

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: File No. 49

June 9, 2022

Corporate Relations

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

Sir,

Sub: Postal Ballot under Section 110 read with Section 108 of the Companies Act, 2013 and rules made thereunder - Declaration of Voting Results of Postal Ballot under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Code No. 506414

In connection with our earlier intimation dated May 10, 2022 and May 11, 2022 and in reference of the aforesaid subject, please find enclosed herewith the following –

- (i) Consolidated results as per Scrutinizer's Report on the Postal Ballot dated June 9, 2022;
- (ii) Voting results of Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (iii) Scrutinizer's Report on the Postal Ballot dated June 9, 2022.

Please take the above on record.

Thanking you,

Yours faithfully,

For Fermenta Biotech Limited

A handwritten signature in blue ink, appearing to read 'Srikant Sharma', is written over a light blue horizontal line.

Srikant Sharma

Company Secretary & Vice President (Legal)

Membership No. FCS3617

Encl: as above

Factory : Village Takoli, P.O. Nagwain,
Dist. Mandi - 175 121, Himachal Pradesh, India.
Tel. : +91-1905-287246 / 48 / 49
Fax: +91-1905-287250
Email: info@fermentabiotech.com
Website: www.fermentabiotech.com

Factory : Z - 109 B & C, SEZ II, Dahej,
Taluka - Vagara, Dist. Bharuch - 392 130,
Gujarat, India.
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The Consolidated Results as per the Scrutinizers' Report dated June 9, 2022 are provided below.

Resolution No.	Particulars	% Votes in favour	% Votes Against
1	To increase the limits to sell, lease or otherwise dispose of the assets and to secure the borrowings of the Company.	97.6798	2.3202
2	To sell, lease or otherwise dispose of the portion of Company's Land situated at Thane.	97.6797	2.3202

Based on the Reports of the Scrutinizer (as enclosed), all Resolutions as set out in the Postal Ballot Notice dated May 10, 2022 have been duly approved by the members with requisite majority.

For Fermenta Biotech LimitedSanjay
Ramakant Buch

Digitally signed by Sanjay Ramakant Buch
DN: cn=Sanjay Ramakant Buch, o=IN,
st=Maharashtra, cn=Person, email=Sanjay.Ramakant.Buch@fermentabiotech.com,
serialNumber=019E026A02301991E5074080F434
FA52C5B6B3C453856670DE4F9513152D89B
9
Date: 2022.06.09 19:59:25 +0530

Sanjay Buch
Chairman

Date: June 9, 2022

Encl.: As above

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**Voting results of Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****FERMENTA BIOTECH LIMITED**

Date of Postal Ballot Notice	May 10, 2022
Total number of members on record date / cut-off date i.e. as on May 6, 2022	18,016
Voting start date	May 11, 2022 (09:00 AM IST)
Voting end date	June 09, 2022 (05:00 PM IST)
No. of members present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of members attended the meeting through Video Conferencing	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

(Agenda-wise)

Resolution required: (Ordinary/ Special):					Special Resolution:			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	17536392	17536392	100.0000	0	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot / Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total		17536392	100.0000	0	0	100.0000	0.0000
Public - Institutions	E-Voting	17744	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot / Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non Institutions	E-Voting	11876851	1765019	14.8610	1248346	516673	70.7271	29.2729
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot / Ballot forms		2966779	24.9795	2966779	0	100.0000	0.0000
	Total		4731798	39.8405	4215125	516673	89.0808	10.9192
Grand Total		29430987	22268190	75.6624	21751517	516673	97.6798	2.3202

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Resolution required: (Ordinary/ Special):					Special Resolution:			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	17536392	17536392	100.0000	17536392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot / Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total		17536392	100.0000	17536392	0	100.0000	0.0000
Public - Institutions	E-Voting	17744	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot / Ballot forms		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non Institutions	E-Voting	11876851	1765019	14.8610	1248338	516681	70.7266	29.2734
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot / Ballot forms		2966779	24.9795	2966779	0	100.0000	0.0000
	Total		4731798	39.8405	4215117	516681	89.0807	10.9193
Grand Total		29430987	22268190	75.6624	21751509	516681	97.6797	2.3203

All the aforesaid resolutions were passed by the members with requisite majority.

For Fermenta Biotech Limited

Srikant Sharma
Company Secretary & Vice President (Legal)
Membership No. FCS3617
Date: June 9, 2022
Place: Thane

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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 POSTAL BALLOT THROUGH E-VOTING AND PHYSICAL BALLOT PROCESS 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 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and Physical Ballot Process in Postal Ballot in a fair and transparent manner for the resolutions to be passed by Postal Ballot of Fermenta Biotech Limited and ascertaining the requisite majority on E-voting as well as Physical Ballot in Postal Ballot carried out as per Sections 108, 110 & other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via Postal Ballot through E- Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Wednesday, 11th May, 2022 and ended at 5.00 p.m. on Thursday, 9th June, 2022. The E-voting module was disabled by InstaVote for voting 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. 6th May, 2022.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 6th May, 2022 were entitled to vote on the proposed 2 (Two) Resolutions as mentioned in the Notice of the Postal Ballot.
4. After the voting was concluded the Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

Company Secretaries

5. After tabulating the votes cast through Postal Ballot Process, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and voting done through Physical Postal Ballot Process, the details of which are as follows:

Details	Remote E-voting	Voting through Postal Process	Total Voting
Number of Members who cast their votes	136	28	164
Total number of shares held by them	19301411	2966779	22268190
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		

We Submit our Report as Under:

The result of E- Voting and Postal Ballot for Resolution No.1 to 2 is as under:

RESOLUTION No.1

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.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Total valid votes cast
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	18784738	97.3231	516673	2.6769	19301411
Total Votes through Postal Ballot Process	2966779	100	0	0	2966779
Total	21751517	97.6798	516673	2.3202	22268190

RESOLUTION No.2

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

Company Secretaries (in) 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.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Total valid votes cast
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	18784730	97.3231	516681	2.6769	19301411
Total Votes through Postal Ballot Process	2966779	100	0	0	2966779
Total	21751509	97.6797	516681	2.3202	22268190

All the resolutions mentioned in the notice of Postal Ballot dated 10th May, 2022 stand passed under Remote E-voting and voting by Postal Ballot Process with the requisite majority.

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



**V. N. DEODHAR
PROP.**



UDIN: F001880D000480039
Place: Mumbai
Dated: 09th June, 2022

Witnesses:



(HRUSHIKESH V. DEODHAR)

A.V. Ukidwe
(AJIT UKIDWE)

For FERMENTA BIOTECH LIMITED

**Sanjay Ramakant
Buch**

Digitally signed by Sanjay Ramakant Buch
DN: cn=Sanjay Ramakant Buch, c=IN, st=Maharashtra,
o=Personal, serialNumber=016ED5402301991E5D74080F434FA52C5868
3CA53835667DDE4F9513152DB896
Date: 2022.06.09 20:00:36 +05'30'

Sanjay Buch
Chairman
Place: Mumbai
Dated: June 9, 2022

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The Consolidated Results as per the Scrutinizers' Report dated June 9, 2022 are provided below.

Resolution No.	Particulars	% Votes in favour	% Votes Against
1	To increase the limits to sell, lease or otherwise dispose of the assets and to secure the borrowings of the Company.	97.6798	2.3202
2	To sell, lease or otherwise dispose of the portion of Company's Land situated at Thane.	97.6797	2.3202

Based on the Reports of the Scrutinizer (as enclosed), all Resolutions as set out in the Postal Ballot Notice dated May 10, 2022 have been duly approved by the members with requisite majority.

For **Fermenta Biotech Limited**

Sanjay Buch
Chairman

Date: June 9, 2022

Encl.: As above