

## **Fermenta Biotech Limited** (formerly known as DIL Limited)

CIN: L99999MH1951PLC008485

Regd. Office: A - 1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) - 400 610, Maharashtra, India.

Tel. : +91-22-6798 0888 Fax. : +91-22-6798 0899

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



Ref: BSE/2020-21/F.No.: 49

October 17, 2020

### **Corporate Relations**

**BSE Limited**

**Phiroze Jeejeebhoy Towers,**

**Dalal Street, Fort,**

**Mumbai – 400 001**

Dear Sir,

**Re : Declaration of Voting Results of the 68<sup>th</sup> Annual General Meeting**

**Ref: Code No. 506414**

Pursuant to Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the results of remote e-voting (including electronic voting at the Annual General Meeting) on all the resolutions set out in the notice of the 68<sup>th</sup> Annual General Meeting of the Company held on October 17, 2020 through Video Conferencing/Other Audio Visual Means.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Fermenta Biotech Limited (Formerly known as DIL Limited)**

**Srikant Sharma**

**Company Secretary & Vice President (Legal)**

Membership No. FCS3617

A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) 400610

Encl: as above

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### **68<sup>th</sup> Annual General Meeting held on October 17, 2020**

#### **Declaration of Results of remote e-voting (including voting at the Annual General Meeting electronically)**

The 68<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Saturday, October 17, 2020 through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') without the physical presence of the members at a common venue, which commenced at 2.00 p.m. (IST) and concluded at 4.08 p.m. (IST)

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules) 2014 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility of remote e-voting to the members of the Company to enable them to cast their votes electronically on the resolutions proposed in the Notice of the 68<sup>th</sup> AGM. The remote e-voting was open from October 14, 2020 (9.00 a.m. IST) to October 16, 2020 (5.00 p.m. IST). The Company also provided the facility to vote electronically at the AGM to those members who did not cast their vote through remote e-voting facility.

The Board of Directors had appointed Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries as the Scrutinizer for remote e-voting and voting at the AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes received and submitted his Report on October 17, 2020.

The Consolidated Results as per the Scrutinizers' Reports dated October 17, 2020 are as follows:

<b>Resoluti on No.</b>	<b>Particulars</b>	<b>% Votes in favour</b>	<b>% Votes Against</b>
1	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, Reports of the Board of Directors and the Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 along with the Report of the Auditors thereon, as an ordinary resolution.	100	0
2	To confirm the payment of the interim equity dividend of Rs.5/- per equity share of Rs. 5 each for the financial year ended March 31, 2020 as an ordinary resolution.	100	0
3	To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and, being eligible, offers herself for re-appointment as an ordinary resolution.	100	0

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4	Appointment of Ms. Rajashri Ojha, as an Independent Director of the Company for a period of five years effective from April 1, 2020 as a Special Resolution.	99.996	0.004
5	Appointment of Ms. Anupama Datla Desai, as a Director of the Company as an ordinary resolution.	99.9999	0.0001
6	Appointment of Ms. Anupama Datla Desai, as an Executive Director of the Company for a period of three years effective from September 27, 2019 as a Special Resolution.	100	0
7	Appointment of Mr. Satish Varma, as an Executive Director of the Company for a period of three years effective from September 27, 2019 as a Special Resolution.	100	0
8	Remuneration of Cost Auditor of the Company as an ordinary resolution.	100	0
9	Commission to Non-Executive Directors as a Special Resolution.	99.996	0.004

Based on the Reports of the Scrutinizer (as enclosed), all Resolutions as set out in the Notice of 68<sup>th</sup> Annual General Meeting have been duly approved by the members with requisite majority.

For **Fermenta Biotech Limited (Formerly known as DIL Limited)**

*Sanjay Buch*

**Sanjay Buch**

**Chairman**

Date: October 17, 2020

Encl.: As above

# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,  
Shastri Hall, Grant Road (W),  
Mumbai - 400 007.  
Tel. : 2385 0364  
Fax : 2386 1708  
Email : vndeodhar@gmail.com

### REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING AT THE 68<sup>TH</sup> ANNUAL GENERAL MEETING OF FERMENTA BIOTECH LIMITED

To  
The Chairman,  
Fermenta Biotech Limited  
(Formerly known as DIL Limited)  
A-1501, Thane One,  
DIL Complex,  
Ghodbunder Road, Majiwada,  
Thane (W) - 400 610.

Corporate Identity Number (CIN): L99999MH1951PLC008485

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting and e-voting process at the 68<sup>th</sup> Annual General Meeting ("AGM") in a fair and transparent manner for the business contained in the Notice of 68<sup>th</sup> AGM of the company held on Saturday, 17th October, 2020 at 2.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and issuing a report on remote e-voting as well as e-voting process at the 68<sup>th</sup> AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Amendments made thereto, read with MCA General circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company sought approval of Members to the Resolutions through remote e-voting and e-voting process at the 68<sup>th</sup> AGM:

1. The remote e-voting period commenced at 9.00 a.m. on October 14, 2020 and ended at 5.00 p.m. on October 16, 2020 and the same was disabled thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. October 10, 2020.
3. Members holding shares as on the "Cut Off" date i.e. October 10, 2020 were entitled to vote on the proposed 9 (Nine) Resolutions as mentioned in the Notice of the 68<sup>th</sup> AGM of the Company.



4. The facility of voting through e-voting process during the 68<sup>th</sup> AGM was provided to facilitate those members present in the meeting and had not participated in the remote e-voting to record their votes.
5. After the conclusion of the 68<sup>th</sup> AGM the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit V. Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter, I as a scrutinizer duly compiled the details of remote e-voting and e-voting process done by the members at the 68<sup>th</sup> AGM, the details of which are as follows:

**ORDINARY BUSINESS****RESOLUTION No.1**

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, Reports of the Board of Directors and the Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 along with the Report of the Auditors thereon, as an ordinary resolution.

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>72</b>	<b>21983638</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**RESOLUTION No.2**

To confirm the payment of the interim equity dividend of Rs.5/- per equity share of Rs. 5 each for the financial year ended March 31, 2020 as an ordinary resolution

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>72</b>	<b>21983638</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION No.3**

To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and, being eligible, offers herself for re-appointment as an ordinary resolution

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	65	21979263	99.9999	1	4	0.0001	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>71</b>	<b>21983634</b>	<b>100</b>	<b>1</b>	<b>4</b>	<b>0</b>	<b>0</b>



**SPECIAL BUSINESS**

**RESOLUTION No.4**

Appointment of Ms. Rajashri Ojha, as an Independent Director of the Company for a period of five years effective from April 1, 2020 as a Special Resolution

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 Companies Act, 2013 (‘Act’) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re- enactment thereof from time to time), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance to the provisions of the Articles of Association of the Company, and the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, Ms. Rajashri Ohja (DIN: 07058128) who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from April 01, 2020.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	65	21978367	99.996	1	900	0.004	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>71</b>	<b>21982738</b>	<b>99.996</b>	<b>1</b>	<b>900</b>	<b>0.004</b>	<b>0</b>



**RESOLUTION No.5**

Appointment of Ms. Anupama Datla Desai, as a Director of the Company as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anupama Datla Desai (DIN: 00217027), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from September 27, 2019 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director and the period of her office shall be liable to determination by retirement of directors by rotation.”

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	65	21979256	99.9999	1	11	0.0001	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>71</b>	<b>21983627</b>	<b>99.9999</b>	<b>1</b>	<b>11</b>	<b>0.0001</b>	<b>0</b>

**RESOLUTION No.6**

Appointment of Ms. Anupama Datla Desai, as an Executive Director of the Company for a period of three years effective from September 27, 2019 as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance to the provisions of the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, the consent of the Company be and is hereby accorded to the appointment of Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director of the Company (‘Executive Director’) for a period of 3 (three) years commencing from September 27, 2019 to September 26,





2022 as per the salary, perquisites, terms and conditions as set out in the agreement dated September 27, 2019 entered into between the Company and the Executive Director ('Agreement'), which inter alia, are set out in the Explanatory statement;

“RESOLVED FURTHER THAT the total remuneration including perquisites payable to the Executive Director as per the Agreement shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013;

“RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the remuneration of the Executive Director shall be decided as per the provisions of Schedule V to the Act including any amendment thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter or vary terms of remuneration of the Executive Director as it may deem fit from time to time within the remuneration limits stated in the Explanatory Statement and the Agreement;

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

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>72</b>	<b>21983638</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**RESOLUTION No.7**

Appointment of Mr. Satish Varma, as an Executive Director of the Company for a period of three years effective from September 27, 2019 as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance to the provisions of the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, the consent of the Company be and is hereby accorded to the appointment of Mr. Satish Varma (DIN: 00003255) as an Executive Director of the Company (‘Executive Director’) for a period of 3 (three) years commencing from September 27, 2019 to September 26, 2022 as per the salary, perquisites, terms and conditions as set out in the agreement dated September 27, 2019 entered into between the Company and the Executive Director (‘Agreement’), which inter alia, are set out in the Explanatory statement;

“RESOLVED FURTHER THAT the total remuneration including perquisites payable to the Executive Director as per the Agreement shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013;

“RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the remuneration of the Executive Director shall be decided as per the provisions of Schedule V to the Act including any amendment thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter or vary terms of remuneration of the Executive Director as it may deem fit from time to time within the remuneration limits stated in the Explanatory Statement and the Agreement;

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

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>72</b>	<b>21983638</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**RESOLUTION No.8**

Remuneration of Cost Auditor of the Company as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), the members of the Company hereby ratify the payment of remuneration of Rs. 2,75,000 (Rupees Two lakhs Seventy Five Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any, to M/s D. C. Dave & Co., Cost Accountants (Firm Registration Number – 000611) [‘Cost Auditor’] to conduct the cost audit in respect of applicable product(s) manufactured by the Company for the financial year ending on March 31, 2021”.

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>72</b>	<b>21983638</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION No.9**

Commission to Non-Executive Directors as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 197, 198 including rules made thereunder and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) [‘Act’] and Articles of Association of the Company, the consent of members be and is hereby accorded to pay and distribute among the Non-Executive Directors (including Independent Directors) of the Company (other than the Managing Director and/or Executive/ Whole Time Directors) profit related commission in such manner and proportion, for the financial year 2019-20, as may be decided by the Board of Directors (the ‘Board’ includes any committee thereof) within the overall maximum limit of 1% (one percent) of the net profits of the Company to be calculated in accordance with the provisions of Section 197 read with Section 198 of the Act for the said financial year.



“RESOLVED FURTHER THAT the above commission shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.”

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	Nos.
Total Votes through Remote E-voting	64	21978356	99.996	2	911	0.004	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
<b>Total</b>	<b>70</b>	<b>21982727</b>	<b>99.996</b>	<b>2</b>	<b>911</b>	<b>0.004</b>	<b>0</b>

All the resolutions mentioned in the notice of the Annual General Meeting dated August 28, 2020 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through e-voting process with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,  
COMPANY SECRETARIES**




**V N DEODHAR  
PROP.  
FCS NO.1880  
C.P. No. 898**

**UDIN: F001880B000986182**

**Place: Mumbai**

**Dated: 17<sup>th</sup> October, 2020**

The following were the witnesses to the unblocking of votes cast through remote e-voting and e-voting process at the 68<sup>th</sup> AGM.



**(CA. HRUSHIKESH V. DEODHAR)**



**(AJIT V UKIDWE)**

**Place: Mumbai**

**Dated: 17<sup>th</sup> October, 2020**