

**ADVANCED ENZYME TECHNOLOGIES LIMITED**

**CIN: L24200MH1989PLC0510108**

**Registered Office :** Sun-Magnetica, A Wing, 5th Floor, Near LIC Service Road, Louis Wadi, Thane (W) – 400 604, Maharashtra, India

**Website :** www.advancedenzymes.com; **Email:** info@advancedenzymes.com

**Phone:** +91-22-41703200 Fax: +91-22-25835159

## Notice

NOTICE is hereby given that the **Twenty-Ninth Annual General Meeting** of the Members of **ADVANCED ENZYME TECHNOLOGIES LIMITED** will be held on **Friday, September 14, 2018 at 11.30 a.m.** at Shehnai Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Thane (West) - 400604, Maharashtra, India, to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2018 together with the Auditors' report thereon and the Directors' report.
  - the Audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2018 together with the Auditors' report thereon.
- To declare final dividend (₹ 0.50 per equity share) on equity shares of ₹ 2 each, for the financial year ended March 31, 2018.
- To appoint a Director in place of Mr. Chandrakumar Rathi (DIN 00365691), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in furtherance to the resolution passed by the members at 27th Annual General Meeting of the Company, the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No.101248W/W-100022) as Statutory Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting of the Company till the conclusion of 30<sup>th</sup> Annual General Meeting be and is hereby ratified, on a remuneration not exceeding ₹ 56,00,000 (Rupees Fifty Six Lakhs) plus Service Tax as applicable and reimbursement of actual out of pocket expenses for the services to be provided by them in connection with the audit."

### SPECIAL BUSINESS:

#### 5. To approve Related Party Transaction with Advanced Bio-Agro Tech Limited

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

**"RESOLVED THAT** pursuant to provisions of Section 188 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI (LODR)"), the consent of the members of the Company be and is hereby accorded to enter into any contract / arrangement / transactions with 'Advanced Bio-Agro Tech Limited' (an Indian subsidiary of the Company), for a period from October 1, 2018 to September 30, 2019 as per the details provided in the Explanatory Statement attached to this Notice, and on such terms & conditions as may be mutually agreed upon between the Board of Directors of the Company and Advanced Bio-Agro Tech Limited.

**RESOLVED FURTHER THAT** the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

#### 6. To approve Related Party Transaction with JC Biotech Private Limited

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

**"RESOLVED THAT** pursuant to provisions of Section 188 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI (LODR)"), the consent of the members of the Company be and is hereby accorded to enter into any contract / arrangement / transactions with 'JC Biotech Private Limited' (an Indian subsidiary of the Company), for a period from October 1, 2018 to September 30, 2019, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms & conditions as may be mutually agreed upon between the Board of Directors of the Company and JC Biotech Private Limited.

**RESOLVED FURTHER THAT** the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard.”

**7. To approve remuneration payable to Mrs. Mangala Kabra, General Manager (Related Party)**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI (LODR)”), the consent of the Company be and is hereby accorded to pay remuneration not exceeding such sum as detailed in the Explanatory Statement attached to this notice for a period of 1 (One) year commencing from April 1, 2018 to March 31, 2019 to Mrs. Mangala Kabra, relative of the Directors of Company, holding an office or place of profit presently as General Manager of the Company, with liberty to the Board of Directors or any Committee thereof to vary, amend or revise the remuneration and the terms & conditions of the appointment in accordance with the provisions of the Companies Act, 2013 within the limits specified herein, as may be agreed between the Board of Directors of the Company and Mrs. Mangala Kabra.

**RESOLVED FURTHER THAT** the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard.”

**8. To create mortgage / charge on the properties of the Company under section 180(1)(a) of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and subject to the such other approvals or consents as may be required, consent be and is hereby accorded to mortgage and/or charge in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable

properties, both present and future and / or the whole or any part of the undertaking(s) of the Company (collectively herein after referred to as the ‘Properties’), together with the power to sell or dispose of such Properties and/or take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in Rupee and/or foreign currency) and/or securities (comprising fully / partly convertible debentures and / or non - convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), as may be issued by the Company, from time to time, subject to the limits mentioned under Section 180(1)(c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration, if any, of the agent(s) and / or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase 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), Debenture Trust Deed(s), if any, or any other agreement(s) / document(s), entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures, if any.

**RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank *pari passu* / subservient or otherwise with/to the mortgages and/or charges already created or to be created by the Company as may be agreed between the concerned parties.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

**9. To approve appointment of Mr. Suresh Paharia as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made there under including Schedule IV to the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Paharia (DIN: 00049580), who was appointed as an Additional

(Independent) Director of the Company by the Board of Directors at its meeting held on August 11, 2018 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Suresh Paharia for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years commencing from August 11, 2018 to August 10, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**10. To approve appointment of Mr. Rajesh Kumar Sharma as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

Thane, August 11, 2018

**Registered Office:**

Sun-Magnetica, A Wing  
5th Floor, Near LIC Service Road  
Thane (W) - 400 604, Maharashtra, India

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made there under including Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Kumar Sharma (DIN: 08195715), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on August 11, 2018 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Rajesh Kumar Sharma for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years commencing from August 11, 2018 to August 10, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board  
**For Advanced Enzyme Technologies Limited**

**Sanjay Basantani**  
**Company Secretary & Head – Legal**  
(Membership No. 19637)

**NOTES:**

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") in respect of the Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY SUBMITTED ON BEHALF OF ANY COMPANY, SOCIETY, ENTITY ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY LETTER, AS APPLICABLE.**
3. In order to be effective, the Proxy form, as annexed to this Notice, should be deposited at the Registered Office of the Company duly completed, stamped and signed not later than forty-eight (48) hours before the scheduled time for commencement of the AGM. Blank or incomplete, unstamped or inadequately stamped and undated proxies will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid.
4. All the relevant documents referred in the Notice shall be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. upto the date of 29<sup>th</sup> Annual General Meeting (AGM).
5. Every Member entitled to vote at the AGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the AGM. However a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be provided to the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 08, 2018 (Saturday) to September 14, 2018 (Friday) (both days inclusive), for the purpose of payment of final dividend, if declared at the AGM.
7. Subject to the provisions of the Act, the final equity dividend as recommended by the Board of Directors, if declared at the AGM will be paid on or after September 17, 2018 and not later than October 12, 2018 to those members whose names appear: (a) in the Register of members of the Company after giving effect to valid share transfers lodged with the Company on or before Friday, September 07, 2018 and (b) as beneficial owners as at the end of business hours of Friday, September 07, 2018 as per the list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialised form.
8. Members are requested to note the following:
  - a) Members holding shares in physical form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, Power of attorney, etc. to the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Kindly quote the ledger folio number in all your correspondence.
  - b) Members holding shares in dematerialized form are requested to intimate any change in their address, name, bank details, ECS mandates, nominations, power of attorney, etc. to their respective DPs only. Kindly quote client ID and DP ID numbers in all your correspondence.
9. The 29<sup>th</sup> Annual Report along with Notice of the AGM, 'remote e-voting procedure', Attendance Slip and Proxy Form is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depository, unless any member has requested for a physical copy of the same. The same has also been uploaded on the website of the Company, i.e [www.advancedenzymes.com](http://www.advancedenzymes.com). Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent / respective Depository Participants.
10. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund of the Government. Unclaimed Dividends as per details given in the table below and are due to be transferred to the 'Investor Education and Protection Fund' on the dates mentioned below.

Financial Year	Type of Dividend	Date of Declaration	Due date for transfer to IEPF	Indicative date of transfer to IEPF (On or before)
2010-2011	Final Dividend	August 18, 2011	September 23, 2018	October 22, 2018
2011-2012	Final Dividend	July 17, 2012	August 22, 2019	September 20, 2019
2012-2013	Final Dividend	August 1, 2013	September 6, 2020	October 05, 2020
2013-2014	Final Dividend	August 12, 2014	September 17, 2021	October 16, 2021
2014-2015	Final Dividend	September 1, 2015	October 7, 2022	November 05, 2022
2015-2016	Interim Dividend	March 26, 2016	May 01, 2023	May 30, 2023
2016-2017	Final Dividend	September 11, 2017	October 17, 2024	November 16, 2024

Note: Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrar & Transfer Agents viz. Link Intime India Private Limited or the Company for payment thereof. Members are hereby informed that the Unclaimed Dividend amount shall be transferred by the Company to IEPF within the period of thirty (30) days from the aforementioned Due date(s) or such other period as may be specified under the Companies Act, 2013 and rules made thereunder, from time to time and no claims will be entertained by the Company for any unclaimed dividend transferred to IEPF. The details of unclaimed dividends and its due dates for transfer to IEPF are available on the website of the Company ([www.advancedenzymes.com/investors/shareholder-information](http://www.advancedenzymes.com/investors/shareholder-information)).

Section 124(6) of Companies Act, 2013 also provides that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to IEPF. The Company has intimated through letter to the concerned Shareholders regarding their equity shares due for transfer. Details are also available on the Company's website ([www.advancedenzymes.com](http://www.advancedenzymes.com)) the concerned Shareholders are requested to claim the same latest by September 24, 2018 to avoid transfer of shares to IEPF Account. No claim shall lie against the Company after the shares are transferred to IEPF. Upon transfer the Shareholders can claim these equity shares from the IEPF Authority by following the requisite procedure, the details of which are also available at [www.iepf.gov.in](http://www.iepf.gov.in). Hence, it is in the Members' interest to claim any uncashed dividends and for future, opt for Electronic Credit of dividend, so that dividends paid by the Company are credited to the Member's account on time.

11. Members desiring to seek further information or clarification on the Annual financial statements or operations of the Company at the meeting are requested to send their queries to the Company Secretary at the Registered office of the Company, so as to reach the Company at least one week in advance of the date of AGM in order to make the information available at the AGM.
12. Members/Proxies are requested to bring their copy of the Annual Report and Attendance slip duly filled in and hand

over the Attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting venue.

13. Corporate members intending to send their authorized representative to attend meeting are requested to send a certified true copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
14. Members holding Shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participant(s) for availing this facility.
15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
16. The profile of the Director recommended for appointment/reappointment at the AGM under item no. 03, 09 & 10 of the Notice, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) as specified by the Institute of Company Secretaries of India and approved by the Central Government, is furnished on page no. 12, 13 & 14 of the AGM Notice.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection at the venue of the AGM.
18. A route map showing directions to reach the venue of the 29th Annual General Meeting of the Company is provided along with Attendance Slip and forms integral part of this Notice.
19. **Voting through electronic means:**  
The Company is pleased to provide remote e-voting facility through Central Depository Services (India) Limited (CDSL)

as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 29th Annual General Meeting of the Company dated August 11, 2018 (Notice). The details and instructions for remote e-voting are furnished in point no. 20 of the AGM Notice. These details form an integral part of the Notice.

20. The instructions for Shareholders / Members voting electronically are as under:

i. **The e-voting period begins on September 11, 2018 (Tuesday) at 9.00 AM (IST) and ends on September 13, 2018 (Thursday) at 5.00 PM (IST).** During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Cut-Off Date) of September 7, 2018 (Friday), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The Members should log on to the e-voting website (www.evotingindia.com).
- iii. Click on Shareholders/ Members.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number which is printed on covering letter to Annual Report and AGM Notice, under the "Password/PAN" field .</li> <li>• In case the sequence 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.</li> </ul> <p>Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</li> <li>• If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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 mandatory enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xi. Click on the EVSN for ADVANCED ENZYME TECHNOLOGIES LIMITED on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.

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- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- xviii. Members can also cast their vote using CDSL's mobile app 'm-Voting' available for android based mobiles, the m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

1. The voting rights of the Members shall be in proportion of the shares held by them in paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not the member as on Cut-Off Date should treat this notice for information purpose only.
2. Mr. Shiv Hari Jalan (C.P. No. 4226), Practicing Company Secretary, has been appointed as the Scrutinizer to Scrutinize the E-Voting process (Including the Poll at the Annual General Meeting) in a fair and transparent manner.
3. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the e-voting period & after conclusion of AGM, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and a Scrutinizer's Report of the votes cast in the favor or against, if any, shall be submitted to the Chairman or any Director of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website ([www.advancedenzymes.com](http://www.advancedenzymes.com)) and CDSL's website ([www.evotingindia.com](http://www.evotingindia.com)). Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of 29th AGM i.e. September 14, 2018.
4. Member who have not voted electronically on the resolution(s) mentioned in the Notice, and are present at AGM, shall be provided voting facility by Poll Paper at the AGM.
5. Member can opt for only one mode of voting i.e. either through electronically or through Physical Ballot form / Poll Paper. If a member cast his/her vote by both modes, than voting done electronically shall prevail and the vote by physical form(s) shall be treated as invalid. The result declared along with Scrutinizer's report shall be placed on the Company's website, [www.advancedenzymes.com](http://www.advancedenzymes.com), and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the 29th AGM of the Company and shall be communicated to the Stock Exchanges where the shares of the Company are listed.
6. The details of dispatch of Notice to the Members will be published in at least one (1) English and one (1) vernacular language newspaper circulating in Maharashtra.

In addition, any query/ grievance with respect to the voting by electronic means may be addressed to Link Intime India Private Limited, Registrar & Transfer Agents of the Company at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or Tel No.: +91-22-49186000 or Mr. Sanjay Basantani, Company Secretary at [sanjay@advancedenzymes.com](mailto:sanjay@advancedenzymes.com) or Tel No.: +91-22-41703200.

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

### ITEM NO.5

The Company markets its enzyme based products for Animal Nutrition and Feed through its one of the subsidiaries, Advanced Bio Agro-Tech Limited (CIN U24100MH2004PLC149464), having its registered office at A Wing, 5th Floor, Sun Magnetica, L.I.C. Service Road, Louiswadi, Thane (West) - 400604, Maharashtra, India (hereinafter referred to as "ABTL"). The Company holds 60% shareholding in ABTL.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment for the time being in force) ("Act"), approval of the Members of the Company is required for the related party transactions on account of the sale, purchase or supply of any goods or materials amounting to 10% or more of the turnover of the Company or ₹100 Crores, whichever is lower. The Act provides for an exemption from obtaining the approval of the Members of the Company, in case such transactions are entered into the ordinary course of business and at arm's length basis. As per Regulation 23(4) of the SEBI (Listing Obligations

and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain the approval of the Members in case such related party transactions are material in nature. As per the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The proposed transaction of the Company with ABTL may exceed the limits prescribed under the SEBI Listing Regulations.

The proposed transaction of the Company with ABTL is in ordinary course of business and shall be on arms' length basis, still there may be some transactions which can be done in the interest of the Company. Hence in view of the aforementioned SEBI Listing Regulations and as a good corporate governance, approval of the Members of the Company for the proposed transactions with ABTL is being obtained.

The disclosures & particulars of related party contracts, arrangements or transactions as required to be given under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

<b>Name of the Related Party</b>	Advanced Bio-Agro Tech Limited (ABTL)
<b>Name of Directors or Key Managerial Personnel who is related</b>	The following personnel of the Company viz. Mr. Mukund Kabra, Whole-Time Director; Mr. Beni Prasad Rauka, Chief Financial Officer; and Mr. Piyush C. Rathi, Chief Business Officer of the Company are the Directors on the Board of Advanced Bio-Agro Tech Limited i.e. as Nominees representing the interest of Advanced Enzyme Technologies Limited (Holding Company).
<b>Nature of Relationship</b>	The Company is holding 60% equity share holding in Advanced Bio-Agro Tech Limited and the above mentioned personnel are holding few shares of ABTL as nominee(s) of the Holding Company.
<b>Material terms of the contract / arrangement / transactions</b>	Sale and/or Purchase of Goods in the ordinary course of business not exceeding the monetary value (and during the period) mentioned below.
<b>Monetary value and period of approval</b>	Not Exceeding ₹ 500 Million for a period from October 01, 2018 to September 30, 2019
<b>Any other information relevant or important for the members to take the decision on the proposed resolution</b>	This Related party Transaction with the subsidiary company is in the ordinary course of business and shall be at arm's length basis, still there may be some transactions which can be done in the interest of the Company.

The Board of Directors recommends the resolution set out at item No.5 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

### ITEM NO.6

The Company markets its enzyme based products for Pharma Sector through its one of the subsidiaries, JC Biotech Private

Limited (CIN U65993TG1991PTC013624), having its registered office at Plot No. 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, India (hereinafter referred to as "JCB"). The Company holds 70% shareholding in JCB.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment for the time being in force) ("Act"), approval of the Members of the Company is required for the related party transactions on account of the sale, purchase



or supply of any goods or materials amounting to 10% or more of the turnover of the Company or ₹100 Crores, whichever is lower. The Act provides for an exemption from obtaining the approval of the Members of the Company, in case such transactions are entered into the ordinary course of business and at arm's length basis. As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), approval of the Members of the company is required in case of material related party transactions.

The proposed transaction of the Company with JCB may exceed the limits prescribed under the SEBI Listing Regulations for material related party transactions.

The proposed transaction of the Company with JCB is in ordinary course of business and shall be on arms' length basis, still there may be some transactions which can be done in the interest of the Company. Hence in view of the aforementioned SEBI Listing Regulations and as good corporate governance, approval of the Members of the Company for the proposed transactions, with JCB is being obtained.

All the prescribed disclosures / particulars of contracts / arrangements / transactions as required to be given under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

<b>Name of the Related Party</b>	JC Biotech Private Limited (JCB)
<b>Name of Directors or Key Managerial Personnel who is related</b>	The following personnel of the Company viz. Mr. Chandrakumar Rathi, Managing Director, Mr. Mukund Kabra, Whole-time Director; and Mr. Piyush C. Rathi, Chief Business Officer of the Company are the Directors on the Board of JC Biotech Private Limited. Mr. Kedar Desai and Mr. Pramod Kasat are common Independent Directors.
<b>Nature of Relationship</b>	The Company is holding 70% equity share holding in JC Biotech Private Limited
<b>Material terms of the contract / arrangement / transactions</b>	Sale and/or Purchase of Goods in the ordinary course of business not exceeding the monetary value (and during the period) mentioned below.
<b>Monetary value and period of approval</b>	Not Exceeding ₹ 700 Million for a period from October 01, 2018 to September 30, 2019
<b>Any other information relevant or important for the members to take the decision on the proposed resolution</b>	This Related party Transaction with the subsidiary company is in the ordinary course of business and at arm's length basis, still there may be some transactions which can be done in the interest of the Company.

The Board of Directors recommends the resolution set out at item no.6 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

#### ITEM NO. 7

Mrs. Mangala Kabra, aged 66 years, is General Manager of the Company and has been associated with the Company since October, 1993.

Mrs. Mangla Kabra is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as she is relative of three Directors of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate Company at a monthly remuneration exceeding ₹ 250,000 requires prior approval by way of special resolution of the Company. In view of the aforementioned provisions of the Act and rules made

thereunder and that monthly remuneration of Mrs. Kabra would be in excess of ₹ 2,50,000 per month, approval of members is sought for her appointment in and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

In order to adequately compensate the General Manager and taking into account the size and operations of the business of the Company, the Board of Directors of the Company on the basis of the recommendation of the Nomination and Remuneration Committee & subject to the consent of the Members of the Company, has approved the monthly basic salary of ₹ 75,561 and total remuneration not exceeding ₹ 30.60 lakhs (excluding leave encashment) for the financial year 2018-19. i.e. an increase of 8% as compared to her remuneration of previous financial year including but not limited to all the allowances; Bonus (equivalent to one month Basic Salary) and perquisites as per policy of the Company.

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

<b>Name of the Related Party</b>	Mrs. Mangala Kabra
<b>Name of Directors or Key Managerial Personnel who is related</b>	The following personnel of the Company viz. Mr. Vasant Rathi, Chairman & Non-Executive Director, Mr. Chandrakumar Rathi, Managing Director and Mr. Mukund Kabra, Whole-time Director are related to Mrs. Mangala Kabra.
<b>Nature of Relationship</b>	Mrs. Mangala Kabra is sister of Mr. Vasant Rathi, Chairman & Non-Executive Director and Mr. Chandrakumar Rathi, Managing Director. Also Mrs. Mangala Kabra is mother of Mr. Mukund Kabra, Whole-time Director of the Company.
<b>Material terms of the contract / arrangement / transactions</b>	As mentioned in Explanatory Statement No. 7
<b>Monetary value and period of approval</b>	As mentioned in Explanatory Statement No. 7

The Board of Directors recommends the resolution set out at item No. 7 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

#### ITEM NO. 8

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of Special Resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the term "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In connection with the loan/credit facilities availed and as may be availed by the Company, from time to time, through various sources for business & General corporate purposes, the Company might be required to create mortgage / charge over its movable & immovable assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders up to the limits mentioned under Section 180(1)(c) of the Companies Act, 2013, (including statutory modification(s) or re-enactment thereof) for the purposes of securing the loan/credit facilities extended by them to the Company. Presently the limits mentioned under Section 180(1)(c) of the Companies Act, 2013 is aggregate of paid-up share capital, free reserves and securities premium of the Company as per its latest audited financial statements (apart from temporary loans obtained from

the Company's bankers in the ordinary course of business). Further, upon occurrence of default 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 including the right of sale / disposal of the Company's assets, properties and licenses etc. Enforcement of said rights by the Company's lenders upon occurrence of default, if any, by the Company may amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors recommends the resolution set out at item No.8 to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution.

#### ITEM NO. 9

Mr. Suresh Paharia (DIN: 00049580) was appointed as an Additional (Independent) Director by the Board of Directors at its meeting held on August 11, 2018, to hold the office upto the conclusion of this Annual General Meeting and is eligible for the appointment as a Director of the Company.

The Company has received a notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Mr. Suresh Paharia as an Independent Director of the Company.

Mr. Suresh Paharia has submitted the declaration as required pursuant to Section 149(7) of the Companies Act, 2013 ("Act"), stating that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 (as amended) ["SEBI Listing Regulations"]. Further, he is not disqualified from being appointed as a Director in terms of section 164 of the Act. The Board is of the opinion that he fulfills the conditions as specified in the Act and rules made thereunder, for the said appointment and that Mr. Suresh Paharia is independent of the management. Further having regard to his qualification, knowledge and experience, appointment of Mr.

Suresh Paharia as an Independent Director will be in the interest of the Company.

A copy of appointment letter, declaration of eligibility under the Act & SEBI Listing Regulations received from him and other documents are open for inspection at the Registered Office of the Company on all working days except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of 29th Annual General Meeting.

Brief profile of Mr. Suresh Paharia as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is provided on page 12,13 & 14 of this Notice.

The Board of Directors recommend the resolution set out in item No. 9 to be passed as an Ordinary Resolution.

Except Mr. Suresh Paharia, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise.

#### **ITEM NO. 10**

Mr. Rajesh Kumar Sharma (DIN: 08195715) was appointed as an Additional (Independent) Director by the Board of Directors at its meeting held on August 11, 2018, to hold the office upto the conclusion of this Annual General Meeting and is eligible for the appointment as a Director of the Company.

The Company has received a notice in writing from a Member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Mr. Rajesh Kumar Sharma as an Independent Director of the Company.

Thane, August 11, 2018

#### **Registered Office:**

Sun-Magnetica, A Wing  
5th Floor, Near LIC Service Road  
Thane (W) - 400 604, Maharashtra, India

Mr. Rajesh Kumar Sharma has submitted the declaration as required pursuant to Section 149(7) of the Companies Act, 2013 ("Act"), stating that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 (as amended) ["SEBI Listing Regulations"]. Further, he is not disqualified from being appointed as a Director in terms of section 164 of the Act. The Board is of the opinion that he fulfills the conditions as specified in the Act and rules made thereunder, for the said appointment and that Mr. Sharma is independent of the management. Further having regard to his qualification, knowledge and experience, appointment of Mr. Rajesh Kumar Sharma as an Independent Director will be in the interest of the Company.

A copy of appointment letter, declaration of eligibility under the Act & SEBI Listing Regulations received from him and other documents are open for inspection at the Registered Office of the Company on all working days except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of 29th Annual General Meeting.

Brief profile of Mr. Rajesh Sharma as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is provided on page 12,13 & 14 of this Notice.

The Board of Directors recommend the resolution set out in item No. 10 to be passed as an Ordinary Resolution.

Except Mr. Rajesh Kumar Sharma, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise.

By Order of the Board  
**For Advanced Enzyme Technologies Limited**

**Sanjay Basantani**  
**Company Secretary & Head – Legal**  
(Membership No. 19637)

**Information on Directors being appointed/re appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings:**

<b>Name of Director</b>	<b>Mr. Chandrakumar Rathi</b>	<b>Mr. Suresh Paharia</b>	<b>Mr. Rajesh Kumar Sharma</b>
Date of Birth/Age	12.06.1954/64 years	February 16, 1957/61 years	July 3, 1962/56 years
Experience/Expertise in Specific Functional Area	Mr. Chandrakumar Rathi is the Promoter and Managing Director of the Company. He has over 39 years of experience in the enzyme industry and was one of the co-founders of Rathi Papains Private Limited incorporated in the year 1978, which was engaged in the business of manufacturing of enzymes from papain. In the year 1986, he joined M/s. Super Organic Research Laboratories as a partner till the year 1987 (which was acquired by the Company at a later stage). Subsequently, he promoted & incorporated the Company in the year 1989 and is currently responsible for the management of the entire operations of the Company & its Indian subsidiaries, including strategic initiatives of the businesses.	Mr. Paharia is Founder and Partner in Desai Associates since 1981 and has been providing professional services relating to Company Law matters, Income Tax Matters, Internal Audit, Statutory Audit of Companies, designing internal control system and financial planning etc.	Mr. Sharma is currently associated as an Executive Vice-President & Chief Financial Officer of Citrus Valley Health Partners, Covina CA. He has twenty years of experience as senior healthcare finance executive for hospitals and medical groups.
Terms and Condition of Appointment	<p>Tenure: 5 years effective from April 01, 2015 till March 31, 2020.</p> <p>Basic Salary: In the range of ₹ 330,000 – 1,670,625 per month with an annual increment not exceeding 50% of the previous year basic.</p> <p>Commission equivalent to 0.75% of profit after tax of the Company and other allowances, perquisites &amp; other terms &amp; conditions as set out into agreement dated September 10, 2015 entered between Mr. Chandrakumar Rathi and the Company and the Resolution passed in the Annual General Meeting held on September 1, 2015.</p>	As per the resolution no. 9 of the AGM Notice read with the explanatory statement.	As per the resolution no. 10 of the AGM Notice read with the explanatory statement.

**Advanced Enzyme Technologies Limited**

Details of Remuneration	As per details provided in Corporate Governance report which forms part of the Annual Report 2017-18	Only sitting fees and commission as per the limits specified under the Companies Act, 2013 and approved by the Board of Directors of the Company from time to time.	Only sitting fees and commission as per the limits specified under the Companies Act, 2013 and approved by the Board of Directors of the Company from time to time.
Date of First Appointment	23/03/1992	11/08/2018	11/08/2018
Qualification	Bachelor's degree in Science (Chemical Engineering) from National Institute of Technology, Rourkela	Chartered Accountant	<ul style="list-style-type: none"> <li>• Certified Public Accountant – Colorado Board of Accountancy</li> <li>• Presidential &amp; Key Executive MBA – Pepperdine University</li> <li>• Executive Education Program – Health Care Delivery – Harvard Business School</li> <li>• Passed Uniform CPA Examination – California Board of Accountancy</li> <li>• Adjunct Professor of Finance with University of La Verne, California</li> <li>• Bachelor of Commerce (Honors)– University of Delhi</li> </ul>
Shareholding in the Company (As on March 31, 2018)	46,500 Equity Shares of ₹ 2 each	25,000 Equity Shares of ₹ 2 each	NIL
No. of Board Meeting attended during the Financial Year	8 (including 1 meeting attended via video conferencing)	Not Applicable	Not Applicable
Relative of any other Director / Manager and other KMP	Mr. Chandrakumar Rathi is brother of Mr. Vasant Rathi, Chairman & Non-Executive Director of the Company. Also Mr. Chandrakumar Rathi is husband of Mrs. Savita Rathi, Whole-time Director & father of Mr. Piyush Rathi, Chief Business Officer of the Company.	NIL	NIL
List of outside Directorship held	<ol style="list-style-type: none"> <li>1. Source Natural Foods and Herbal Supplements Limited (listed entity)</li> <li>2. Atharva Green Ecotech LLP</li> <li>3. Chandrakant Rathi Innovations and Projects Private Limited</li> <li>4. Advanced Vital Enzymes Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Paharia Impex Private Limited</li> <li>2. Desai Trading and Consultants Pvt Ltd</li> <li>3. Paharia Trading and Consultancy Private Limited</li> <li>4. Suresquare Trading and Consultancy Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Citrus Valley Management Services Inc.</li> <li>2. Glendora Surgery Center</li> </ol>

List of outside Directorship held (Continued)	5. Advanced Enzytech Solutions Limited 6. Advanced Enzymes USA, USA 7. Shankara Universal GmbH, Switzerland 8. JC Biotech Private Limited 9. Advanced Enzymes (Malaysia) Sdn. Bhd., Malaysia	5. Laxmimanak Finance Private Limited 6. Durlabh Consultancy Private Limited 7. Khatuji Logistics and Finance Private Limited	
Chairman / Member of the Committee of the Board of Directors of the Company	Member of Stakeholders Relationship Committee	Member of Audit Committee w.e.f. August 11, 2018	NIL
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director. a) Audit Committee  b) Stakeholders Relationship Committee	Source Natural Foods and Herbal Supplements Limited – Member Nil	NIL	NIL

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements Regulations, 2015), only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered

**ADVANCED ENZYME TECHNOLOGIES LIMITED**

**CIN:** L24200MH1989PLC0510108

**Registered Office :** Sun-Magnetica, A Wing, 5th Floor, Near LIC Service Road, Louis Wadi, Thane (W) – 400 604.

**Website :** www.advancedenzymes.com; **Email:** info@advancedenzymes.com

**Phone:** +91-22-41703200 **Fax:** +91-22-25835159

**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 :

E mail Id :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name.....  
Address .....  
Email Id .....  
Signature....., or failing him .....

(2) Name.....  
Address .....  
Email Id .....  
Signature....., or failing him .....

(3) Name.....  
Address .....  
Email Id .....  
Signature.....

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Friday, September 14, 2018 at 11.30 a.m. at "Shehnaï Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Thane (W) – 400604, Maharashtra, India" and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	To receive, consider and adopt:			
(a)	the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2018 together with the Auditors' report thereon and the Directors' report.			
(b)	the Audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2018 together with the Auditors' report thereon			
2.	To declare Dividend.			
3.	To appoint a Director in place of Mr. Chandrakumar Laxminarayan Rathi (DIN 00365691), who retires by rotation and being eligible, offers himself for re-appointment.			

Sr. No.	Resolution	Vote		
		For	Against	Abstain
4.	To ratify the appointment of M/s. BSR & Co LLP, Chartered Accountants to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration.			
<b>Special Business</b>				
5.	To approve Related Party Transaction with Advanced Bio-Agro Tech Limited (Subsidiary).			
6.	To approve Related Party Transaction with JC Biotech Private Limited (Subsidiary).			
7.	To approve Remuneration payable to Mrs. Mangala Kabra, General Manager (Related Party).			
8.	To create mortgages / charges on the properties of the Company under section 180(1)(a) of the Companies Act, 2013.			
9.	To approve appointment of Mr. Suresh Paharia as an Independent Director of the Company			
10.	To approve appointment of Mr. Rajesh Kumar Sharma as an Independent Director of the Company			

Signed this ..... day of..... 2018

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy Holder(s) : \_\_\_\_\_



**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 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of not more than fifty members and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.