

Advanced Enzyme Technologies Ltd.

CIN: L24200MH1989PLC051018

Sun Magnetica, 'A' wing, 5th Floor, LIC Service Road, Louiswadi, Thane (W)-400 604, India

Tel: +91-22-4170 3200, Fax: +91-22-2583 5159

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

April 4, 2017

The Listing Department,
BSE Limited
Department of Corporate Affaris
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400 001
Scrip ID-540025

The Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai- 400 051
Scrip Code-ADVENZYMES

Dear Sir/Madam,

Sub: Notice of Postal Ballot and disclosure of information pursuant to SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

Ref: ISIN: INE837H01012

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice dated March 25, 2017 being sent to the Members of the Company ('AETL'), pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for seeking their approval on the following Special Business matters by way of a Postal Ballot, including voting by electronic means:

Sr. No.	Brief description of the Resolutions
1.	Ordinary Resolution for Sub-Division of face value of equity shares of the Company.
2.	Special Resolution for alteration of the Capital Clause in Memorandum of Association of the Company consequent to the sub-division of equity shares.
3.	Special Resolution for extension of existing Employee Stock Option Scheme – 2015 and grant of Stock Options to the employees of Subsidiaries of the Company.
4.	Special Resolution for approval of AETL Employees Incentive Plan 2017 through trust route.
5.	Special Resolution for extension of AETL Employees Incentive Plan 2017 and grant of Stock options and other benefits to the employees of the Company's subsidiaries.
6.	Special Resolution for authorization to Trust for acquisition of equity shares of the Company from the Secondary market as per AETL Employees Incentive Plan 2017.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility to its members. Physical and electronic voting will commence from Wednesday, April 5, 2017 (09.00 a.m. IST) and end on Thursday, May 4, 2017 (5.30 p.m. IST). The detailed procedure for e-voting is provided in Postal Ballot Notice and Postal Ballot Form. Member whose name appears on the Register of Members / List of Beneficial Owners as on March 24, 2017 (Cut-Off date) will be considered for the purpose of



WELCOME TO THE WORLD OF BETTER BUSINESS

voting. Any new Member of the Company, who was not the Member as on Cut-Off date shall treat this for information purposes only. In case, Member(s) cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot form will be treated as invalid.

The Board of Directors of the Company has appointed Mr. S Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP No.: 1925) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members are requested to note that duly completed and signed postal ballot forms should reach the Scrutinizer not later Thursday, May 4, 2017 (5.30 p.m. IST).

Pursuant to Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, the details of (A) Split/Sub-Division of Equity Shares of the Company; and (B) Employees Incentive Plan 2017 through trust route, are given below:

(A) Split/Sub-Division of Equity Shares of the Company:

Split Ratio	1:5 (For every one equity share of Rs. 10 each, Five equity shares of Rs. 2 each)		
Rationale behind the Split	To improve the liquidity of Company's equity shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors.		
Pre and post share capital – authorized, paid-up and subscribed	Authorised:		
	Type	Pre (Rs.)	Post (Rs.)
	Equity Capital	35,00,00,000	35,00,00,000
	Issued, paid-up and subscribed:		
	Type	Pre (Rs.)	Post (Rs.)
	Equity Capital	22,32,60,050	22,32,60,050
Expected time of completion	On or before three months from the date of Postal Ballot Notice (i.e. from March 25, 2017)		
Class of shares which are consolidated	Subdivision of Equity Shares of the Company from the existing face value of Rs. 10 each to face value of Rs. 2 each.		
Number of shares of each class pre and post – Split	Authorised (Number of shares):		
	Type	Pre-Split	Post-Split
	Equity Shares	3,50,00,000	17,50,00,000
	Issued, Paid-up and Subscribed (Number of shares):		
	Type	Pre-Split	Post-Split
	Equity Shares	2,23,26,005	11,16,30,025
Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.	NA		



(B) Employees Incentive Plan 2017 through trust route ("Incentive Plan"):

Brief details of significant terms	The Employees Incentive Plan 2017 is proposed to be implemented through Company's Employees' Welfare Trust ("Trust"). The Company may either issue its equity shares to Trust and/or Trust may acquire equity shares of the Company from the secondary market for this purpose, subject to provisions of the applicable laws.
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
Brief details of Options / Stock Appreciation Rights (SARs) covered; and Total number of shares covered by the Options / SARs as may be granted.	Subject to Members approval and any other requisite approvals, Stock Options ("Options") and Stock Appreciation Rights ("SARs") as may be granted by the Nomination and Remuneration Committee of the Board of Directors from time to time, in aggregate shall not exceed 9,16,000 equity shares (i.e. 45,80,000 equity shares post subdivision of face value of equity shares from existing Rs. 10/- per share to Rs. 2/- per share) or 5% of the paid up share capital of the Company, whichever is lower (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), subject to overall limits as may be prescribed under the applicable law & regulations.
Pricing formula	The Exercise Price for Options shall not be higher than the 'prevailing Market Price of the Shares of the Company as on the date of Grant ('relevant date') as discounted by 20%', as may be determined by the Nomination and Remuneration Committee, from time to time, subject to the provisions of applicable law including SEBI (Share Based Employees Benefits) Regulations, 2014 (as may be amended from time to time or re-enacted thereof) ["SEBI SBEB Regulations"]. 1 (one) Option shall be on exercise, be entitled to 1(one) equity share of the Company. 1(one) SAR shall on exercise, be entitled to Appreciation on 1(one) equity share of the Company. "Market Price" shall have the meaning as defined in SEBI SBEB Regulations. "Appreciation" with reference to SAR shall mean the amount by which the market price of shares is more than SAR Base Price. "SAR Base Price" means the price from which the Appreciation is to be computed for the purposes of SARs
Options vested	Nil



Time within which Options/SARs may be exercised	Exercise Period shall not exceed five years from vesting date for each tranche of Option / SAR as may be granted.
Options/SARs exercised / lapsed	Nil
Money realized by exercise of options and total number of shares arising as a result of exercise of option	NA
Variation of terms of options	NA
Subsequent changes or cancellation or exercise of such options	NA
Diluted earnings per share pursuant to issue of equity shares on exercise of options.	NA

This is for your information and for public at large.

Thanking you,
Yours faithfully,

For Advanced Enzyme Technologies Limited

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





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: investor.relations@advancedenzymes.com, Website: www.advancedenzymes.com

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013]

To

The Members of ADVANCED ENZYME TECHNOLOGIES LIMITED

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force ("Rules") and other applicable laws and regulations that the Company is seeking approval of the Members of the Company, to pass the proposed resolutions as set out below, by means of Postal Ballot.

The Board of Directors of the Company has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner ("Scrutinizer").

The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to the Members of the Company. The Members may vote either through remote e-voting or physical Postal Ballot Form. If a Member has voted through remote e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through remote e-voting facility and also sends his/her vote through the Postal Ballot Form, the votes cast through remote e-voting shall only be considered by the Scrutinizer.

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF MEMBERS THROUGH POSTAL BALLOT

1. Sub-Division of face value of Equity Shares of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents and permissions which may be agreed by the Board of Directors, approval of the members of the Company be and is hereby accorded for subdividing the Equity Shares of the Company, including the paid-up shares, such that, each 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of face value of Rs.10/- (Rupees Ten) in the Authorised Share Capital of the Company be sub-divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Share of face value of Rs. 2/- (Rupees Two) each.

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company, each existing fully paid-up 2,23,26,005 Equity Shares of the Company of the face value of Rs.10/- (Rupees Ten) each as existing on the Record Date, shall stand sub-divided into 11,16,30,025 Equity Shares of face value of Rs. 2/- (Rupees Two) each fully paid-up with effect from the Record Date.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended

from time to time) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board", which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Whole-time Director, Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution."

2. Alteration of the Capital Clause in the Memorandum of Association of the Company consequent to the sub-division of equity shares of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the amendment and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new clause V:

"V. The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Thirty Five Crores) divided into 17,50,00,000/- (Seventeen Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Two) each with power to increase or reduce the capital of the Company and to divide the shares in the capital of the Company for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being permitted by the Act or provided by the Articles of Association of the Company or any other applicable provisions of the legislative.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board", which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto, and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Whole-time Director, Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution."

3. Extension of existing Employee Stock Option Scheme – 2015 and grant of Stock Options to the employees of Subsidiaries of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') read with rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India ("SEBI") from time to time ("SEBI ESOP Regulations") and the Memorandum of Association and Articles of Association of the Company, and subject to other approvals, permissions and sanctions as may be required, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), and pursuant to Employee Stock Option Scheme - 2015 ('AETL ESOS-2015') as approved by the Members of the Company at the Extraordinary General Meeting held on December 23, 2015 and amended at the Annual General Meeting held on September 15, 2016, the consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding, 2,00,000 (Two Lakh only) Employee Stock Options (equity shares) of face value of Rs.10/- each (i.e. 10,00,000 Employee Stock Options

of face value of Rs. 2/- each post subdivision of face value of equity shares) to or for the benefit of such person(s) who are in permanent employment of any of the existing and future Subsidiaries of the Company whether in or outside India (hereinafter referred to as “Eligible Employees”) including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), on such terms and conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of AETL ESOS-2015.

RESOLVED FURTHER THAT the equity shares so issued and allotted shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under AETL ESOS-2015 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board (including its Committee thereof) be and is hereby authorized to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including to give effect to this resolution and settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4. **Approval of AETL Employees Incentive Plan 2017 through trust route**

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

“RESOLVED THAT pursuant to provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof) (“**Act**”), and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any modification(s) or re-enactment thereof) (“**SEBI ESOP Regulations**”), the relevant regulations, circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time, other applicable laws, rules and regulations; and subject to other approvals, permissions and sanctions of various authorities, as may be required, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the approval of the members of the Company be and is hereby accorded to AETL Employees Incentive Plan 2017 through Trust route (“**Incentive Plan**”) and to the Board to create, offer, grant, issue and allot in one or more tranches, Stock Options exercisable into equivalent number of equity shares of the Company at an exercise price that shall not be higher than prevailing Market Price of Shares of the Company as on the Grant date discounted by 20%, as may be determined by the Board from time to time (“**Options**”); and Stock Appreciation Rights exercisable into appreciation equivalent to same number of equity shares of the Company payable in the form of equity shares of the Company and/or by way of cash payment (“**SARs**”), not exceeding, in aggregate, 9,16,000 equity shares of Rs. 10/ each (i.e.45,80,000 equity shares of Rs. 2/- each post subdivision) or 5% of the paid up share capital of the Company, whichever is lower (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to the present and future, permanent employees of the Company including its subsidiaries and respective Director(s) thereof, as permissible under SEBI ESOP Regulations and other applicable laws (“**Employees**”) on such terms and conditions as are mentioned in the Incentive Plan and Explanatory statement to this Notice.

RESOLVED FURTHER THAT the Incentive Plan be implemented through AETL Employees’ Welfare Trust (“**Trust**”) based on the guidelines formulated by the Nomination and Remuneration Committee, provided that the equity shares be either issued and allotted by the Company to the Trust and/or acquired by the Trust from the secondary market on such other terms and conditions as the Nomination and Remuneration Committee or Trust may determine from time to time, subject to provisions of SEBI ESOP Regulations and other applicable laws.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized, inter alia:

1. To delegate to the Trust the authority to administer, implement and supervise the operation of the Incentive Plan on such terms and conditions as it may specify;

2. To prescribe the criteria required to be fulfilled for an Employee to be eligible for Incentive Plan and evaluate the fulfillment of eligibility criteria.
3. To consider and approve the recommendations for Grant of Options / SARs.
4. To decide and direct the award of Grants (including the number of Options/SARs to be Granted) to eligible Employees.
5. To allot equity shares to Trust, time to time in accordance with the Incentive Plan;
6. To formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-Plan or plan for the purpose of grant of Options / SARs to the Employees and to make any modifications, changes, variations, alterations or revisions in such sub-Plan or plan from time to time, subject to the compliance of applicable laws, rules and regulations and such modifications, changes, variations, alterations or revisions shall not be detrimental to the interest of the Employees;
7. To make, prescribe, amend, and rescind rules and policies for effective implementation of the Incentive Plan in accordance with applicable law.
8. To do all such acts, deeds, things and matters as may be considered necessary or expedient for the purpose of giving effect to the above resolution including delegation of all or any of the powers herein conferred by this resolution to the Trust; and
9. To settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to (a) to take necessary steps for listing of the Equity Shares allotted under the Incentive Plan on the Stock Exchanges where the Shares of the Company are listed; (b) determine, modify and vary all or any of the terms and conditions of the Incentive Plan as it may in its absolute discretion determine subject to provisions of applicable laws and regulations and such modification or variation shall not be detrimental to the interest of the Employees; and (c) nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities, deeds, matters and things that the Board is authorised to do for the purpose of giving effect to this resolution”

5. Extension of AETL Employees Incentive Plan 2017 and grant of Stock options and other benefits to the Company’s subsidiaries:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof) (“**Act**”), and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof) (“**SEBI ESOP Regulations**”), the relevant regulations, circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time, other applicable laws, rules and regulations and subject to any approvals, permissions and sanctions of various authorities, as may be required, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the approval of the members of the Company be and is hereby accorded to extend the benefits of AETL Employees Incentive Plan 2017 (“**Incentive Plan**”) to the Company’s subsidiaries and to the Board to create, offer, grant, issue and allot in one or more tranches, Stock Options exercisable into equivalent number of equity shares of the Company at an exercise price that shall not be higher than prevailing market price of Shares of the Company one day prior to the Grant date discounted by 20%, as may be determined by the Board from time to time (“**Options**”); and Stock Appreciation Rights exercisable into appreciation equivalent to same number of equity shares of the Company payable in the form of equity shares of the Company and/or by way of cash payment (“**SARs**”) to the present and future, whether working in India or out India, permanent employees of the Company’s subsidiaries and respective Director(s) thereof, as permissible under SEBI ESOP Regulations and other applicable laws (“**Employees**”) on such terms and conditions as are mentioned in the Incentive Plan and Explanatory statement to this Notice

RESOLVED FURTHER THAT the total number of Stock Options and SARs granted to the eligible Employees of both the Company and its subsidiaries shall not exceed, in aggregate, 9,16,000 equity shares of Rs. 10/ each (i.e. 45,80,000 equity

shares of Rs. 2/- each post subdivision) or 5% of the paid up share capital of the Company, whichever is lower (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), subject to overall limits prescribed under the Act, SEBI ESOP Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to (a) to take necessary steps for listing of the Equity Shares allotted under the Incentive Plan on the Stock Exchanges where the Shares of the Company are listed (b) determine, modify and vary all or any of the terms and conditions of the Incentive Plan as it may in its absolute discretion determine subject to provisions of applicable laws and regulations; (c) settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company and (c) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution”

6. Authorization to Trust for acquisition of equity shares of the Company from Secondary market as per AETL Employees Incentive Plan 2017.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) (“**SEBI ESOP Regulations**”), relevant regulations, circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time and subject to such other approvals, permissions and sanctions as may be required, approval of the members of the Company be and is hereby accorded to the AETL Employees Welfare Trust (“**Trust**”) to acquire, in one or more tranches, equity shares of the Company not exceeding 9,16,000 equity shares of Rs. 10/- each (i.e. 45,80,000 equity shares of Rs. 2/ each post sub-division of its face value) or 5% of the paid up share capital of the Company, whichever is lower from the secondary market, for the purpose of implementation of the AETL Employees Incentive Plan 2017 (“**Incentive Plan**”), at such price and at such terms and conditions that the Trust may deem fit, provided that such acquisition shall not exceed the limits prescribed under the SEBI ESOP Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares or any other reorganization of the capital structure of the Company, the number and percentage of shares of the Company to be issued by the Company and/or acquired from the secondary market by the Trust shall be appropriately adjusted.

RESOLVED FURTHER THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) (“**Rules**”), approval of the members of the Company be and is hereby accorded to the Board of Directors (“**Board**” which term shall be deemed to include any Committee thereof) to extend loan in one or more tranches and from time to time, to the Trust, not exceeding the limits specified under Section 67 of the Companies Act, 2013, Rules made thereunder, SEBI ESOP Regulations or any other applicable law for acquisition of aforesaid equity shares of the Company from the secondary market for the purpose of implementation of the Incentive Plan.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Nomination and Remuneration Committee of the Board and/or Trust be and is hereby authorised to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company and to all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

By order of the Board
For Advanced Enzyme Technologies Limited

Date: March 25, 2017

Place: Thane

Sanjay Basantani
Company Secretary & Head (Legal)

Registered Office:

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

NOTES:-

1. The Explanatory Statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members / Records of Depositories as on close of working hours on 24th March, 2017 i.e. “the cut-off date”. The Postal Ballot Notice is being sent to Members who have registered their email IDs with their Depository Participants / the Company’s Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members of the Company.
4. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company is pleased to provide the facility to the Members to exercise their votes electronically and vote on the Resolution through the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). The instructions for electronic voting are provided in point (14) below.
5. 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 March 24, 2017. A person who is not the member as on March 24, 2017 should treat this notice for information purpose only.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot form or remote e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. Members, who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to sanjay@advancedenzymes.com / investor.relations@advancedenzymes.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot form are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than May 04, 2017 (Thursday) (5.30 PM IST). The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot form is received after May 04, 2017 (Thursday) (5.30 PM IST), it will be considered that no reply from the Member has been received. An unsigned Postal Ballot form will be rejected.
10. The details of dispatch of Notice and Postal Ballot form to the members will be published in at least one (1) English and one (1) vernacular language newspaper circulating in Maharashtra.
11. The Scrutinizer will submit his report to the Chairman or any Director of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced on May 06, 2017 (Saturday) at 11.30 AM (IST) at the Registered Office of the Company at A Wing, 5th Floor, Sun Magnetica, Near LIC Service Road, Louiswadi, Thane West - 400604. 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).
12. The last date of receipt of duly completed Postal Ballot form/e-voting i.e. May 04, 2017 (5.30 PM IST) shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.
13. All the documents referred to in the Notice and Explanatory Statement will be available for inspection at the Registered Office of the Company during working hours from 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays) from the date of dispatch of the Notice upto the date of declarations of result of Postal Ballot.

14. The instructions for shareholders/members voting electronically are as under:

- i. The voting period begins on Wednesday, April 5, 2017 at 09.00 A.M. (IST) and ends on Thursday, May 4, 2017 at 05.30 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, March 24, 2017 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/ 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 Postal ballot form 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. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 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 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.
15. In addition, any query/ grievance may please be addressed to Linkintime Private Limited, Registrar & Transfer Agents of the Company at rnt.helpdesk@linkintime.co.in or Mr. Sanjay Basantani, Company Secretary at sanjay@advancedenzymes.com or Tel No.:- +91 22 41703200 with respect to the voting by Postal Ballot including voting by electronic means.

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

ITEM NO. 1

In order to improve the liquidity of your Company’s Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Board of Directors of the Company (“Board”), at its Meeting held on February 14, 2017, have approved the proposal for sub-division of face value of equity shares of the Company from existing Rs. 10/- per share to Rs. 2/- per share i.e. each 3,50,00,000 equity shares of face value of Rs.10/- in the Authorised Share Capital of the Company be sub-divided into 17,50,00,000 equity shares of face value of Rs. 2/- each, subject to the approval of members and all authorities concerned.

As per the provisions of Section 61 (1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members is required for such sub-division of shares.

The Board recommends the resolution as set out in Item No. 1 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO.2

The proposed sub-division of face value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this Clause V of Memorandum of Association is proposed to be altered and substituted with the new clause V as mentioned in Item No. 2 of this Notice, to reflect the corresponding changes in the Authorised share capital consequent to the said sub-division of face value of equity shares of the Company.

A copy of the existing Memorandum of Association as well as the proposed amendment in the Capital Clause (Clause V) thereto is available for inspection of the Members at the Registered Office of the Company between 02.00 p.m. and 05.00 p.m., on any working day (except Saturdays) upto the date of declaration of results of this Postal Ballot.

As per the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members is required for such amendment to the Memorandum of Association.

The Board recommends the resolution as set out in Item No. 2 of the Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution.

ITEM NO. 3

The Members in the Extraordinary General Meeting of the Company held on December 23, 2015, has approved Employee Stock Option Scheme - 2015 ("AETL ESOS-2015") for granting upto 2,00,000 (Two Lakh) Options exercisable into not exceeding 2,00,000 (Two Lakh) Equity Shares of Rs. 10/- each to the eligible employees of the Company and Subsidiary Company(ies) under AETL - ESOS 2015. The said Scheme was further amended by the Members at the Annual General Meeting held on September 15, 2016.

As per provisions of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), the Company is also required to obtain approval of the members of the Company by passing a separate special resolution for granting the options and other benefits under AETL ESOS-2015 to the employees of the Subsidiaries of the Company (whether working in India or outside India) including their Directors(s) whether Whole Time Director or not but excluding Independent Directors, if any, from time to time.

Material features of the AETL ESOS-2015:

1. Brief Description of the Scheme(s):

AETL – ESOS 2015: Upon exercise of options by eligible employees, the Shares will be allotted by way of primary issue only, as per applicable laws and regulations as prevailing and in force from time to time.

2. Total number of Options to be granted:

2,00,000 Equity Shares of Rs. 10/- each (i.e. 10,00,000 Equity Shares of Rs. 2/ each post sub-division of equity shares) ("Options"), exercisable into equivalent number of equity shares of the Company. Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.

3. Implementation and administration of the scheme:

The 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).

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

The Following class/classes of employees are entitled to participate in AETL - ESOS 2015 viz.:

- 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; and
- 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.

5. Requirements of vesting, period of vesting and Maximum period of Vesting:

The Options shall not vest for a period of one year after the Grant. After the expiry of one year, the Vesting of Options shall take place over a term of 4 (four) years 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%

The Committee may specify certain performance parameters subject to which the Options would vest. Option Grantee should have minimum of 2 (two) years of continuous employment/services with the Company or its Subsidiary Companies on the Date of Vesting.

The specific vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of grant of options.

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/- per share of face value of Rs. 10/- each and in case of sub division of the share at such price not exceeding value per share as calculated by dividing Rs. 300/- by 10 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.

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.

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

Eligibility of employee is based on 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. 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 Equity Shares of Rs.10/- each (i.e. 25,000 Equity Shares of Rs. 2/- each post sub-division of face value) and in aggregate shall be upto 2,00,000 Equity Shares of Rs. 10/- each (i.e. 10,00,000 equity shares of Rs. 2/- each post sub-division), which is less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

10. Amount of Loan to be provided for implementation of Scheme by the Company to Trust; and Maximum Percentage of Secondary Acquisition

Not Applicable

11. Accounting and Disclosure Policies

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the SEBI Regulations and other applicable laws from time to time.

12. Method of Option Valuation:

The Company will adopt the fair value method (i.e. Black-Scholes method) for valuation of Options and accounting purposes.

The Nomination and Remuneration Committee as constituted by the Board of Directors shall have all the powers to take necessary decisions for effective implementation of the AETL ESOS - 2015. The Nomination and Remuneration Committee shall not act in any manner, which may be detrimental to the interest of its employees.

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

All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 2.00 pm and 5.00 pm up to the date of declaration of results of this Postal Ballot.

In terms of provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Members is being sought by way of a Special Resolution set out in this Notice.

The Board recommends the resolution as set out in Item No. 3 of the Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution, except to the extent of their shareholding in the Company, if any, and Options / shares as may be granted / allotted to them under AETL ESOS - 2015.

ITEM NOS. 4 AND 5:

Employees Stock Option Plan (ESOP) / Employees Incentive Plan represent a reward system based on performance and other criteria. ESOP would enable the Company to attract, retain, reward and motivate the best available human resource talent. Such Plans helps in creating an environment conducive to higher growth opportunities for its Employees and employees of its subsidiaries with a view to align the interests of such employees and the shareholders, by creating a common sense of purpose towards creating sustainable shareholder value.

The Board of Directors of the Company on March 25, 2017, keeping in view the aforesaid objectives and to make the employees share progress and growth of the Company, formulated the AETL Employees Incentive Plan 2017 through trust route (“**Incentive Plan**”).

The salient features of the Incentive Plan are as under:

1. Brief Description of the Scheme

The Incentive Plan is proposed to be implemented through the AETL Employees’ Welfare Trust (“Trust”). The Company may either issue its equity shares to Trust and/or Trust may acquire equity shares of the Company from the secondary market for this purpose, subject to provisions of the applicable laws.

2. Total number of Options / Stock Appreciation Rights (SARs) to be granted

Stock Options (“Options”) and Stock Appreciation Rights (“SARs”) as may be granted, in aggregate shall not exceed 9,16,000 equity shares (i.e. 45,80,000 equity shares on subdivision of face value of equity shares from existing Rs. 10/- per share to Rs. 2/- per share) or 5% of the paid up share capital of the Company, whichever is lower (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), subject to overall limits as may be prescribed under the applicable law & regulations.

3. Implementation of ESOP Plan through ESOP Trust

The Incentive Plan would be implemented through the AETL Employees’ Welfare Trust (Trust). The Trust shall also be authorized to acquire equity shares of the Company from the secondary market. The Company proposes to provide financial assistance to the Trust for this purpose subject to the provisions of the applicable laws. The Board of Directors of the Company (“Board” which term shall include Nomination and Remuneration Committee) shall delegate the administration and implementation of the Incentive Plan to the Trust.

4. Classes of employees entitled to participate in the Incentive Plan

Such classes of employees including Directors, of the Company and Subsidiaries as permissible under SEBI (Share Based Employees Benefits Regulations), 2014 as may be amended from time to time including re-enactment thereof (“SEBI ESOP Regulations”).

As per the existing provisions of SEBI ESOP Regulations, following classes of employees of the Company and its subsidiaries are entitled to participate:

- A. a permanent employee (present or future) 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 (1) or (2) above, of a Subsidiary, in India or outside India, or of any Holding 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.

5. Requirements of vesting, period of Vesting and maximum period of Vesting

- a. The Options / SARs shall not vest for a period of one year after the Grant. After the expiry of one year, the Vesting of Options / SARs shall take place over a term of 4 (four) years as follows:

Date 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%

- b. The Nomination and Remuneration Committee may specify certain performance parameters subject to which the Options / SAR would vest.

6. Exercise Price or pricing formula

The Exercise Price for Options shall not be higher than the 'prevailing Market Price of the Shares of the Company as on the date of Grant ('relevant date') as discounted by 20%', as may be determined by the Nomination and Remuneration Committee, from time to time, subject to the provisions of applicable law including SEBI ESOP Regulations. 1 (one) Option shall be on exercise, be entitled to 1(one) equity share of the Company. 1(one) SAR shall on exercise, be entitled to Appreciation on 1(one) equity share of the Company. "**Market Price**" shall have the meaning as defined in SEBI ESOP Regulations. "**Appreciation**" with reference to SAR shall mean the amount by which the market price of shares is more than SAR Base Price. "**SAR Base Price**" means the price from which the Appreciation is to be computed for the purposes of SARs.

Employee shall bear all tax liability in relation to the Options/SARs and any appreciation or benefit arising therefrom.

7. Exercise Period and process of exercise

Exercise Period shall not exceed five years from Vesting date for each tranche of Option / SAR granted. On expiry of the Exercise Period, the relevant Option / SAR shall lapse. Shares allotted /transferred to Employees pursuant to the Incentive Plan will not be subject to lock in period. Provided that the shares transferred to Employees on such Exercise cannot be sold for such period from the date of transfer as may be mentioned in terms of Code of Conduct for Prevention of Insider Trading of the Company read with Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended or re-enacted / replaced from time to time.

An Employee Exercising Options /SAR must exercise at least 100 Options / SAR or the total number of unexercised Vested Options / SARs, whichever is lower.

Process to Exercise Options:

An Employee wishing to exercise the Options Vested in him shall submit an application in the specified format to the Trust before the expiry of the Exercise Period. Subject to the provisions of the applicable law and upon receipt of Exercise Price, for all Options exercised by that Employee, the Trust shall take appropriate steps to transfer the relevant number of Shares as soon as possible but not later than 60 (sixty) days (or such other period as may be prescribed by the applicable law, from time to time).

Process to Exercise SARs:

1(one) SAR shall be entitled to Appreciation on only 1(one) Share. As soon as any SAR Vests, the Trust shall purchase or subscribe to equivalent number of equity shares of the Company.

The Employee wishing to exercise the SARs Vested in him shall submit an application in the specified format, to the Trust before expiry of the Exercise Period. In case of an SAR, the SAR Base Price is not required to be paid by the Employee. The SAR Base Price shall only be used for computing the Appreciation. On receipt of an application exercising SARs, the

Trust shall within a period of 15 (fifteen) days from date of exercise, pay the Appreciation to the Employee. The Appreciation may be paid in cash or in alternative equity shares having Market Value equivalent to amount of Appreciation as on date of payment shall be transferred to such Employee. In case of any fractional shares arising thereof, the same shall paid in cash to the concerned Employee. The Appreciation shall be computed as on the date (on which Secondary Markets are open for business) immediately following the date of exercise.

The eligible Employees shall have the right to exercise all the Options / SARs vested at one time or at various points of time within the exercise period, subject to the provisions of Incentive Plan.

8. Appraisal process for determining the eligibility of the employees

The criteria for eligibility will be decided by the Nomination and Remuneration Committee based on number of years of service, job profile, grade, performance rating or key result area appraisal and any other factors as may be determined by the Committee.

9. Maximum number of options to be granted per employee

The maximum quantum of Option / SAR per eligible Employee for each year shall not exceed 10,000 equity shares of the Company (i.e. 50,000 equity shares post subdivision of face value of equity shares) and in aggregate for all such employees for each year shall not exceed 1% of the paid up equity share capital (excluding any outstanding warrants and conversions) of the Company.

10. Amount of Loan to be provided for implementation of Scheme by the Company to Trust

The Company proposes to provide loan, from time to time, to the Trust to undertake the aforesaid acquisition of equity shares of the Company from the Secondary market, for the purpose of implementation of Incentive Plan. The Board may be provided with flexibility to sanction loan, in one or more tranches and from time to time within the limits prescribed under Section 67 of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Rules, 2014 as may be amended from time to time including re-enactment thereof. Presently the limit prescribed is value of shares to be purchased or subscribed in aggregate together with money provided by the Company shall not exceed 5% of aggregate of paid up share capital and free reserve of the Company. As and when the exercise price is recovered from the employees from time to time upon exercise of Option, the Trust shall repay the loan amount to the Company.

11. Maximum Percentage of Secondary Acquisition

9,16,000 equity shares of Rs. 10/- each (i.e. 45,80,000 equity shares of Rs. 2/- each post subdivision) or 5% of the paid up share capital of the Company, whichever is lower (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time). Secondary Acquisition by the Trust shall not exceed the limits as may be prescribed under the applicable provisions of SEBI ESOP Regulations. Presently the limit prescribed is 2% of the paid up share capital of the Company as at the end of the previous financial year. The total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up equity capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained for such secondary acquisition.

12. Compliance with Accounting Policies

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the SEBI ESOP Regulations and other applicable laws from time to time.

13. Method of valuation of options

The Company will adopt the fair value method (i.e. Black-Scholes method) for valuation of Options and accounting purposes.

The Nomination and Remuneration Committee as constituted by the Board shall have all the powers to take necessary decisions for effective implementation of the Incentive Plan. The Nomination and Remuneration Committee shall not act in any manner, which may be detrimental to the interest of Employees. The Board shall not vary the terms of the Scheme, in any manner, which may be detrimental to the interests of the Employees.

A copy of the draft Incentive Plan will be available for inspection on all working days (excluding Saturdays) between 2.00 p.m. to 5.00 p.m. at the Registered Office of the Company, upto the date of declaration of results of the Postal Ballot.

In terms of the provisions of the SEBI ESOP Regulations, the Incentive Plan is required to be approved by the Members of the Company by passing special resolution. The SEBI ESOP Regulations also require separate approval of Members by way of special resolution to grant such stock options, shares and other benefits to the employees of subsidiary companies.

The Board recommends the resolution as set out in Item No. 4 and 5 of the Notice for approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution, except to the extent of their shareholding in the Company and any stock Options / SARs / shares / Appreciation that may be granted / allotted / transferred / paid to them under the Incentive Plan.

ITEM NO. 6

Pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, employees' welfare plans may be implemented, inter-alia, by acquisition of existing shares of the company from the secondary market through a trust.

It is proposed that the AETL Employees Welfare Trust ("Trust") be entrusted with the responsibility of administration and implementation of the **AETL Employees Incentive Plan 2017** ("Incentive Plan") for this purpose. Upon approval of the Members of the Company and after complying with the procedural and statutory formalities the Trust shall be empowered to acquire in one or more tranches, equity shares of the Company not exceeding 9,16,000 equity shares of Rs. 10/- each (i.e. 45,80,000 equity shares of Rs. 2/- each post sub-division of its face value) or 5% of the paid up share capital of the Company, whichever is lower. Provided that such acquisition shall at no time exceed the limits prescribed under the SEBI (Share Based Employees Benefits) Regulations, 2014 as may be amended from time to time or re-enacted thereof (SEBI ESOP Regulations). Presently the limits are 2% of the paid up share capital of the Company as at the end of the previous financial year and at no time shall exceed 5% of the paid up equity share capital of the Company as per the provisions of SEBI ESOP Regulations, for the purpose of implementation of Incentive Plan.

The Company proposes to provide financial assistance to the Trust to undertake the aforesaid secondary acquisition upto limits prescribed under the Companies Act, 2013 rules made thereunder and other applicable laws.

Disclosures as required under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:

1. The class of employees for whose benefit the Plan is being implemented and money is being provided for purchase of or subscription to shares:

To such classes of employees as are mentioned in point (4) of the explanatory statement to business item no 4 & 5 of this Notice.

2. The particulars of the trustee or employees in whose favour such shares are to be registered:

The shares will be registered in the name of all or any of the trustee(s) of the Trust to hold equity shares of the Company for and on behalf of the Beneficiaries. Eligible Employees to whom the equity shares of the Company are transferred by the Trust, on exercise of Options / SARs shall be the absolute owner of such shares.

3. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Name of the Trust: AETL Employees Welfare Trust

Details of Trustee: IDBI Trusteeship Services Limited, a Company incorporated under the provisions of Indian laws (Companies Act, 1956) having its registered office at Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001.

The Trustee(s) is in no manner related to the Promoter, Directors or Key Managerial Personnel.

Subject to compliance of the provisions of applicable laws, the aforesaid trustee may be changed at any time.

4. Any interest of Key Managerial Personnel, Directors or Promoters in such Plan or trust and effect thereof:

The Key Managerial Personnel and Directors are interested in the Incentive Plan only to the extent of existing shares held; and the Stock Options / SARs / shares / other benefits that may be offered, granted and allotted / transferred to them under the Incentive Plan. The Trustee is in no manner related to any Promoters, Directors or key Managerial Personnel of the Company.

5. **The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan; and the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Plan would be exercised:**

Exercise period shall not exceed five years from Vesting date for each tranche of Option / SAR granted. On expiry of the Exercise Period, the relevant Option / SAR shall lapse. Shares allotted /transferred to Employees pursuant to the Incentive Plan will not be subject to lock in period. Provided that the shares transferred to Employees on such Exercise cannot be sold for such period from the date of transfer as may be mentioned in terms of Code of Conduct for Prevention of Insider Trading of the Company read with Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended or re-enacted / replaced from time to time.

An Employee Exercising Options /SAR must exercise at least 100 Options / SAR or the total number of unexercised Vested Options / SARs, whichever is lower.

Process to Exercise Options and SARs:

Same as mentioned in point 7 of the explanatory statement to business item 4 & 5 of this Notice

In line with the requirements of the ESOP Regulations, the Trustee of the Trust shall not exercise voting rights in respect of the shares of the Company held by the Trustee of the Trust.

The Employee shall not have right to vote in respect of Options/SARs granted to him/her, till equity shares are issued / transferred to that Employee.

In terms of the provisions of the applicable laws, approval of the Members by passing of special resolution as set out under item no. 6 is sought for the secondary market acquisition of equity shares of the Company by the Trust for the implementation of the Incentive Plan and also to extend financial assistance to the Trust towards acquisition of such shares.

The Board recommends the resolution as set out in Item No. 6 of the Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution, except to the extent of their shareholding in the Company, and the Options / SARs / shares / Appreciation as may be granted and allotted / transferred / paid to them under the Incentive Plan.

By order of the Board
For Advanced Enzyme Technologies Limited

Date: March 25, 2017

Place: Thane

Sanjay Basantani
Company Secretary & Head (Legal)

Registered Office:

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

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK



ADVANCED ENZYME TECHNOLOGIES LIMITED

(CIN: L24200MH1989PLC051018)

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

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

Email: investor.relations@advancedenzymes.com, Website: www.advancedenzymes.com

POSTAL BALLOT FORM

Ballot S. No.

(1) Name and Registered Address of the Sole/First named Member

(2) Name(s) of the Joint Member(s), if any :

(3) Registered Folio No./*DP. ID No. and Client ID. No. (*Applicable to investors holding shares in dematerialized form)

(4) Number of Equity Share(s) held

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated March 25, 2017 ("Notice") by conveying my/our assent or dissent to the said Resolution(s), by placing the tick (✓) mark at the appropriate box below.

Item No.	Brief Particulars of the Resolutions	No. of Equity Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Ordinary Resolution for Sub-Division of face value of Equity shares of the Company.			
2	Special Resolution for alteration of the Capital Clause in Memorandum of Association of the Company consequent to the sub-division of equity shares.			
3	Special Resolution for extension of existing Employee Stock Option Scheme – 2015 and grant of Stock Options to the employees of Subsidiaries of the Company.			
4	Special Resolution for approval of AETL Employees Incentive Plan 2017 through trust route.			
5	Special Resolution for Extension of AETL Employees Incentive Plan 2017 and grant of Stock options and other benefits to the employees of the Company's subsidiaries.			
6	Special Resolution for Authorization to Trust for acquisition of equity shares of the Company from the Secondary market as per AETL Employees Incentive Plan 2017.			

Place:

Date:

Notes:

1. Please read the instructions printed overleaf carefully before filling this Form.

2. The last date for the receipt of Postal Ballot Form is May 04, 2017 (Thursday) upto 5:30 p.m. (IST).

Electronic Voting Particulars

EVSN	User ID	Password / PAN*
170327002		

*(Please read the 'instruction for electronic voting' provided on page 7 to 8 of this Notice.)

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

Commencement of E-voting	End of E-voting
April 05, 2017 (9.00 AM (IST))	May 04, 2017 (5.30 PM (IST))

INSTRUCTIONS FOR FILING POSTAL BALLOT FORM:

1. A member desiring to exercise the vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed prepaid postage Business Reply Envelope. Postal charges will be borne and paid by the Company. However, envelopes containing Postal ballot(s), if deposited in person or sent by courier or register/ Speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository participants). In case of joint holding, this Form should be completed and signed by the First named Member and in his/ her absence, by the next named member.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.30 p.m. (IST) on May 04, 2017 (Thursday) at Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer, ADVANCED ENZYME TECHNOLOGIES LIMITED, C/o.: Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Tel. No.: +91 22 4918 6200. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such member(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.
5. In case of shares held by Company, trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by Authorised Signatory(ies).
6. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed prepaid postage business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
7. A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of the Company as on March 24, 2017.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
9. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. Please read the instruction for electronic e-voting on page 7 to 8 of this Notice.
10. Members can opt only one mode of voting i.e. either physical Postal Ballot form or electronic voting. In case Members cast their vote through both the modes, voting done through electronic voting shall prevail and voting done through physical Postal Ballot form shall be treated as invalid.
11. In case of non-receipt of Postal Ballot form, you may contact Mr. Sanjay Basantani, Company Secretary at the Registered Office address or email at rnt.helpdesk@linkintime.co.in or sanjay@advancedenzymes.com.