presently the Board of Directors of the Company are already authorized to borrow upto an amount of Rs 150Crores (Rupees One Hundred and Fifty Crores only) as per the provisions of Section 293 of Companies Act, 1956 vide the Members Resolution passed at the 17th Annual General Meeting of the Company held on 23rd September, 2011. Company

is required to pass these resolutions as per the provisions of Section 180 of the Companies Act, 2013 which got notified in September 2013. Considering increase in operations, it is envisaged that the Company may need to borrow the amount upto the said limit of Rs.150Crores. It is, therefore, proposed to approve the borrowing power of the Company upto Rs 150 Crores (Rupees One Hundred and Fifty Crores only) to comply with the provisions of new Companies Act, 2013. Under Section 180(1)(c) of the Companies Act, 2013 for borrowings of more than paid up capital and free reserves, the approval of shareholders is required. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel are in any way concerned or interested in the above referred resolution.

Resolution No. 3:

According to Section 110 and 180(1)(c) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, approval of the shareholders by way of a special resolution through Postal Ballot is required for sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company. The Company is required to create charges over its assets, moveable and immoveable properties by way of hypothecation, mortgage, assignment, lien, pledge etc in favour of its lenders for the purpose of securing the loan facilities extended/to be extended by the lenders to the Company. Further, upon occurrence of default, if any, under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, moveable and immoveable properties including the rights of sale/disposal thereof. Creation of charge(s) as aforesaid and their enforcement as Company's lenders on occurrence of default, if any, may amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company.

The Company has been sanctioned term loans, working capital facilities from Financial Institutions/Banks and also foresees debt funding to part finance the expansion and modernization projects/ corporate purposes and hence the above Special Resolution to create charge by way of mortgage for securing financial assistance is being proposed for approval of shareholders.

The Board recommends the passing of this Special Resolution in the interest of the Company.

None of the Directors or Key Managerial Personnel are in any way concerned or interested in the above referred resolution.

Resolution No. 4:

The Company has taken approval of Shareholders vide Special Resolution in the Extra Ordinary General Meeting held on 27th March, 2012 to grant, issue and allot 5,00,000 ESOPs to the employees of Astec LifeSciences Limited and thereafter the Company inadvertently vide an Ordinary Resolution passed in the 19th Annual General Meeting held on 17th September, 2013 obtained the approval of members for granting, issuing and allotting ESOPs to the employees of Subsidiary Companies of Astec LifeSciences Limited. As per the provisions of Companies Act 2013 and as per Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines"), the Company is required to pass a Special Resolution for grant of options to the whole time employees of Subsidiary Companies and therefore the Board recommends the passing of this Special Resolution for your approval.

None of the Directors or Key Managerial Personnel are in any way concerned or interested in the above referred resolution.

Mumbai, 19th December, 2014

**By order of the Board of Directors
For Astec LifeSciences Limited
Sd/-
Ashok V. Hiremath
Chairman & Managing Director
DIN: 00349345**

Encl:

- i) Postal Ballot Form
- ii) Self-addressed Postage Pre-Paid Business Reply Envelope



ASTEC
ASTEC LIFESCIENCES LIMITED

CIN NO: L99999MH1994PLC076236

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

Email: investors@astecls.com, **Website:** www.astecls.com, **Tel No:** 022-61205600, **Fax:** 022-22618289

POSTAL BALLOT FORM

Name(s) of Member(s) (including joint holders, if any)	
Address of Member(s)	
Registered Folio No./ DP ID No./Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot, by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of Resolution (Ordinary/Special)	Assent to the resolution (For)	Dissent to the resolution (against)
1	To issue and allot Equity Shares on preferential basis to Non-Promoter Group pursuant to provisions of Sections 42 and 62 of Companies Act, 2013.	Special		
2	To approve the borrowing limits of the Company	Special		
3	To approve creation of Charges on assets of the Company	Special		
4	To grant options under Astec Employee Stock Option Plan, 2012 to eligible employees of the subsidiary companies.	Special		

Place:

Date:

Signature of Member/Beneficial Owner

Email:_____

Tel No.:_____

Notes: Please read the instructions printed below carefully before exercising your vote. Last date for receipt of the Postal ballot forms by Scrutinizer is 19th January, 2015.

INSTRUCTIONS

- 1) A shareholder desiring to exercise vote by Postal ballot may complete this Postal Ballot Form (no other form or Photocopy thereof is permitted) and send it to the Scrutinizer, in the attached self-addressed business reply envelope, Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Shareholders residing outside India should stamp the envelopes appropriately.
- 2) The Company has appointed Mr. Vikas R. Chomal, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 3) There shall be one Postal Ballot for every folio, irrespective of the number of joint holders, Proxy shall not exercise the Postal ballot.
- 4) The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature registered with company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot form should be accompanied by Certified True Copy of the Board Resolution/Authorization.
- 5) Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 19th January, 2015 before 6.00PM. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
- 6) Votes will be considered invalid on the following grounds:
 - i) If the ballot form is unsigned;
 - ii) If the Shareholder's signature does not tally;
 - iii) If the shareholder has marked (√) both in favour and also against in the ballot paper.
 - iv) If the ballot paper received is torn or defaced or mutilated to an extent that is difficult for Scrutinizer to identify either the Shareholder or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - v) On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
- 7) A Shareholder may request for a duplicate Postal Ballot Form to the Company.
- 8) Voting rights shall be reckoned on the paid up value of shares registered in the name of Shareholders as on Friday, the 12th December, 2014.
- 9) Shareholders are requested not to send any other papers along with the Postal Ballot Form in the enclosed self- addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be displayed by the Scrutinizer and the Company would not be able to act on the same.
- 10) Only a Shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a Shareholder having no right should treat his Notice as intimation only.
- 11) The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- 12) The result of the Postal Ballot will also be posted on the website of the Company www.astecls.com and also in the newspaper(s) for the information of the Shareholders.
- 13) The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
- 14) The date of declaration of result i.e. 20th January, 2015 shall be effective date of passing the Special Resolution.
- 15) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 16) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.