



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 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and the General Circular No. 09/2023 dated September 25, 2023 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and other related circulars issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), related circulars issued by the Securities and Exchange Board of India 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 (“**Company**” or “**FBL**”), the resolutions as set out hereunder are proposed for approval of the Members of the Company 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. An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to and forming part of the resolution below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice (“**Notice**”).

SPECIAL BUSINESS:

1. **Re-appointment of Mr. Krishna Datla (DIN: 00003247) as a Whole-time Director of the Company, designated as Executive Vice-Chairman, for a period of 3 (three) years w.e.f. May 9, 2024.**

To consider and if thought fit, to pass the following resolution as a **Special** Resolution through Postal Ballot:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and other applicable provisions, if any, including statutory modification(s) or enactment(s) thereto, for the time being in force, of the Companies Act, 2013 (‘Act’), provisions of Regulation 17, 36, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and based on the recommendation of Nomination & Remuneration committee and the Board of Directors (hereinafter referred to as the ‘Board’), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Krishna Datla (DIN: 00003247) as a Whole-Time Director and Key Managerial Personnel of the Company, designated as Executive Vice-Chairman of the Company (‘Executive Vice-Chairman’) for a period of 3 (three) years commencing from May 09, 2024 to May 08, 2027 as per the salary, perquisites, terms and conditions as set out in the agreement dated May 06, 2024 entered into between the Company and the Executive Vice-Chairman (‘Agreement’), which *inter alia*, are set out in the Explanatory Statement; and the period of Executive Vice-Chairman’s office shall be liable for determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the material terms of the above-mentioned Agreement set out in the explanatory statement are hereby also approved by the Shareholders, and further that the Board is hereby authorized to revise, amend, alter and vary the remuneration of the Executive Vice-Chairman in accordance with the aforesaid Sections, read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove in respect of payment of remuneration, where in any financial year and during the tenure of the Executive Vice-Chairman, the Company has no profits or its profits are inadequate, the shareholders hereby authorize the Board to pay the remuneration to the Executive Vice-Chairman by way of salary, perquisites and other allowances, as per the Agreement referred to above, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Executive Vice-Chairman together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act.

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”.

2. Re-appointment of Mr. Prashant Nagre (DIN: 09165447) as Managing Director of the Company for a period of 3 (three) years w.e.f. May 9, 2024.

To consider and if thought fit, to pass the following resolution as a **Special** Resolution through Postal Ballot:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and other applicable provisions, if any, including statutory modification(s) or enactment(s) thereto, for the time being in force, of the Companies Act, 2013 ('Act'), provisions of Regulation 17, 36, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors (hereinafter referred to as the 'Board'), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Prashant Nagre (DIN: 09165447) as Managing Director and Key Managerial Personnel of the Company for a period of 3 (three) years commencing from May 09, 2024 to May 08, 2027 as per the salary, perquisites, terms and conditions as set out in the agreement dated May 06, 2024 entered into between the Company and the Managing Director ('Agreement'), which *inter alia*, are set out in the Explanatory Statement; and the period of Managing Director's office shall not be liable for determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the material terms of the above-mentioned Agreement set out in the explanatory statement are hereby also approved by the Shareholders, and further that the Board is hereby authorized to revise, amend, alter and vary the remuneration of the Managing Director in accordance with the aforesaid Sections, read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove in respect of payment of remuneration, where in any financial year and during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the shareholders hereby authorize the Board to pay the remuneration to the Managing Director by way of salary, perquisites and other allowances, as per the Agreement referred to above, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Managing Director together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act.

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”.

By Order of the Board of Directors of
Fermenta Biotech Limited

May 06, 2024
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

Mr. Krishna Datla was appointed as a Whole-time Director of the Company (Key Managerial Personnel), designated as Executive Vice-Chairman for a term of three years effective from May 9, 2021, at the Annual General Meeting held on September 03, 2021. Accordingly, his tenure as Executive Vice-Chairman of the Company would end on May 8, 2024.

The Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on May 06, 2024, re-appointed Mr. Krishna Datla as Executive Vice-Chairman on the Board of Directors of the Company for a period of 3 (three) years from May 09, 2024 to May 08, 2027, subject to approval by the members at the ensuing general meeting.

The Executive Vice-Chairman shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203(1), 203(2) read with Section 2(51) of the Companies Act, 2013 ('Act').

The material terms of the agreement entered into between the Company and Mr. Krishna Datla on May 06, 2024 ('Agreement') are as under:

- I. Basic Salary: Rs. 11,90,000 per month, in the scale of Rs. 11,90,000 per month to Rs. 17,85,000 per month ('Salary per month') and eligible for revision within the aforesaid scale as and when deemed fit by Nomination and Remuneration Committee / Board of Directors of the Company.
- II. In addition to the aforesaid Salary per month, he shall also be entitled to the following perquisites:
 - a. Furnished accommodation or house rent @ 30% of basic Salary per month
 - b. Reimbursement of gas, electricity and water for residence.
 - c. Medical Reimbursement: Expenses incurred for self and family as per rules of the Company subject to ceiling of one month's basic Salary per month.
 - d. Leave travel concession for self and his family subject to ceiling of one month's basic Salary per month.
 - e. Club fees: Fees of clubs, subject to a maximum of 3 (three) clubs.
 - f. The Company shall provide two cars with drivers and telephone at residence. Provisions of car(s) and telephone(s) at residence for use on Company's business will not be considered as perquisites.
 - g. Children Education Allowance as per rules of the Company.
 - h. Personal Accident Insurance Premium as per rules of the Company.
 - i. Reimbursement of Entertainment and all other expenses actually incurred in the course of legitimate business of the Company.
 - j. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the Whole-time Director.

- III. Commission:
Subject to the provisions of Sections 197 and other applicable provisions, if any of the Act, the Executive Vice-Chairman shall be paid commission at minimum 3% per annum of the net profits of the Company or such quantum as may be determined by the Board of Directors, from time to time.
- IV. Loss of office:
Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Vice-Chairman shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as mentioned under the Agreement and calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.
- V. Executive Vice-Chairman shall also be entitled to the following perquisites, which shall not be included in the computation of the remuneration under Schedule V to the Act:
- Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
 - Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.
 - Encashment of leave at the end of the tenure as per rules of the Company.

A brief profile of Mr. Krishna Datla as required under the Listing Regulations and Secretarial Standards on General Meetings as specified by the Institute of Company Secretaries of India and approved by the Central Government is provided as an Annexure 1 to this notice along with the information required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013.

The Agreement dated May 06, 2024 executed between the Company and Executive Vice-Chairman for the said re-appointment referred to in the proposed resolution shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

Except the following, none of the Directors and the Key Managerial Personnel (KMPs) of the Company including their relatives is concerned or interested in the above appointment:

Interested Director/KMPs/relative	Nature of Interest/Concern	Shareholding in Company (%)
Mr. Krishna Datla	Appointee	34.01
Ms. Rajeshwari Datla	Mother of Appointee	2.02
Ms. Annupama Datla Desai	Sister of Appointee	8.70
Ms. Preeti Thakkar	Sister of Appointee	7.61

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

Item No. 2

Mr. Prashant Nagre was appointed as a Managing Director of the Company (Key Managerial Personnel), for a term of three years effective from May 9, 2021, at the Annual General Meeting held on September 03, 2021. Accordingly, his tenure as Managing Director of the Company would end on May 8, 2024.

The Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on May 06, 2024, re-appointed Mr. Prashant Nagre as Managing Director on the Board of Directors of the Company for a period of 3 (three) years from May 09, 2024 to May 08, 2027, subject to approval by the members at the ensuing general meeting.

The Managing Director shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203(1), 203(2) read with Section 2(51) of the Companies Act, 2013 ('Act').

The material terms of the agreement entered into between the Company and Mr. Prashant Nagre on May 06, 2024 ('Agreement') are as under:

- I. Basic Salary: Rs. 5,14,617 per month, in the scale of Rs. 5,14,617 per month to Rs. 7,71,926 per month ('Salary per month') and eligible for revision within the aforesaid scale as and when deemed fit by Nomination and Remuneration Committee / Board of Directors of the Company.
- II. In addition to the aforesaid Salary per month, he shall also be entitled to the following perquisites:
 - a. Supplementary Allowance per month subject to ceiling of one month basic Salary
 - b. Monthly Furnished accommodation or house rent @ 50% of basic Salary per month.
 - c. Reimbursement of gas, electricity and water for residence.
 - d. Medical Reimbursement: Expenses incurred for self and family as per rules of the Company subject to ceiling of basic Salary per month.
 - e. Leave travel concession for self and his family subject to ceiling of one month's basic Salary per month.
 - f. Club fees: Fees of clubs, subject to a maximum of two clubs.
 - g. The Company shall provide one car with a driver and telephone at residence. Provisions of car and telephone at residence for use on Company's business will not be considered as perquisites.
 - h. Children Education Allowance as per rules of the Company.
 - i. Personal Accident Insurance Premium as per rules of the Company.
 - j. Reimbursement of Entertainment and all other expenses actually incurred in the course of legitimate business of the Company.
 - k. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the Managing Director.
- III. Commission:

Subject to the provisions of Sections 197 and other applicable provisions, if any of the Act, the Managing Director shall be paid commission at minimum 1.50% per annum of the net profits of the Company or such quantum as may be determined by the Board of Directors, from time to time.
- IV. Loss of office:

Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Managing Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as mentioned under the Agreement and calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.
- V. Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the remuneration under Schedule V to the Act:
 - a) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
 - b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.
 - c) Encashment of leave at the end of the tenure as per rules of the Company.

A brief profile of Mr. Prashant Nagre as required under the Listing Regulations and Secretarial Standards on General Meetings as specified by the Institute of Company Secretaries of India and approved by the Central Government is provided as an Annexure 1 to this notice along with the information required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013.

The Agreement dated May 06, 2024 executed between the Company and Managing Director for the said re-appointment referred to in the proposed resolution shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

Except Mr. Prashant Nagre, none of the directors and the key managerial personnel of the Company including their relatives is concerned or interested in the above resolution.

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

By Order of the Board of Directors of
Fermenta Biotech Limited

May 06, 2024
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 including Annexure 1 and Annexure 2; and
(ii) Postal Ballot Form.

Notes:

1. Pursuant to section 102 of the Companies Act, 2013 (“**Act**”) read with Secretarial Standard on General Meetings, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof, is provided in this Postal Ballot Notice (“**Notice**”) for your consideration.
2. The profile of the Directors recommended for appointment through this Postal Ballot Notice, as required by Listing Regulations and Secretarial Standard on General Meetings as specified by the Institute of Company Secretaries of India, is furnished herewith along with the Notice of Postal Ballot of the Company. The necessary statutory consent(s) and declaration(s) have been received by the Company from Directors for their appointment.
3. Resolution passed by members with requisite majority, by way of Postal Ballot through Remote e-Voting shall be deemed to have been passed at a general meeting of the members convened on that behalf.
4. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Company is pleased to provide the facility of Remote e-Voting, through LIPL i.e. Link Intime India Private Limited to exercise votes on the items of business given in this Notice, to members holding shares as on **Friday, May 17, 2024 (“Cut-Off Date”)** fixed for determining the members who shall be eligible to receive the notice and to ascertain voting rights of such members entitled to participate in the Postal Ballot through Remote e-Voting process. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date. 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. Any person who is not a member of the Company as on the Cut-Off Date should treat this Notice for information purposes only.
5. 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 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. Members who have not registered their e-mail IDs may follow the instructions given in these Notes for registering their e-mail addresses. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.

6. 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.
7. 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. LIPL's e-Voting website at <https://instavote.linkintime.co.in/>
8. All documents referred to in this 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 this Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice 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 22, 2024 (9.00 a.m. IST) and Thursday, June 20, 2024 (5.00 p.m. IST).
9. 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.
10. 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.
11. **The period for voting under this Postal Ballot including Remote e-Voting:**

Commences on	Wednesday, May 22, 2024 (9.00 a.m. IST)
Ends on	Thursday, June 20, 2024 (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 20, 2024 (5.00 p.m. IST) immediately thereafter and will not be allowed beyond the said date and time.

12. The Board of Directors of the Company at its meeting held on May 06, 2024 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 an appointment .
13. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman, after the completion of scrutiny and the results of the voting by Postal Ballot through Remote e-Voting process and additional facility will be announced by the Chairman, or such authorised person, within two working-days of conclusion of Postal Ballot through Remote e-Voting i.e. on or before Monday, June 24, 2024. The Scrutinizer's decision on the validity of the Remote e-Voting (including additional facility as mentioned in the Postal Ballot Notice) shall be final and binding.
14. The voting 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 results are 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.
15. 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 20, 2024, i.e. the last date specified for receipt of votes by Postal Ballot through Remote e-Voting process and additional voting facility.

16. **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 Remote e-Voting for the resolutions is set out below in this Postal Ballot Notice.**

Registration of email addresses with LIPL: 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 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 identity 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.

17. The details of the process and manner for Remote e-Voting are annexed herewith as **Annexure 2 : 'Remote e-Voting Instructions for shareholders'**.

18. In case members have any queries or issues regarding Remote e-Voting, they may refer the Frequently Asked Questions ("FAQs") and Remote e-Voting manual available under "Help" section at <https://instavote.linkintime.co.in/>

19. For the convenience and larger participation of members in 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 20, 2024 (5.00 p.m. IST). Postal Ballot Form(s) received after the said date and time shall be treated as invalid. The charges for dispatch of Postal Ballot Form(s) 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.

Details of Director seeking re-appointment as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings:

Name of the Director	Mr. Krishna Datla	Mr. Prashant Nagre
DIN	00003247	09165447
Date of Birth / Age	December 17, 1980 (43 years)	June 21, 1970 (53 years)
Nationality	Indian	Indian
Date of the first appointment on the Board	January 29, 2005	May 9, 2021
Terms and Conditions of Appointment	As stated in the explanatory statement.	As stated in the explanatory statement.
Remuneration proposed to be paid	As stated in the explanatory statement.	As stated in the explanatory statement.
Remuneration last drawn (including sitting fees, if any)	Rs. 2,11,06,395 (FY 2023-24)	Rs. 1,61,11,155 (FY 2023-24)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Son of Ms. Rajeshwari Datla and brother of Ms. Anupama Datla Desai.	None
Qualification(s)	Commerce graduate from Mumbai University	<ul style="list-style-type: none"> ● Degree in Pharmacy ● Master in Management Sciences ● Post Graduate Diploma in International Trade
Experience and expertise in the specific functional area	<p>Over 23 years of experience.</p> <p>Mr. Krishna Datla plays a key role in the decision-making process and also oversees new businesses of the Company. He is credited with the integration of businesses across the various group companies.</p> <p>Mr. Datla has infused a strong sense of global vision thereby opening the opportunities across International markets.</p>	<p>Around three and a half decades of experience. He has in-depth experience across spheres encompassing the API business, production, R&D, regulatory compliance. He has headed strategy and day-to-day operations including business development and budgeting. He formed a core member of the product development team and was also responsible for creating and nurturing large business account relationships. Known for his meticulous planning skills, he added impetus to timely deliveries of products, quality orientation and HR development within the Company.</p>
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements.	Not applicable	Not applicable
List of Directorship in other companies	Magnolia FNB Private Limited (under the process of strike off)	NIL
Directorship in listed entities	Fermenta Biotech Limited	Fermenta Biotech Limited
List of Membership/ Chairmanship of Committees of other companies	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL
Number of shares held in Company	1,00,10,225 equity shares	NIL
Number of meetings of the Board attended during FY 2023-24	Six	Six

Information as required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013 regarding Directors:

Sr.	Particulars	Mr. Krishna Datla	Mr. Prashant Nagre	
1	General Information	-	-	
1	Nature of industry	Pharmaceutical		
2	Date or expected date of commencement of commercial production	The company has been engaged in commercial production since shortly after its original incorporation.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4	Financial performance based on given indicators:			
		(Rs. in Lakhs)		
	Financial Parameters	Financial Year ended on		
		March 31, 2023	March 31, 2022	March 31, 2021
	Total Revenue	33,648.05	39,548.68	37,943.96
	Total Expenditure	33,557.92	35,292.44	31,621.06
	Exceptional Items and Tax	(5,958.92)	-	-
	Profit before tax ('PBT')	(5,868.79)	4,256.24	6,322.90
	Less: Provision for tax (including deferred tax)	115.52	(1,232.51)	1,126.05
	Profit after tax ('PAT')	(5,753.27)	3,023.73	5,196.85
5	Foreign investments or collaborations, if any.	As on the date of the Notice, the Company has a wholly-owned subsidiary in the United Kingdom, Germany and the United States of America each, and a step down subsidiary in the United States of America.		
II	Information about the appointee:	As stated below.		
1	Background details	Brief profile of directors is provided in the previous table.		
2	Past remuneration	As provided in the previous table.		
3	Recognition or awards	<p>Under the leadership of the directors, the Company has received the following recognitions/ awards among others:</p> <ul style="list-style-type: none"> • The Company achieved the Great Place to Work certification for the fourth consecutive year during FY 23. This certification is a hallmark of the sustained pride shown by the employee in the Company. • The Company received award in Institute of Supply Chain Management Awards 2023 for Excellence in Pharma Supply Chain Management. • Mr. Prashant Nagre, Managing Director, of the Company was nominated as a finalist for the CEO of the year on the global platform, CPHI Pharma awards 2022, which is a part of CPHI worldwide. • The Company received award in Pride of Maharashtra Awards 2021 for Best Company of the Year -Excellence in Exports. • The Company received certification for Best Workplace in Biotechnology & Pharmaceuticals in 2021 • The Company received certification for India's Best Leaders in Times of Crisis 2021. 		
4	Job profile and his suitability	As provided in the brief profile of the directors set out in the previous table and the explanatory statement to the Postal Ballot Notice.		
5	Remuneration proposed	As provided in the explanatory statement to the Notice.		
6	Comparative remuneration profile with respect to industry, size of the company, profile of	Considering their expertise and overall experience for last several years in the Company's operations and expansions, it is difficult to compare such remuneration profile with others.		

	the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)		
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship directly or indirectly with the Company except the remuneration and shareholding. Mr. Krishna Datla is son of Ms. Rajeshwari Datla (Director) and brother of Ms. Anupama Datla Desai (Executive Director).	There is no pecuniary relationship directly or indirectly with the Company except the remuneration. There is no relationship with the managerial personnel of the Company.
	Details of shares held by the director	1,00,10,225 equity shares	NIL
III	Other information	As below	
1	Reasons of loss or inadequate profits	External factors like ongoing geopolitical instabilities, competition, inflationary pressures leading to decline in the consumption of supplements including vitamins may affect the revenues and its profitability, and the manner of calculation of eligible profits for managerial remuneration as specified in Section 198 of the Companies Act, 2013 may result in inadequacy of profits, and would necessitate the payment of remuneration in excess of the limits specified in Section 197 of the Companies Act, 2013.	
2	Steps taken or proposed to be taken for improvement	<p>The Company has, inter alia, adopted the following measures to further improve the profitability:</p> <ul style="list-style-type: none"> • Enhanced customer offerings with customised premixes for fortification and fortified rice kernels to combat micro-nutrient deficiency. • Augmenting the existing ingredient basket with value-added products like Vitamin K1 and plant-based vitamin D3. • Strengthening its sourcing, production, and sales and marketing functions. • Technology upgradation by way of investing in state-of-the-art machinery to meet stringent quality requirements of customers. • Cost control in all areas and focus on significant improvements in operating costs. 	
3	Expected increase in productivity and profits in measurable terms	The Company faced challenging situation over last few years mainly because of the ongoing geopolitical instabilities and inflationary pressures. While past performance does not guarantee future results, barring external shocks and unexpected events and risks over which the Company has no control, the Company expects to achieve the growth levels in productivity and profits when such productivity and profits are measured against the levels witnessed in the prior profitable years. Further, the Company has started witnessing and is expecting an increase in the demand for its products. New projects/products like commissioning of customised premix plant, introduction of fortified rice kernel, vitamin K1 and plant-based vitamin D3 should also help the Company earn revenues.	

Remote e-Voting Instructions for shareholders

As per the SEBI master circular dated July 11, 2023, 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:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered/opted for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

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

1. Visit 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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 ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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".

**Remote e-Voting Instructions for shareholders issued by
InstaVote Support Desk
Link Intime India Private Limited**
