

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 Equity Shareholders

In connection with the meeting of the Equity Shareholders 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 Equity Shareholders of the Company have approved the Scheme with the requisite majority. The consolidated report of scrutinizer along with the scrutinizer's report in respect of public shareholding issued by Mr. V. N. Deodhar, Practicing Company Secretaries, are enclosed herewith.

The Consolidated 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.	98.1768	1.8232

In line with the Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the Consolidated Results, *excluding the Shareholding of Promoter and Promoter Group, and only considering the Public Shareholding*, 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.	87.4197	12.5803

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Taluka - Vagara, Dist: Bharuch - 392 130,
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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 Shareholders has been duly approved by the members with requisite majority.

For Fermenta Biotech Limited

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

Sanjay Buch
NCLT-Appointed Chairman

Date: September 2, 2022

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 1709

E-mail : vndeodhar@gmail.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Rules, 2014) (" the Rules")

To

Mr. Sanjay Buch,

Chairperson appointed by Hon'ble National Company Law Tribunal,

Mumbai Bench

Vide its order passed on 19th July, 2022 for the meeting of Equity Shareholders of Fermenta Biotech Limited.

SUB:

Consolidated Scrutinizer's Report on the results of remote e-voting and voting at the Meeting by the Equity Shareholders of Fermenta Biotech Limited ('the Company') convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") on Friday, September 2, 2022 at 11.00 A.M, at A-1501/1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwade, Thane (W) -400 610.

Dear Sir,

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries, Membership No. F1880 and Certificate of Practice No-898, having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 have been appointed as Scrutinizer by the Hon'ble NCLT vide it's Order made on 19th July, 2022 in the Company's Application No.183 of 2022 ("Order") to conduct the voting process through remote e-voting and voting at the Meeting in a fair and transparent manner of the Meeting of Equity Shareholders of the Company convened by the said Order of NCLT on September, 2, 2022 at 11.00 A.M. at A-1501/1601, Thane One, 'DIL' Complex, Ghodbunder Road, Majiwade, Thane (W) -400 610 pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016, as amended to consider and approve the Composite Scheme of Amalgamation and Arrangement amongst DVK Investments Private Limited (the Transferor Company 1) and Aegean Properties Limited (The Transferor Company 2) and Fermenta Biotech Limited (Transferee Company) and their respective Shareholders.



I do hereby submit my report as under:

1. The Company has engaged the services of Link Intime India Private Limited for facilitating remote e-voting for voting through electronic means to all the Members who were eligible to take part in the remote e-voting and Voting at the Meeting of Equity Shareholders.
2. The "Cut-Off Date" for determining the eligibility of Equity Shareholders to vote on the resolution as set out in the Notice dated July 30, 2022 by remote e-voting and e-voting at the Meeting was August 26, 2022.
3. As prescribed in the Rules, remote e-voting facility was kept open from Tuesday, August 30, 2022, 9.00 A.M. (IST) up to Thursday, September 1, 2022, 5.00 P.M. (IST).
4. As on the Cut-off Date i.e., August 26, 2022, there were 17802 Equity Shareholders of the Company.
5. At the end of remote e-voting period on Thursday, September 1, 2022 at 5:00 P.M. (IST), voting portal of Link Intime was blocked forthwith.
6. The quorum for the Meeting of Equity Shareholders of the Company as fixed by the Hon'ble NCLT vide order dated July 19, 2022 was as prescribed under Section 103 of the Companies Act, 2013 i.e. 30 members.
7. At 11.00 AM (IST) of September 2, 2022, the required Quorum as fixed by the Hon'ble Tribunal was present. The Chairman of the Meeting, accordingly declared the Meeting in order. Copy of the Attendance list of members participated in the meeting is enclosed as Annexure — 1.
8. After the conclusion of the Meeting at 11.55 A.M. the votes cast through remote e-voting and voting at the meeting were unblocked by me in the presence of two witnesses namely, CA. H. V. Deodhar and Mr. Ajit V. Ukidwe who are not in employment of the Company.
9. The voting records of votes cast at the meeting (either by way of polling paper or e-voting) and remote e-voting were reconciled with the records maintained/information provided as on the Cut-Off Date, by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations submitted with the RTA/Company. The votes were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on remote e-voting as well as voting at the meeting.



10. At the meeting, the following resolution was considered:

“RESOLVED THAT pursuant to the provisions of Section 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, Mumbai Bench (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as maybe 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 deferred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) 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 Composite Scheme of Amalgamation and Arrangement 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 Chairperson of the meeting for the purpose of identification, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised 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 of 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.”



11. The Consolidated Results of remote e-voting and voting at the Meeting of the Equity Shareholders of the Company, on the resolution based on the report generated by Link Intime, are as under:

Voting by Shareholders	Voted in favour of the resolution		Voted against the resolution		Votes invalid		Total
	Through remote e-voting	Through voting at the Meeting	Through remote e-voting	Through voting at the Meeting	Through remote e-voting	Through voting at the Meeting	
Number of Members Voted	73	33	11	0	0	0	117
Number of Votes Cast by Members	18696626	2958900	402151	0	0	0	22057677
Total	21655526		402151		0		22057677
% of total number of valid votes cast	98.1768		1.8232		0		100

Figures in the percentage terms wherever appearing in the fraction have been rounded off.

12. In line with the Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 on the Scheme of Arrangement by Listed Entities issued by SEBI ("SEBI Circular"), the Consolidated Results of remote e-voting and voting at the Meeting of the Equity Shareholders of the Company, ***excluding the Shareholding of Promoter and Promoter Group, and only considering the Public Shareholding***, on the resolution based on the report generated by Link Intime, are as under:



Voting of Public Shareholders [Excluding Voting by Promoter and Promoter group]	Voted in favour of the resolution		Voted against the resolution		Votes invalid		Total
	Through remote e-voting	Through voting at the Meeting	Through remote e-voting	Through voting at the Meeting	Through remote e-voting	Through voting at the Meeting	
Number of Public Shareholders voted	67	32	11	0	0	0	110
Number of Votes Cast	27464	2767053	402151	0	0	0	3196668
Total	2794517		402151		0		3196668
% of total number of valid votes cast by public Shareholders	87.4197		12.5803		0		100

Figures in the percentage terms wherever appearing in the fraction have been rounded off.

It is to be noted that the Equity Shareholders :

- Who abstained from voting on the resolution under remote e-voting/ polling paper or e-voting at the meeting, if any, were not considered for reckoning valid votes.
- Who voted by way of remote e-voting/ Polling paper and voted at the Meeting, then votes cast by him/ her by way of remote e-voting/ Polling paper were only considered.



13. Accordingly:

- (i) as per Para 11 above, the proposed resolution approving the Composite Scheme of Amalgamation and Arrangement has been approved by the majority of the Equity Shareholders representing at least three-fourths in value in the favour of the scheme, and
- (ii) as per para 12 above, the votes cast by the Public Shareholders of the Company in favour of the scheme are more than the votes cast by the Public Shareholders against it.

Thus, the aforesaid Resolution was passed with the requisite majority as required under the Act as well as SEBI Circular.

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



A handwritten signature in black ink, appearing to read "V.N. Deodhar", written over a horizontal line.

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

**UDIN: F001880D000897005
Place: Mumbai
Dated: 2nd September, 2022**

A handwritten signature in black ink, appearing to read "Hrushikesh V. Deodhar", written in a cursive style.

(HRUSHIKESH V. DEODHAR.)

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(AJIT V. UKIDWE)

Annexure - 1
FERMENTA BIOTECH LIMITED: Venue Attendance Report
Total 37 members attended is

Event No.	Entity name	Meeting date	Meeting time
220269	Fermenta Biotech Limited	September 2, 2022	11.00 A.M.

S.NO	MEMBER ID	SHAREHOLDER NAME
1	'IN30133021248390	ANUPAMA DATLA DESAI
2	'IN30133021122993 'IN30088814475110	KRISHNA VASANTKUMAR DATLA KRISHNA DATLA
3	'IN30154938802093	SATISH VARMA AZAD NADIMPALLY
4	'K0039462	K S MURALIDHARAN
5	'A0039486	ANAND PAWAR
6	'D0039475	DHANYA AJIT
7	'V0039472	V K RAVEENDRANATH
8	'P0039452	PREMNATH NARAYAN BHANDARY
9	'A0039487	ATUL SADASHIV PHASE
10	'A0039485	ASHWINI PRAKASH RANE
11	'R0039446	RESHAM SHYAM BAPAT
12	'1203230000009118	MALTI DHIRSHI BHATIA
13	'1203230000009181	MALTI DHIRSHI BHATIA
14	'K0039463	KRISHNAN SURYA NARAYANAN
15	'A0039488	APSARA VINCENT FERNANDES
16	'S0039512	SURYANARAYANA ALLURI
17	'IN30267933314087	VASUDHA VIKAS DAKWE
18	'IN30018313304347	VIKAS CHANDRAKANT DAKWE
19	'IN30112716154442	RAJESHWARI DATLA
20	'IN30018311438939	GOPAKUMAR GOPALAN NAIR
21	'1201250000010241 'B0067650	ASPI BAMANSHAW BHESANIA ASPI B. BHESANIA
22	'IN30297810067395	Pramod Badrinarayan Kasat
23	'IN30267931474623	N SUBBARAMAN
24	'IN30074910094464	HIMANSHU R. MEHTA
25	'IN30074910094501	HEMANT R. MEHTA
26	'IN30131380099382	VINAY VISHNU BHIDE
27	'IN30021423875934	PRAMOD KUMAR AGNIHOTRI
28	'1204470014010264	MANORAMA AGNIHOTRI
29	'IN30267930698785	HRUSHIKESH VINAYAK DEODHAR
30	'1208250001350155	MAHESH BHAU NIVALE
31	'1203040000006841	SANTOSH C. R.

32	'IN30131321690579	DAYASAGAR BALKRISHNA ACHARYA
33	'1201060001628340	BALKRISHNA NARAYAN ACHARYA
34	'IN30154917631948	RAMESH VAMAN KAMAT
35	'T0039469	TRUPTI KRISHNAKANT ASHAR
36	'IN30051384155905	PRAKASH CHINTAMAN TAMHANE
37	'IN30051384155892	NILIMA PRAKASH TAMHANE