

30<sup>th</sup> November, 2015

To,  
Mrs. Rupa R. Vora  
(DIN: 01831916)  
8, HYDE PARK, 227 SHER E PUNJAB SOC,  
MAHAKALI CAVES ROAD,  
MUMBAI, 400093,  
Maharashtra, INDIA

Sub: Appointment Letter

Dear Madam,

**Re: Your appointment as the independent director of Advanced Enzyme Technologies Limited**

We are pleased to confirm that that at the Board Meeting held on 28<sup>th</sup> November, 2015, Board of Directors of the Company has appointed you as an Additional Director on the Board to hold office upto the date of the next Annual General Meeting of the Company Under Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013.

We further inform you that your appointment shall be considered as an Independent Director of the Company subject to approval of the shareholders you may appoint for a term of 5 years commencing from our ensuing AGM which is to be held in 2016.

**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 (7) of the Act during your tenure 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.
3. So long as you are 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.
4. You will ensure compliance with other provisions of the Act as applicable to you as an independent director

## **B. Term**

You may appoint for a term of 5 years commencing from our ensuing AGM which is to be held in 2016 subject to approval of the shareholders.

## **C. Committees**

The Board of Directors may, if it deems fit, invite you for being appointed 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 Conducts 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 Schedule IV of the Companies Act, 2013.

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 to attending each meeting of the Board and its Committee thereof as set out under the Nomination and Remuneration Policy ('Policy') of the Company.

## **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.

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

Yours faithfully,  
For **Advanced Enzyme Technologies Limited**

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**Managing Director**

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**Agreed and Accepted**  
**[Rupa Vora]**