



Astec LifeSciences Ltd.

Date: 4th July, 2017

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex,
Bandra (East), Mumbai-400 051.

Ref.: BSE Scrip Code No. "533138"

Ref: "ASTEC"

Subject: Notice of 23rd (Twenty Third) Annual General Meeting of Astec LifeSciences Limited & Notice of Book Closure

Dear Sir(s),

Pursuant to Regulation 30 read with Part A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of 23rd (Twenty Third) Annual General Meeting of the Company scheduled to be held on **Friday, 28th July, 2017** at the **Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhorli (East), Mumbai- 400 079, Maharashtra at 3.00 p.m. (IST)**. The Notice is also displayed on the website of the Company www.astecls.com.

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Shareholders the facility to cast their vote(s) on all the Resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the enclosed Notice.

We further wish to inform that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of the 23rd (Twenty Third) AGM and payment of Final Dividend from **Wednesday, 19th July, 2017 to Friday, 21st July, 2017 (both days inclusive)**.

Kindly take note of the above.

Thanking you,

Yours faithfully,

For Astec LifeSciences Limited

Tejal Jariwala

Company Secretary & Compliance Officer



Encl: A/a



Regd. Office :
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai-400079,
Maharashtra
Telephone No.: 022- 25188010
Fax No.: 022-22618289
Email id: astecinfo@godrejastec.com
Website: www.astecls.com
CIN : L99999MH1994PLC076236



ASTEC

ASTEC LIFESCIENCES LIMITED**Corporate Identity Number (CIN): L99999MH1994PLC076236****Registered Office:** "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra (*)**Tel.:** +91 22 2518 8010, **Fax:** +91 22 2261 8289, **Website:** www.astecsl.com**Email:** astecinfo@godrejastec.com**NOTICE OF THE 23RD (TWENTY THIRD) ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 23rd (Twenty Third) Annual General Meeting ("AGM") of the Shareholders of ASTEC LIFESCIENCES LIMITED will be held on Friday, 28th July, 2017 at 3.00 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079, Maharashtra to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Financial Statements for the Financial Year ended 31st March, 2017:**

To consider and adopt the Audited Financial Statements (Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Statutory Auditors thereon.

2. Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17:

To declare Final Dividend on Equity Shares for the Financial Year 2016-17.

3. Appointment of a Director in place of Mr. Nadir B. Godrej, retiring by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company:

To consider appointment of M/s. B S R & Co. LLP, Chartered Accountants as the "Statutory Auditors" of the Company and if thought fit, to pass, the following as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), be and are hereby appointed as the "Statutory Auditors" of the Company, to hold office for a term of 5 (five) years commencing from the conclusion of the 23rd (Twenty Third) Annual General Meeting (AGM), till the conclusion of the 28th (Twenty Eighth) AGM, at such remuneration as may be decided by the Company."

"RESOLVED FURTHER THAT the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(*) Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai - 400 001, Maharashtra to "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.

SPECIAL BUSINESS:

5. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants appointed as the “Cost Auditors” of the Company:

To consider and ratify the remuneration of M/s. NNT & Co., Cost Accountants appointed as the Cost Auditors of the Company and if thought fit, to pass, the following as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], based on the recommendation of the Audit Committee of Board of Directors, remuneration of M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904), the “Cost Auditors” appointed by the Board of Directors of the Company, for the Financial Year ending 31st March, 2018 for the conduct of the audit of the cost records of the Company, of ₹40,000/- (Rupees Forty Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the Special Business under Item No. 5 as set out in the Notice is annexed hereto.

2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.

Pursuant to Section 105 of the Act, a person can act as a Proxy on behalf of not more than 50 (fifty) Shareholders and holding in aggregate, not more than 10% (ten per cent) of the total share capital of the Company. Shareholders holding more than 10% (ten per cent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Shareholder. A proxy so appointed shall not have any right to speak at the Meeting. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company (*), duly completed and signed, not later than 48 (forty eight) hours before the commencement of the Meeting. Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

Corporate Shareholders intending to send their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified true copy of the Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

3. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company between 09.30 a.m. (IST) to 06.00 p.m. (IST).

4. Shareholder(s) / Proxy(ies) / Authorised Representative(s) should bring the duly filled Attendance Slip enclosed herewith to the AGM.

(*) Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to “Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.

5. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, will be available for inspection by the Shareholders at the AGM.
6. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Shareholders at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 19th July, 2017 to Friday, 21st July, 2017 (both days inclusive).**
8. All documents referred to in Point No. 5 and 6 of the accompanying Notice are available for inspection at the Registered Office of the Company (*) between 10.00 a.m. (IST) to 4.00 p.m. (IST) on all days except Saturdays, Sundays and Public Holidays, upto the date of the AGM.
9. Shareholders holding shares in dematerialised form are requested to direct change of address notifications and updates of bank account details to their respective Depository Participants.
10. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Shareholders who have registered their e-mail address(es) either with the Company or with the Depository Participant(s). Shareholders holding shares in dematerialised form are requested to register their e-mail address(es) with their Depository Participant(s) only. Shareholders of the Company who have registered their e-mail address(es) are also entitled to receive such communication in physical form, upon request. For Members who have not registered their e-mail address(es), physical copies would be sent by the permitted mode.

Members are requested to support this Green Initiative by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialised form) or with Bigshare Services Private Limited, Registrar and Share Transfer Agent ("Bigshare") (in case of Shares held in physical form).

11. The Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent in electronic mode to Shareholders whose e-mail address(es) are registered with the Company or the Depository Participant(s), unless the Shareholders have requested for hard copies of the same. Physical copy of the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form are being sent to those Shareholders who have not registered their e-mail address(es) with the Company or Depository Participant(s). Shareholders who have received the Notice of AGM, Annual Report, Attendance Slip, Route Map for the AGM Venue and Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM. Shareholders are requested to furnish the printed Attendance Slip along with a valid identity proof such as PAN card, Passport, AADHAR card or Driving License while entering the AGM hall.
12. The Dividend, if declared at the AGM, would be paid / dispatched on Monday, 7th August, 2017 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on Tuesday, 18th July, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
 - (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Bigshare on or before Tuesday, 18th July, 2017.

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13. Pursuant to the provisions of Section 124 and 125 of the Act, the amount of Dividend remaining unclaimed for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund (IEPF). The details of Dividend declared from the Financial Year 2008-09 and the last date of transferring Unclaimed and Unpaid Dividend declared by the Company for the Financial Year 2009-10 is as under:

Financial Year	Date of Declaration of Dividend	Dividend (%)	Dividend per Share (in ₹)	Amount lying in the Unpaid Dividend Account as on 31st March, 2017 (in ₹)	Last date for claiming Unpaid/ Unclaimed dividend
2008-09	27.08.2009	7.5	0.75	Nil	-
2009-10	23.08.2010	10	1.00	1,00,296.00	23.09.2017
2010-11	23.09.2011	5	0.50	55,384.00	23.10.2018
2011-12	25.09.2012	5	0.50	75,406.50	25.10.2019
2012-13	17.09.2013	7.5	0.75	78,285.50	17.10.2020
2013-14	23.09.2014	10	1.00	1,08,112.00	23.10.2021
2014-15	22.09.2015	12.5	1.25	1,14,896.50	22.10.2022
2015-16	-	-	-	Nil	-

The Company is required to transfer the amount of Unpaid Dividend for the Financial Year 2009-10 to the IEPF on 23rd September, 2017 as the amount has been lying unpaid for the said year for more than 7 (seven) years.

14. Shareholders who have not encashed the Dividend warrants for the previous year(s) so far, are requested to make their claim to Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400 072, Maharashtra, well in advance of the above due dates. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unpaid and Unclaimed Dividend amount(s) lying with the Company as on 26th July, 2016 (date of last AGM) on the website of the Company, viz., www.astecsl.com, as also on the website of the Ministry of Corporate Affairs.
15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. The Securities and Exchange Board of India has made it mandatory for all companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the Registrar and Share Transfer Agents for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Shareholders holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Shareholders who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
17. The Company has extended the facility of electronic credit of Dividend directly to the respective Bank Account(s) of the Shareholder(s) through the ECS / National Electronic Clearing Service (NECS). Shareholders wishing to avail of this facility are requested to intimate Bigshare / Depository

Participant(s) about the same. Shareholders located in places where ECS / NECS facility is not available may submit their Bank Account details to Bigshare. This will enable the Company to incorporate this information on the Dividend warrants and thus prevent fraudulent encashment.

18. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company (*) to facilitate clarifications during the Meeting.
19. E-voting:
 - a) In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s) / modification(s) / re-enactment(s) thereto], the Company has provided a facility to the Shareholders to cast their votes, electronically, through the electronic voting service facility arranged by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice. The Facility for voting through Ballot Form will also be made available at the AGM and the Shareholders attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the AGM through Ballot Form.
 - b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again then the same will not be counted.
 - c) The remote e-voting period commences on **Monday, 24th July, 2017 (at 9.00 a.m. IST)** and ends on **Thursday, 27th July, 2017 (at 5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., **Friday, 21st July, 2017**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

PROCEDURE FOR REMOTE E-VOTING IS AS UNDER:

- I] **A] In case a Shareholder receives an email from NSDL [for Shareholders whose e-mail ids are registered with the Company / Depository Participants(s)]:**
 - (i) Open email and open PDF file viz; **“Astec LifeSciences e-voting.pdf”** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select **“EVEN”** of **“Astec LifeSciences Limited”**.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

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- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail, to the Scrutinizer, Mr. Vikas R. Chomal, Practicing Company Secretary on vikas@vrca.co.in / csvrca@gmail.com with a copy marked to evoting@nsdl.co.in.

B] In case a Shareholder receives physical copy of the Notice of Annual General Meeting [for Shareholders whose email IDs are not registered with the Company / Depository Participants(s)]:

Initial password is provided with the Attendance Slip in the following format:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II] In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available in the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- III] If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password / PIN for casting your vote.
- IV] You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V] The voting rights of Shareholders shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on the cut-off date **Friday, 21st July, 2017**.
- VI] Any person, who acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., **Friday, 21st July, 2017**, may obtain the login ID and password by sending an e-mail request at evoting@nsdl.co.in.
- VII] However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII] In case of grievances connected with facility for voting by electronic means, Shareholders are requested to contact Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited (NSDL), through e-mail, at RajivR@nsdl.co.in / evoting@nsdl.co.in or call on 1800-222-990. Shareholders may also write to him at NSDL, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra.
- 20. Voting through Ballot Form shall be allowed at the time of AGM for the Shareholders who have not already cast their vote through remote e-voting.
- 21. Mr. Vikas R. Chomal, Practicing Company Secretary, Mumbai (Certificate of Practice No. 12133) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the voting by Ballot Form, to be conducted at the AGM, in a fair and transparent manner.

22. The Results shall be declared not later than 48 (forty eight) hours from conclusion of the AGM. The Results declared along with the Scrutiniser's Report will be placed on the website of the Company at www.astecls.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where Equity Shares of the Company are listed.
23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Friday, 28th July, 2017**.
24. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to Bigshare / the Company.

Mumbai, 4th May, 2017

Registered Office (*):

"Godrej One", 3rd Floor,
 Pirojshanagar, Eastern Express Highway,
 Vikhroli (East), Mumbai- 400 079
 Maharashtra
 Tel No.: 022-2518 8010
 Fax No.: 022-22618289
 Website: www.astecls.com
 Email: astecinfo@godrejastec.com
 CIN: L99999MH1994PLC076236

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

Tejal Jariwala
Company Secretary & Compliance Officer
(ACS 32441)

(* Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.

ANNEXURE TO THE NOTICE FOR THE 23rd (TWENTY THIRD) ANNUAL GENERAL MEETING (AGM) OF ASTEC LIFESCIENCES LIMITED

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

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Special Business mentioned in the accompanying Notice for convening the 23rd (Twenty Third) Annual General Meeting of Astec LifeSciences Limited on **Friday, 28th day of July, 2017** at **3.00 p.m.** (IST): -

Item No. 5:

The Board of Directors of the Company, based on recommendations of the Audit Committee, has appointed M/s. NNT & Co., Cost Accountants, Mumbai (Firm Registration Number: 28904), as the “Cost Auditors” of the Company for the Financial Year 2017-18, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on 4th May, 2017.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹40,000/- (Rupees Forty Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Shareholders.

Based on the certification received from the Cost Auditors, it may be noted that:-

- (a) the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- (b) their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- (c) none of their Partners is in the whole-time employment of any Company; and
- (d) they are an independent firm of Cost Accountants and are at arm’s length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 5.

The Board recommends the Ordinary Resolution set forth in Item No. 5 for approval of the Shareholders.

Mumbai, 4th May, 2017

Registered Office (*):

“Godrej One”, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai- 400 079
Maharashtra
Tel No.: 022-2518 8010
Fax No.: 022-22618289
Website: www.astecls.com
Email: astecinfo@godrejastec.com
CIN: L99999MH1994PLC076236

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

**Tejal Jariwala
Company Secretary & Compliance Officer
(ACS 32441)**

(*) Registered Office of the Company has been shifted from Elite Square, 7th Floor, 274 Perin Nariman Street, Fort, Mumbai – 400 001, Maharashtra to “Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079, Maharashtra with effect from 1st June, 2017.

Brief Resume of Director(s) / Person(s) seeking Appointment / Re-appointment at the 23rd (Twenty Third) Annual General Meeting of the Company

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Nadir B. Godrej
Director Identification Number (DIN)	00066195
Date of Birth (DD/MM/YYYY)	26/08/1951
Age (in years)	65
Nationality	Indian
Date of Appointment (DD/MM/YYYY)	06/11/2015
Shareholding in the Company	Nil
Qualification	B. S. (Chemical Engineering) from Massachusetts Institute of Technology (U.S.A.), M.S. (Chemical Engineering) from Stanford University, M.B.A. from Harvard Business School.
Nature of expertise in specific functional areas	Engineering and Management
Directorships held in other Companies*	1. Godrej Consumer Products Limited 2. Godrej Industries Limited 3. Godrej Properties Limited 4. Mahindra and Mahindra Limited 5. The Indian Hotels Company Limited
Chairmanships of Committees in other companies**	Godrej Consumer Products Limited (Stakeholders' Relationship Committee and Corporate Social Responsibility Committee) Godrej Agrovet Limited (Corporate Social Responsibility Committee and Managing Committee)
Memberships of Committees in other companies**	Godrej Industries Limited (Stakeholders' Relationship Committee) Mahindra and Mahindra Limited (Audit Committee and Governance, Nomination and Remuneration Committee) Godrej Tyson Foods Limited (Nomination and Remuneration Committee) The Indian Hotels Company Limited (Nomination and Remuneration Committee, Audit Committee and Corporate Social Responsibility Committee)
Relationships between Directors of the Company <i>inter-se</i>	None

* this includes names of Listed Companies in which the person holds the Directorship.

**this includes names of other Companies in which the person holds the Membership and Chairmanship of Committees of the Board of Directors.



ASTEC

ASTEC LIFESCIENCES LIMITED

Corporate Identity Number (CIN): L99999MH1994PLC076236

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra

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

23RD (TWENTY THIRD) ANNUAL GENERAL MEETINGRegistered Folio No./ DP ID
and Client IDName and Address of the
Member(s)

I / We, hereby record my / our presence at the 23rd (Twenty Third) Annual General Meeting of the Company at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra on Friday, 28th July, 2017 at 3.00 p.m. (IST).

Member's Folio / DP ID- Client ID

Member's / Proxy's
Name in BLOCK Letters

Member's / Proxy's Signature

Notes:

1. Please fill up the details of the Folio / DP ID- Client ID No. and Name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. **Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.**
3. Please read carefully the instructions given in the Notice of the 23rd (Twenty Third) Annual General Meeting under the heading "E-voting" (Item No.19).

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING HALL.



ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN

Note:

Please read the instructions printed under the Note no. 19 to the Notice of the 23rd (Twenty Third) Annual General Meeting dated 4th May, 2017. The remote e-voting period starts from 9.00 a.m. (IST) on Monday, 24th July, 2017 and ends at 5.00 p.m. (IST) on Thursday, 27th July, 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.



ASTEC LIFESCIENCES LIMITED

Corporate Identity Number (CIN): L99999MH1994PLC076236

**Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra
Tel.: +91 22 2518 8010, Fax: +91 22 2261 8289, Website: www.astecls.com , Email: astecinfo@godrejastec.com**

**Form No. MGT-11
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/ DP ID - Client ID	

I/We being the Member(s) of Astec LifeSciences Limited holding _____ Equity Shares of the Company, 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: _____, or failing him/her

as my/our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the 23rd (Twenty Third) Annual General Meeting of the Company scheduled to be held on Friday, 28th July, 2017 at 3.00 p.m. at Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of the Audited Financial Statement (Standalone and Consolidated Financial Statement) of the Company for the Financial Year ended 31 st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2	Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17.
3	Appointment of a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), who retires by rotation and, being eligible, offers himself for re-appointment.
4	Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year ending 31 st March, 2017.
Special Business	
5	Ratification of Remuneration of M/s. NNT & Co., Cost Accountants as Cost Auditors of the Company for the Financial Year ending 31 st March, 2017.

Signed this _____ day of _____ 2017

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

Affix Revenue Stamp ₹ 1/-
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **48 (Forty Eight) hours** before the commencement of the Annual General Meeting.
2. 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 / herself and proxy need not be a Member. A person can act as a Proxy on behalf of not more than 50 (Fifty) Members and holding in aggregate, not more than 10% (Ten percent) of the total share capital of the Company. Members holding more than 10% (Ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd (Twenty Third) Annual General Meeting.

ROAD MAP FOR AGM VENUE

