

ADVANCED ENZYME TECHNOLOGIES LIMITED

(CIN: U24200MH1989PLC051018)

Registered Office: A Wing, 5th Floor, Sun-Magnetica, Near L.I.C. Service Road, Louiswadi, Thane - 400604

Email: info@advancedenzymes.com, Website: www.advancedenzymes.com

Phone: 022-41703200 Fax: 022-25835159

NOTICE

NOTICE is hereby given that the **Twenty-Seventh Annual General Meeting** of the members of **ADVANCED ENZYME TECHNOLOGIES LIMITED** will be held on Thursday, the 15th Day of September, 2016, at Shehnai Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane (West) - 400601, at 10:00 A.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and the Auditors thereon.
2. To confirm Interim Dividend @ Re 1/- per share (10%) paid on the fully paid-up Equity Shares of the Company for the Financial Year ended 31st March, 2016.

3. To resolve not to fill vacancy for the time being in the Board, caused by retirement of Mr. Pradip Bhailal Shah (DIN: 01225582), who retires by rotation and does not seek re-appointment and to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the casual vacancy caused by the retirement of Mr. Pradip Bhailal Shah (DIN: 01225582), who retires by rotation and does not seek re-appointment, be not filled in, and the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which may be required in this regard.”

4. To appoint a director in place of Mr. Mukund M Kabra (DIN: 00148294), who retires by rotation and being eligible, offers himself for re-appointment.

5. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Co. LLP Chartered Accountants, (ICAI Firm Registration No.101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors M/s. Walker Chandio & Co., LLP, Chartered Accountants, (ICAI Firm Registration. No. 001076N/N500013) to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of Thirty Second AGM of the Company for the first term of consecutive Five years (subject to ratification, if any required by the extant provisions of the applicable law, of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at such remuneration plus service tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:

6. **To Approve Related Party Transaction 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 Section 188 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, {hereinafter referred to as “SEBI (LODR)”} and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into any contract and /or arrangement with ‘Advanced Bio-Agro Tech Limited’ (an Indian subsidiary of the Company), for a period of 1 year as per the detail provided in the Explanatory Statement, attached to this notice, 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 said connection.”

7. **To Approve Remuneration payable to Mr. Piyush C. Rathi, Chief Business Officer of the Company**

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

“RESOLVED THAT pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to pay a monthly remuneration not exceeding such sum as detailed in the Explanatory Statement attached to this notice for a period of 5 (Five) years commencing from 1st April 2016 to 31st March 2021. Mr. Piyush C. Rathi, a relative of Directors, holding

an office or place of profit as Chief Business Officer, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of the appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Piyush C. Rathi.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

8. To Approve Remuneration payable to Mr. Beni Prasad Rauka, Chief Financial Officer of the Company

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to pay a monthly remuneration not exceeding such sum as detailed in the Explanatory Statement attached to this notice for a period of 5 (Five) years commencing from 1st April 2016 to 31st March 2021. Mr. Beni Prasad Rauka, KMP of Company, holding an office or place of profit as Chief Financial Officer, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of the appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Beni Prasad Rauka.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

9. To Approve Remuneration Payable to Mr. Vasant Laxminarayan Rathi, Non-Executive Director and CEO of the US subsidiaries of the Company.

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to hold an office or place of profit for a period of 5 (Five) years commencing from 1st April 2016 by Mr. Vasant Laxminarayan Rathi, Non-Executive Director, in Cal-India Foods International, USA, a step-down subsidiary company (subsidiary of Advanced Enzymes USA), and to pay him the monthly remuneration not exceeding such sum as detailed in the Explanatory Statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of his appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Vasant Laxminarayan Rathi.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

10. To Approve Remuneration Payable to Prabha Rathi, Vice President of Operations of the US subsidiaries of the Company.

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to hold an office or place of profit in the Company/ subsidiary by Ms. Prabha Rathi, Vice President of Operations to pay the monthly remuneration not exceeding such sum for a period of 5 (Five) years, as detailed in the Explanatory Statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of their appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Ms. Prabha Rathi.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

10a. To Approve Remuneration Payable to Rachana Rathi, Director of Business Development of the US subsidiaries of the Company.

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to hold an office or place of profit in the Company/ subsidiary by Ms. Rachana Rathi, Director of Business Development to pay the monthly remuneration not exceeding such sum for a period of 5 (Five) years, as detailed in the Explanatory Statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of their appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Ms. Rachana Rathi.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

10b. To Approve Remuneration Payable to Rasika Rathi, General Counsel and Vice President of Regulatory Affairs of the US subsidiaries of the Company.

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to hold an office or place of profit in the Company/ subsidiary by Ms. Rasika Rathi, General Counsel and Vice President of Regulatory Affairs to pay the monthly remuneration not exceeding such sum for a period of 5 (Five) years, as detailed in the Explanatory Statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of their appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Ms. Rasika Rathi.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

10c. To Approve Remuneration Payable to Reshma Rathi, Vice President of Operations of the US subsidiaries of the Company.

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR), and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to hold an office or place of profit in the Company/ subsidiary by Ms. Reshma Rathi, Vice President of Operations to pay the monthly remuneration not exceeding such sum for a period of 5 (Five) years, as detailed in the Explanatory Statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of their appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Ms. Reshma Rathi.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary thereof in this connection.”

11. To Amend Employee Stock Option Scheme 2015

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

“**RESOLVED THAT** in partial modification of the Special Resolution passed at the Extra-Ordinary General Meeting of the Members of the Company held on the 23rd December, 2015, and pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time {hereinafter referred to as “SEBI (SBEB) Regulations”} and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded, to amend the AETL - Employee Stock Option Scheme 2015 (hereinafter referred to as the “AETL - ESOS 2015”/ “Scheme”) to (a) alter the power granted to the Nomination and Remuneration Committee for varying the terms of the Scheme; (b) maximum quantum of benefits to be provided per employee under the Scheme; (c) clarification on implementation and administration of the Scheme; (d) procedure adopted for adjustment to the entitlement of number of options and to exercise price in the event of corporate actions; and (e) statement of risks related to the investment in shares or options.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above resolution and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the AETL - ESOS 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the AETL - ESOS 2015 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of AETL - ESOS 2015 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

12. To Approve appointment of Mrs. Rupa R Vora (DIN: 01831916) 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rupa R Vora (DIN:01831916), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on November 28, 2015, 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 Mrs. Rupa R Vora 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 28th November, 2015 to 27th November, 2020.”

For Advanced Enzyme Technologies Limited

(Kedar Desai)
Chairman
DIN: 00322581

Thane, July 28, 2016

Registered Office:

Sun-Magnetica, A Wing
5th Floor, Near LIC Service Road
Thane (W) - 400 604
CIN: U24200MH1989PLC051018
Phone: 022-41703200 Fax: 022-25835159
Email: info@advancedenzymes.com
Website: www.advancedenzymes.com

NOTES:

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business under Item No. 5 to 12 is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF 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 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 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.**
3. All the material documents referred in the Notice shall be open for inspection by the members at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.
4. In order to be effective, the Proxy form should be deposited at the Registered Office of the Company duly completed and signed not later than forty-eight (48) hours before the commencement of the Annual General Meeting.
5. Every member entitled to vote at the Annual General Meeting 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 Annual General Meeting. However a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 12th September 2016 to Thursday, 15th September 2016 (both days inclusive).

7. 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-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West), Mumbai 400 078 Quote the ledger folio number in respect of shares held in physical form in all correspondence with the Company.
 - 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. Quote client ID and DP ID numbers in respect of shares held in dematerialised form.
8. The Notice of 27th Annual General Meeting of the Company dated 15th September, 2016 alongwith the Annual Report 2015-16 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s). The same has also been uploaded on the website of the Company, i.e. www.advancedenzymes.com. It is hereby clarified that the members shall still be entitled to receive physical copies through permitted mode by making a specific request for the same at any point of time.
9. Members holding shares in physical form are requested to submit their e-mail address to the Company/RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.
10. Members desiring to seek further information or clarification on the Annual Accounts or operations of the Company at the meeting are requested to send their queries to the Chief of Finance Department so as to reach to the Registered Office of the Company at least one week in advance of the date of meeting to enable the management to keep information ready. Replies will be provided only at the meeting.
11. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the business under Item No. 5 to 10, is annexed hereto and forming part of the Notice. Considering the proposal for Listing the Shares of the Company with the Stock Exchanges (BSE and NSE), the resolutions are proposed to be passed also in accordance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [SEBI (LODR)].
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 hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
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 equity shares in multiple folios in the identical order of names are requested to consolidate their holding into one folio.
15. Members can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank Forms will be supplied on request.
16. 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.
17. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**) in respect of directors seeking appointment/re-appointment at the Annual General Meeting is furnished as Attachment – I to the AGM Notice.
18. **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 27th Annual General Meeting of the Company dated 28th July, 2016 (the AGM Notice). Complete details and instructions for e-voting are furnished as Attachment – II to the AGM Notice. These details form an integral part of the Notice.
19. A route map showing directions to reach the venue of the 27th Annual General Meeting of the Company is enclosed to the Notice as per the requirement of the "Secretarial Standards 2" on General Meetings.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 12th September 2016 at 09.00 AM and ends on 14th September 2016 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08th September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company /Depository Participant are requested to use the sequence number which is printed on Attendance Sheet indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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 evoting 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.
- (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 same 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) 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 Corporates.

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.

(xix) 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.

Other Instructions:

1. Mr. S. Anantha Rama Subramanian, Practicing Company Secretary, Proprietor of M/s. S. Anantha & Co 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.
2. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e- voting period, after conclusion of Annual general Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer’s Report of the votes cast in the favor or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at Annual General Meeting, shall be provided voting facility by poll Paper. Members have the option to request for a physical copy of the Poll Paper by sending an E-mail to prabal@advancedenzymes.com by mentioning their Folio No./ DP ID and Client ID No. Poll Paper received after specified date will be treated as invalid.
4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid.

The result declared along with scrutinizer’s report shall be placed on the Company’s websites <http://www.advancedenzymes.com/> and on the website of the CDSL www.evotingindia.com within 2 days of the passing of the resolutions at the 27th AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

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

ITEM NO.5

The existing Statutory Auditors M/s. Walker Chandiook & Co., LLP holding office upto the conclusion of the ensuing Annual General Meeting. The Board of Directors has proposed to recommend the appointment of M/s. BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors in place of the retiring Auditor M/s Walker Chandiook & Co LLP, on the basis of the recommendation of the Audit Committee.

A special notice has been received under Section 140(4) (i) of the Companies Act, 2013 from an eligible member proposing the appointment of M/s. BSR & Co. LLP, Chartered Accountants, as the statutory auditors, in place of the retiring Auditor, M/s. Walker Chandiook & Co LLP.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s. BSR & Co., LLP, Chartered Accountants, as the Statutory Auditors in place of the retiring Auditor M/s. Walker Chandiook & Co. LLP. Written consent of the proposed auditors together with a Eligibility certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

All the documents referred in the notice are available for inspection by the shareholders at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in passing the above resolution except to the extent of the shareholding in the Company, if any.

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

ITEM NO.6

The Company markets its enzyme based products for Animal Nutrition and Feed through its one of the subsidiaries Advanced Bio Agro Tech Limited, in which the Company holds 60% shareholding.

Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, requires obtaining approval of the Members of the Company for the related party transactions, if the proposed transaction(s) on account of the sale, purchase or supply of any goods or materials, exceeds 10% of the Annual Consolidated Turnover of the Company or Rs.100 Crores, whichever is lower. However, the Companies Act, 2013 exempts from obtaining the approval of the members of the Company, in case of those transactions, which are in the ordinary course of business and at arm’s length. Although transactions are entered into ordinary course of business and done at arm’s length however in terms of the requirement under Regulation 23(4) of the SEBI (LODR), which requires the Company to obtain the approval of the members in case of a material related party transaction. [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 ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity].

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 (LODR) are given below for kind perusal of the members:

Name of the Related Party	Advanced Bio-Agro Tech Limited (ABTL)
Name of Directors or Key Managerial Personnel who is related	The following persons of the Company viz. a) Mr. Mukund Kabra, Whole-Time Director; b) Mr. Beni Prasad Rauka, C.F.O; and c) Mr. Piyush C. Rathi, Chief Business Officer, are the Directors of Advanced Bio-Agro Tech Limited, as Nominees representing the interest of the Holding Company. [Hence should not be treated as Related Party(ies) to the proposed Contract and accordingly eligible to participate in the resolution.]
Nature of Relationship	Company is holding 60% Equity Shares in Advanced Bio-Agro Tech Limited and the above mentioned persons are holding shares of ABTL as nominee(s) of the Holding Company.
Material terms of the contract / arrangement / transactions	Sale / Purchase of Goods, in the ordinary course and at arm's length basis
Monetary value and period of approval	Not Exceeding Rs. 35 Crores
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.

All the documents referred in the notice are available for inspection by the shareholders at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting.

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

Mr. Mukund M. Kabra, Whole-Time Director, Mr. Beni Prasad Rauka, CFO, and Mr. Piyush C. Rathi, Chief Business Officer and their relatives are not holding shares in their individual capacity, therefore they are eligible to participate in passing the resolution.

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

ITEM NO. 7

Mr. Piyush Rathi, aged 35 years, is a Chief Business Officer. He holds a Bachelor's degree in Science from University of Mumbai, Bachelor's of Science in Business Administration (Business Finance and Financial Economics – Summa Cum Laude) from Michigan Technological University, USA, and Post Graduate Diploma in Management from the Symbiosis Centre for Management and Human Resource Development. He joined the Company on April 1, 2005.

Mr. Piyush Rathi has over 10 years of experience in the enzymes industry. As the Chief Business Officer, he is responsible for streamlining systems and processes and identifying new growth avenues for our Company. He also spearheads sales and marketing function and is actively involved in R&D initiatives.

In order to adequately compensate the Chief Business Officer and taking into account the size and operations of the business of the Company, the Board of Directors of the Company had approved at their meeting held on June 25, 2016, on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, subject to the consent of the Members of the Company, to pay the remuneration not exceeding such sum as detailed below to Mr. Piyush Rathi for a period of 5 years, viz.:

- 1) Basic Salary: Not exceeding Rs.2,00,000/- per month, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, with one or two annual increment not exceeding 30% each, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company.
- 2) Other Allowances: As per salary structure applicable to salary senior management of the Company including annual customary bonus equivalent to an aggregate and not exceeding Basic Salary.
- 3) Performance Incentives: Performance Incentive as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee from time to time / in accordance with the Remuneration Policy of the Company. However performance incentive shall not exceed 5 times of Gross monthly salary in a year .
- 4) Perquisites: He shall be entitled to medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules, 1962, as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of the all the above perquisites in aggregate will not exceed 10% of the basic salary.
- 3) He shall also be entitled to followings as per company's policy:
 - a) Leave Encashment at the end of the tenure.

- b) Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961.
- c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Mr. Piyush Rathi, is son of Mr. Chandrakant Laxminarayan Rathi, Managing Director and Mrs. Savita Chandrakant Rathi, Whole-Time Director of the Company. The aforesaid revision of remuneration will be deemed to be holding an office / place of profit by a relative of Director within the meaning of Section 188 of the Companies Act, 2013. Hence, the prior approval of the members by way of Ordinary Resolution is sought, to pass the above resolution.

Mr. Piyush Rathi (self) and his relatives as per details given in the below table may be deemed to be interested or concerned in the proposed resolution.

S. No.	Name	Relationship	No. of Shares held in the Company
1	Mr. Piyush Rathi	Self	24,700
2	Mrs. Divya Piyush Rathi	Wife	Nil
3	Mr. Chandrakant Laxminarayan Rathi	Father	9,300
4	Mrs. Savita Chandrakant Rathi	Mother	74,300
5	Master Atharva Rathi	Son	Nil
6	Mrs. Radhika Rathi	Sister	5,400

However Mr. Piyush Rathi being the only concerned related party as per second proviso to Section 188(1), shall not participate in the proposed resolution. No other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution mentioned above, except to the extent of the shareholding in the Company, if any.

Further, in the case of a material related party transaction, in terms of Regulation 23 (4) of the SEBI (LODR), all the related parties shall abstain from voting on the resolution whether the entity is a related party to the particular transaction or not. The revision of remuneration payable to Mr. Piyush Rathi is not a material related party transaction as defined under Regulation 23 of the SEBI (LODR), considering the proposed payout will not exceed 10% of the consolidated turnover of the Company, however, the consent of the members are being sought as per the requirements under the provisions of Section 188 of the Companies Act, 2013.

All the documents referred in the notice are available for inspection by the shareholders at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting.

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

ITEM NO. 8

Mr. Beni Prasad Rauka, aged 52 years, is our Chief Financial Officer. He is a qualified Chartered Accountant and Company Secretary and has experience of over 24 years in the finance industry. He was associated with our Company as an advisor since April 1, 2001 and became our employee on September 1, 2002. Prior to joining our Company, he worked with Systematix Corporate Services Limited as an Executive Director where he managed several IPOs for various Indian companies He served as a Whole-time Director-cum-Company Secretary with Indergiri Finance Limited where, he was involved in ensuring compliance of various corporate laws including stock exchange listing requirements and taxation matters and financial accounting.

In order to adequately compensate the Chief Financial Officer and taking into account the size and operations of the business of the Company, the Board of Directors of the Company had approved at their meeting held on June 25, 2016, on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, subject to the consent of the Members of the Company, to pay the remuneration not exceeding such sum as detailed below to Mr. Beni Prasad Rauka for a period of 5 years, viz.:

- 1) Basic Salary: Not exceeding Rs.2,00,000/- per month, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, with one or two annual increment not exceeding 30% each, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company.
- 2) Other Allowances: As per salary structure applicable to salary senior management of the Company including annual customary bonus equivalent to an aggregate and not exceeding Basic Salary.
- 3) Performance Incentives: Performance Incentive as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee from time to time / in accordance with the Remuneration Policy of the Company. However performance incentive shall not exceed 5 times of Gross monthly salary in a year.
- 4) Perquisites: He shall be entitled to medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules, 1962, as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of the all the above perquisites in aggregate will not exceed 10% of the basic salary.

- 5) He shall also be entitled to followings as per company's policy:
- Leave Encashment at the end of the tenure.
 - Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961.
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Mr. Beni Prasad Rauka, is KMP of the Company holding position of Chief Financial Officer. The aforesaid revision of remuneration will be deemed to be holding an office / place of profit within the meaning of Section 188 of the Companies Act, 2013. Hence, the prior approval of the members by way of Ordinary Resolution is sought, to pass the above resolution.

Further, in the case of a material related party transaction, in terms of Regulation 23 (4) of the SEBI (LODR), all the related parties shall abstain from voting on the resolution whether the entity is a related party to the particular transaction or not. The revision of remuneration payable to Mr. Beni Prasad Rauka is not a material related party transaction as defined under Regulation 23 of the SEBI (LODR), considering the proposed payout will not exceed 10% of the consolidated turnover of the Company, however, the consent of the members are being sought as per the requirements under the provisions of Section 188 of the Companies Act, 2013.

All the documents referred in the notice are available for inspection by the shareholders at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting. None of the directors of the Company is interested in the resolution.

The Board of Directors recommend the resolution set out in item No.8 to be passed as an Ordinary Resolution.

ITEM NO. 9

Mr. Vasant Laxminarayan Rathi, aged 68 years, is the Promoter and a Non executive and Non-Independent Director of the Company. He holds a Bachelor's degree in Pharmacy from Nagpur University and degree of Master of Science from University of Hawaii. He has over 37 years of experience in the enzyme industry and was one of the co-founders of Rathi Papain Private Limited incorporated in the year 1978, which was engaged in the business of manufacturing of enzymes from papain. He promoted and incorporated Cal-India in the year 1985 and has been associated with our Company since the year 1993. Mr. Vasant Laxminarayan Rathi heads our international subsidiaries based in United States.

Mr. Vasant Laxminarayan Rathi, draws remuneration from Cal-India Foods International ("CIFI"), a step-down subsidiary company (subsidiary of Advanced Enzymes USA, a wholly owned subsidiary of the Company). Remuneration drawn during FY 2016 from CIFI was Rs. 20,824,136 equivalent to USD 318,115 and commission of Rs. 2,060,000 was paid to him by Advanced Enzyme Technologies Limited as per the resolution passed by shareholders of the Company on dated 23.06.2009.

Following payments are proposed to be made to Mr. Vasant Laxminarayan Rathi from CIFI, USA

- Salary: Not exceeding USD 330,000 for the financial year 2017, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company
- Performance Bonus/ Incentive: Not exceeding 5% of the net profit before tax however amount not to exceed annual salary. In addition to this, Performance Bonus of Rs. 20,816,608/- equivalent to USD 318,000 for the FY 2016.
- Perquisites: He shall be entitled to medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of the all the above perquisites in aggregate will not exceed 10% of the salary.
- Contribution to Fund: Contribution to full medical (in a Preferred Provider Organization) and participation in the Company's 401(k) Plan and profit sharing plan to the extent as per applicable rules.

Mr. Vasant Laxminarayan Rathi is also paid remuneration by way of commission by the Company annually, in terms of the special resolution passed at the Annual General Meeting of the Company held on August 12, 2014, the shareholders had approved the remuneration to be paid to and distributed amongst the non-executive directors of the Company or some or any of them which shall be 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 the Companies Act, 2013, in such manner as determined by the Board of Directors. Such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from April 1, 2016 and extending up to March 31, 2021.

ITEM NO. 10

Ms. Prabha Rathi, aged 59 years, is Vice President of Operations for the US subsidiaries. She holds a Bachelor's degree in Chemistry from DAV College in Solapur. She has been associated with the US entities since the inception of Cal-India Foods International in 1985.

Ms. Prabha Rathi has over 30 years of experience in the enzyme industry. As the Vice President of Operations, she is responsible for ensuring the daily operation of the US subsidiaries, including production, quality assurance and control, sales and customer care, and holds some finance responsibilities.

In order to adequately compensate the Executives of the Company and / or its subsidiary companies and taking into account the size and operations of the business of the Company, the Board of Directors of the Company at their meeting held on June 25, 2016, on the basis of the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the consent of the Members of the Company, had approved to pay the remuneration not exceeding such sum as detailed below for a period of 5 years w.e.f. 1st April, 2016 viz.

- 1) Salary: Not exceeding USD 195,000, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, with one or two annual increments not exceeding 30% each, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company.
- 2) Other Allowances: As per salary structure applicable to salary senior management of the Company including annual customary bonus.
- 3) Other Perquisites: Medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of all the above perquisites in aggregate will not exceed 10% of the salary.
- 4) Contribution to Funds: Contribution to full medical (in a Preferred Provider Organization) and participation in the Company's 401(k) Plan and profit sharing plan to the extent as per applicable rules.

ITEM NO. 10a

Ms. Rachana Rathi, aged 36 years, is Director of Business Development for the US subsidiaries. She holds a Bachelor's degree in Business Administration with an emphasis in finance and a minor in psychology, a post-graduate degree in print journalism with the Sri Sri Centre for Media Studies, and a Masters in Journalism, Print and Broadcast from the University of Colorado, Boulder.

Ms. Rachana Rathi joined the Company in May 2010. Ms. Rachana Rathi has over 15 years of experience in marketing, sales and writing. Specifically, Ms. Rachana Rathi has over 6 years of experience in the enzyme industry. As the Director of Business Development, she is responsible for streamlining systems and processes and identifying new growth avenues for the US subsidiaries.

In order to adequately compensate the Executives of the Company and / or its subsidiary companies and taking into account the size and operations of the business of the Company, the Board of Directors of the Company at their meeting held on June 25, 2016, on the basis of the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the consent of the Members of the Company, had approved to pay the remuneration not exceeding such sum as detailed below for a period of 5 years w.e.f. 1st April, 2016 viz.

- 1) Salary: Not exceeding USD 80,000, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, with one or two annual increments not exceeding 30% each, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company.
- 2) Other Allowances: As per salary structure applicable to salary senior management of the Company including annual customary bonus.
- 3) Other Perquisites: Medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of all the above perquisites in aggregate will not exceed 10% of the salary.
- 4) Contribution to Funds: Contribution to full medical (in a Preferred Provider Organization) and participation in the Company's 401(k) Plan and profit sharing plan to the extent as per applicable rules.

ITEM NO. 10b

Ms. Rasika Rathi, aged 33 years, is General Counsel and Vice President of Regulatory Affairs for the US subsidiaries. She holds a Bachelor's degree in Economics from the University of California, Berkeley, and a Juris Doctorate from the University of Michigan.

Ms. Rasika Rathi joined the Company in 2013. Prior to joining the Company, Ms. Rasika Rathi was an associate with Allen & Overy LLP and an analyst with Accenture. Ms. Rasika Rathi has over 10 years of experience in business and law.

In order to adequately compensate the Executives of the Company and / or its subsidiary companies and taking into account the size and operations of the business of the Company, the Board of Directors of the Company at their meeting held on June 25, 2016, on the basis of the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the consent of the Members of the Company, had approved to pay the remuneration not exceeding such sum as detailed below for a period of 5 years w.e.f. 1st April, 2016 viz.

- 1) Salary: Not exceeding USD 120,000, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, with one or two annual increments not exceeding 30% each, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company.
- 2) Other Allowances: As per salary structure applicable to salary senior management of the Company including annual customary bonus.

- 3) Other Perquisites: Medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of all the above perquisites in aggregate will not exceed 10% of the salary.
- 4) Contribution to Funds: Contribution to full medical (in a Preferred Provider Organization) and participation in the Company's 401(k) Plan and profit sharing plan to the extent as per applicable rules.

ITEM NO. 10c

Ms. Reshma Rathi, aged 29 years, is Director of Operations for the US subsidiaries. She holds a Bachelor's degree in International Relations, Global Business from the University of Southern California.

Ms. Reshma Rathi has over 7 years of experience in the enzyme industry. As Director of Operations for the US Subsidiaries, she is responsible for streamlining systems and processes, for streamlining systems and processes and ensuring the daily operation of the US subsidiaries, including production, quality assurance and control, sales and customer care, human resources and finance.

In order to adequately compensate the Executives of the Company and / or its subsidiary companies and taking into account the size and operations of the business of the Company, the Board of Directors of the Company at their meeting held on June 25, 2016, on the basis of the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the consent of the Members of the Company, had approved to pay the remuneration not exceeding such sum as detailed below for a period of 5 years w.e.f. 1st April, 2016 viz.

- 1) Salary: Not exceeding USD 80,000, with liberty to the Board of Directors to increase the salary by not exceeding 30% annually, with one or two annual increments not exceeding 30% each, and as may be approved by the Nomination and Remuneration Committee and the approval Audit Committee of the Board of Directors of the Company.
- 2) Other Allowances: As per salary structure applicable to salary senior management of the Company including annual customary bonus.
- 3) Other Perquisites: Medical reimbursement, club fees, personal accident insurance, Company maintained car, telephone, mobile, other communication facilities at residence and such other perquisites in accordance with the Company's rules as per the Company remuneration structure applicable to senior management cadre and to be decided by Nomination & Compensation Committee. The value of all the above perquisites in aggregate will not exceed 10% of the salary.
- 4) Contribution to Funds: Contribution to full medical (in a Preferred Provider Organization) and participation in the Company's 401(k) Plan and profit sharing plan to the extent as per applicable rules.

The revision of remuneration of the above will be deemed to be holding an office / place of profit within the meaning of Section 188 of the Companies Act, 2013.

Hence, the prior approval of the members by way of Ordinary Resolution is sought, to pass the above resolution.

Mr. Vasant Laxminarayan Rathi, Non-Executive Director and his relatives and Mrs. Prabha Rathi, Ms. Rachana Rathi, Ms. Reshma Rathi and Ms. Rasika Rathi and their relatives as per details given in the below table may be deemed to be interested or concerned in the proposed resolution.

S.No.	Name	Relationship	No. of Shares held in the Company
1	Mr. Vasant Laxminarayan Rathi	Self	5,780,900
2	Mr. Kishor Laxminarayan Rathi	Brother	2,93,200
3	Mr. Chandrakant Laxminarayan Rathi	Brother	9,300
4	Mrs. Prabha Vasant Rathi	Wife of Mr. Vasant L Rathi	2,08,600
5	Ms Rachana Vasant Rathi	Daughter of Mr. Vasant L Rathi	3,25,000
6	Ms Reshma Vasant Rathi	Daughter of Mr. Vasant L Rathi	3,25,000
7	Ms Rasika Vasant Rathi	Daughter of Mr. Vasant L Rathi	3,25,000

However Mr. Vasant Laxminarayan Rathi, being the only concerned related party as per second proviso to Section 188(1), shall not participate in the proposed resolution at S.No.9; and

Mrs. Prabha Rathi, Ms. Rachana Rathi, Ms. Reshma Rathi and Ms. Rasika Rathi, being the only concerned related parties as per second proviso to Section 188(1), shall not participate in the proposed resolution at S.No.10.

No other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution mentioned above, except to the extent of the shareholding in the Company, if any.

Further, in the case of a material related party transaction, in terms of Regulation 23 (4) of the SEBI (LODR), all the related parties shall abstain from voting on the resolution whether the entity is a related party to the particular transaction or not. The revision of remuneration payable to Mr. Vasant Laxminarayan Rathi, Non – Executive Director, Mrs. Prabha Vasant Rathi, Ms. Rachana Vasant Rathi, Ms. Reshma Vasant Rathi and Ms. Rasika Vasant Rathi is not a material related party transaction as defined under Regulation 23 of the SEBI (LODR), considering the proposed payout will not exceed 10% of the consolidated annual turnover of the Company. However, the consent of the members are being sought as per the requirements under the provisions of Section 188 of the Companies Act, 2013.

All the documents referred in the notice are available for inspection by the shareholders at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting.

The Board of Directors recommends the resolution set out at item No. 9 and 10 to be passed as an Ordinary Resolution.

ITEM NO.11

At the Extra-Ordinary General Meeting of the Company held on 23th December 2015, the members had passed a Special Resolution approving the introduction and implementation of AETL-ESOS 2015. Pursuant to the said resolution, the said scheme was constituted.

As per the SEBI Guidelines, any amendment to the ESOS scheme requires the approval of the shareholders. Accordingly, a Special Resolution as set out under item no.- 6 of the notice is submitted for the approval of the members.

The main features of the amendments to the AETL-ESOS 2015 are as under:

1. Variation of terms of the scheme:

The Company shall not vary the terms of the Scheme, in any manner, which may be detrimental to the interests of the Eligible Employees.

The Company may by a Special Resolution in a general meeting, vary the terms of the Scheme offered pursuant to an earlier resolution of the shareholders, but not yet exercised by the Eligible Employees, provided such variation is not prejudicial to the interest of the Option Grantees.

2. The Nomination and Remuneration Committee shall not act in any manner, which may be detrimental to the interest of its employees.

3. Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of option per Option Grantee for each year shall not exceed 5,000 (Five Thousand) Equity Shares of Rs.10/- each and in aggregate under the AETL - ESOS 2015 shall be less than 2,00,000 Equity Shares of the Company, which is less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

4. Implementation and administration of the scheme:

Nomination and Remuneration Committee as constituted by the Board shall administer the Scheme. The Scheme shall be directly implemented by the Company through the primary route by new issue of shares. There shall be no secondary acquisition or implementation of the scheme through a trust(s).

5. Procedure adopted for adjustment to the entitlement of number of options and to exercise price in the event of corporate actions:

Decision of Nomination and Remuneration Committee shall be final as regards deciding the procedure for making reasonable adjustment to grant size and/or Exercise Price of Options in the case of any intervening corporate action such as bonus issue, rights issue, share split, sub-division, consolidation of shares, merger, acquisition, demerger, sale of division or undertaking. For this purpose, the Nomination & Remuneration Committee may consider the following factors:

- a) the number and price of the Options shall be adjusted in a manner that the total values of Options remains the same after the said corporate action;
- b) for the said purpose, global practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered;
- c) the vesting period and the life of the Options shall be left unaltered as far as possible to protect the rights of the option holders.

6. Right of Option Grantee:

The Eligible Employees shall have the right to exercise all the Options vested at one time or at various points of time within the exercise period.

7. Mode of Payment:

Consideration is to be paid by the Eligible Employees for the shares to be issued, upon exercise of an option, and not on its grant.

8. Vesting shall be defined as the right to apply for shares of the Company against the Employee Stock Options granted to the Eligible Employee in pursuance of the ESOP 2015.

9. The Board has also formulated policies such as "CODE OF CONDUCT FOR REGULATING TRADING BY INSIDERS" and "CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION" to ensure compliance with the applicable regulations.

10. Statement of Risks:

All investments in shares or options are subject to risk as the value of shares may go down or go up. In addition, the options are subject to the following additional risks:

1. Concentration: The risk arising out of any fall in value of shares is aggravated if the employee's holding is concentrated in the shares of a single company.

2. Leverage: Any change in the value of the share can lead to a significantly larger change in the value of the options.
3. Illiquidity: The options cannot be transferred to anybody, and therefore the employees cannot mitigate their risks by selling the whole or part of their benefits before they are exercised.
4. Vesting: The options will lapse if the employment is terminated prior to vesting. Even after the options are vested, the unexercised options may be forfeited if the employee is terminated for gross misconduct.
5. All investments in shares or options are subject to risk as the value of shares may go down or go up.

The following features of the Scheme as stated in the EGM Resolution passed on 23rd December, 2015 will continue to apply:

1. Total number of Options to be granted:

2,00,000 (Two Lakhs) Options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies) in aggregate under AETL - ESOS 2015, in one or more tranches exercisable into not exceeding 2,00,000 (Two Lakhs) equity shares in aggregate in the Company of face value of Rs. 10/- (Rupees Ten only) each fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of AETL - ESOS 2015.

The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI (SBEB) Regulations.

2. Identification of classes of employees entitled to participate in AETL - ESOS 2015

Following class/classes of employees are entitled to participate in AETL - ESOS 2015

- (a) a permanent Employee of the Company who has been working in India or outside India; or
- (b) a Director of the Company, whether a whole time Director or not, but excluding an Independent Director; or
- (c) an Employee as defined in clauses (a) or (b) of a Subsidiary, in India or outside India, or of a Holding Company of the Company but does not include-
 - i. an Employee who is a Promoter or a person belonging to the Promoter Group; or
 - ii. a Director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

3. Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under AETL - ESOS 2015.

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

5. Maximum period within which the Options shall be vested:

Options granted under AETL - ESOS 2015 would vest subject to maximum period of 5 years from the date of grant of such Options as follows:

Year of Vesting	Percentage of Vesting
1 year after the date of grant	10%
2 years after the date of grant	20%
3 years after the date of grant	30%
4 years after the date of grant	40%

6. Exercise price or pricing formula:

The Exercise Price per Option shall be such as may be determined by the Nomination and Remuneration Committee but shall not be less than the face value of the Equity Share of the Company and not exceeding Rs. 300 (Rupees Three Hundred only) per share of face value of Rs. 10 (Rupees Ten only) each and incase of sub division of the share at such price not exceeding value per share as calculated by dividing Rs 300 (Rupees Three Hundred only) by 10 (Ten only) and multiplied by face value of share on such sub division.

7. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 5 years from the date of vesting of such Options. The Options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under AETL - ESOS 2015:

Eligibility of employee is based the criteria as may be determined from time to time by the Nomination and Remuneration Committee for granting the Employee Stock Options to the Employees.

9. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

10. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Option granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' Report.

The Board upon exercise of options by eligible employees will issue shares by way of primary issue as per applicable laws and regulations as prevailing and in force from time to time.

In terms of provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item No.11 of this Notice.

All the documents referred in the notice are available for inspection by the shareholders at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in passing the above resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors recommends the resolution set out in item No.11 to be passed as a Special Resolution.

ITEM NO.12

Mrs. Rupa R Vora (DIN: 01831916) was appointed as an Additional (Independent) Director by the Board of Directors at its meeting held on November 28, 2015, to hold the office upto the conclusion of this Annual General Meeting and is eligible for the appointment as a Director of the Company.

Mrs. Rupa R Vora is a Chartered Accountant by profession having 31 years of experience. She started her career as practicing Chartered Accountant for almost a decade. Later she joined the banking industry and worked with Oman International Bank S.A.O.G. as Assistant Manager-Finance, with Credit Lyonnais and with K.B.C. Bank N.V. as Financial Controller.

Mrs. Rupa R Vora was the Chief Financial Officer at Antwerp Diamond Bank N.V., after which she joined the IDFC Group where she inter-alia held position as a Group Director and Chief Financial Officer-Alternatives.

Mrs. Rupa R Vora does not hold any share in the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mrs. Rupa R Vora as an Independent Director of the Company.

Mrs. Rupa R Vora has submitted the declaration as required pursuant to Section 149(7) of the Companies Act, 2013, stating that she meets the criteria of independence as provided in sub-section (6). Further, she is not disqualified from being appointed as a Director in terms of section 164 of the Act.

A copy of appointment letter, declaration of eligibility under Section 149(7) received from him and other documents are open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto the date of ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in passing the above resolution except to the extent of the shareholding in the Company, if any.

The Board of Directors recommend the resolution set out in item No.12 to be passed as an Ordinary Resolution.

For Advanced Enzyme Technologies Limited

Thane, 28th July, 2016

(Kedar Desai)
Chairman

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

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:

Mrs. Rupa Rajul Vora, aged 54 years, is a Non-Executive and Independent Director of our Company since November 28, 2015. She is a Chartered Accountant by profession. She has 31 years of experience. She started her career practicing independently as a Chartered Accountant for almost a decade. She then joined the banking industry and worked with Oman International Bank S.A.O.G. as Assistant Manager-Finance, with Credit Lyonnais and with K.B.C. Bank N.V. as Financial Controller. She was the Chief Financial Officer at Antwerp Diamond Bank N.V., after which she joined the IDFC Group where she inter-alia held position as a Group Director and Chief Financial Officer-Alternatives until June 2014. She now serves as an independent director on a few corporate boards.

Name of the Director	Mrs. Rupa R Vora	Mr. Mukund Kabra
Date of Birth	21.07.1961	09.07.1972
Date of appointment on the Board	November 28, 2015	December 8, 2014
Number of Shares held in the Company	Nil	381,100
Number of Meetings of the Board attended/held	4/8	7/8
Directorships held in other public companies (excluding Government Bodies)	<ul style="list-style-type: none"> • SS Inclusive Development Finance Private Limited; • SS Human Development Foundation; • Volkswagen Finance Private Limited; • JM Financial Asset Reconstruction Company Private Limited; • New Consolidated Construction Company Limited; and • Capacit'e Infraprojects Limited. 	Advanced Bio-Agro Tech Limited
Chairman/member in the committee of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	<p>Audit Committee:</p> <ul style="list-style-type: none"> • Volkswagen Finance Private Limited; • JM Financial Asset Reconstruction Company Private Limited; • Capacit'e Infraprojects Limited. <p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> • Volkswagen Finance Private Limited; <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> • Volkswagen Finance Private Limited; • Capacit'e Infraprojects Limited. 	Nil

Mr. Mukund Madhusudan Kabra, aged 43 years, is the Whole-time Director of our Company. He holds a Bachelor's degree in Chemical Engineering from Sambalpur University. He has over 20 years of experience in enzyme industry and joined our Company in the year 1995. He is responsible for looking after the manufacturing operations of the Company at Sinnar and Indore and for optimising the fermentation for existing products, strain improvement, downstream research and analytical research.

ADVANCED ENZYME TECHNOLOGIES LIMITED

CIN NO: U24200MH1989PLC0510108

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

Web site: www.advancedenzymes.com; Email: info@advancedenzymes.com

ATTENDANCE SLIP

TWENTY SEVENTH ANNUAL GENERAL MEETING HELD ON THURSDAY, 15TH SEPTEMBER, 2016 10:00 A.M.

Reg. Folio No. -----

I certify that I am registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at Twenty Seventh Annual General Meeting of the Company at Sun - Magnetica, A Wing, 5th Floor, Near LIC Service Road, Louis Wadi, Thane (W) -400604 on Thursday, 15th September, 2016.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------	--------------------------

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.

Annual Report 2015-16

To,
Advanced Enzyme Technologies Limited
05th Floor, Sun Magnetica,
Near LIC Service Road, Louis Wadi,
Thane (W) 400604

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN / Registration No.:* (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email-ID:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.:*	
Name of the Bank:	
Bank Branch Address:	

*A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / Registrar and Share Transfer Agent responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / beneficiary account.

Place:

Date:

Signature of Sole / First holder

ADVANCED ENZYME TECHNOLOGIES LIMITED

CIN NO: U24200MH1989PLC0510108

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

Web site: www.advancedenzymes.com; Email: info@advancedenzymes.com

**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) NameAddress.....
.....Email Id.....Signature.....
- (2) NameAddress.....
.....Email Id.....Signature.....
- (3) NameAddress.....
.....Email Id.....Signature.....

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on 15th September, 2016 at 10.00 a.m. at "Shehnai Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane(W) – 400601" and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.

ORDINARY BUSINESS

1. To receive, consider and adopt: the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and the Auditors thereon.
2. To confirm Interim Dividend @ Re 1/- per share (10%) paid on the fully paid-up Equity Shares of the Company for the Financial Year ended 31st March, 2016.
3. To resolve not to fill vacancy for the time being in the Board, caused by retirement of Mr. Pradip Bhailal Shah (DIN: 01225582), who retires by rotation and does not seek reappointment.
4. To appoint a director in place of Mr. Mukund M Kabra (DIN: 00148294), who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors and fix their remuneration

SPECIAL BUSINESS

6. To Approve Related Party Transaction with Advanced Bio-Agro Tech Limited.
7. To Approve Remuneration payable to Mr. Piyush C. Rathi, Chief Business Officer of the Company.
8. To Approve Remuneration payable to Mr. Beni Prasad Rauka, Chief Financial Officer of the Company.
9. To Approve Remuneration Payable to Mr. Vasant Laxminarayan Rathi, Non-Executive Director in his capacity as CEO of Cal- India Foods International, one of the subsidiaries of the Company
10. To Approve Remuneration Payable to Relatives of Director.
11. To Amend Employee Stock Option Scheme 2015.
12. To Approve appointment of Mrs. Rupa R Vora (DIN: 01831916) as an Independent Director of the Company

Signed this day of.

Signature of Shareholder : _____

Signature of Proxy Holder(s) : _____

Affix
Revenue
Stamp
Re 1/-

Note: 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.

Route Map for the 27th Annual General Meeting Venue.

