



FERMENTA BIOTECH LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485
Registered Office: A -1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade,
Thane (West) – 400 610, Maharashtra, India
Tel: +91-22-6798 0800/888 Fax: +91-22-6798 0899
Email: info@fermentabiotech.com Website: www.fermentabiotech.com

Postal Ballot Notice Pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standard on General Meetings (“**the SS-2**”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Articles of Association of Fermenta Biotech Limited (“**the Company**” or “**FBL**”), that the resolutions as set out hereunder are proposed for approval of the Members of the Company as Special Resolutions, by way of Postal Ballot through remote e-voting, i.e. voting through electronic means (“**Remote e-Voting**”) in accordance with the framework provided in MCA Circulars and other statutory provisions as mentioned hereinabove and additional facility as mentioned in the notes to this Notice (“**Postal Ballot**”). The instructions regarding Remote e-Voting and other relevant information are provided in the notes to this Notice.

SPECIAL BUSINESS:

1. To increase the limits to sell, lease or otherwise dispose of the assets and to secure the borrowings of the Company.

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

“**RESOLVED THAT** in supersession of earlier limits of Rs. 370,00,00,000 (Rupees Three Hundred and Seventy Crores only) approved by the members of the Company in terms of the provisions of Section 180(1)(a) read along with Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof) (“**Act**”), the Memorandum and Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as the “**Board**”), to increase the existing limits, for the purpose of securing the borrowings and/or to pledge, mortgage and/or create charge and/or for sale, lease or otherwise dispose of whole or any part of the movables and/or immovable assets, both present and future, of the Company from time to time, to Rs. 700,00,00,000 (Rupees Seven Hundred Crores only), on such terms and conditions as the Board in its absolute discretion may deem fit and appropriate;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary and to settle all matters arising out of and incidental thereto, sign and execute deeds, applications and documents that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. To sell, lease or otherwise dispose of the portion of Company's Land situated at Thane.

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or any re-enactment thereof) (“Act”), the Memorandum and Articles of Association of the Company, subject to such other statutory approvals and permissions as may be required, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as the “Board”) to sell, lease, enter into development agreements, or otherwise monetize and dispose of the part of the Company's unutilized development rights in respect of land, situated at DIL Complex, Majiwade, Ghodbunder Road, Thane (“Land”), and further described in the Explanatory Statement forming part of the Notice to this resolution, which description is hereby included by reference in this resolution, including by way of entering into a development project for the development of residential and commercial buildings and other amenities thereon (“Project”), the grant of development rights in respect of the balance development potential of the Land for the Project, the subsequent sale, lease, license, or transfer of residential and/or other units to be constructed thereon forming part of Company's area-share for the Land, and the subsequent, sale, lease, or transfer of the underlying Land, following the completion of the construction and development portions of the Project to the concerned building societies, on such terms and conditions as may be agreed between the Board and the Developer named in the Explanatory Statement to this Notice, and in accordance with all applicable laws, including the Real Estate (Regulation and Development) Act, 2016;

RESOLVED FURTHER THAT, in order to give effect to the foregoing resolution, the Board be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, and for the purpose of giving effect to this resolution including:

(i) to sign, execute and register agreements (including development agreement and agreement for sale of residential units), deeds, applications, and other related documents;

(ii) to file necessary applications, affidavits, forms, requests, declarations with, and to obtain approvals from, statutory and other authorities (including banks and lending/financial institutions) and take such steps as may be necessary to resolve and settle any questions and difficulties that may arise in this regard; and

(iii) to take all other steps which may be incidental, consequential, relevant, or ancillary, in relation to the foregoing, without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion to a committee of the Board or any other person(s) authorized by the Board, to give effect to this resolution and further, to take all other steps which may be incidental, consequential, relevant, or ancillary in this regard.”

By Order of the Board of Directors of
Fermenta Biotech Limited

May 10, 2022
Thane

Srikant N. Sharma
Company Secretary
Membership No: FCS - 3617

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

In accordance with section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s)/assets of the company, subject to the consent of the Company by a special resolution.

In accordance with section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of the company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, subject to the consent of the Company by a special resolution.

The existing limits approved by the members of the Company to borrow and to create charge, sell, lease or otherwise dispose of the assets of the Company in terms of Section 180(1)(a) read along with Section 180(1)(c) of the Companies Act, 2013 is upto Rs. 370,00,00,000 (Rupees Three Hundred and Seventy Crores only).

In view of the proposed monetization of Company's assets and properties and having regards to the requirements for the future business expansion of the Company, it is proposed to obtain members' approval for revising the existing limits from Rs. 370,00,00,000 (Rupees Three Hundred and Seventy Crores only) to Rs. 700,00,00,000 (Rupees Seven Hundred Crores only), amongst other things, to secure borrowings by creating charge, mortgage etc. on the assets of the Company and/or to sell or dispose of the whole or substantially the whole of the undertaking(s)/assets of the company as may be decided by the Board from time to time upto such approved limit of Rs. 700,00,00,000 (Rupees Seven Hundred Crores only).

The Board of Directors of the Company recommends resolution 1 of this Notice for approval of the Members, as **Special Resolution**.

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

Item No. 2

The Company had, as a part of its 2018 Investor Presentation and in subsequent various investor forums, set across its strategic intent to prioritize and focus on product portfolios of pharmaceutical and nutrition businesses by leveraging the assets and properties of the Company. The Company, with this intent, has over the last four years engaged with various real estate advisory firms, developers and real estate fund houses.

As part of its legacy property, the Company owns around 6.5 acres of freehold industrial land admeasuring about 27,100 square meters bearing Survey Nos. 146/1, 149/3, 154/3, 412/1, 414/1C situated at Village Majiwade, Thane (West) – 400 610. At present, Thane One, an IT/ITES Building comprising of Ground and 16 upper floors, stands on a portion of the Land, and utilizes 12,679.81 square meters built-up area (utilized FSI). The balance portion, which includes an internal access road to Thane One building, is now proposed to be further developed into a residential-cum-commercial project ("**Project**") that will share internal access road with Thane One building, and will allow for further monetization by the Company of the Land. It is therefore proposed to implement the Project by granting necessary development rights in respect of the available Land, to the Developer, named below, for developing residential-cum-commercial premises as per the prevalent Government regulations on an area-sharing basis.

The Members are hereby informed that after obtaining multiple data points from independent third party experts, including a fairness opinion (referred to below), and initiating preliminary negotiations with various potential developers, the Board, in its business judgment, recommends to the Members that the Company enter into this Project to monetize the Land as mentioned above, against the consideration, and that the Project would be in the best interests of the Company and its stakeholders. The proceeds of such monetization shall be utilized for future business expansion of the Company and/or for repayment of / reducing the Company's debt.

In accordance with section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s)/assets of the company, subject to the consent of the Company by a special resolution.

The relevant information regarding the proposed Project is as follows:

(a) Developer:

Mextech Property Developers LLP, having its registered office at 2403, A- Wing, Marathon Futurex, Mafatlal Mills Compound, Lower Parel, Mumbai 400 013, and presently represented by its designated partners Mr. Rajesh Patel, Mr. Anil Mutha and Mr. Ramesh Patel. Developer and its designated partners are not related parties of the Company.

Mr. Anil Mutha is the promoter of Nandivardhan Constructions Private Limited, a major real estate player in Thane and Mumbai and Mr. Rajesh Patel is the promoter of RRC Ventures Private Limited, which is one of the top construction service providers across India. All designated partners of the Developer have experience and a demonstrated track record with completing various successful residential-cum-commercial projects in Thane, and Mumbai.

(b) Consideration:

In consideration of the development rights proposed to be granted by the Company to the Developer in respect of the Project, the Company entered into a binding term sheet (detailed below) ("Term Sheet") wherein the Developer agreed, subject to the Company obtaining all further requisite approvals, the Company would be entitled to own, and dispose of residential units/flats aggregating 1,20,000 (One Lakh Twenty Thousand) square feet Carpet Area, as per the Real Estate (Regulation and Development) Act, 2016, in the new commercial-cum-residential buildings proposed to be developed by the Developer on "Ownership Basis", free of any cost in accordance with the terms of the proposed development agreement to be entered.

The Company shall have the absolute right to sell / lease / otherwise transfer or deal with the residential units/flats to prospective buyers under the authority granted by the Members under this resolution. The balance area in the commercial-cum-residential buildings proposed to be developed by the Developer shall be owned by the Developer. As part of the Project, the Company will bear the: (a) cost of construction of a new multilevel parking lot that will be built exclusively for the Company's existing Thane One IT/ITES building; and (b) agreed statutory payments that are required to be met, in respect of the Land, either in order to implement the Project, or that relate to levies for periods that are prior to the execution of the development agreement for the Project.

The Project is expected to be completed approximately within six years from the registration of the proposed development agreement. Revenues from monetization are expected to be generated in a staggered manner post completion of various phases of the Project.

(c) Fairness Opinion:

The Board appointed Knight Frank (India) Private Limited, an independent, and internationally reputed real estate advisory firm, to provide a fairness opinion and validation on the Term Sheet. Knight Frank (India) Private Limited have conducted their independent valuation and have opined that, based on the market dynamics, characteristics of the subject property, valuation analysis, and Term Sheet, the estimated value achievable by the Company basis the Term Sheet is fair and reasonable.

(d) Development Agreement:

The Company has previously intimated to BSE Limited regarding the signing of a binding term sheet with the Developer dated January 31, 2022 for grant of development rights to the Developer for the Project. The Company will enter into definitive agreements necessary to implement the Project (including a development agreement), based on the consent of the Members sought in the attached special resolution.

In accordance with the provisions of paragraph 1.2.5 of Secretarial Standard on General Meeting, relevant documents referenced above are available for inspection by the Members at the registered office of the Company, in the manner prescribed in the said Secretarial Standard.

The Board of Directors of the Company recommends resolution 2 of this Notice for approval of the Members, as **Special** Resolution.

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

By Order of the Board of Directors of
Fermenta Biotech Limited

May 10, 2022
Thane

Srikant N. Sharma
Company Secretary
Membership No: FCS - 3617

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

Enclosure:

- (i) Notes to the Postal Ballot Notice;
- (ii) Annexure 1; and
- (iii) Postal Ballot Form.

Notes:

1. Pursuant to section 102 of the Companies Act, 2013 including Secretarial Standard on General Meetings (the “Act”), the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof, is set out below for your consideration.
2. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Remote e-voting facility to all its members to enable them to cast their votes electronically along with additional voting facility as specified in notes to this Notice. The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) for the purpose of providing Remote e-voting facility. The detailed procedure with respect to Remote e-voting is mentioned hereinbelow.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, May 06, 2022 (“Cut-off date”), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those members who will register their e-mail address in accordance with the process outlined in this Notice. Members who have not registered their e-mail IDs may follow the instructions given under point no.15 for registering their e-mail addresses. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting and such additional facility as mentioned in the Postal Ballot Notice.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.fermentabiotech.com, website of BSE Limited at www.bseindia.com and on the website of our Remote e-voting agency i.e. LI IPL’s e-voting website at <https://instavote.linkintime.co.in/>
6. All documents referred to in the Postal Ballot Notice will be available for inspection by the Members at the registered office of the Company, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests in advance to info@fermentabiotech.com from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between the period i.e. Wednesday, May 11, 2022 (9.00 a.m. IST) and Thursday, June 09, 2022 (5.00 p.m. IST).
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, May 6, 2022. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolutions by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolutions in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
10. The e-voting period commences on Wednesday, May 11, 2022 (9.00 a.m. IST) and ends on Thursday, June 09, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in

dematerialised form as on Cut-off date may cast their votes through Remote e-voting facility and such additional facility as mentioned in the Postal Ballot Notice. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The Remote e-Voting will be blocked by Thursday, June 09, 2022 (5.00 p.m. IST) immediately thereafter and will not be allowed beyond the said date and time.

11. The Board of Directors of the Company at its meeting held on May 10, 2022 has appointed Mr. V. N. Deodhar (Membership No. FCS 1880), V. N. Deodhar & Co., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting through Remote e-voting and such additional facility as mentioned in the Postal Ballot Notice in a fair and transparent manner. He has communicated his willingness for such appointment.
12. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process and additional facility will be announced by the Chairman, or such person as authorised, on or before Friday, June 10, 2022. The Scrutinizer's decision on the validity of the e-voting (including additional facility as mentioned in the Postal Ballot Notice) shall be final and binding.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fermentabiotech.com and on the website of LIPL <https://instavote.linkintime.co.in> immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
14. The Resolutions, if approved by the requisite majority by Postal Ballot through Remote e-voting and additional voting facility, shall be deemed to have been passed on Thursday, June 09, 2022, i.e. the last date specified for receipt of votes through the Remote e-Voting process and additional voting facility.
15. **Process for those Members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice:**

Registration of email addresses with LIT: Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the in ISR-1 form duly filled and signed, mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.

16. The details of the process and manner for Remote e-Voting are annexed herewith as **Annexure 1 : 'Remote e-Voting Instructions for shareholders'**.
17. In case the Members have any queries or issues regarding Remote e-voting, they may refer the Frequently Asked Questions ("FAQs") and Remote e-voting manual available at <https://instavote.linkintime.co.in/Home/Help>.
18. As stated in note no. 4 above, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. However, for the convenience and larger participation of Members in Remote e-voting, the Company is providing an additional facility to download the Postal Ballot Form from the Company's website <https://fermentabiotech.com/annual-report.php> Such Members may send duly completed and signed Postal Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. N. Deodhar (Membership No. FCS 1880), V. N. Deodhar & Co., Practising Company Secretaries, at Unit: Fermenta Biotech Limited, C/o. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Thursday, June 09, 2022 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid. The charges for dispatch of Postal Ballot Form shall be borne by the Member. A Member can opt for only one mode of voting i.e. either through Remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done electronically through LIPL's electronic portal shall be considered and the Postal Ballot Form shall be treated as invalid. The decision of the Scrutiniser on the validity of the Postal Ballot Form shall be final.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDEAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited



FERMENTA BIOTECH LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485

Registered Office: A -1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) – 400 610, Maharashtra, India Tel: +91-22-6798 0800/888 Fax: +91-22-6798 0899

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

POSTAL BALLOT FORM

(To be sent, duly filled and signed to the Scrutinizer appointed by the Company.)
(Please read the “Instructions” printed overleaf carefully before completing this form.)

Sr.No.:

1.	Name and Registered Address of the Sole / First named Shareholder	:	
2.	Name of the Joint Holder(s), if any	:	
3.	Registered Folio No. / DP ID and Client ID No	:	
4.	Number of Equity Shares held	:	

I / We hereby exercise my / our vote in respect of Resolutions set out in the Postal Ballot Notice dated May 10, 2022 by sending my / our assent or dissent to the said Resolutions by putting the tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1.	To increase the limits to sell, lease or otherwise dispose of the assets and to secure the borrowings of the Company.			
2.	To sell, lease or otherwise dispose of the portion of Company’s Land situated at Thane.			

Place :

Date :

Signature of the Member

Note: For e-voting, please refer “Remote e-Voting Instructions for shareholders” in the Notice.

INSTRUCTIONS

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to Remote e-voting facility to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by Postal Ballot Form or through Remote e-voting. If a Member casts votes by both modes, then voting done electronically through LIPL's electronic portal shall be considered and the Postal Ballot Form shall be treated as invalid. The decision of the Scrutinizer on the validity of the Postal Ballot Form shall be final.
3. For detailed instructions on Remote e-voting, please refer to the Notes (including Annexure 1) appended to the Postal Ballot Notice.
4. The Scrutinizer will collate the votes downloaded from the Remote e-voting system and votes received through Postal Ballot Forms to declare the final result for each of Resolutions forming part of the Postal Ballot Notice.
5. As per the relevant MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. However, for the convenience and larger participation of Members in Remote e-voting, the Company is providing an additional facility to download the Postal Ballot Form from the Company's website <https://fermentabiotech.com/annual-report.php> Such Members may send duly completed and signed Postal Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. N. Deodhar (Membership No. FCS 1880), V. N. Deodhar & Co., Practising Company Secretaries, at Unit: Fermenta Biotech Limited, C/o. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Thursday, June 9, 2022 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid. The charges for dispatch of Postal Ballot Form shall be borne by the Member.
6. The Postal Ballot Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
7. For shares held by companies/ entities, duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization Letter together with attested specimen signature(s) of the duly authorized representative(s).
8. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the Member does not indicate either "FOR" or "AGAINST" in relation to any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted.
9. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 6, 2022 ("Cut-off date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
10. Voting period commences on Wednesday, May 11, 2022 (9.00 a.m. IST) and ends on Thursday, June 9, 2022 (5.00 p.m. IST). Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Thursday, June 9, 2022 (5.00 p.m. IST). Postal Ballot Form received after this date will be treated as invalid.
11. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Postal Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. Except as otherwise mentioned herein, Members are requested not to send any other paper along with the Postal Ballot Form in the envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature and other required details.
14. The results of the of the voting shall be declared on or before Friday, June 10, 2022. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, placed on the Company's website www.fermentabiotech.com and communicated to BSE Limited where the Company shares are listed.
15. Members may address their query(ies) to Mr. Srikant Sharma, Compliance Officer, at the Registered Office of the Company, Tel: 022 6623 0800, Fax: 022 6798 0899 or by e-mail to srikant.sharma@fermentabiotech.com