

August 08, 2019

To

Mr. Kedar Desai

(DIN : 00322581)

Flat No. 52, Makani Manor,

16 Dr. G Deshmukh Marg,

Pedder Road, Mumbai - 400026

Sub : Letter for your re-appointment as an Independent Director of the Company

Dear Sir,

**Re: Your appointment as the Independent Director of Advanced Enzyme Technologies Limited (India) ["Company" / "AETL"]**

We are pleased to confirm that the Shareholders of the Company ["Members"] in their meeting held on August 08, 2019 have approved your re-appointment as an Independent Director on the Board of the Company by passing a special resolution to hold the office for a second term of five years w.e.f April 01, 2019 as per the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) ["Act"].

#### **A. Preliminary**

Your appointment is subject to the following:

- 1) You will submit a declaration in the beginning of every financial year under Section 149 & other applicable provisions of the Act including SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) ["SEBI Listing Regulations"], during your tenure, inter alia stating that you meet the criteria of independence.
- 2) So long as you are Independent Director of the Company, the number of companies in which you hold office as a Director or a Chairman or Committee Member will not exceed the limit stipulated under the Act read with SEBI Listing Regulations.
- 3) So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act or any other applicable law.
- 4) You will ensure compliance with other provisions of the Act, Schedule IV to the Act & SEBI Listing Regulations, as applicable to you as an independent director

## **B. Term**

(Second) term of 5 years commencing from April 01, 2019 upto March 31, 2024

## **C. Committees**

The Board of Directors may, if it deems fit, appoint you on one or more existing committee of the Board or any such committee that is set up in the future. Your appointment on such committee (s) shall be subject to the applicable regulations.

## **D. Code of Conduct and Duties and Responsibilities**

- 1) You will abide by the AETL Code of Conduct & Ethics, AETL's Insider Trading Code & other applicable Codes and Business Principles to the extent applicable to an Independent Director of the Company.
- 2) You will abide by the Guidelines of professional conduct, Role, Function and Duties as an Independent Director as provided in Act, read with Schedule IV of the Act & SEBI Listing Regulations.
- 3) You will not hold office as a Director or any other office in a competing firm/entity.
- 4) You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an independent director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
- 5) You are expected to:
  - (i) take decisions objectively and solely in the interests of the Company;
  - (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
  - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
  - (iv) guide the Board in monitoring and managing potential conflicts of interest of management, Board members and stakeholders, including misuse of corporate assets and abuse in related party transactions
  - (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

#### **E. Sitting Fees**

You shall be paid the sitting fees for attending each meeting of the Board and its Committee thereof (in case you are appointed as Committee member) as set out under the Nomination and Remuneration Policy ('Policy') of the Company. In addition, you may also be paid Commission on annual basis within the limits prescribed under the Act & other applicable regulations, as may be approved by the Board & shareholders of the Company, from time to time.

#### **F. Miscellaneous**

- 1) You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), ("**Confidential Information**").
- 2) You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information except in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.
- 3) The Company has a Directors' & Officers' liability insurance policy for its existing Directors & Officers and is intended to extend such cover for the full term of your appointment.

Please confirm your acceptance by signing and returning a copy of this letter to the Company.

Yours faithfully,

For **Advanced Enzyme Technologies Limited**

Sd/-

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**Mukund Kabra**

**Whole-time Director**

DIN : 00148294

Sd/-

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**Agreed and Accepted**

**[Kedar Desai]**

DIN : 00322581