

**Fermenta Biotech Limited.**

CIN : L99999MH1951PLC008485

Regd. Office : A - 1501, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (W) - 400 610, Maharashtra, India.

Tel. : +91-22-6798 0888 • Email : [info@fermentabiotech.com](mailto:info@fermentabiotech.com), Website : [www.fermentabiotech.com](http://www.fermentabiotech.com)



F.No.:908

April 2, 2025

Corporate Relations  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Dear Sir,

**Sub: Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').**

**Ref: Scrip Code 506414**

Pursuant to Regulation 30 of Listing Regulations, we hereby submit the Postal Ballot Notice dated March 26, 2025 which has been dispatched to the members of the Company on April 2, 2025, whose names appeared in the Register of Beneficial Owners or in the Register of Members as on cut-off date i.e. Friday, March 28, 2025. The said Postal Ballot Notice shall also be available on the website of the Company at [www.fermentabiotech.com](http://www.fermentabiotech.com).

This is for your information and record.

Thanking you,

Yours faithfully,

**For Fermenta Biotech Limited**

**Varadvinayak Khambete**  
**Company Secretary & Head - Legal**  
**Membership No. A33861**

**Enclosure:** Postal Ballot Notice dated March 26, 2025.



**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 | 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 (“**SS-2**”) the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars / master circular(s) 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**”) 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 resolution as set out hereunder in this notice (“**Notice**”) is 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 applicable statutory provisions 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 Notice.

The Company has engaged services of its Registrar and Transfer Agents/RTA viz. MUG Intime India Private Limited (“**RTA**” / “**MIPL**”) as the agency to provide Remote e-Voting facility.

Members are requested to read instructions given in Notes to this Postal Ballot Notice so as to cast their votes electronically. The votes can be cast during the following voting period:

<b>Voting commencement date</b>	<b>Thursday, April 3, 2025 (9.00 a.m. IST)</b>
<b>Voting end date</b>	<b>Friday, May 2, 2025 (5.00 p.m. IST)</b>

**SPECIAL BUSINESS:**

**1. Approval for Material Related Party Transactions.**

To consider, and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zc), Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various applicable circulars issued by Securities and Exchange Board of India (‘**SEBI**’) including SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Related Party Transactions Policy and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to

continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), between the Company and Fermenta USA LLC, a step-down subsidiary of the Company ('FUSA'), for an aggregate value not exceeding the Rs. 50,00,00,000 (Rupees Fifty Crore only), details of which are more descriptively set out in the explanatory statement to this resolution, on an arm's length basis and in the ordinary course of business, on such terms and conditions as may be agreed upon between the Company (including the Board of Directors, its committees or any person authorised by the Board) and FUSA from time to time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including finalizing and executing necessary documents, for and on behalf of the Company, and settling all such issues, questions, difficulties or doubts whatsoever that may arise, and to take all such decisions and powers herein conferred to, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee, director(s) or chief financial officer or company secretary or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

March 26, 2025  
Thane

By Order of the Board of Directors of  
Fermenta Biotech Limited

Varadvinayak V. Khambete  
Company Secretary  
Membership No: A33861

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

The Board of Directors of the Company recommends resolution 1 of this Notice for approval of the members of the Company, as **Ordinary** Resolution as per the applicable statutory provisions. The members are informed the following:

The Company has a wholly-owned subsidiary named Fermenta Biotech USA LLC incorporated in state of Delaware in United States of America (“**FBU**”). FBU holds 52% membership interest in Fermenta USA LLC (“**FUSA**”), a limited liability company based in Texas, USA. Accordingly, FUSA is a step-down subsidiary of the Company, a ‘Related Party’ as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). FUSA is, *inter alia*, in the domain of human and animal nutrition. The Company sells its products to FUSA for sale and distribution in the foreign markets.

Pursuant to the provisions of Regulation 23(4) and other applicable regulations of Listing Regulations, all material Related Party Transactions and subsequent material modifications as defined by the audit committee require prior approval of the members through resolution, and no related party shall vote to approve such resolution. For this purpose, a transaction with a related party shall be considered ‘Material’ if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“**Material RPT**”).

It is in the business interest of the Company to have members’ approval in place for entering into Material RPT with FUSA. Therefore, it is proposed by the Audit Committee to seek members’ approval for entering into Material RPT with FUSA for sale of Company’s Products to FUSA, upto an amount of Rs. 50 crore in one or more transactions. The said limits/threshold of Rs. 50 crore shall be subject to provisions regarding material modifications as per Company’s Related Party Transactions Policy and accordingly, the audit committee of the Company is authorised to approve any modification or variation (including upward variation) in the limits of Rs. 50 crore upto the extent of less than 20% of it. Any modification or variation of 20% or more in the limits/threshold of Rs. 50 crore shall require approval of the members as per the statutory provisions.

The members’ approval granted under this resolution shall be valid for a period of one year as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**Master Circular**”). Once passed, this resolution shall supersede previous resolution passed by members in this regard, if any.

All members of the Audit Committee of the Company have granted approval for entering into the said Material RPT with FUSA. Summary of information provided by the management to the Audit Committee is stated below.

Sr.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	Sale of Company’s products.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Fermenta USA LLC (“FUSA”), a limited liability company based in Texas, USA. FUSA is Company’s step-down subsidiary. Company’s wholly-owned subsidiary viz. Fermenta Biotech USA LLC holds 52% of membership interest in FUSA.
3	Tenure of the proposed transaction (particular tenure shall be specified);	One year from the date of members’ approval, as per Master Circular.
4	Value of the proposed transaction	Upto Rs. 50 crore (subject to authority to Audit Committee for modification (including upward variation) as stated above.)
5	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;  (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided);	Value of the proposed transaction is around 14% of the Company’s annual consolidated turnover for FY 2023-24.  Value of the proposed transaction is around 180% of FUSA’s annual turnover on a standalone basis for FY 2023-24.

6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure. (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
7	Justification as to why the RPT is in the interest of the listed entity	FUSA will help the Company with greater operational capabilities to enhance Company's footprint in the USA market and other markets and to develop larger customer base. Among other benefits, the sale of Company's products through FUSA helps the Company to cater foreign markets, especially North American and Latin American markets, by supplying the products in competitive timelines i.e. reduction in the transport time. The transactions with FUSA are directly linked to the Company's sales and profits and therefore are crucial for the Company's business.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation is not applicable.
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Consolidated turnover of FUSA is not applicable. Value of the proposed transaction is around 180% of FUSA's annual turnover on a standalone basis for FY 2023-24.
10	Any other information that may be relevant	Nil

Mr. Prashant Nagre, Managing Director, Mr. Satish Varma, Executive Director, and Mr. Sumesh Gandhi, Chief Financial Officer are managers in FUSA. Except to the extent of their managership in FUSA and shareholding and key managerial position in the Company, none of the Directors and Key Managerial Personnel and their relatives, are concerned or interested in this Resolution.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve this resolution. The Board of Directors recommends this resolution for approval of the Members as Ordinary Resolution.

By Order of the Board of Directors of  
Fermenta Biotech Limited

March 26, 2025  
Thane

Varadvinayak V. Khambete  
Company Secretary  
Membership No: A33861

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

**Enclosure:** (i) Notes to Notice including Annexure 1; and (ii) Postal Ballot Form.

**Notes:**

1. Pursuant to section 102 of the Companies Act, 2013 (“**Act**”) read with SS-2, explanatory statement for resolution stated in this Notice, stating material facts and reasons thereof, is set out in this Notice for your consideration. Explanatory Statement shall be considered as a part of the resolution.
2. 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.
3. In compliance with the provisions of Section 108, 110 and other applicable provisions 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/0155 dated November 11, 2024 and applicable MCA Circulars, the Company is pleased to provide the facility of Remote e-Voting, through MIPL i.e. MUFG Intime India Private Limited to exercise votes on the item of business given in this Notice, to members holding shares as on **Friday, March 28, 2025 (“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 process. The voting rights of members shall be in proportion to their shares in 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 resolution. Any person who is not a member of the Company as on the Cut-Off Date should treat this Notice for information purpose only.
4. In compliance with MCA Circulars, Postal Ballot Notice along with 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 (‘RTA’) 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.
5. As per MCA Circulars and other statutory provisions, physical copies of Notice, Postal Ballot Form 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 Notice.
6. Copy of Notice is available on the Company’s website at [www.fermentabiotech.com](http://www.fermentabiotech.com), BSE Limited’s website at [www.bseindia.com](http://www.bseindia.com) and MIPL’s e-Voting website at <https://instavote.linkintime.co.in/>
7. All documents referred to in this Notice, if any, 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 Postal Ballot Notice upto 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](mailto: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. Thursday, April 3, 2025 (9.00 a.m. IST) and Friday, May 2, 2025 (5.00 p.m. IST).
8. To support the ‘Green Initiative’, members who have not yet registered their email addresses are requested to contact and 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.
9. Members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolutions in accordance with the process specified in this Postal Ballot Notice. A member cannot exercise his vote on Postal Ballot through proxy.
10. The voting including Remote e-Voting period:

Voting commencement date	Thursday, April 3, 2025 (9.00 a.m. IST)
Voting end date	Friday, May 2, 2025 (5.00 p.m. IST)

During the above 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 Notice. In case of Remote e-Voting, 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 Friday, May 2, 2025 (5.00 p.m. IST) immediately thereafter and will not be allowed beyond the said date and time.

11. The Board of Directors of the Company, on March 26, 2025, has appointed Mr. V. N. Deodhar (Membership No. FCS 1880), V. N. Deodhar & Co., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and as per statutory provisions. He has communicated his willingness for such appointment.
12. The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman, after 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 voting under Postal Ballot. 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.
13. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fermentabiotech.com](http://www.fermentabiotech.com) and on the website of MIPL <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.
14. The resolution, if approved by the requisite majority, shall be deemed to have been passed on Friday, May 2, 2025 i.e. the last date specified for receipt of votes.
15. **Process for members whose e-mail ids are not registered with Depositories/Company/RTA, for procuring user id and password and registration of e-mail ids for Remote e-Voting for resolution set out in this Notice:**  
Registration of email addresses with MIPL: 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 and any other KYC details as may be necessary. Members holding shares in dematerialised mode are requested to register/update their email addresses with relevant depository participants.
16. The details of the process and manner for Remote e-Voting are annexed herewith as **Annexure 1 : 'Remote e-Voting Instructions for shareholders'**. 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/> or contact RTA.
17. 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> 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. MUFG Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Friday, May 2, 2025 (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. The decision of the Scrutiniser shall be final on the validity of (i) the Postal Ballot Form, and (ii) Remote e-Voting, in case a member casts votes by both modes.

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## **Remote e-Voting Instructions for shareholders**

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In terms of SEBI master circular dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

### **Individual Shareholders holding securities in demat mode with NSDL**

#### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

##### **Shareholders 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. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders 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 will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

##### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password



- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

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

**METHOD 2 - Individual Shareholders 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 “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /**

**Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in NSDL form, shall provide 'D' above*

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

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

c) Click on "Login" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ 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). 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](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

- ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- C. ‘Investor PAN’ - Enter your 10-digit PAN.
- 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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’.  
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.

**OR**

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) 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:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### 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	Members facing any technical issue in login can contact NSDL helpdesk by

holding securities in demat mode with NSDL	sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

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

**POSTAL BALLOT FORM**

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

Sr.No.:

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

I / We hereby exercise my / our vote in respect of resolution set out in the Postal Ballot Notice dated March 26, 2025 by sending my / our assent or dissent to the said resolution by putting the tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1.	Approval for Material Related Party Transactions. (Ordinary resolution)			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

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

## INSTRUCTIONS

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

1. This Postal Ballot Form is provided for the benefit of members who do not have access to Remote e-Voting facility to enable them to send their assent or dissent by post.
2. A member can opt for only one mode of voting i.e. either by Postal Ballot Form or through Remote e-Voting. The decision of the Scrutinizer shall be final on the validity of (i) the Postal Ballot Form, and (ii) Remote e-Voting, in case a member casts votes by both modes.
3. For detailed instructions on Remote e-Voting, please refer to the Notes (including Annexure 1) appended to Postal Ballot Notice.
4. The Scrutinizer will collate the votes downloaded from the Remote e-Voting system and votes received through Postal Ballot Forms to declare the final result for the resolution forming part of the Postal Ballot Notice.
5. As per the relevant MCA Circulars, physical copies of Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. However, for the convenience and larger participation of members in 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> 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. MUFU Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Friday, May 2, 2025 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid. The charges for dispatch of Postal Ballot Form shall be borne by the member.
6. The Postal Ballot Form should be signed by the member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
7. For shares held by companies/entities, duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization Letter together with attested specimen signature(s) of the duly authorized representative(s).
8. Votes should be cast in case of each resolution, either in favour or against by putting tick mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the member does not indicate either "FOR" or "AGAINST" in relation to any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted.
9. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, March 28, 2025 ("Cut-Off date")** as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
10. **Voting period commences on Thursday, April 3, 2025 (9.00 a.m. IST) and ends on Friday, May 2, 2025 (5.00 p.m. IST).** Duly completed Postal Ballot Forms should reach the Scrutinizer not later than Friday, May 2, 2025 (5.00 p.m. IST). Any Postal Ballot Form received after this date will be treated as invalid.
11. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Postal Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.
13. Except as otherwise mentioned herein, members are requested not to send any other paper along with the Postal Ballot Form in the envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. Members are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature and other required details.
14. The results of the voting shall be declared on or before Tuesday, May 6, 2025. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.fermentabiotech.com](http://www.fermentabiotech.com), on MUFU Intime India Private Limited's website at <https://instavote.linkintime.co.in> and communicated to BSE Limited where the Company's shares are listed.
15. Members may address their query(ies) to Mr. Varadvinayak Khambete, Company Secretary, at the Registered Office of the Company, Tel: 022 6623 0800 or by e-mail to [ls@fermentabiotech.com](mailto:ls@fermentabiotech.com).

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