



ASTEC

Annexure 1

Astec LifeSciences Ltd.

Summary of Proceedings of the 22nd (Twenty Second) Annual General Meeting

The 22nd (Twenty Second) Annual General Meeting ("AGM" or "the Meeting") of the Shareholders of Astec LifeSciences Limited ("the Company") was held on Tuesday, 26th July, 2016 at 3.30 p.m. (IST) at the Auditorium, "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra.

Mr. Nadir B. Godrej (Chairman) chaired the AGM.

The requisite quorum being present, the Chairman called the Meeting to order.

All the Directors of the Company (including Chairman of the Audit Committee) and the representatives of M/s. Shah & Kathariya (Statutory Auditors) and M/s. P. K. Pandya & Co. (Secretarial Auditors) attended the AGM.

The Chairman welcomed all the Shareholders and with the consent of the Shareholders present, took the Report of Board of Directors and of the Auditors and the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31st March, 2016 as read.

The Chairman then delivered his speech to the Shareholders.

The Chairman informed the Shareholders that the Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by National Securities Depository Limited which had commenced on Friday, 22nd July, 2016 at 9.00 a.m. (IST) upto Monday, 25th July, 2016 till 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM. Shareholders who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their votes through Ballot Form at the end of the Meeting. The Shareholders were informed that the Board of Directors had appointed Mr. Vikas R. Chomal, Practicing Company Secretary as the Scrutinizer to supervise the remote e-voting and Ballot voting process.

The following items of business as per the Notice of the AGM dated 4th May, 2016 were transacted at the AGM:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and the Statutory Auditors thereon.



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CIN : L99999MH1994PLC076236



Astec LifeSciences Ltd.

2. Re-appointment of M/s Shah & Kathariya, Chartered Accountants, Mumbai as Statutory Auditors of the Company from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.
3. Appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a "Director" of the Company.
4. Appointment of Mr. Balram Singh Yadav (DIN: 00294803) as a "Director" of the Company.
5. Appointment of Mr. Rakesh Dogra (DIN: 07334098) as a "Director" of the Company.
6. Appointment of Mr. Arijit Mukherjee (DIN: 07334111) as a "Director" of the Company.
7. Appointment of Dr. Brahma Nand Vyas (DIN: 02796071) as an "Independent Director" of the Company.
8. Appointment of Mr. Vijay Kashinath Khot (DIN: 03520249) as an "Independent Director" of the Company.
9. Ratification of Remuneration of M/s. NNT & Co., Cost Accountants, Mumbai as the Cost Auditors of the Company for the Financial Year ending 31st March, 2017.
10. Appointment of Mr. Arijit Mukherjee (DIN: 07334111) as a "Whole Time Director" of the Company.
11. Approval of Increase in Remuneration of Mr. Ashok V. Hiremath, Managing Director (DIN: 00349345) of the Company.
12. Approval for Increase in Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013.
13. Alteration of Articles of Association of the Company.
14. Alteration / Amendment of Employee Stock Options Scheme, 2015 ("ESOS 2015").

Clarifications were then provided to the queries raised by the Shareholders.

The Chairman then declared that the results of the voting shall be declared within 48 (forty-eight) hours from the conclusion of the AGM and the same will be submitted to the BSE Limited and the National Stock Exchange of India Limited and will also be put up on the Company's website, www.astecsl.com.



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The AGM ended at 5.20 p.m. (IST) with a vote of thanks to the Chair.

It may also please be noted that as per the Report of the Scrutinizer dated 28th July, 2016 issued by Mr. Vikas R. Chomal, Practicing Company Secretary, all the above mentioned 14 (fourteen) Resolutions stand passed with requisite majority.

For Astec LifeSciences Limited


Tejal Jariwala

Company Secretary & Compliance Officer
(ACS 32441)



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Annexure 2

Voting results as per Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	26 th July, 2016
Total number of Shareholders on record date	10,949 Shareholders as on Tuesday, 19 th July, 2016
No. of Shareholders present in the Meeting either in person or through proxy:-	
Promoters and Promoter Group:	2
Public:	41
No. of Shareholders attended the Meeting through Video Conferencing:-	
Promoter and Promoter Group:	Nil
Public:	Nil



Agenda wise disclosure:

1)

Resolution required: Ordinary				Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2016 together with the Reports of the Board of Directors and the Statutory Auditors thereon.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total (I)		1,23,80,386	100.00	1,23,80,386	-	100.00	-
Public-Institutions	E-voting	2,03,760	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total (II)		-	-	-	-	-	
Public-Non-Institutions	E-voting	68,98,509	13,159	0.19	13,021	138	98.95	1.05
	Poll		14,133	0.20	14,133	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total (III)		68,98,509	27,292	0.39	27,154	138	99.50
Total (I+II+III)		1,94,82,655	1,24,07,678	63.69	1,24,07,540	138	99.99	0.01



2)

Resolution required: Ordinary				Re-appointment of M/s Shah & Kathariya, Chartered Accountants, Mumbai as Statutory Auditors of the Company from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.					
Whether Promoter / Promoter group are interested in the agenda / resolution?				No					
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-voting	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-	
	Poll		-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total (I)	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-	
Public-Institutions	E-voting	2,03,760	-	-	-	-	-	-	
	Poll		-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-		
		Total (II)	2,03,760	-	-	-	-	-	
Public-Non-Institutions	E-voting	68,98,509	13,159	0.19	13,159	-	100.00	-	
	Poll		14,133	0.20	9,833	4,300	69.57	30.43	
	Postal Ballot (if applicable)		-	-	-	-	-		
		Total (III)	68,98,509	27,292	0.39	22,992	4,300	84.25	15.75
Total (I+II+III)			1,94,82,655	1,24,07,678	63.69	1,24,03,378	4,300	99.96	0.04



3)

Resolution required: Ordinary				Appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a "Director" of the Company.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	(1)	1,23,80,386	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-voting		1,23,80,386	100.00	1,23,80,386	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	Total (I)	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-
	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Non-Institutions	Total (II)	2,03,760	-	-	-	-	-	-
	E-voting	-	13,159	0.19	13,159	-	100.00	-
	Poll	-	14,133	0.20	14,133	-	100.00	-
	Postal Ballot (if applicable)	68,98,509	-	-	-	-	-	-
Total (I+II+III)	Total (III)	68,98,509	27,292	0.39	27,292	-	100.00	-
		1,94,82,655	1,24,07,678	63.69	1,24,07,678	-	100.00	-



4)

Resolution required: Ordinary				Appointment of Mr. Balram Singh Yadav (DIN: 00294803) as a "Director" of the Company.					
Whether Promoter / Promoter group are interested in the agenda / resolution?				No					
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll		1,23,80,386	100.00	1,23,80,386	-	100.00	-	-
	Postal Ballot (if applicable)	1,23,80,386	-	-	-	-	-	-	-
Public-Institutions	Total (I)	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-	-
	E-voting		-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
Public-Institutions	Postal Ballot (if applicable)	2,03,760	-	-	-	-	-	-	-
	Total (II)	2,03,760	-	-	-	-	-	-	-
Public-Non-Institutions	E-voting		12,709	0.18	12,259	450	96.46	3.54	-
	Poll		14,133	0.20	14,133	-	100.00	-	-
	Postal Ballot (if applicable)	68,98,509	-	-	-	-	-	-	-
Total (I+II+III)	Total (III)	68,98,509	26,842	0.38	26,392	450	98.32	1.68	-
		1,94,82,655	1,24,07,228	63.68	1,24,06,778	450	99.99	0.01	-



5)

Resolution required: Ordinary				Appointment of Mr. Rakesh Dogra (DIN: 07334098) as a "Director" of the Company.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	(1)	1,23,80,386	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-voting		1,23,80,386	100.00	1,23,80,386	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	Total (I)	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-
	E-voting	2,03,760	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public-Non-Institutions	Total (II)	2,03,760	-	-	-	-	-	-
	E-voting	68,98,509	13,159	0.19	13,159	-	100.00	-
	Poll		14,133	0.20	14,133	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total (I+II+III)	Total (III)	68,98,509	27,292	0.38	27,292	-	100.00	-
		1,94,82,655	1,24,07,678	63.69	1,24,07,678	-	100.00	-



6)

Resolution required: Ordinary				Appointment of Mr. Arijit Mukherjee (DIN: 07334111) as a "Director" of the Company.				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	(1)	1,23,80,386	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-voting		1,23,80,386	100.00	1,23,80,386	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	Total (I)	1,23,80,386	1,23,80,386	100.00	1,23,80,386	-	100.00	-
	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	2,03,760	-	-	-	-	-	-
Public-Non-Institutions	Total (II)	2,03,760	-	-	-	-	-	-
	E-voting	-	13,159	0.19	13,159	-	100.00	-
	Poll	-	14,133	0.20	14,133	-	100.00	-
	Postal Ballot (if applicable)	68,98,509	-	-	-	-	-	-
Total (I+II+III)	Total (III)	68,98,509	27,292	0.38	27,292	-	100.00	-
		1,94,82,655	1,24,07,678	63.69	1,24,07,678	-	100.00	-

