

ADVANCED ENZYME TECHNOLOGIES LIMITED

(CIN: L24200MH1989PLC051018)

Registered Office: A Wing, 5th Floor, Sun Magnetica, Near L.I.C. Service Road, Louiswadi,
Thane (West) – 400604, Maharashtra, India

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

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

NOTICE

NOTICE is hereby given that the **Twenty-Eighth Annual General Meeting** of the Members of **ADVANCED ENZYME TECHNOLOGIES LIMITED** will be held on **Monday, September 11, 2017, at 02.30 p.m.** at Shehnai Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane (West)- 400604, Maharashtra, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2017 together with the Auditors' report thereon and the Directors' report.
- (b) the Audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2017 together with the Auditors' report thereon

2. To declare final dividend (₹0.40 per equity share) on equity shares of ₹2 each for the financial year ended March 31, 2017.

3. To appoint a Director in place of Mr. Vasant Rathi (DIN: 01233447), who retires by rotation and being eligible, offers himself for re-appointment.

4. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in furtherance to the resolution passed by the Members at 27th Annual General Meeting of the Company, the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No.101248W/W-100022) as Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting of the Company to the conclusion of 29th Annual General Meeting be and is hereby ratified, on a remuneration plus service tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may decide from time to time".

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to provisions of Section 188 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI (LODR)"), the consent of the Members of the Company be and is hereby accorded to enter into any contract / arrangement/transactions with 'Advanced Bio-Agro Tech Limited' (an Indian subsidiary of the Company), for a period from April 01, 2017 to September 30, 2018, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms & conditions as may be mutually agreed upon between the Board of Directors of the Company and Advanced Bio-Agro Tech Limited.

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

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

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

“RESOLVED THAT pursuant to provisions of Section 188 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the consent of the Members of the Company be and is hereby accorded to enter into any contract / arrangement / transactions with ‘JC Biotech Private Limited’ (an Indian subsidiary of the Company), for a period from April 01, 2017 to September 30, 2018, as per the details provided in the Explanatory Statement attached to this Notice, and on such terms & conditions as may be mutually agreed upon between the Board of Directors of the Company and JC Biotech Private Limited.

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

7. To approve appointment of Mr. Pramod Kasat as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made there under including Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pramod Kasat (DIN: 00819790), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on December 14, 2016, and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Pramod Kasat 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 December 14, 2016 to December 13, 2021.

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

8. To approve re-appointment of Mr. Mukund Kabra as Whole-time Director

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

“RESOLVED THAT pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof), Mr. Mukund Kabra (DIN: 00148294) be and is hereby reappointed as Whole-time Director of the Company for a period of 5 (five) years with effect from April 1, 2017, liable to retire by rotation, as per the terms including the remuneration as mentioned in the Explanatory Statement.

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

9. Approval to fix the fees for service of documents through a particular mode

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

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to deliver the documents to a member through a particular mode as may be requested by the member, by charging an amount equivalent to the actual expenses of documents pursuant to request made by such member for delivery of such document to him / her through such mode of service and other reasonable incidental expenses as may be incurred by the Company provided such request along with the requisite fee / expenses has been duly received by the Company at least 10 (ten) days in advance of the dispatch of the document by the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Thane, August 09, 2017

Sanjay Basantani
Company Secretary & Head – Legal
(Membership No. A19637)

Registered Office:

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

NOTES:

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY SUBMITTED ON BEHALF OF ANY COMPANY, SOCIETY, ENTITY ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY LETTER, AS APPLICABLE.**
3. In order to be effective, the Proxy form should be deposited at the Registered Office of the Company duly completed, stamped and signed not later than forty-eight (48) hours before the scheduled time for commencement of the AGM. Blank or incomplete, unstamped or inadequately stamped and undated proxies will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid.
4. All the relevant documents referred in the Notice shall be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays between 11.00 A.M. to 1.00 P.M. upto the date of 28th Annual General Meeting **(AGM)**.
5. Every Member entitled to vote at the AGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the AGM. However a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be provided to the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 06, 2017(Wednesday) to September 11, 2017 (Monday) (both days inclusive), for the purpose of AGM and payment of final dividend, if declared.
7. Subject to the provisions of the Act, the final equity dividend as recommended by the Board of Directors, if declared at the AGM will be paid on or after September 13, 2017 and not later than September 30, 2017 to those Members whose names appear: (a) in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company on or before Tuesday, September 05, 2017 and (b) as beneficial owners as at the end of business hours on Tuesday, September 05, 2017 as per the list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialised form.
8. Members are requested to note the following:
 - a) Members holding shares in physical form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, Power of attorney, etc. to the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd., C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India. Kindly quote the ledger folio number in all your correspondence.
 - b) Members holding shares in dematerialized form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, power of attorney, etc. to their respective DPs only. Kindly quote client ID and DP ID numbers in all your correspondence.

9. The 28th Annual Report along with Notice of the AGM, 'remote e-voting procedure', Attendance Slip and Proxy Form is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. The same has also been uploaded on the website of the Company, i.e. www.advancedenzymes.com. Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent / respective Depository Participants.
10. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund of the Government. Unclaimed Dividends as per details given in the table below and are due to be transferred to the 'Investor Education and Protection Fund' on the dates mentioned in the table.

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

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

Please note that Section 124(6) of Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF. Hence, it is in the Member's interest to claim any uncashed dividends and for future, opt for Electronic Credit of dividend, so that dividends paid by the Company are credited to the Member's account on time.

11. Members desiring to seek further information or clarification on the Annual financial statements or operations of the Company at the meeting are requested to send their queries to the Company Secretary at the Registered office of the Company, so as to reach the Company at least one week in advance of the date of AGM in order to make the information available at the AGM.
12. Members/Proxies are requested to bring their copy of the Annual Report and Attendance slip duly filled in and hand over the Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting venue.
13. Corporate members intending to send their authorized representative to attend meeting are requested to send a certified true copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
14. Members holding Shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rules made thereunder, with the Company. Members holding in demat form may contact their respective Depository Participant's for availing this facility.
15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

16. The profile of the Directors recommended for reappointment at the AGM under item no. 03, 07 & 08 of the Notice, as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) as specified by the Institute of Company Secretaries of India and approved by the Central Government, is furnished on page no. 10 to 12 of the AGM Notice.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection at the venue of the AGM.
18. A route map showing directions to reach the venue of the 28th Annual General Meeting of the Company is provided on page 12 of the Notice.

19. Voting through electronic means:

The Company is pleased to provide remote e-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 28th Annual General Meeting of the Company dated August 09, 2017 (Notice). The details and instructions for e-voting are furnished in point no. 20 of the AGM Notice. These details form an integral part of the Notice.

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

- i. The e-voting period begins on **September 07, 2017 (Thursday) at 09.00 AM (IST) and ends on September 10, 2017 (Sunday) at 05.00 PM (IST)**. During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Cut-Off Date) of September 05, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Shareholders/ Members should log on to the e-voting website (www.evotingindia.com.)
- iii. Click on Shareholders/ Members.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company /Depository Participant are requested to enter the sequence number which is printed on covering letter to Annual Report and AGM Notice, under the "Password/PAN" field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for ADVANCED ENZYME TECHNOLOGIES LIMITED on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Members can also cast their vote using CDSL's mobile app 'm-Voting' available for android based mobiles, the m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Other Instructions:

1. The voting rights of the Members shall be in proportion of the shares held by them in paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not the member as on Cut-Off Date should treat this notice for information purpose only.
2. Mr. Shiv Hari Jalan (C.P. No. 4226), Practicing Company Secretary, has been appointed as the Scrutinizer to Scrutinize the E-Voting process (Including the Poll at the Annual General Meeting) in a fair and transparent manner.
3. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the e-voting period, after conclusion of Annual General Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and submit a Scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the Chairman or any Director of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website (www.advancedenzymes.com) and CDSL's website (www.evotingindia.com). Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of 28th AGM i.e. September 11, 2017.
4. Member who have not voted electronically on the resolution(s) mentioned in the Notice, and are present at AGM, shall be provided voting facility by Poll Paper at the AGM.

5. Member can opt for only one mode of voting i.e. either through electronically or in physical Ballot form / Poll paper. If a member cast his/her vote by both modes, than voting done electronically shall prevail and the vote by physical form(s) shall be treated as invalid. The result declared along with scrutinizer's report shall be placed on the Company's website, www.advancedenzymes.com, and on the website of the CDSL, www.evotingindia.com within two days of the passing of the resolutions at the 28th AGM of the Company and communicated to the Stock Exchanges where the Shares of the Company are listed.
6. The details of dispatch of Notice to the Members will be published in at least one (1) English and one (1) vernacular language newspaper circulating in Maharashtra.

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

ITEM NO.5

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

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment for the time being in force) ("Act"), approval of the Members of the Company is required for the related party transactions on account of the sale, purchase or supply of any goods or materials amounting to 10% or more of the Turnover of the Company or ₹.100 Crores, whichever is lower. The Act provides for an exemption from obtaining the approval of the Members of the Company, in case such transactions are entered into the ordinary course of business and at arm's length basis. As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain the approval of the Members in case of such related party transactions which are material in nature. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The proposed transaction of the Company with ABTL may exceed the limits prescribed under SEBI Listing Regulations. The proposed transaction of the Company with ABTL is in ordinary course of business and shall be on Arms' length basis.

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

Name of the Related Party	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 (KMP) of the Company are the Directors on the Board of Advanced Bio-Agro Tech Limited i.e. as Nominees representing the interest of the Holding Company.
Nature of Relationship	The 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 ₹ 700 Million for period from April 1, 2017 to September 30, 2018
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.

The Board of Directors recommends the resolution set out at item No.5 to be passed as an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

ITEM NO.6

The Company markets its enzyme based products for Pharma Sector through its one of the subsidiaries, JC Biotech Private Limited (CIN U65993TG1991PTC013624), having its registered office at 8-2-269/S/3/A, Plot No. 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad- 500 034, India (hereinafter referred to as "JCB"). The Company holds 70% shareholding in JCB.

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

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of the Members of the Company is required in case of material related party transaction. The proposed transaction with JCB may exceed this limit prescribed under the SEBI Listing Regulations.

The proposed transaction of the Company with JCB is in ordinary course of business and shall be on Arms' length basis.

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

Name of the Related Party	JC Biotech Private Limited (JCB)
Name of Directors or Key Managerial Personnel who is related	The following persons of the Company viz. Mr. Chandrakant L Rathi, Managing Director, Mr. Mukund Kabra, Whole-time Director; and Mr. Piyush C. Rathi, Chief Business Officer (KMP) of the Company are the Directors on the Board of JC Biotech Private Limited. Mr. Kedar Desai and Mr. Pramod Kasat are common Independent Directors.
Nature of Relationship	The Company is holding 70% Equity Shares in JC Biotech Private Limited
Material terms of the contract / arrangement / transactions	Sale / Purchase of Goods
Monetary value and period of approval	Not Exceeding ₹ 800 Million for period from April 1, 2017 to September 30, 2018
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.

The Board of Directors recommends the resolution set out at item No.6 to be passed as an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

ITEM NO. 7

Mr. Pramod Kasat (DIN: 00819790) was appointed as an Additional (Independent) Director by the Board of Directors at its meeting held on December 14, 2016, to hold the office upto the conclusion of this Annual General Meeting and is eligible for the appointment as a Director of the Company.

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

Mr. Pramod Kasat has submitted the declaration as required pursuant to Section 149(7) of the Companies Act, 2013, stating that he meets the criteria of independence as provided in sub-section (6) of Section 149. Further, he is not disqualified from being appointed as a Director in terms of section 164 of the Act. The Board is of the opinion that he fulfills the conditions as specified in the Act and rules made thereunder, for the said appointment and that Mr. Pramod Kasat is independent of the management. Further having regard to his qualification, knowledge and experience, appointment of Mr. Pramod Kasat as an Independent Director will be in the interest of the Company.

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 Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of 28th Annual General Meeting.

Brief profile of Mr. Pramod Kasat as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and Secretarial Standards on General Meetings is provided on page 10 to 12 of this Notice.

The Board of Directors recommend the resolution set out in item No.7 to be passed as an Ordinary Resolution. Except Mr. Pramod Kasat, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise.

ITEM No. 8

The Members of the Company in its meeting held on August 12, 2014 had appointed Mr. Mukund Kabra as Whole-time Director of the Company for a period of 3 (three) years effective from April 01, 2014 to March 31, 2017. Accordingly his tenure as Whole-time Director ended on March 31, 2017. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Mukund Kabra (DIN: 00148294) as Whole-time Director of the Company for a term of 5 years effective from April 01, 2017 to March 31, 2022, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- a) Basic Salary: In the Range of ₹ 3,18,600 – 7,00,000 per month with an annual increment not exceeding 30% of the previous year basic.
- b) Allowances: Such as House Rent Allowance, Compensatory Allowance, Education Allowance, Special Allowance, any other allowance as per the rules of the Company and payable every month or annually.
- c) Commission: Equivalent to 0.50% of profit after tax of the Company.
- d) Perquisites:

Category – A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees (subject to maximum of two clubs excluding admission and life membership fees), Personal Accident Insurance, Medical Insurance, Incentive, Exgratia etc., in accordance with the rules of the Company. The aforesaid perquisites may be in the form of allowances or reimbursement. The aforesaid perquisites will be restricted to aggregate of annual salary and allowances as mentioned in (a) and (b) above.

Category – B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Car for Company's business, telephone and communication facilities at residence.

- e) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses including amount spent on newspaper and business magazines incurred by him during the course of the business of the Company.
- f) Sitting fees: He is not entitled to sitting fees for attending meetings of the Board or of a committee thereof.
- g) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Whole-time Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Mukund Kabra, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Pursuant to the provisions of the Companies Act, 2013, Mr. Mukund Kabra shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

Subject to approval of the Members of the Company, the Agreement incorporating mainly the aforesaid terms and conditions shall be entered into between the Company and Mr. Mukund Kabra as Whole-time Director. The draft of the Agreement shall be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays between 11.00 A.M. to 1.00 P.M. upto the date of this 28th Annual General Meeting **(AGM)**.

Brief profile of Mr. Mukund Kabra as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is provided on page 10 to 12 of this Notice.

The Explanatory statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and Memorandum under section 190 of the Companies Act, 2013.

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

Except Mr. Mukund M. Kabra, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 8.

ITEM NO. 9

As per the provisions of Section 20(2) of the Companies Act, 2013, a document may be served on any member by sending it by post or by registered post or by speed post or by courier or by delivery at his/her address registered in Company’s records or electronic mail or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which the member shall pay such fees in advance as may be determined by the members at the Annual General Meeting. The cost of providing the documents may vary as per the mode of dispatch, weight of the document and the place of delivery of the document. Hence it is proposed that actual expenses of delivery of the documents through a particular mode and other reasonable incidental expenses as may be incurred by the Company be paid in advance by the member to the Company.

The Board recommends the Ordinary Resolution as set out in item no. 9 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the said resolution

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

Sanjay Basantani
Company Secretary & Head – Legal
(Membership No. A19637)

Thane, August 09, 2017

Registered Office:

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

Information on Directors being appointed/re appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 on General Meetings:

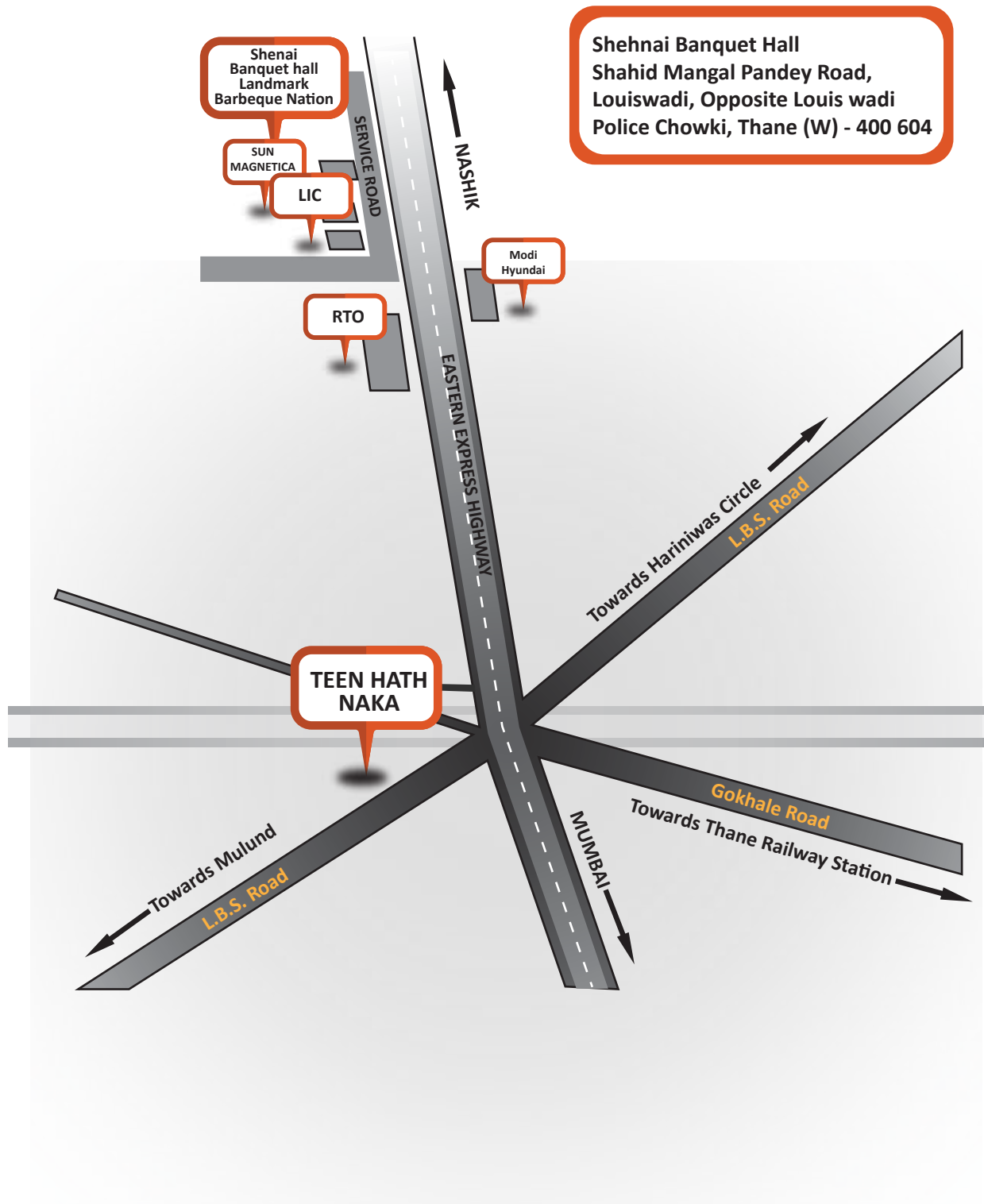
Name of Director	Mr. Vasant L Rathi	Mr. Pramod Kasat	Mr. Mukund M Kabra
Date of Birth/Age	17.01.1948/ 69 years	06.08.1969 / 48 years	09.07.1972 / 45 years
Experience	Mr. Vasant L Rathi is a Chairman and Non-Executive Director of the Company. He has over 38 years of experience in enzyme industry and and was one of the co-founders of Rathi Papains Private Limited incorporated in the year 1978, which was engaged in the business of manufacturing of enzymes from papain. Mr. Vasant Rathi has promoted and incorporated Cal-India in the year 1985	Mr. Pramod Kasat has over two decades of experience in Investment Banking and Corporate Finance. He is currently the Country Head – Investment banking, Indusind Bank, Mumbai. He has deep and broad expertise in origination, structuring and execution of various Structured Financing, Investment Banking Advisory and Capital Market transactions. Before joining Indusind Bank, he served as Director and	Mr. Mukund Kabra has over 20 years of experience in enzyme industry and is associated with the Company since 1995. Mr. Mukund Kabra has been solely responsible for scaling-up entire operations of the plants and during his association with the Company, the plants have been modernized and manufacturing facilities have been expanded. He is responsible for overlooking the

	and has been associated with our Company since the year 1993. He heads the Company's international subsidiaries based in United States.	Head of Investment Banking at Pioneer Investcorp Ltd. (PINC) and was instrumental in driving growth in the investment banking business. Prior to PINC, he was Director of Investment Banking and Global Market Solutions Group at Credit Suisse and Director at Deutsche Bank Global Markets. In his previous experience, he worked with the IL&FS Group for over a decade as the Head of Origination for the Investment Banking Group, among other leadership roles. He also worked in Citibank NA in the Capital Markets Group.	
Terms and Conditions of appointment	He is entitled to the Commission as per the resolution passed by the shareholders at the 25th Annual General Meeting of the Company held on August 12, 2014 i.e. within the limit of 1% of the Net Profits of the Company as per the provisions of the Companies Act, 2013	Appointed as an Independent Director on terms and conditions as mentioned in the explanatory statement no. 7 and as per the appointment letter available on the website of the Company.	As mentioned in explanatory statement to item no.8 of the Notice.
Details of remuneration	The details of Commission paid during the financial year 2016-17 is provided in Corporate Governance report which forms part of the Annual report 2016-17 of the Company.	No remuneration except the sitting fees as permitted under the Companies Act, 2013.	As mentioned in explanatory statement to item no.8 of the Notice. Details of last drawn remuneration is provided in Corporate Governance report which forms part of the Annual Report 2016-17 of the the Company.
Date of First Appointment	05/03/1993	14/12/2016	04/09/1999
Qualification	Bachelor's degree in Pharmacy from Nagpur University and degree of Master of Science from University of Hawaii	Engineering Degree from BITS, Pilani and a Master's in Finance from Sydenham Institute of Management Studies, Mumbai University	Bachelor's degree in Chemical Engineering.
Shareholding in the Company (As on March 31, 2017)	67,80,900 Equity Shares of ₹ 10 each	800 Equity Shares of ₹ 10 each	3,36,100 Equity Shares of ₹ 10 each

No. of Board meetings attended during financial year under review	1	2	5
Relative of any other Director / Manager and other KMP	Mr. Vasant Rathi is brother of Mr. Chandrakant L Rathi, Managing Director of the Company.	Nil	Nil
List of outside Directorships held	1. Advanced Enzymes USA 2. Cal India Food International USA (doing business as Specialty Enzymes and Biotechnologies) 3. Advanced Supplementary Technologies Corporation 4. Rathi Property LLC	1. Shilpa Medicare Limited 2. Raichem Medicare Private Limited 3. JC Biotech Private Limited	1. Advanced Bio-Agro Tech Limited 2. JC Biotech Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	Nil	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director.			
a) Audit Committee	Nil	1. Shilpa Medicare Limited – Member 2. JC Biotech Private Limited – Chairman	Nil
b) Stakeholders Relationship Committee	Nil	Nil	Nil

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

Venue Road Map





ADVANCED ENZYME TECHNOLOGIES LIMITED

(CIN: L24200MH1989PLC051018)

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

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

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

ATTENDANCE SLIP

**TWENTY EIGHTH ANNUAL GENERAL MEETING HELD ON MONDAY, SEPTEMBER 11, 2017
AT 2.30 P.M.**

Reg. Folio No. _____

DPID / CLIENT ID. _____

I certify that I am registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at Twenty Eighth Annual General Meeting of the Company at Shehnai Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane (West)- 400604 on Monday, September 11, 2017.

No. of Shares held:

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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





ADVANCED ENZYME TECHNOLOGIES LIMITED

(CIN: L24200MH1989PLC051018)

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

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

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

FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered Address :

E mail Id :

Folio No/Client ID :

DP ID :

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

(1) Name: _____ Address: _____

Email Id: _____ Signature: _____, or failing him

(2) Name: _____ Address : _____

Email Id: _____ Signature: _____, or failing him

(3) Name: _____ Address : _____

Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on September 11, 2017 at 2.30 p.m. at “Shehnaï Banquet Hall, Shahid Mangal Pandey Road, Louiswadi, Opposite Louis Wadi Police Chowki, Thane(W) – 400604, Maharashtra, India” and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt: (a) the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2017 together with the Auditors’ report thereon and the Directors’ report. (b) the Audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2017 together with the Auditors’ report thereon			
2.	To declare Dividend.			
3.	To appoint a director in place of Mr. Vasant L. Rathi (DIN : 001233447) who retires by rotation and being eligible, offer himself for reappointment.			
4.	To ratify the appointment of M/s. BSR & Co LLP, Chartered Accountants to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration			
Special Business				
5.	To approve Related Party Transaction with Advanced Bio-Agro Tech Limited			





Sr. No	Resolution	Vote		
		For	Against	Abstain
6	To approve Related Party Transaction with JC Biotech Private Limited			
7	To approve appointment of Mr. Pramod Kasat (DIN : 00819790) as Director of the Company.			
8	To approve re-appointment of Mr. Mukund Kabra (DIN : 00148294) as Whole-time Director of the Company			
9	To fix the fees for service of documents through a particular mode.			

Signed this _____ day of _____ 2017

Signature of Shareholder : _____

Signature of Proxy Holder(s) : _____

Affix Revenue Stamp ₹ 1/-

- Note**
1. This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
 2. It is optional to indicate your preference. If you leave the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
 3. Members are requested to note that a person can act as proxy on behalf of not more than 50 members and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.

