

**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



Ref: F.No.:908

July 20, 2024

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

Dear Sirs,

**Sub.: Submission of Notice of the 72<sup>nd</sup> Annual General Meeting ('AGM')**

**Ref: Scrip Code: 506414**

Please find enclosed herewith the electronic copy of the Notice of 72<sup>nd</sup> AGM of the Company ('Notice') scheduled to be held on Monday, August 12, 2024 at 3:00 p.m. (IST). The Notice has been sent to all the members whose email IDs were registered with the Company / Depository Participant(s). The requirement of sending physical copies of the above to the members has been dispensed with in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of 72<sup>nd</sup> AGM would be available on the website of the Company at <https://fermentabiotech.com/annual-report.php>

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Fermenta Biotech Limited**

**Srikant Sharma  
Company Secretary & Vice President (Legal)  
Membership No. FCS3617**

Encl.: as above

Factory : Village Takoli, P.O. Nagwain,  
Dist. Mandi - 175 121, Himachal Pradesh, India.  
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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 • Fax: +91-22-6798 0899

Email : [info@fermentabiotech.com](mailto:info@fermentabiotech.com) • Website: [www.fermentabiotech.com](http://www.fermentabiotech.com)

## NOTICE

Notice is hereby given that the **Seventy-second Annual General Meeting (“AGM”)** of the Members of Fermenta Biotech Limited (“FBL”/“Company”) will be held on **Monday, August 12, 2024 at 3:00 p.m. (IST)** through Video Conferencing/Other Audio-Visual Means, to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, and the Report of the Auditors thereon.
- To declare dividend of ₹1.25 (One Rupee and Twenty Five paise) per equity share of ₹5 each (25%) for the financial year ended March 31, 2024.
- To appoint a director in place of Mr. Satish Varma (DIN: 00003255), who retires by rotation and, being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

- To consider, and if thought fit, pass with or without modification, the following resolution as a **Special** Resolution:

**To approve the continuation of Ms. Rajeshwari Datla (DIN: 00046864) as a Non-Executive Director on the Board of Directors of the Company after attaining 75 years:**

**“RESOLVED THAT** pursuant to provisions of Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, consent of the members of the Company be and is hereby accorded for continuation of Ms. Rajeshwari Datla (DIN: 00046864) as a Non-Executive Director on the Board of Directors of the Company after attaining Seventy Five (75) years of her age on April 1, 2025.”
- To consider, and if thought fit, pass with or without modification, the following resolution as an **Ordinary** Resolution:

**Remuneration of Cost Auditor of the Company:**

**“RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), the members of the Company hereby approve the payment of remuneration of ₹2,75,000/- (Rupees Two Lakhs Seventy Five Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any, to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration Number: 00240), [“**Cost Auditor**”] to conduct the cost audit in respect of applicable product(s) manufactured by the Company, for the financial year ending on March 31, 2025.”
- To consider, and if thought fit, pass with or without modification, the following resolution as an **Ordinary** Resolution:

**Approval for Material Related Party Transactions:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the applicable rules issued thereunder (including any statutory modification(s) or re-enactment thereof), 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**”) read with Securities and Exchange Board of India (“**SEBI**”) Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and other relevant circulars (“**SEBI Circulars**”), 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 enter into contract(s)/ arrangement(s) / transaction(s) at arm's length basis and in the ordinary course of business, with Fermenta USA LLC, a step-down subsidiary of the Company, for an aggregate amount not exceeding the ₹25,00,00,000 (Rupees Twenty-Five Crores only) and shall be valid from this AGM till the date of the next AGM for a period not exceeding fifteen months, and the Board of Directors is hereby authorized to decide the terms and conditions of the above contracts as may be considered appropriate in the interest of the Company;

**RESOLVED FURTHER THAT** the Board (includes its committee) be and is hereby authorized to execute relevant deeds and documents and to do all such acts, deeds, and things, as it may deem necessary to give effect to this resolution and to do all such acts ,deeds and things as may be required to implement the foregoing resolution.

**RESOLVED FURTHER THAT** pursuant to the authority granted by the members under this resolution, all and any action of the Board shall be deemed to be approved and confirmed by the members, and no further approval shall be required from the members thereof."

By Order of the Board of Directors of  
**Fermenta Biotech Limited**

**Srikant N. Sharma**

Company Secretary & Vice President (Legal)

Membership No: FCS – 3617

Date: June 20, 2024

Place: Thane

**Registered Office:**

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

## Annexure to Notice

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act').

#### Item No. 4

Ms. Rajeshwari Datla (DIN: 00046864) is on the Board of Directors of the Company since July 21, 2005. She is a Non-Executive Director on the Board and also a member of the Audit Committee and Nomination and Remuneration Committee of the Company.

On April 1, 2025, Ms. Rajeshwari Datla would attain seventy-five (75) years of her age. In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), continuation of a Non-Executive Director on the Board of Directors after attaining age of seventy-five years requires approval of the members by way of a special resolution.

Ms. Datla is a Bachelor of Science and has around five decades of rich experience in management and operations in the pharmaceutical industry. With her invaluable contribution in the strategic and decision-making process, she has been instrumental in Company's operations.

In view of the above, the Board, on the recommendation of the Nomination and Remuneration Committee, recommends this resolution for approval of the members of the Company, as a **Special** Resolution.

Mr. Krishna Datla (Son), Ms. Anupama Datla Desai (Daughter) and Ms. Preeti Thakkar (Daughter) are relatives of Ms. Rajeshwari Datla. Except the said relationship, none of the Directors and the Key Managerial Personnel (KMPs) of the Company including their relatives is concerned or interested in the above resolution.

#### Item No. 5

Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (as amended from time to time) provides that the remuneration of the Cost Auditor as recommended by the Audit Committee shall be considered and approved by the Board of Directors of the Company, and thereafter ratified by the members of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Joshi Apte & Associates, Cost Accountants [Firm Registration Number-00240], as Cost Auditors of the Company and their remuneration of ₹2,75,000 (Rupees Two Lakhs Seventy-Five Thousand only) for the financial year 2024-25 plus taxes as applicable. All out of pocket expenses in relation to the said Cost Audit shall be reimbursed to the Cost Auditor as per actuals. The Board of Directors recommends this resolution for approval of the members of the Company, as an **Ordinary** Resolution.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way interested or concerned in this resolution.

#### Item No. 6

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions entered with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the requirement of obtaining prior approval of members.

Pursuant to the provisions of Regulation 2(1)(ZC), Regulation 23 (4) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material Related Party Transactions shall 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, in accordance with the provision specified in the Related Party Transaction Policy of the Company, i.e., transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI, vide its Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, stipulated that the members' approval of omnibus related party transactions approved in an annual general meeting shall be valid till the date of the next annual general meeting for a period not exceeding fifteen months.

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. 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.

Details of Material Related Party Transactions are as follows:

Sr.	Particulars	Details
1	Name of the Related Party	Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA.
2	Nature of Relationship with the Company	FUSA is a step-down subsidiary of the Company in which Fermenta Biotech USA LLC (Company's wholly owned subsidiary) holds 52% membership interest.
3	Type, material terms and particulars of the proposed transaction	(a) Sale of Company's products; and (b) Commission payable on sales of Company's products to FUSA.
4	Tenure of the proposed transaction	From the date of this AGM till the date of the next AGM for a period not exceeding fifteen months.
5	Value of the proposed Transaction	(a) Up to ₹23 crores for sale of Company's products (b) Up to ₹2 crore for commission on sales to FUSA.
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	~ 10%
7	(a) Details of the source of funds in connection with the proposed transaction	Not applicable
	(b) 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.	Not applicable
	(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not applicable
	(d) Purpose for which funds will be utilized	Not applicable
8	Justification as to why the RPT is in the interest of the Company	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 with the Company's sales and profits and therefore are crucial for the Company's business. The Company: (i) receives proceeds from sale of its products; and (ii) pays commission to FUSA for distribution of its products.
9	Details about valuation, arm's length and ordinary course of business	Valuation is not applicable. The sale of Company's products and payment of commission to FUSA is in the ordinary course of business and on an arm's length basis.
10	Valuation and other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the members to take an informed decision	Nil

Mr. Satish Varma, Executive Director, Mr. Prashant Nagre, Managing Director, and Mr. Sumesh Gandhi, Chief Financial Officer are managers in FUSA and their interest or concern or that of their relatives, is limited to the extent of their directorship or managership in FUSA and the Company.

Except as mentioned, none of the Directors or 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**

**Srikant N. Sharma**

Company Secretary & Vice President (Legal)

Membership No: FCS – 3617

Date: June 20, 2024

Place: Thane

**Registered Office:**

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

### Brief profile of directors being as required under sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings as specified by the Institute of Company Secretaries of India (“Secretarial Standard”).

Name of the Director	Mr. Satish Varma Executive Director	Ms. Rajeshwari Datla Non-Executive Director
Age	54 years	74 years
Date of first appointment on the Board	July 01, 2003	July 21, 2005
Qualifications	Computer Science	Bachelor of Science
Experience and Area of specialization	Over 29 years of experience. Mr. Varma has extensive and diverse operational, management and legal experiences across the full scope of the FBL enterprise and was instrumental in the Solvay demerger in 2000 as well as the Crocin brand sale in 1996; events that have shaped the current strategic platform of the Company. He took direct operational responsibility of the Vitamin D3 business in 1998 and has led its growth.	Over 43 years of experience. Ms. Datla has around five decades of rich experience in management and operations in the pharmaceutical industry. With her invaluable contribution in the strategic and decision-making process, she has been instrumental in Company’s operations.
Number of meetings of the Board of the Company attended during FY 2023- 24	4	6
Directorship held in other companies	<ul style="list-style-type: none"> <li>▪ Fermenta Biotech (UK) Limited</li> <li>▪ Fermenta USA LLC (Manager)</li> <li>▪ Fermenta Biotech USA LLC (Manager)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Dupen Laboratories Private Limited.</li> <li>▪ Lacto Cosmetics (Vapi) Private Limited</li> </ul>

Name of the Director	Mr. Satish Varma Executive Director	Ms. Rajeshwari Datla Non-Executive Director
Chairmanships/ Memberships of Committee of other Company's Boards (as on March 31, 2024)	Nil	Nil
Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn	N.A.	N.A.
Shareholding of Director (FV of ₹5/- each) (as on March 31, 2024)	34,53,325	5,95,818
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Relative of Mr. Krishna Datla (Executive Vice Chairman) and Ms. Anupama Datla Desai (Executive Director)

#### Notes:

- The Ministry of Corporate Affairs ("**MCA**"), vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, read with other relevant circulars including and General Circular No. 09/2023 dated September 25, 2023 ("**MCA Circulars**"), and SEBI vide its Master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other applicable circulars, ("**SEBI Circulars**"), permitted holding of the Annual General Meeting ("**AGM**") through Video Conferencing or Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of the members at a common venue. Accordingly in compliance with the provisions of Section 101 and other applicable provisions of Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), MCA Circulars and SEBI Circulars, the Company has issued this notice to convene the 72<sup>nd</sup> AGM through VC/OAVM. The venue of the AGM shall be deemed to be A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, Maharashtra.
- Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act read with MCA Circulars and any other applicable law.
- The Board of Directors considered and decided to include the Special Business i.e. 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> items in the notice to the AGM in accordance with MCA Circulars. The relevant Explanatory Statement pursuant to Section 102 of the Act with respect to the special business items set out in the Notice is annexed.
- The profile of the Director recommended for reappointment at the AGM under item no. 3 and for continuation of directorship at the AGM under item no. 4 of the AGM Notice ("**Notice**"), as required by Listing Regulations and Secretarial Standard, is furnished herewith alongwith the Notice of 72<sup>nd</sup> AGM of the Company. The necessary statutory consent(s) and declaration(s) have been received by the Company from the director(s).
- Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with, pursuant to MCA Circulars and SEBI Circulars. The facility to appoint a proxy to attend and/or cast vote for the member is not available for this AGM. The proxy form, attendance slip and route map are not annexed to this Notice.
- Pursuant to the provisions of Section 112 and 113 of the Act read with the MCA Circulars, corporate/entity members are entitled to attend and participate in the AGM through VC/OAVM and cast their votes through electronic voting ("**e-Voting**"). Corporate/entity members are required to send a certified copy of its board resolution or governing body resolution or duly executed authority letter/ power of attorney (collectively referred as "**Authorization letter**") in .pdf or .jpg format, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting or e-Voting. The said Authorization letter shall be sent to the Scrutinizer appointed by the Board of Directors of the Company viz. Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, by email from their registered email address to [vndeodhar@gmail.com](mailto:vndeodhar@gmail.com) with a copy marked to the Company at [info@fermentabiotech.com](mailto:info@fermentabiotech.com).

## 7. Dividend related information:

- A. Updation of members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar & Transfer Agents ("**R&T Agent**" / "**LIPL**") to record additional details of members, including their PAN details, email address, bank details for payment of dividend for the said updation. Members who have not shared the said information are requested to furnish the above details to the Company/ R&T Agent i.e. in case of shares held in physical mode or to their Depository Participant(s) ("**DP**") in case of shares held in Dematerialisation ("**Demat**") mode.
- B. Members are hereby informed that pursuant to Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF Rules), dividend which is remaining unpaid / unclaimed by Members for a period of seven consecutive years and corresponding shares shall be transferred to Investor Education and Protection Fund ("**IEPF**"). During FY 2023-24, unclaimed final equity dividend for the financial year 2015-16 i.e. ₹75,921/- been transferred to IEPF. Correspondingly, 5,104 shares have also been transferred to IEPF.

The details of shares (including FY 2015-16) already transferred to IEPF are available on Company's website at <https://fermentabiotech.com/transfer-of-shares-to-iepf.php>. Members whose dividend(s) and/ or shares have been transferred to IEPF can now claim their dividend(s) and/or shares from the IEPF Authority by following the 'Procedure to claim Refund' as detailed on the website of IEPF Authority at <https://www.iepf.gov.in/IEPF/refund.html>

The details of Members whose dividends are lying unpaid/ unclaimed with the Company as on March 31, 2024, are available on the Company's website at <https://fermentabiotech.com/dividends-bonus-split-buyback.php>. The due dates for transfer of unclaimed/unpaid dividends of the financial year 2016-17 and thereafter are as available at <https://fermentabiotech.com/dividends-bonus-split-buyback.php>.

All shares in respect of which equity dividend for FY 2016-17 has remained unpaid or unclaimed for seven consecutive years from the date it became due for payment shall be transferred by the company to IEPF by November 04, 2024 along with the unpaid or unclaimed dividend thereon from final equity dividend for financial year 2016-17. The Company sends individual intimation letters to concerned Members along with advertisement in the newspapers seeking action from the concerned Members. The details of such Members along with their unpaid/unclaimed

dividends and corresponding shares due for transfer to IEPF by November 04, 2024 will be made available on the website of the Company i.e. <https://fermentabiotech.com/dividends-bonus-split-buyback.php>. Members are requested to claim their unencashed final dividend for the financial year 2016-17 and dividends declared thereafter, if any, by writing a letter to the Company or R&T Agent on or before Monday, September 30, 2024.

### A. Deduction of tax at source on Final Dividend payout:

Dividend of ₹1.25 per equity share of ₹5 each, if approved, will be paid to those members / beneficial owners whose names appear in the Register of Members as on Record Date, Tuesday, August 06, 2024 by electronic transfer to those members who have furnished bank account details to the Company/ R&T Agent. Members who have not registered their Electronic Clearing Service (ECS) are requested to register the same with the R&T at the earliest. The said Dividend, if approved at the AGM, will be paid to the members on or before Thursday, August 22, 2024. As per SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 the physical security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible for any payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024. All Members are requested to update their required details. In the event the Company is unable to pay the dividend to any member directly in their registered bank accounts through ECS or any other electronic means, subject to specific mandate otherwise issued by SEBI, the Company shall dispatch the demand draft to such member(s), at the earliest.

In accordance with the provisions of the Income Tax Act, 1961 (for the purpose of note no. 7, hereinafter referred to as 'the Act') as amended by and read with the provisions of the Finance Act, 2020, with effect from April 01, 2020, dividend declared and paid by the Company is taxable in the hands of the members. The Company shall, therefore, be required to deduct tax at source ("**TDS**") from dividend paid to the members at the applicable rates.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that since the dividend shall be approved in the forthcoming AGM, it will be taxable to the shareholder in Financial Year 2024-25. Thus, all the details and declarations furnished should pertain to FY 2024-25.

The TDS provisions for various categories of members along with required documents are provided below:



(i) For Resident Members:

Category of Shareholder	Tax Deduction Rate	Tax Deduction Rate Exemption Applicability and Documents required
Any resident shareholder	10%	Please update the PAN, if not already done, with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode).  Deduction of taxes shall not be applicable in the following cases – <ul style="list-style-type: none"><li>▪ If dividend income to a resident Individual shareholder during FY 2024-25 does not exceed ₹5,000/-,</li><li>▪ If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.</li></ul>
Submission of Form 15G/ Form 15H	Nil	Eligible Shareholder shall provide Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - provided that all the prescribed eligibility conditions are met.
Order under Section 197 of the Act	Rate provided in the order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	Nil	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and self-attested copy of registration certificate.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income	Nil	A self-declaration that dividend receivable by them is exempt from tax under Section 196 or other relevant provisions of the Income-tax Act, 1961; and Self-attested copies of documents in support of the claim.
New Pension System Trust	Nil	Documentary evidence that the Trust is established in India and is the beneficial owner of the share/shares held in the Company; and its income is exempt under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882; and it is submitting self-attested copy of the PAN card and self-attested copy of the registration certificate, as applicable.
Mutual Funds	Nil	Documentary evidence that the person is covered under Section 196 of the Act and a self- declaration that they are governed by the provisions of Section 10(23D) of the Act along with self-attested copy of registration certificate and self-attested copy of PAN.
Alternative Investment fund	Nil	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015 and a declaration that its income is exempt under Section 10(23FBA) of the Act, and they are established as Category I or Category II AIF under the SEBI regulations. Self-attested copy of registration certificate and self-attested copy of PAN should be provided.
Other resident shareholder without PAN/Invalid PAN	20%	-

Please note that:

- a) A valid Permanent Account Number ("PAN") will be mandatorily required. If, as statutorily required, any PAN is found to have not been linked with Aadhar number, then such PAN will be deemed invalid, and TDS would be deducted at higher rates under Section 206AA of the Act. We request you to inform us well in advance, if you have not linked your Aadhar with PAN as provided in Section 139AA (2) read with Rule 114AAA. The Company reserves its right to recover any demand raised subsequently on the

Company for not informing the Company or providing incorrect information about the applicability of Section 206AA in your case.

- b) Where the PAN is either not available or is invalid, tax shall be deducted at the rate prescribed as per Section 206AA of the Act or 20%, whichever is higher.
- c) Members holding shares under multiple accounts under different status / category with a single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

(ii) For Non-Resident Members:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Non-resident members	20% (plus applicable surcharge and cess)	<p>Non-resident members may opt for tax rate under the Tax Treaty. The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company:</p> <ul style="list-style-type: none"> <li>(i) Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities.</li> <li>(ii) Self-attested copy of Tax Residency Certificate ("TRC") covering the financial year 2024-25 and obtained from the tax authorities of the country of which the shareholder is resident.</li> <li>(iii) Self-declaration in Form 10F (refer format), if all the details required in this form are not mentioned in the TRC.</li> <li>(iv) Self-declaration (refer format) by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (non-resident having Permanent Establishment in India would need to comply with provisions of Section 206AB of the Act).</li> <li>(v) In the case of Foreign Institutional Investors and Foreign Portfolio Investors, self- attested copy of SEBI registration certificate.</li> <li>(vi) In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).</li> </ul> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided or if any document is not in order.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>
Non-resident members Submitting Order under Section 195(3) /197 of the Act	20% (plus applicable surcharge and cess) Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

**Note:**

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

To summarise, dividend will be paid after deducting the tax at source as under:

- ❖ NIL for resident members receiving dividend up to ₹5,000 or in case Form 15G / Form 15H (as applicable) along with self- attested copy of the PAN card is submitted.
- ❖ 10% for other resident members in case copy of PAN card are provided/available.
- ❖ 20% for resident members if copy of PAN card is not provided / not available.
- ❖ Tax will be assessed on the basis of documents submitted by the non-resident members.
- ❖ 20% plus applicable surcharge and cess for non-resident members in case the relevant documents are not submitted.
- ❖ Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

Aforesaid rates will be subject to applicability of Section 206AB of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules.

In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details / documents, shareholders will be able to claim refund of the excess tax deducted by filing their income tax return. No claim shall lie against the Company for such taxes deducted.

(iii) For all Members:

Forms 15G/15H/10F for tax exemption can be downloaded from the website of Link Intime India Private Limited ("LIPL"). The URL for the same is [https://www.linkintime.co.in/client\\_downloads.html](https://www.linkintime.co.in/client_downloads.html) - On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select / share the following information to register their request:

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)

7. Document attachment – 2 (Forms)

8. Document attachment – 3 (Any other supporting document).

(iv) Section 206AB of the Act

TDS will be deducted @ 20% i.e., at twice the applicable rate on the amount of dividend payable where the resident members:

- ❖ have not furnished valid PAN; or
- ❖ are considered to be 'Specified Person' under Section 206AB of the Income Tax Act, 1961 i.e., a resident shareholder who has:
  - (a) not filed return of income for the assessment year relevant to the previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under Section 139(1) of the Income- tax Act, 1961 has expired; and
  - (b) been subjected to tax deduction / collection at source aggregating to ₹50,000/- or more in the aforesaid previous year.

The Central Board of Direct Taxes (CBDT) has prescribed the functionality for determining whether a person fulfils the conditions of being a 'Specified Person' or not. Accordingly, the Company will verify from the above functionality provided by CBDT whether any Shareholder of the Company qualifies as a 'Specified Person' prior to applying the relevant TDS rates.

(v) Other instructions:

Please note that duly completed and signed documents need to be submitted on or before Thursday, August 01, 2024 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after Thursday, August 01, 2024 (5:00 p.m. IST).

The Company will arrange to email a soft copy of TDS certificate to member's registered email ID, post completion of all dividend related activities.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from them, option is available to file the return of income as per the Act and claim an appropriate refund, if eligible. No claim shall, however, lie against the Company for such deduction of TDS.

All communications/queries in this respect should be addressed to LIPL at its email address [FBLdivtax@linkintime.co.in](mailto:FBLdivtax@linkintime.co.in). Alternatively, you may contact the Company at [info@fermentabiotech.com](mailto:info@fermentabiotech.com).

Members shall also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Further, members who have not registered their email address are requested to write to LIPL or to the company to register the same.

Members are further requested to complete necessary formalities with regard to their Bank accounts attached to their Dematerialization accounts for enabling the Company to make timely credit of dividend to their respective bank account.

**Disclaimer:** (a) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the member, the member will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in such tax proceedings. (b) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Members are requested to intimate changes, if any, including their name, postal address, e-mail address, telephone/mobile numbers, PAN, specimen signature, nomination, power of attorney registration, Bank Mandate details, IFS code and other services: (i) to their Depository Participant (“DP”) in case the shares are held in electronic form and (ii) to LIPL in case the shares are held in physical form, in the prescribed form i.e. ISR-1- Request for registering PAN, KYC details or changes / updation thereof; (ii) ISR-2- Confirmation of signature of a member by the Banker; (iii) ISR-3- Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies; (iv) ISR-4- Request for issue of Duplicate Certificate and other Service Requests (for shares held in physical form)

Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 prescribes (i) mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities; (ii) Freezing of folios\*\* without valid PAN, KYC details and Nomination; and (iii) Compulsory linking of PAN and Aadhaar by all holders of physical securities

\*\*Details of the frozen folios of the company will be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The members of the company who are holding shares in physical form are hereby notified to comply with the above circular vis-à-vis about their folio which is incomplete as per the above requirement, if applicable.

## 8. Documents for inspection:

- a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM at <https://fermentabiotech.com/annual-report.php>.
- b) All documents referred to in the Notice and the statement pursuant to Section 102 of the Act shall also be available electronically for inspection without any fee by members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [info@fermentabiotech.com](mailto:info@fermentabiotech.com).

9. a) In order to improve convenience, ease and safety of transactions and in view of SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and Regulation 40 of Listing Regulations which mandate that request for effecting the transfer, transmission and transposition of listed securities shall not be processed unless the securities are held in dematerialised form, effective April 01, 2019. Members are, therefore, advised to dematerialise their equity shares currently held in physical form, by contacting their DP(s). Shareholders are requested to consolidate multiple folios maintained by the company under the same PAN.

- b) Members can avail the nomination facility by filing Form SH-13 (in duplicate) prescribed under Section 72 of the Act and Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or with its R&T Agent (in case of physical shares) and to member’s Depository Participant (in case of demat shares). The member can cancel or make variation in the Nomination by filing form SH-14. The above forms are available at the R&T Agent’s website or will be made available on request in writing to the R&T Agent or to the Company.

10. In view of the MCA Circulars, the 72<sup>nd</sup> Annual Report of the Company along with the Notice of the AGM, e-Voting, remote e-Voting procedure is being sent only by e-mail, to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s)/ R&T Agent for communication purposes.

To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent at the earliest.

11. The Annual Report 2023-24 including the Notice calling this AGM shall be sent to those members who will be holding shares as on Tuesday, July 16, 2024 as per the Register of Members and Register of Beneficial Owners of the Company. The persons who are members of the Company as on Tuesday, August 06, 2024 (“Cut-Off Date”) as per the register of members / register of beneficial owners shall be eligible to attend and/

or do e-Voting. In case a person becomes a member of the Company after, Tuesday, July 16, 2024 and is a member as on the Cut-Off Date, such person may download the above from <https://fermentabiotech.com/annual-report.php> or request the Company at [info@fermentabiotech.com](mailto:info@fermentabiotech.com) for obtaining a copy of the Annual Report 2023-24. For remote e-Voting or attending the AGM through InstaMeet, such a member may obtain sequence number/ event number by sending an email to LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or requesting to the Company at [info@fermentabiotech.com](mailto:info@fermentabiotech.com), by mentioning his/her Folio No./ DP ID and Client ID.

**12.** Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company Secretary at the Registered Office of the Company at least one week before the date of the 72<sup>nd</sup> AGM, to make the information available at the AGM.

### **13. Electronic Voting:**

- i. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Company is pleased to provide the facility of remote e-Voting or 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 Cut-Off Date i.e. Tuesday, August 06, 2024 fixed for determining the members who shall be eligible to attend the AGM, to ascertain voting rights of such members entitled to participate in the remote e-Voting process or voting at the AGM electronically i.e. e-Voting, and to receive the dividend, if approved, as set out in the AGM Notice. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date. Any person who is not a member of the Company as on the Cut-Off Date should treat this Notice for information purposes only.
- ii. **The remote e-Voting period commences on Friday, August 9, 2024 (9:00 am IST) and ends on Sunday, August 11, 2024 (5:00 pm 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 vote through remote e-Voting facility. The remote e-Voting module shall be disabled at 5:00 pm IST on Sunday, August 11, 2024 by LIPL for voting. Once the vote on a resolution is cast by the member, the same shall not be allowed to change subsequently. A member may participate in the AGM even after exercising his/her right to vote through remote e-Voting, however, his/her voting at the AGM shall not be considered. Alternatively, a member may cast his/her vote through the e-Voting facility provided by the Company during the AGM. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

- iii. In case the members have any queries or issues regarding e-Voting, they may refer the Frequently Asked Questions ("FAQs") and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help Section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: Tel: 022 – 4918 6000.
- iv. Mr. V. N. Deodhar (Membership No. FCS-1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-Voting, remote e-Voting process and ballot forms as referred to notes to this AGM notice in a fair and transparent manner.
- v. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and the e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vi. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at <https://fermentabiotech.com/stock-exchange-intimation.php> and on the website of LIPL at <https://instavote.linkintime.co.in> not later than 2 (two) working days of passing of resolutions at the 72<sup>nd</sup> AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.
- vii. Subject to casting of requisite number of assenting votes, the resolutions proposed in the Notice of AGM shall be deemed to be passed on the date of the AGM, i.e. Monday, August 12, 2024.
- viii. Members/shareholders are requested to follow the instructions given below as may be required i.e.:
  - (a) Instructions for members for remote e-Voting.
  - (b) Instructions for members attending the AGM through VC/OAVM.
  - (c) Instructions for members to register themselves to speak during the AGM through InstaMeet; and
  - (d) Instructions for members to vote during the AGM through InstaMeet.

### **14. Instructions for members/shareholders for remote e-Voting:**

- i. Pursuant to SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, individual members 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.
- ii. Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

In case the email Id is not registered, such members can vote through InstaMeet.

- iii. **Login method for Individual members holding securities in demat mode/ physical 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.nsd.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 not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.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.nsd.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 – From Easi/Easiest**

##### **Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://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 not registered for Easi/Easiest**

- 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 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 alpha-numeric digit (‘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). 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) 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 the following methods, once remote e-Voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote e-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

#### METHOD 2 - 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 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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 shareholders 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>

- ❖ Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- ❖ 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>

- ❖ Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- ❖ 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”.

### **15. Process and manner for members attending the AGM through VC/OAVM (InstaMeet):**

1. Members are being provided with a facility to attend the AGM through VC/OAVM through LIPL by following the below mentioned process. Members may access the same at [https:// instameet.linkintime.co.in](https://instameet.linkintime.co.in)
2. Facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available to the members on first-come-first-served basis.
3. Participation to the members through VC/OAVM shall be made available to members on first-come-first served basis in accordance with MCA Circulars, and it will be closed on expiry of 30 (Thirty) minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and

Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the AGM without restrictions of first-come-first-served basis.

4. Members will be provided with InstaMeet facility wherein members shall register their details and attend the AGM as under:
  - a. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and click on ‘Login’
  - b. Select the ‘Company’ and ‘Event Date’ and register with your following details:
    - i. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
      - ❖ Members/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - ❖ Members/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - ❖ Members/ members holding shares in physical form shall provide Folio Number registered with the Company
    - ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - iii. Mobile No.: Enter your mobile number.
    - iv. Email ID: Enter your email id, as recorded with your DP/Company.
  - c. Click ‘Go To Meeting’ (By this step you will be registered for InstaMeet and your attendance will be marked for the meeting).

#### **Special instructions:**

- a) Please refer the following instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the AGM. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you below / at InstaMeet website.
- b) Guidelines for the registered speakers for speaking at the AGM through LIPL’s InstaMeet <https://instameet.linkintime.co.in>
  - i. For a smooth experience of viewing the AGM proceedings through LIPL’s InstaMeet, members/ members who are registered as speakers (as per steps in mentioned in these notes to AGM Notice) for the event are requested to download and install the

Webex Meetings application in advance. Please download and install the Webex Meetings application by clicking on the link [https:// www.webex.com/downloads.html/](https://www.webex.com/downloads.html/)

OR

- ii. If you do not want to download and install the Webex Meetings application, you may join the meeting through InstaMeet and follow the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now
1(A)	If you have already installed the Webex Meetings application on your device, join the meeting by clicking on Join Now
1(B)	If the Webex Meetings application is not installed, a new page will appear giving you an option to either Add Webex to chrome or run a temporary application.  Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now by filling your first name, last name and email address.

- c) The following URLs need to be white-listed in your organisation's domain/your own laptop, desktop, tablet, smartphone etc. on the AGM date:
- A. <https://camonview.com>
- B. <https://instameet.linkintime.co.in>
- d) Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- e) Any internet outage or fluctuation in connectivity at your site may have an adverse impact on the audio/ video quality during the meeting. LIPL or the Company shall not be responsible for the same.
- f) Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- g) In case the members have both the computer and telephone audio active or the speakers on members' computers or telephones are too close to each other or there are multiple computers with active audio in the same conference room, there will be instances of audio echo or feedback in the meeting.
- h) In case two or more members are joining the meeting through a Board Room/Common Location, proper arrangements of audio and video should be in place and Webex will be run on only one system.
- i) Members are encouraged to speak in the Meeting after un-muting themselves once their turn arrives as per the script/their name is announced. Once the member has finished communicating, he/she should mute themselves immediately. (Mute your side if you're not speaking. Your microphone can pick up a lot of background noise, so muting allows others to easily hear others.)
- j) Guidelines to follow while participating in the meeting for a good audio-video experience:
- \* Use your earphones for better sound quality.
  - \* Ensure no other background applications are running.
  - \* Ensure your Wi-Fi or Broadband is not connected to any other device.
  - \* Have proper lighting in the room and avoid the background sounds.
  - \* Ensure the background is bright.
  - \* Please follow safety protocol while attending the meeting.
- k) In case members have any queries regarding login/remote e-Voting/e-Voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175 InstaMeet Support Desk, Link Intime India Private Limited.

**16. Instructions for members to register themselves to speak during the Annual General Meeting through InstaMeet:**

1. Members who would like to speak during the AGM must register their request with the Company.
2. Members will get confirmation on first-come-first-served basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the AGM.
4. Other members may ask questions to the panelist, via active chat-board during the AGM.
5. Please remember to speak serial number and start your conversation with panelist by switching on video mode and audio of your device.

Note: Members are requested to speak only when moderator of the AGM/ management will announce the name and speaking serial number.

## 17. Instructions for members to vote during the AGM through InstaMeet:

Once the electronic voting is activated by the Scrutinizer / moderator during the AGM, the members who have not exercised their vote through the remote e-Voting can cast the vote as under:

- i. On the Members VC page, click on the link for e-Voting "Cast your vote".
- ii. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email id) received during registration for InstaMeet and click on 'Submit'.
- iii. After successful login, you will see "Resolution Description" and against the same the option 'Favour/ Against' for voting.
- iv. Cast your vote by selecting appropriate option i.e., 'Favour/ Against' as desired. Enter the number of shares (which represents no. of votes) as on Cut-Off Date under 'Favour/ Against'.
- v. After selecting the appropriate option i.e., 'Favour/Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the AGM through InstaMeet facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the AGM. Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the AGM.

Shareholders/ members are encouraged to join the AGM through tablets/ laptops connected through broadband for a better experience.

Shareholders/ members are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the AGM.

Please note that shareholders/ members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-Voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

18. In addition to facility of remote e-Voting or e-Voting provided to the members at AGM and for their wider participation the Company is also providing a facility to vote by way of Ballot Form. Members who do not have access to remote e-Voting facility may download the Ballot Form available at Company's website at <https://fermentabiotech.com/annual-report.php> and send duly completed Ballot Form to reach the Scrutiniser, Mr. V. N. Deodhar, Proprietor of V.N. Deodhar & Co., Practising Company Secretaries, at the Registered Office of the Company not later than Sunday August 11, 2024 (5.00 p.m. IST) . Ballot Form received after the said date shall be treated as invalid. A Member may participate in the AGM even after exercising his/her right to vote through Ballot Form. A Member can opt for only one mode of voting i.e., either (a) electronically (either remote e-Voting or e-Voting at AGM) or (b) by Ballot Form. If a Member cast votes by both i.e., Ballot Form as well as electronically, then voting done electronically shall prevail and Ballot Form shall be treated as invalid. The Scrutiniser shall have the right to scrutinise the Ballot Form and decide its validity. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital.
19. The Annual Report 2023-24 including the AGM notice is being uploaded on the following websites: (i) <https://fermentabiotech.com/annual-report.php> (ii) [www.bseindia.com](http://www.bseindia.com) and (iii) <https://instavote.linkintime.co.in/>.

**By Order of the Board of Directors of  
Fermenta Biotech Limited**

**Srikant N. Sharma**

Date: June 20, 2024

Company Secretary & Vice President (Legal)

Place: Thane

Membership No: FCS – 3617