

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.:908

November 26, 2024

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 November 14, 2024 which has been dispatched to the members of the Company on November 26, 2024, whose names appeared in the Register of Beneficial Owners or in the Register of Members as on cut-off date i.e. Friday, November 22, 2024. The said Postal Ballot Notice shall also be available on the website of the Company at 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 November 14, 2024.

Factory : Village Takoli, P.O. Nagwain,
Dist. Mandi - 175 121, Himachal Pradesh, India.
Tel. : +91-1905-287246 / 48 / 49
Fax: +91-1905-287250
Email: info@fermentabiotech.com
Website: www.fermentabiotech.com

Factory : Z - 109 B & C, SEZ II, Dahej,
Taluka - Vagara, Dist. Bharuch - 392 130,
Gujarat, India.
Tel. : +91-2641-291440 / 444
Email: info@fermentabiotech.com
Website: www.fermentabiotech.com



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 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 resolutions as set out hereunder in this notice (“**Notice**”) 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 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 resolutions 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. Link Intime India Private Limited (“**LIPL**”) 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:

Voting commencement date	Wednesday, November 27, 2024 (9.00 a.m. IST)
Voting end date	Thursday, December 26, 2024 (5.00 p.m. IST)

SPECIAL BUSINESS:

1. Appointment of Mr. Ramanand Mundkur (DIN: 03498212) as an Independent Director of the Company.

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 of 149, 150 and 152 of the Companies Act, 2013 (‘Act’) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), Regulation 17 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), in accordance to the provisions of the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, Mr. Ramanand Mundkur (DIN: 03498212) who holds office as an Additional Director of the Company up to the date of the next general meeting in terms of Section 161 of the Act or for a period of three months from the date of

appointment in terms of Regulation 17(1C) of Listing Regulations, whichever is earlier, and who qualifies for being appointed as an Independent Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term for a period of **3 (three) consecutive years with effect from November 14, 2024.**

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

2. Re-appointment of Ms. Rajashri Ojha (DIN: 07058128) as an Independent Director of the Company.

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 of 149, 150 and 152 of the Companies Act, 2013 (‘Act’) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), Regulation 17 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), in accordance to the provisions of the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, Ms. Rajashri Ojha (DIN: 07058128) who holds office as an Independent Director of the Company upto March 31, 2025, and who qualifies for being re-appointed as an Independent Director, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term for a period of **3 (three) consecutive years with effect from April 1, 2025.**

RESOLVED FURTHER THAT the Board be and is hereby authorized 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

November 14, 2024
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

Item No. 1

The members are hereby informed that the Board of Directors, at its meeting held on November 14, 2024, approved the appointment of Mr. Ramanand Mundkur (DIN: 03498212) as an Additional Director (in the capacity of Independent Director) with effect from November 14, 2024 in terms of Section 161 of the Act. His appointment as an Independent Director under the Act and Listing Regulations is subject to approval by the members of the Company.

Mr. Ramanand Mundkur holds B.A., LL.B. (Honors) degree from National Law School of India University, Bangalore, India and has completed his Masters in Law from Harvard Law School, Cambridge, USA. He is qualified to practice law in the USA (New York State) and India. He has previously worked with the United Nations in Geneva, Switzerland, and the International Monetary Fund in Washington D.C. for a number of years, and was also previously associated with Arthur Andersen & Co, in India. Mr. Mundkur has expertise in managing financial sector issues, corporate governance, complex cross-border transactions, mergers and acquisitions, arbitration and international dispute resolution. He has also been a visiting faculty at the National Law School of India University, Bangalore, and has acted as an arbitrator in commercial arbitration. Mr. Mundkur is also an independent director on the board of The Federal Bank Limited, where he is a member of the bank board's audit committee, credit committee, customer service committee, and special committee of the board for monitoring and follow up of cases of frauds, and is the chair of its stakeholder relationship committee.

Mr. Mundkur's skills and competency in abovementioned areas would play an important role in overall strategic decision making process of the Company. As required under Listing Regulations and SS-2, a brief profile of Mr. Mundkur is annexed to this notice as Annexure 1.

The Company has received notice under Section 160 of the Act from a member proposing Mr. Ramanand Mundkur's candidature for the office of independent director on the Board of Directors of the Company. Mr. Mundkur has given his consent to act as an Independent Director and has made necessary declarations and disclosures including declaration as to his independence as required under provisions of the Act and Listing Regulations including confirmation under Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. He has provided registration and exemption certificate (i.e. he is not required to pass online proficiency self-assessment test) issued by Indian Institute of Corporate Affairs.

On recommendation of the Nomination and Remuneration Committee of the Company and in the opinion of the Board, Mr. Ramanand Mundkur fulfils conditions specified in the Act and the rules made thereunder and Listing Regulations, and he is independent of the management of the Company and, thereby, is eligible for appointment as an Independent Director.

Considering the above and in compliance with Section 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act and of Listing Regulations including Regulation 17, it is proposed to appoint Mr. Mundkur as an Independent Director, on the Board of Directors of the Company, not liable to retire by rotation, for a first term for a period of 3 (Three) consecutive years, effective from November 14, 2024.

A copy of the draft Letter of Appointment of Mr. Ramanand Mundkur, setting out terms and conditions, shall be made available for inspection by the members as set out under 'Documents for inspection' in the Notes to this Notice.

Mr. Mundkur does not hold any shares in the Company. Except Mr. Ramanand Mundkur, being an appointee, none of the directors, key managerial personnel or their relatives is interested in the resolution.

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

Item No. 2

Ms. Rajashri Ojha (DIN: 07058128) is an Independent Director of the Company appointed with effect from April 1, 2020 under the provisions of the Act and Listing Regulations. Her first term as an Independent Director of the Company

would end on March 31, 2025.

Ms. Ojha has been associated with pharmaceutical, nutraceutical, medical devices, cosmetics, and food and veterinary industries for around thirty-five years and has expertise in various areas including global drug regulatory affairs, QC-QA-QM, regulatory compliance, audits and inspections, registration and marketing approvals across the globe, and providing guidance and training on regulatory aspects. She has received various awards over the years for her contribution in these areas including TOPRA-UK Award For Regulatory Excellence. With her skills and competency in the abovementioned areas, she has played an important role in overall strategic decisions making process of the Company. As required under Listing Regulations and SS-2, a brief profile of Ms. Ojha is annexed to this notice as Annexure 1.

Pursuant to the provisions of Section 149 the Act read with rules made thereunder, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. However, no independent director shall hold office for more than two consecutive terms, under the provisions of the Act.

The Company has received notice under Section 160 of the Act from a member proposing Ms. Rajashri Ojha's candidature for the office of independent director on the Board of Directors of the Company. Ms. Ojha has given her consent to act as an Independent Director and has made necessary declarations and disclosures including declaration as to her independence as required under provisions of the Act and Listing Regulations including confirmation under Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. She has provided registration certificate and has qualified the online proficiency self-assessment test from Indian Institute of Corporate Affairs.

On recommendation of the Nomination and Remuneration Committee of the Company and in the opinion of the Board, Ms. Rajashri Ojha fulfils conditions specified in the Act and the rules made thereunder and Listing Regulations, and she is independent of the management of the Company and, thereby, is eligible for re-appointment as an Independent Director.

Considering the above and in compliance with Section 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act and of Listing Regulations including Regulation 17, it is proposed to re-appoint Ms. Rajashri Ojha as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, for a second term for a period of 3 (three) consecutive years, effective from April 1, 2025.

A copy of the draft Letter of Appointment for Mr. Ojha, setting out terms and conditions, shall be made available for inspection by the members as set out under 'Documents for inspection' in the Notes to this Notice.

Ms. Ojha does not hold any shares in the Company. Except Ms. Rajashri Ojha, being an appointee, none of the directors, key managerial personnel or their relatives is interested in the 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

November 14, 2024
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 Annexure 2; and (ii) Postal Ballot Form.

Notes:

1. Pursuant to section 102 of the Companies Act, 2013 (“**Act**”) read with SS-2, explanatory statement for resolutions stated in this Notice, stating material facts and reasons thereof, is set out in this Notice for your consideration.
2. The Profile of directors recommended for appointment/re-appointment through Postal Ballot under item no. 1 and 2 of the Notice, as required by Listing Regulations and SS-2, is furnished herewith along with the Notice. The necessary statutory consent(s) and declaration(s) have been received by the Company from such directors.
3. Resolutions 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, 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, 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, November 22, 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 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 resolutions. Any person who is not a member of the Company as on the Cut-Off Date should treat this Notice for information purpose only.
5. 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 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 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.
7. Copy of Notice is available on the Company’s website at www.fermentabiotech.com, BSE Limited’s website at www.bseindia.com and 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 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, November 27, 2024 (9.00 a.m. IST) and Thursday, December 26, 2024 (5.00 p.m. IST).
9. 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.
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 voting including Remote e-Voting period:

Commences on	Wednesday, November 27, 2024 (9.00 a.m. IST)
Ends on	Thursday, December 26, 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 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 Thursday, December 26, 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 November 14, 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 process in a fair and transparent manner and as per statutory provisions. He has communicated his willingness for such appointment.
13. 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.
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, shall be deemed to have been passed on Thursday, December 26, 2024, i.e. the last date specified for receipt of votes.
16. **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 resolutions set out in this 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 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.
17. The details of the process and manner for Remote e-Voting are annexed herewith as **Annexure 2 : '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/>
18. 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. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Thursday, December 26, 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. The decision of the Scrutiniser shall be final on the validity of (i) the Postal Ballot Form, and (ii) voting, in case a member casts votes by both modes.

Details of Director seeking appointment as required under Regulation 36 of the Listing Regulations and SS-2.

Name of the Director	Mr. Ramanand Mundkur	Ms. Rajashri Ojha
DIN	03498212	07058128
Date of Birth / Age	March 2, 1970 (54 years)	January 03, 1968 (56 years)
Nationality	Indian	Indian
Date of the first appointment on the Board	November 14, 2024	April 01, 2020
Terms and Conditions of Appointment	Appointment as an Independent Director for a first term for a period of 3 (three) consecutive years, not liable to retire by rotation, with effect from November 14, 2024 i.e. up to November 13, 2027 (both days inclusive). Other terms and conditions will be as per the Letter of Appointment to be issued by the Company.	Re-appointment as an Independent Director for a second term for a period of 3 (three) consecutive years, not liable to retire by rotation, with effect from April 01, 2025 i.e. up to March 31, 2028 (both days inclusive). Other terms and conditions will be as per the Letter of Appointment to be issued by the Company.
Remuneration proposed to be paid	Sitting fees for attending each meeting of the Board / Committees. Commission as may be determined by the Board of Directors of the Company for each of the financial years within the limits prescribed under the Companies Act, 2013 and Listing Regulations and approved by the members, as per statutory requirements. Nomination and Remuneration Policy of the Company shall govern the remuneration.	Sitting fees for attending each meeting of the Board / Committees. Commission as may be determined by the Board of Directors of the Company for each of the financial years within the limits prescribed under the Companies Act, 2013 and Listing Regulations and approved by the members, as per statutory requirements. Nomination and Remuneration Policy of the Company shall govern the remuneration.
Remuneration last drawn (including sitting fees, if any)	Not applicable	Rs. 6,00,000 towards sitting fees for FY 2023-24.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL	NIL
Qualification(s)	B.A., LL.B. (Honors) and LL.M.	Bachelor of Pharmacy
Experience and expertise in the specific functional area	Over 30 years of experience. Mr. Mundkur has expertise in managing financial sector issues, corporate governance, complex cross-border transactions, mergers and acquisitions, arbitration and international dispute resolution. He is also a law school visiting faculty. For more details, please refer to the Explanatory Statement.	Around 35 years of experience. Ms. Ojha has expertise in various areas including global drug regulatory affairs, QC-QA-QM, regulatory compliance, audits and inspections, registration and marketing approvals across the globe and providing guidance and training on regulatory aspects. For more details, please refer to the Explanatory Statement.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Please refer to the Explanatory Statement.	Please refer to the Explanatory Statement.
List of directorship in other companies	The Federal Bank Limited	Raaj GPRAC Private Limited Onesource Specialty Pharma Limited

Directorship in listed entities	Fermenta Biotech Limited The Federal Bank Limited	Fermenta Biotech Limited
List of Membership/ Chairmanship of Committees of other companies	The Federal Bank Limited – • Audit Committee (Member); • Stakeholders Relationship Committee (Chairman); • Credit, Investment & Raising Capital Committee (Member); • Special Committee of the Board for Monitoring and Follow Up of Cases of Frauds (Member); • Customer Service, Marketing Strategy, & Digital Banking Committee (Member).	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL
Number of shares held in the Company	NIL	NIL
Number of meetings of the Board attended during the Financial Year 2024-25 till date	1 (one)	6 (six)

Remote e-Voting Instructions for shareholders

As per the SEBI master circular dated November 11, 2024, 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 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:

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 voting.
- 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

**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 resolutions set out in the Postal Ballot Notice dated November 14, 2024 by sending my / our assent or dissent to the said resolutions 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.	Appointment of Mr. Ramanand Mundkur (DIN: 03498212) as an Independent Director of the Company. (Special resolution)			
2.	Re-appointment of Ms. Rajashri Ojha (DIN: 07058128) as an Independent Director of the Company. (Special 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) 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 2) 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 resolutions 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 Remote e-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. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India not later than Thursday, December 26, 2024 (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, November 22, 2024 ("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 Wednesday, November 27, 2024 (9.00 a.m. IST) and ends on Thursday, December 26, 2024 (5.00 p.m. IST).** Duly completed Postal Ballot Forms should reach the Scrutinizer not later than Thursday, December 26, 2024 (5.00 p.m. IST). 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 Monday, December 30, 2024. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.fermentabiotech.com, on Link 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.
