

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

**Corporate Relations****BSE Limited****Phiroze Jeejeebhoy Towers,****Dalal Street, Fort,****Mumbai – 400 001****Scrip Code: 506414**

Dear Sirs,

**Sub: Outcome of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT')
convened meeting of Secured Creditors**

In connection with the meeting of the Secured Creditors of Fermenta Biotech Limited held on September 02, 2022 convened pursuant to the order of the NCLT dated July 19, 2022 for seeking approval for the Composite Scheme of Amalgamation and Arrangement amongst DVK Investments Private Limited ("DVK" or "Transferor Company 1") and Aegean Properties Limited ("APL" or "Transferor Company 2") and Fermenta Biotech Limited ("FBL" or "Transferee Company" or "Company") and their respective Shareholders ('Scheme'), we would like to inform that the Secured Creditors of the Company have approved the Scheme with the requisite majority. The report of scrutinizer issued by Ms. Suman Sureka, Practicing Company Secretaries is enclosed herewith.

The Results as per the Scrutinizers' Report dated September 2, 2022, are provided below.

Particulars	% Votes in favour	% Votes Against
Consideration and approval of the Composite Scheme of Amalgamation and Arrangement amongst DVK Investments Private Limited ("DVK" or "Transferor Company 1") and Aegean Properties Limited ("APL" or "Transferor Company 2") and Fermenta Biotech Limited ("FBL" or "Transferee Company") and their respective Shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013.	99.31%	0%

Votes abstained = 0.69%

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Based on the Reports of the Scrutinizer (as enclosed), the Resolution as set out in the Notice convening the Meeting of the Secured Creditors has been duly approved by the members with requisite majority.

For Fermenta Biotech Limited

A handwritten signature in blue ink, appearing to read 'Sanjay Buch', is written over a horizontal line.

Sanjay Buch
NCLT-Appointed Chairman

Date: September 2, 2022

Encl.: As above

**SUMAN SUREKA & ASSOCIATES
COMPANY SECRETARIES**

Scrutiniser's Report

**[Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai
Bench vide order dated July 19, 2022]**

To,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Secured Creditors of
FERMENTA BIOTECH LIMITED
CIN: L99999MH1951PLC008485
A-1501, Thane One, DIL Complex,
Ghodbunder Road, Majiwade,
Thane (W) -400 610.

Dear Sir,

Sub: Report of the scrutinizer with respect to voting by the Secured Creditors of Fermenta Biotech Limited held on Friday, September 02, 2022 at A-1501/1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400610 at 12.00 P.M. (IST) convened by the National Company Law Tribunal, Mumbai Bench ("NCLT").

The Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated July 19, 2022 appointed me as Scrutinizer for the meeting of the Secured Creditors to scrutinize the voting process at the Hon'ble NCLT Convened Meeting of the Secured Creditors of Fermenta Biotech Limited held on Friday, September 02, 2022 at 12:00 P.M at A-1501/1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) -400 610, Maharashtra.

The Notice of the meeting dated July 30, 2022, along with statement setting out material facts under Section 230(3) and other applicable provisions of the Act as confirmed by the Company were issued to the Secured Creditors whose names appeared in the list of Secured Creditors as on Friday, July 29, 2022 ("Cut-off date") and were allowed to vote



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by way of poll in respect of the below mentioned resolution proposed at the NCLT convened meeting -

“RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble National Company Law Tribunal, Bench at Mumbai (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more Committee(s) constituted or to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation of DVK Investments Private Limited (Transferor Company 1) and Aegean Properties Limited (Transferor Company 2) with Fermenta Biotech Limited (Transferee Company) and their respective shareholders (**“Scheme”**) placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”



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The quorum for the NCLT convened meeting of the Secured Creditors is 5 (Five) Secured Creditors.

The total number of Secured creditors present at the NCLT convened meeting of the Secured Creditors of Fermenta Biotech Limited were Five (5) and the details of Secured Creditors present in person or by proxy or by their Authorised Representatives and the amount due to them are given below:

Sr. No	Category of Secured Creditors present in person or in proxy or by Authorised Representatives	In Number	Amount due to them as on July 29, 2022 (INR.)
1	In person	-	-
2	By Proxy / Authorised Representatives	5	2,52,44,08,467.78
	Total	5	2,52,44,08,467.78

After the announcement was made by the Chairman appointed for the meeting, the Secured Creditors (present in person or by proxy or through Authorised Representative) voted by Poll (Ballot Paper) provided by the Company.

We hereby submit our Report as under:

Details of Votes Cast (by way of Poll/Ballot Paper) at the Hon'ble NCLT Convened Meeting with respect to the Resolution proposed in the Notice dated July 30, 2022 -

(i) Voted in favour of the resolution:

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (INR.)	% of value of total valid votes cast
4	2,50,68,88,136.78	99.31%



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(ii) Voted against the resolution:

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (INR.)	% of value of total valid votes cast
-	-	-

(iii) Abstain from Voting:

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (INR.)	% of value of total valid votes cast
1	1,75,20,331.00	0.69%

(iv) Invalid votes:

Number of Secured creditors present and voting (in person or by proxy or by authorized representatives)	Value of votes cast by Secured Creditors (INR.)	% of value of total valid votes cast
-	-	-

The Compliance with the relevant provisions of the Companies Act, 2013, Rules there under and the Order of the NCLT dated July 19, 2022, in relation to voting in person or by proxy or by authorized representative at the NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent



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manner and render the scrutinizer's report, based on information provided by the management of the Fermenta Biotech Limited.

**For Suman Sureka & Associates,
Company Secretaries**



**(Suman Sureka)
Proprietor
C.P. No. 4892**

**Place: Mumbai
Date: 02/09/2022**

UDIN - F006842D000895675