

ADVANCED ENZYME TECHNOLOGIES LIMITED

CIN: L24200MH1989PLC0510108

Registered Office : A Wing, 5th Floor, Sun Magnetica, Near LIC Service Road, Louiswadi,
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 **Thirtieth Annual General Meeting (“AGM”)** of the Members of **ADVANCED ENZYME TECHNOLOGIES LIMITED** will be held on **Thursday, August 08, 2019 at 3:30 P.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, 2019 together with the Auditors’ report thereon and the report of the Board of Directors of the Company.
 - the Audited Financial Statements (Consolidated) of the Company for the Financial Year ended March 31, 2019 together with the Auditors’ report thereon.
- To declare final Dividend (Rs. 0.60/- per Equity Share) on Equity Shares of Rs. 2/- each, for the Financial Year ended March 31, 2019.
- To re-appoint Mrs. Savita Rathi (DIN: 00365717), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

Special Business:

- To consider & expressly resolve not to fill-up the vacancy in case the re-appointment of the Director as per above Item No. 3 of the AGM Notice is not approved**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any modification(s) or re-enactment thereof), the Members of the Company hereby expressly resolve not to fill-up the vacancy as may be caused due to non-appointment of retiring Director under Item No. 3 of the Notice convening 30th Annual General Meeting of the Company (i.e. Item No. 3 not passed by the Members of the Company).”

- To approve Related Party Transactions with Advanced Bio-Agro Tech Limited**

To consider and if thought fit, to pass 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), 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, 2019 to September 30, 2020 as per the details provided in the Explanatory Statement attached to this Notice, and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company with 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.”

- To approve Related Party Transactions with JC Biotech Private Limited**

To consider and if thought fit, to pass 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), 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, 2019 to September 30, 2020, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company with 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 (“Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members 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 commencing from April 1, 2019 to March 31, 2022 to Mrs. Mangala Kabra, relative of two 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 and conditions of the appointment in accordance with the provisions of the Act 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 approve the payment of Commission to the Non-Executive Directors for a term of five financial years commencing from April 01, 2019

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 (“Act”), the corresponding rules framed thereunder, and any other applicable provisions of the Act and read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to pay a sum not exceeding one percent per annum of the net

profits of the Company calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Act for that Financial Year, to all or any of the Non-Executive Directors in proportion to the number of meetings of the Board / Committees thereto attended by the respective Non-Executive Director(s) during the relevant Financial Year, or in such other manner as may be decided and directed by the Board of Directors of the Company on a financial year basis, for a period of five financial years commencing from April 01, 2019 and extending up to March 31, 2024.”

9. To approve re-appointment of Mr. Kedar Desai (DIN: 00322581) as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, Schedule IV thereto, corresponding rules framed thereunder, the applicable provisions of Secretarial Standard-2 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the explanatory statement annexed to the Notice of 30th Annual General Meeting of the Company, and in furtherance to the recommendations of the Nomination and Remuneration Committee and the Board of the Company, consent of the Members of the Company be and is hereby accorded to approve the re-appointment of Mr. Kedar Desai (DIN: 00322581) as an Independent Director of the Company to hold the office for a second term of five years effective from April 01, 2019 to March 31, 2024, in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, signifying the intention to propose the candidature of Mr. Kedar Desai for the office of Director.”

10. To approve appointment of Ms. Rasika Rathi (DIN: 08300682) as a Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and 160 of Companies Act, 2013, corresponding rules framed thereunder (“Act”) and such other provisions as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the explanatory statement annexed to the Notice of 30th Annual General Meeting of the Company, and in furtherance to the recommendations of the Nomination and

Remuneration Committee and the Board of the Company, consent of the Members of the Company be and is hereby accorded to appoint Ms. Rasika Rathi (DIN: 08300682), who was appointed as an Additional Director (Non-Executive) with effect from January 08, 2019 as a Non-Executive Director on the Board of the Company with immediate effect, liable to retire by rotation, in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, signifying the intention to propose the candidature of Ms. Rasika Rathi for the office of Director.”

11. To approve appointment of Mr. Vilas Murlidhar Aurangabadkar (DIN: 08225986) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 of Companies Act, 2013, Schedule IV thereto, corresponding rules framed thereunder and such other provisions as may be applicable (“Act”), read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), the explanatory statement annexed to the Notice of 30th Annual General Meeting of the Company, and in furtherance to the recommendations of the Nomination and Remuneration Committee and the Board of the Company, consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Vilas Murlidhar Aurangabadkar (DIN: 08225986), who was appointed as an Additional Director (Independent) with effect from January 08, 2019 as an Independent Director on the Board of the

Company to hold office from January 08, 2019 to January 07, 2024, 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. Vilas Murlidhar Aurangabadkar for the office of Director.”

12. To approve appointment of Mr. Vinodkumar Hiralal Jajoo (DIN: 08224980) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 of Companies Act, 2013, Schedule IV thereto, corresponding rules framed thereunder and such other provisions as may be applicable (“Act”), read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the explanatory statement annexed to the Notice of 30th Annual General Meeting of the Company, and in furtherance to the recommendations of the Nomination and Remuneration Committee and the Board of the Company, consent of the members of the Company be and is hereby accorded to approve the appointment of Mr. Vinodkumar Hiralal Jajoo (DIN: 08224980), who was appointed as an Additional Director (Independent) with effect from February 09, 2019 as an Independent Director on the Board of the Company to hold office from February 09, 2019 to February 08, 2024, 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. Vinodkumar Hiralal Jajoo for the office of Director.”

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

Sanjay Basantani
Company Secretary and Head – Legal
Membership No.: 19637

Place : Thane
Date : July 02, 2019

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) 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 30th Annual General Meeting.
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 August 03, 2019 (Saturday) to August 08, 2019 (Thursday) (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 August 09, 2019 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 2nd day of August 2019 and (b) as beneficial owners as at the end of business hours of 2nd day of August 2019 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 30th 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. 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 hereinafter:

Financial Year	Type of Dividend	Date of Declaration	Due date for transfer to IEPF	Indicative date of transfer to IEPF
2011-12	Final Dividend	July 17, 2012	August 22, 2019	September 20, 2019
2012-13	Final Dividend	August 1, 2013	September 6, 2020	October 05, 2020
2013-14	Final Dividend	August 12, 2014	September 17, 2021	October 16, 2021
2014-15	Final Dividend	September 1, 2015	October 7, 2022	November 05, 2022
2015-16	Interim Dividend	March 26, 2016	May 01, 2023	May 30, 2023
2016-17	Final Dividend	September 11, 2017	October 17, 2024	November 16, 2024
2017-18	Final Dividend	September 14, 2018	October 20, 2025	November 19, 2025

Note: Those Members who have not, so far, encashed these Dividend warrants or any subsequent Dividend warrants may claim or approach our Registrar and 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.

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 during 2019. Details are also available on the Company's website (www.advancedenzymes.com). The concerned Shareholders are requested to claim the same latest by August 22, 2019 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. 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 atleast one week in advance of the date of AGM so that the necessary information can be kept ready.

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. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 amended vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities, except in case of transmission or transposition of securities, shall not be processed effective from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Hence, the Shareholders holding Equity Shares of the Company in physical form are requested to take action to dematerialize the same promptly.

16. The brief profile and other requisite details of the Directors recommended for appointment/ reappointment at the AGM under Item No. 3, 9, 10, 11 and 12 of the Notice, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), is furnished on page no. 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 30th 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 30th Annual General Meeting of the Company dated July 02, 2019 ("**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 August 04, 2019 (Sunday) at 9:00 A.M. (IST) and ends on August 07, 2019 (Wednesday) at 5:00 P.M. (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 August 02, 2019 (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"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <p>(Applicable for both Demat Shareholders as well as physical Shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participants are requested to enter the sequence number which is printed on covering letter to Annual Report and AGM Notice, under the "Password/ PAN" field. • 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. <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"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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 of 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

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out 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 login password then enter the User ID and the image verification code and click on Forgot Password and 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 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.

- 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 and on approval of the accounts they would be able to cast their vote.

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

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

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

Other Instructions:

a. 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.

b. 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.

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- c. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the e-voting period and 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 of the AGM 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) and CDSLs' website (www.evotingindia.com). Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of 30th AGM i.e. August 08, 2019.
- d. 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.
- e. 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, and on the website of the CDSL, www.evotingindia.com within two days of the passing of the resolutions at the 30th AGM of the Company and shall be communicated to the Stock Exchanges where the shares of the Company are listed.
- f. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4

Pursuant to Section 152(7)(a) of the Companies Act, 2013, if the vacancy of the retiring director is not filled-up and the (Annual General) Meeting ["AGM"] has not expressly resolved to fill the vacancy, the AGM shall stand adjourned to the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

Item No. 4 of the AGM Notice is provided as an abundant precautionary measure to save the resources of your Company, in case the re-appointment of Director at Item No. 3 of the AGM Notice is dis-approved and not passed by the Members, as per voting results.

The Board recommends the resolution set out at Item No. 4 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.

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 Rs. 100 Crores, whichever is lower only if the transaction is either not in ordinary course or not at arm's length basis i.e. 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 of 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. However, there may be some transactions which can be done in the interest of the Company. Hence, *inter alia* in view of the aforementioned SEBI Listing Regulations, approval of the Members of the Company for the proposed transactions with ABTL is being obtained.

The disclosures and 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:

Name of the Related Party	Advanced Bio-Agro Tech Limited (" ABTL ")
Names of Directors or Key Managerial Personnel who is related	The following personnel of the Company viz. Mr. Mukund Kabra, Whole-Time Director, Mr. Beni Prasad Rauka, Chief Financial Officer (KMP) 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).
Nature of Relationship	The Company is holding 60% Equity Shareholding in Advanced Bio-Agro Tech Limited and the above mentioned personnel are holding shares of ABTL as nominee(s) of the Holding Company.
Material terms of the contract / arrangement / transactions	Sale and/or Purchase of Goods in the ordinary course of business not exceeding the monetary value (and during the period) mentioned below.
Monetary value and period of approval	Not Exceeding ₹ 600 Million for a period from October 01, 2019 to September 30, 2020
Any other information relevant or important for the Members to take the decision on the proposed resolution	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 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 one of its 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 modifications 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 only if the transaction is either not in Ordinary Course or not at arm's length basis i.e. 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 of 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 on arms' length basis. However, 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:

Name of the Related Party	JC Biotech Private Limited (" JCB ")
Name of Directors or Key Managerial Personnel who is related	The following personnel of the Company viz. Mr. Mukund Kabra, Whole-time Director, and Mr. Beni P Rauka, Chief Financial Officer (KMP) of the Company are the Directors on the Board of JC Biotech Private Limited, i.e. as Nominees representing the interest of Advanced Enzyme Technologies Limited (Holding Company). Mr. Kedar Desai and Mr. Pramod Kasat are common Independent Directors.
Nature of Relationship	The Company is holding 70% Equity Shares in JC Biotech Private Limited
Material terms of the contract / arrangement / transactions	Sale and/or Purchase of Goods in the ordinary course of business not exceeding the monetary value (and during the period) mentioned below.
Monetary value and period of approval	Not Exceeding ₹ 650 Million for a period from October 01, 2019 to September 30, 2020
Any other information relevant or important for the Members to take the decision on the proposed resolution	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 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 67 years, is General Manager of the Company and has been associated with the Company since October, 1993.

Mrs. Mangala Kabra is a related party within the definition of Section 2(76) of the Companies Act 2013 ("**Act**"), as she is relative of Director(s) 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 and subject to the consent of the Members of the Company, has approved the (i) monthly basic salary of ₹ 79,400/- for the Financial Year 2019-20 ("FY20") with annual increment not exceeding 15% as may be approved by the Board of Directors

of the Company; (ii) Other components of the Salary as linked to the Basic Salary shall be proportionately increased; and (iii) total remuneration not exceeding ₹ 31.90 Lakhs (excluding leave encashment) for the FY20 including but not limited to all the allowances; Bonus (equivalent to one month Basic Salary) and perquisites as per policy of the Company, subject to annual increment every year as mentioned aforesaid.

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

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

The Board 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:

The Members of the Company, at the Annual General Meeting held on August 12, 2014 had approved the payment of Commission to the Non-Executive Directors of the Company upto a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of Companies Act, 2013 for a period of five years commencing from payment of commission for the period from the financial year 2013-14 to financial year 2018-19 ("FY19").

Pursuant to the provisions of Section 197 of Companies Act, 2013, remuneration by way of Commission can be paid to the Non-Executive Directors of the Company subject to the limits prescribed therein.

Accordingly, a fresh approval of the Members is sought for payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company for a period

of five (5) years commencing from payment of commission for the financial year 2019-20 ("FY20") to financial year 2023-24 ("FY24"). The Commission is proposed to be paid to all or any of the Non-Executive Directors including Independent Directors in proportion to the number of meetings of the Board and/or Committees thereto attended by the respective Non-Executive Director(s) during the relevant financial year, or in such other manner as may be decided by the Board of Directors of the Company on a financial year basis.

The Board recommends the resolution set out at Item No. 8 to be passed as an **Ordinary Resolution**.

Except the Non-Executive Directors of the Company, 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

The Members at their meeting held on August 12, 2014 approved the appointment of Mr. Kedar Desai as an Independent Director for a term of five (5) years w.e.f April 01, 2014 to hold office till March 31, 2019. In accordance with the provisions of Companies Act, 2013, an Independent Director can hold the office for a maximum of two (2) tenures of five (5) years each. However, it is

further prescribed that such re-appointment for a second term of five (5) years shall be subject to passing of a Special Resolution by the Members of the Company.

Further, the Secretarial Standards-2 on General Meetings also prescribes that in case of re-appointment of Independent Director, a performance evaluation report or a summary thereof shall be included in the Explanatory Statement.

Pursuant to the provisions of the Board Evaluation Policy, a structured performance evaluation exercise was carried out for the Independent Directors including Mr. Kedar Desai. The said evaluation was based on various parameters such as participation and contribution at the Board and Committee meetings, understanding of the governance, regulatory, financial, fiduciary and ethical requirements of the Board and Committees, standards of ethics and integrity, ability to exercise objective independent judgment in the best interests of the Company and its stakeholders. Post evaluation of performance of Mr. Kedar Desai by every other Director, numeric value ("**score**") assigned to each objective answer on the scale of 1 to 5, for all the statements in the respective questionnaire were summed and averaged respectively, wherein scale/average of '1' indicates 'Critical'; '2' - 'Weak'; '3' - 'Fair'; '4' - 'Satisfactory' and '5' - 'Strong'. The said average score of Mr. Kedar Desai for all the parameters was remarkable '4.50' and above. The Board appreciated his valuable contribution to the Company during his first term as an Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 ("**Act**") proposing the re-appointment of Mr. Kedar Desai as an Independent Director of the Company to hold office from April 01, 2019 to March 31, 2024. Mr. Kedar Desai has submitted declarations as required pursuant to Section 149(7) of the 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 and Disclosure Requirements) 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 his appointment and that Mr. Desai is independent of the management. Further having regards to his qualifications, knowledge, expertise and experience, re-appointment of Mr. Kedar Desai as an Independent Director will be in the best interest of the Company.

A copy of appointment letter, declaration of eligibility under the Act and 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 30th Annual General Meeting. Brief profile and other requisite details of Mr. Kedar Desai as required under the SEBI Listing Regulations and Secretarial

Standards-2 on General Meetings is provided on page no. 14 of this Notice.

The Board recommends the resolution set out in Item No. 9 to be passed as a **Special Resolution**.

Except Mr. Kedar Desai, 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

Ms. Rasika Rathi (DIN: 08300682) was appointed as an Additional Director (Non-Executive) by the Board of Directors at its meeting held on January 08, 2019, to hold the office upto the conclusion of this Annual General Meeting and is eligible for the appointment as a Director of the Company, liable to retire by rotation. Ms. Rasika Rathi is a Promoter Group member and Relative (daughter) of Mr. Vasant Rathi (Promoter Chairman)

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 ("**Act**") proposing the candidature of Ms. Rasika Rathi as a Non-Executive Director of the Company.

Ms. Rasika Rathi has submitted the declaration as required that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further having regard to his qualification, knowledge and experience, appointment of Ms. Rasika Rathi as a Non-Executive Director will be in the best interest of the Company.

Brief profile and other requisite details of Ms. Rasika Rathi as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is provided on page no. 14 of this Notice.

The Board recommends the resolution set out in Item No. 10 to be passed as an **Ordinary Resolution**.

Except Ms. Rasika Rathi and otherwise mentioned above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise.

Item Nos. 11 and 12:

Mr. Vilas Murlidhar Aurangabadkar (DIN: 08225986) and Mr. Vinodkumar Hiralal Jajoo (DIN: 08224980) were appointed as an Additional Directors (Independent) by the Board of Directors at its meetings held on January 08, 2019 and February 09, 2019 respectively for a term of five (5) years each subject to approval of the Members of the Company and are eligible for the appointment as Directors of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 ("**Act**") proposing the candidatures of Mr. Vilas Murlidhar Aurangabadkar and Mr. Vinodkumar Hiralal Jajoo as an Independent Director of the Company. Mr. Vilas Murlidhar Aurangabadkar and Mr. Vinodkumar Hiralal Jajoo have individually submitted declarations as required pursuant to Section 149(7) of the Companies Act, 2013 ("**Act**"), stating that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended) ["**SEBI Listing Regulations**"]. Further, they are not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Board is of the opinion that they fulfil the conditions as specified in the Act and rules made thereunder, for their appointments and that Mr. Aurangabadkar and Mr. Jajoo are independent of the management. Further having regard to their qualifications, knowledge, expertise and experience, appointments of Mr. Vilas Murlidhar Aurangabadkar and Mr. Vinodkumar Hiralal Jajoo as Independent Directors will be in the best interest of the Company.

A copy of appointment letter, declaration of eligibility under the Act and SEBI Listing Regulations received from them and other relevant 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 30th Annual General Meeting.

Brief profile and other requisite details of Mr. Vilas Murlidhar Aurangabadkar and Mr. Vinodkumar Hiralal Jajoo as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided on page no. 14 of this Notice.

The Board recommends the resolutions set out in Item No. 11 and 12 to be passed as **Ordinary Resolutions**.

Except Mr. Vilas Murlidhar Aurangabadkar and Mr. Vinodkumar Hiralal Jajoo (in their respective resolutions only), none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in resolution nos. 11 and 12.

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

Sanjay Basantani
Company Secretary and Head – Legal
Membership No.: 19637

Place : Thane
Date : July 02, 2019

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

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 Standards-2 on General Meetings:

Names of Directors	Mrs. Savita Rathi	Mr. Kedar Desai	Ms. Rasika Rathi	Mr. Vilas M. Aurangabadkar	Mr. Vinodkumar H. Jajoo
Date of Birth/ Age	February 26, 1961 (58 years)	August 17, 1971 (47 years)	December 01, 1982 (36 years)	July 23, 1949 (69 years)	November 21, 1964 (54 years)
Experience/ Expertise in Specific Functional Area	Over 28 years of experience in enzyme industry and is associated with the Company since incorporation.	Over 21 years of experience in the field of Law. He was associated with Messrs Kanga & Co. from the year 1997 to 2007, out of which during the period 2004 to 2007, he was a partner at Messrs Kanga & Co. Subsequently, he has been associated as a Partner at M/s. Desai Desai Carrimjee and Mulla, Advocates and Solicitors.	Over 14 years of rich experience in the fields of Law and enzymes and presently associated as Vice President, General Counsel and Secretary at US subsidiary and Director of the European subsidiary. She was, in past, associated with Allen & Overy LLP in New York USA as an Associate – Tax and Litigation. She is also associated as Director of the Company's subsidiaries in US viz., Enzyme Innovation, Inc., Dynamic Enzymes, Inc., Advanced Supplementary Technologies Corporation. She has also founded a Non-profit National Information Centre in California USA to disseminate information about pulmonary fibrosis, conduct research and search for alternative therapies	Around 6 years in Manufacturing industry; teaching experience of around 37 years including about 25 years as educationalist (Principal of pharmacy colleges). Also Co-ordinator of various professional institutions.	In Direct-Indirect Tax Practice since last 30 years. Vast experience in all types of Audit and Taxation Work.
Terms and Conditions of Appointment	Re-appointment, as liable to retire by rotation. Existing tenure as Whole-Time Director: 5 years effective from January 01, 2016 Basic Salary: In the range of ₹ 140,000/- per month with an annual increment not exceeding 30% of the previous year basic Other allowances, perquisites, contribution to PF, leave encashment and other terms and conditions as set out into agreement dated December 28, 2015 entered between Mrs. Savita Rathi and the Company and the Resolution with explanatory statement passed in the Extra-Ordinary General Meeting held on December 23, 2015	As per Resolution No. 9 read with the explanatory statement	As per Resolution No. 10 read with the explanatory statement	As per Resolution No. 11 read with the explanatory statement	As per Resolution No. 12 read with the explanatory statement
Details of Remuneration	As per details provided in Corporate Governance report which forms part of the Annual Report (2018-19), which is circulated alongwith this AGM Notice and hosted on the website of the Company.	Sitting fees and commission as per the limits specified under the Companies Act, 2013 and as approved by the Shareholders of the Company from time to time.	Commission as per the limits specified under the Companies Act, 2013 and as approved by the Shareholders of the Company from time to time. She is also paid remuneration from US subsidiary as per the approval of the Shareholders of the Company in its meeting held on September 15, 2016, which is ₹ 10.41 Million for FY19 (₹ 8.90 Million for FY18)	Sitting fees and commission as per the limits specified under the Companies Act, 2013 and as approved by the Shareholders of the Company from time to time.	Sitting fees and commission as per the limits specified under the Companies Act, 2013 and as approved by the Shareholders of the Company from time to time.
Date of First Appointment	First Director since incorporation – March 15, 1989	August 27, 2010	January 08, 2019	January 08, 2019	February 09, 2019
Qualification	Bachelor's degree in Commerce	LLB, Solicitor from Bombay Incorporated Law Society	B.A. Economics from University of California, Berkeley, Juris Doctorate in Law from University of Michigan	DBM, MMS (Master in Management Sciences), B. Pharm, M. Pharm	M.com, Chartered Accountant
Shareholding in the Company (As on March 31, 2019)	3,71,500 Equity Shares of ₹ 2/- each	2,000 Equity Shares of ₹ 2/- each	25,65,000 Equity Shares of ₹ 2/- each	NIL	NIL

No. of Board Meeting attended during the Financial Year	Eligible: 8 Attended: 7	Eligible: 8 Attended: 8	Eligible: 2 Attended: 1 by video conference and other by tele conference	Eligible: 2 Attended: 2	Eligible: 1 Attended: 1
Relative of any other Director / Manager and other KMP	Not Applicable	Not Applicable	Ms. Rasika Rathi is the daughter of Mr. Vasant Rathi, Chairman of the Company	Not Applicable	Not Applicable
List of outside Directorship held as on March 31, 2019 (excluding foreign companies)	<ol style="list-style-type: none"> 1. Advanced Enzytech Solutions Limited (wholly owned subsidiary) 2. Chandrakant Rathi Innovations and Projects Private Limited 3. Advanced Vital Enzymes Private Limited 4. Atharva Clean Energy Private Limited 5. Ashtavakra Properties Private Limited 6. Hastamalaka Properties Private Limited 7. Trotakacharya Properties Private Limited 8. Partner in Atharva Green Ecotech LLP 	<ol style="list-style-type: none"> 1. Autotech-Sirmax India Private Limited 2. Chowgule Industries Private Limited 3. Angre Port Private Limited 4. JC Biotech Private Limited 5. Axis Mutual Fund Trustee Limited 6. Financial Planning Corporation (India) Private Limited (vacated office on March 31, 2019) 	NIL	NIL	NIL
Chairman / Member of the Committee of the Board of Directors of the Company	Member of Stakeholders' Relationship Committee	Chairman of Audit Committee as well as Stakeholders' Relationship Committee	NIL	NIL	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	NIL	JC Biotech Private Limited (subsidiary of the Company): i. Audit Committee – Member	NIL	NIL	NIL

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligations 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 : A Wing, 5th Floor, Sun Magnetica, Near LIC Service Road, Louiswadi,
Thane (W) – 400 604, Maharashtra, India

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 holder(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 30th Annual General Meeting of the Company, to be held on Thursday, August 08, 2019 at 03:30 p.m. at Shehnaï Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane (W) – 400604, Maharashtra, India and at any adjournment thereof in respect of such resolution as is indicated below:

Sr. No.	Resolutions	Vote	
		For	Against
Ordinary Business			
1	To receive, consider and adopt: (a) the Audited Financial Statements (Standalone) of the Company for the Financial Year ended March 31, 2019 together with the Auditors' report thereon and the report of the Board of Directors of the Company. (b) the Audited Financial Statements (Consolidated) of the Company for the Financial Year ended March 31, 2019 together with the Auditors' report thereon.		
2.	To declare final Dividend (₹ 0.60/- per Equity Share) on Equity Shares of ₹ 2/- each, for the Financial Year ended March 31, 2019		
3.	To re-appoint Mrs. Savita Rathi (DIN: 00365717), who retires by rotation and being eligible, offers herself for re-appointment as a Director.		
Special Business			
4.	To consider and expressly resolve not to fill-up the vacancy in case the re-appointment of the Director as per above Item No. 3 of the AGM Notice is not approved.		
5.	To approve Related Party Transactions with Advanced Bio-Agro Tech Limited.		
6.	To approve Related Party Transactions with JC Biotech Private Limited.		
7.	To approve remuneration payable to Mrs. Mangala Kabra, General Manager (Related Party).		
8.	To approve the payment of Commission to the Non-Executive Directors for a term of five financial years commencing from April 01, 2019.		
9.	To approve re-appointment of Mr. Kedar Desai (DIN: 00322581) as an Independent Director of the Company.		
10.	To approve appointment of Ms. Rasika Rathi (DIN: 08300682) as a Non-Executive Director of the Company.		
11.	To approve appointment of Mr. Vilas Murlidhar Aurangabadkar (DIN: 08225986) as an Independent Director of the Company.		
12.	To approve appointment of Mr. Vinodkumar Hiralal Jajoo (DIN: 08224980) as an Independent Director of the Company.		

Signed this day of..... 2019

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 the for / against 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 50 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 10% of the total share capital of the company carrying voting rights, then such person shall not act as a proxy for any other member. Proxy submitted on behalf of any company, society, entity etc. must be supported by an appropriate resolution/ authority letter, as applicable.

ADVANCED ENZYME TECHNOLOGIES LIMITED
CIN: L24200MH1989PLC0510108
Registered Office : A Wing, 5th Floor, Sun Magnetica, Near LIC Service Road, Louiswadi,
 Thane (W) – 400 604, Maharashtra, India
Website : www.advancedenzymes.com; **Email:** info@advancedenzymes.com
Phone: +91-22-41703200 Fax: +91-22-25835159

ATTENDANCE SLIP

**THIRTIETH (30TH) ANNUAL GENERAL MEETING OF THE COMPANY ON
 THURSDAY, AUGUST 08, 2019 AT 03:30 P.M.**

Folio No. / DP ID & Client ID	
No. of shares held	

I/We certify that I/We am/are a registered member / proxy for the registered member of the Company. I/We hereby record my presence at the 30th Annual General Meeting of the Company (“AGM”) at Shehnai Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane (West) – 400604, Maharashtra, India on Thursday, August 08, 2019 at 03:30 p.m.

Member's/ Proxy's name in **BLOCK** Letters

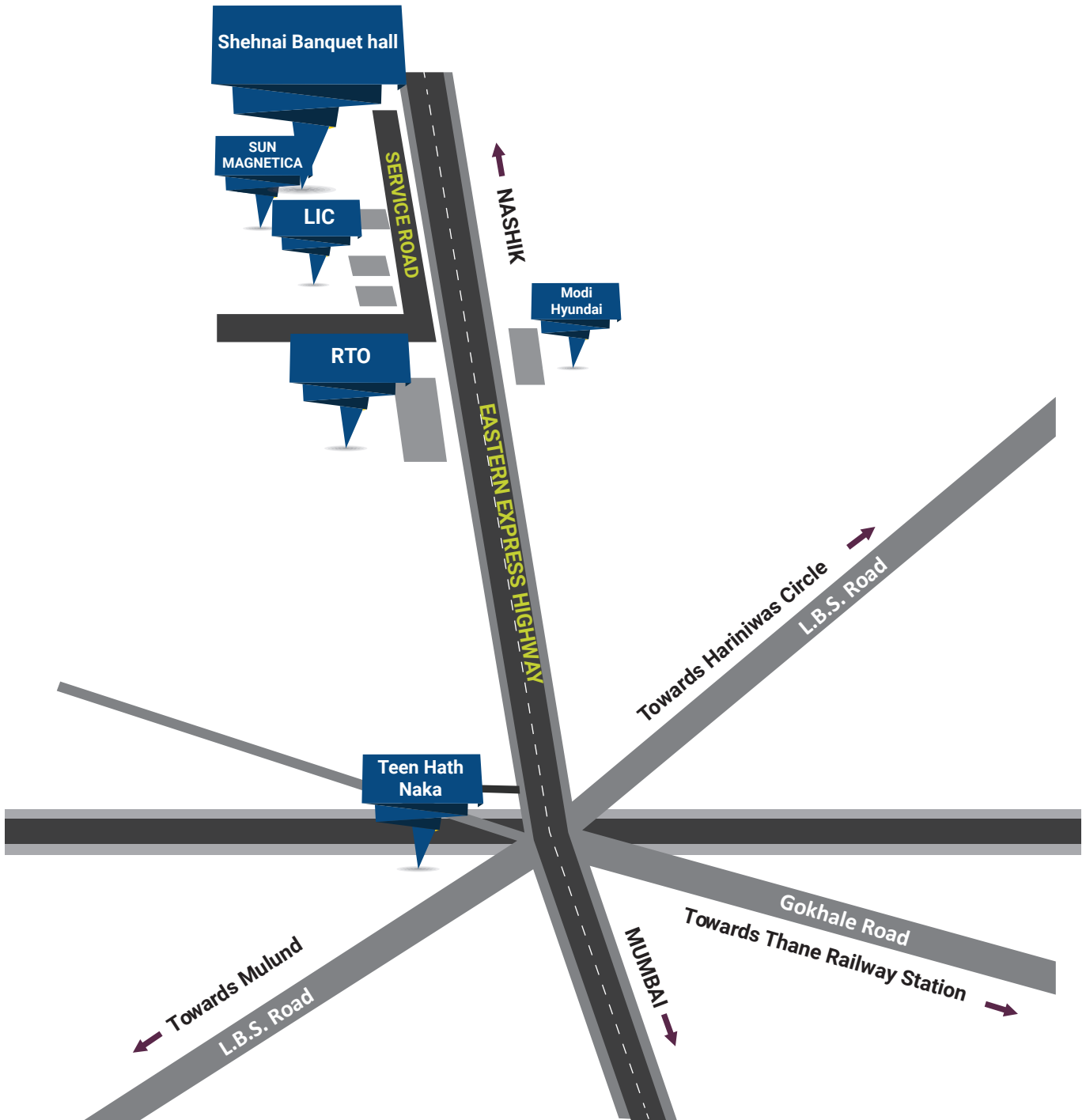
Member's /Proxy's Signature

Note: Please fill the attendance slip and hand it over at the ENTRANCE. Kindly refer next page for AGM venue route map. Please read the following details including remote e-voting instructions provided in the notice convening 30th AGM (“AGM Notice”).

The remote e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
August 04, 2019 (Sunday) at 09:00 a.m. IST	August 07, 2019 (Wednesday) at 05:00 p.m. IST

Route Map for 30th AGM VENUE



Shehnaï Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louiswadi Police Chowki, Thane (W) - 400 604