

Fermenta Biotech Limited (formerly known as DIL Limited)

CIN: L99999MH1951PLC008485

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

Tel. : +91-22-6798 0888 Fax. : +91-22-6798 0899

Email : info@fermentabiotech.com, Website. : www.fermentabiotech.com



F.No.: 49

August 12, 2022

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

Dear Sir

Ref.: Scrip Code: 506414 - Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Proceedings at the 70th Annual General Meeting dated held on August 12, 2022

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings at the 70th Annual General Meeting of the Company held through Video Conferencing or Other Audio-Visual Means on Friday, August 12, 2022, which commenced at 4.00 p.m. (IST) and concluded at 6.05 p.m. (IST).

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Fermenta Biotech Limited

A handwritten signature in blue ink, appearing to read 'Srikant Sharma', is written over a blue circular stamp.



Srikant Sharma

Company Secretary & Vice President (Legal)

Membership No. FCS3617

Encl.: as above

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SUMMARY OF PROCEEDINGS AT THE 70TH ANNUAL GENERAL MEETING

The 70th Annual General Meeting ('AGM') of Fermenta Biotech Limited ('the Company') commenced at 4.00 p.m. IST on Friday, August 12, 2022, through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') without the physical presence of the members at a common venue, in accordance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and the SEBI. The deemed venue of the AGM was A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, Maharashtra.

58 Shareholders [including 1 (one) Corporate Representation] was present. All Directors and Key Managerial Persons were present for the meeting.

The required quorum being present, the meeting was called to order.

Mr. Srikant N Sharma, Company Secretary, requested the directors and key managerial personnel to introduce themselves by mentioning name and location from where they are attending the meeting and thereafter welcomed the directors, key managerial personnel, representatives of the statutory Auditors, secretarial auditor, and the Scrutinizer, to the meeting.

Mr. Sanjay Buch, Chairman, took the Chair and welcomed the members of the Company. The Chairman informed that the Annual Report 2021-22 including AGM Notice was mailed electronically to the members whose emails were registered with the Company / Depository Participant(s) / R&T Agent and the same was uploaded on the company's website, BSE website and the website of the Registrar, respectively. The Chairman further informed that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice were open for inspection during the AGM at the Company's website.

With the permission of the members present, the AGM notice, Board's report and other relevant documents convening the meeting were taken as read. Since there was no qualified opinion in the Auditors' Report, it was taken as read.

The Chairman briefed the Members that in view of COVID 19 restrictions and directives issued by the Government, this AGM was convened electronically through VC/OAVM in accordance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and the SEBI. The Company appointed Link Intime India Private Limited ('LIPL') to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

The members were informed that the Company had provided the facility of e-voting to the members to cast their votes as per Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of Listing Regulations, through LIPL on the items of business stated in the AGM Notice. It was further informed to the members that they were entitled to participate either in the remote e-voting process or through ballot forms or e-voting at the AGM.

The remote e-voting was open from August 9, 2022 (9.00 a.m. IST) to August 11, 2022 (5.00 p.m. IST). The Chairman informed the members that Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting, ballot forms and e-voting at the AGM.

The members were informed that those who had not voted through remote e-voting or ballot forms earlier could vote on the following resolutions on the commencement of e-voting at the AGM. The Chairman informed the members that the below resolutions have been recommended by the Board of Directors for members' requisite approval. Facility to vote through remote e-voting was open for 3 days prior to this AGM and has been closed yesterday i.e. August 11, 2022 in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. In view of remote e-voting

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and as per standard 7.1 of the Secretarial Standard on General Meetings, proposing and seconding the following resolutions was not required.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, Reports of the Board of Directors and the Auditors thereon; and the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, and the Report of the Auditors thereon, as an ordinary resolution.
2. To declare dividend of Rs. 1.25 per equity share of Rs. 5 each for the financial year ended March 31, 2022, as an ordinary resolution.
3. To appoint a Director in place of Ms. Anupama Datla Desai (DIN – 00217027), who retires by rotation and, being eligible, offers herself for re-appointment, as an ordinary resolution.
4. To appoint Statutory Auditors and fix their remuneration, as an ordinary resolution.

SPECIAL BUSINESS:

5. Appointment of Mr. Pramod Kasat as an Independent Director w.e.f. August 12, 2022, as a special resolution.
6. To appoint Mr. Satish Varma as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2022, as a special resolution.
7. To re-appoint Ms. Anupama Datla Desai as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2022, as a special resolution.
8. Remuneration of Cost Auditor of the Company, as an ordinary resolution.
9. Approval for Material Related Party Transaction, as an ordinary resolution.

Thereafter, the Chairman requested the registered speaker members to ask their queries. Mr. Satish Varma, Executive Director of the Company answered the queries, *inter alia*, raised by the registered speaker members and informed that the relevant information, if any, regarding the queries may also be communicated by the Company Secretary to the respective members in due course.

The Chairman then requested the members who had not cast their votes through remote e-voting or ballot forms, to cast their votes through e-voting process at the AGM.

The members were informed that the Scrutinizer shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, by way of remote e-voting, ballot forms and e-voting results, within 2 working days of the conclusion of this AGM and the same shall be placed on the Company's website, Registrar's website and shall also be communicated to BSE Limited.

Vote of thanks was given to the Chair and thereafter, the members who had not voted by way of remote e-voting were requested to cast their votes through e-voting within a period of 30 minutes from 5.35 p.m. until the conclusion of the meeting at 6.05 p.m. (IST).

Yours sincerely,

For Fermenta Biotech Limited



Srikant Sharma
Company Secretary & Vice President (Legal)

Membership No. FCS3617

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