

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: BSE/2020-21/F.No.: 49

October 17, 2020

Corporate Relations

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

Dear Sir

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

Sub.: Proceedings at the 68th Annual General Meeting dated October 17, 2020 held on Saturday, October 17, 2020

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings at the 68th Annual General Meeting of the Company held on Saturday, October 17, 2020, which commenced at 2.00 p.m. (IST) and concluded at 4.08 p.m. (IST) through Video Conferencing or Other Audio-Visual Means.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Fermenta Biotech Limited (Formerly known as DIL 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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SUMMARY OF PROCEEDINGS AT THE 68TH ANNUAL GENERAL MEETING

The 68th Annual General Meeting ('AGM') of Fermenta Biotech Limited ('the Company') commenced at 2.00 p.m. IST on Saturday, October 17, 2020, through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') without the physical presence of the members at a common venue, in accordance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and the SEBI. The deemed venue of the AGM was A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (West) - 400 610, Maharashtra.

54 Shareholders [including 2 (two) Corporate Representations] were present. All Directors and Key Managerial Persons were present for the meeting.

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

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

Mr. Sanjay Buch, Chairman, took the Chair and welcomed the members of the Company. The Chairman informed that the Annual Report 2019-20 including AGM Notice was mailed electronically to the members whose emails were registered with the Company / Depository Participant(s) / R&T Agent and the same was uploaded on the company's website, BSE website and the website of the Registrar, respectively. The Chairman further informed that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice were open for inspection during the AGM at the Company's website.

With the permission of the members present, the AGM notice, Board's report and other relevant documents convening the meeting were taken as read.

Thereafter, the qualified opinion in the Auditors' Report was read by the representative of the Statutory Auditors, Deloitte Haskins & Sells, LLP. The management response to the qualified opinion was read by Mr. Srikant Sharma, Company Secretary.

The Chairman briefed the Members that in view of COVID 19 restrictions and directives issued by the Government, this AGM was convened electronically through VC/OAVM in accordance with the provisions of the Companies Act, 2013,

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SEBI Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and the SEBI. The Company appointed Link Intime India Private Limited ('LI IPL') to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

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

The remote e-voting was open from October 14, 2020 (9.00 a.m. IST) to October 16, 2020 (5.00 p.m. IST). The Chairman informed the members that Mr. V. N. Deodhar, Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and e-voting at the AGM.

The members were informed that those who had not voted through remote e-voting earlier could vote on the following resolutions on the commencement of e-voting at the AGM. The Chairman informed the members that the below resolutions have been recommended by the Board of Directors for members' requisite approval. Facility to vote through remote e-voting was open for 3 days prior to this AGM and has been closed yesterday in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. In view of remote e-voting and as per standard 7.1 of the Secretarial Standard on General Meetings, proposing and seconding the following resolutions was not required.

ORDINARY BUSINESS

- 1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020 along with the Report of the Auditors thereon, as an ordinary resolution.**
- 2. To confirm the payment of the interim equity dividend of Rs.5/- per equity share of Rs. 5 each for the financial year ended March 31, 2020 as ordinary resolution.**
- 3. To appoint a Director in place of Ms. Rajeshwari Datla (DIN – 00046864), who retires by rotation and being eligible, offers herself for re-appointment, as an ordinary resolution.**

SPECIAL BUSINESS:

- 4. Appointment of Ms. Rajashri Ojha, as an Independent Director of the Company for a period of five years effective from April 1, 2020, as a special resolution.**
- 5. Appointment of Ms. Anupama Datla Desai, as a Director of the Company, as an ordinary resolution.**

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6. **Appointment of Ms. Anupama Datla Desai, as an Executive Director of the Company for a period of three years effective from September 27, 2019, as a special resolution.**
7. **Appointment of Mr. Satish Varma, as an Executive Director of the Company for a period of three years effective from September 27, 2019, as a special resolution.**
8. **Ratification of payment of remuneration of Cost Auditor of the Company for the financial year 2020-21, as an ordinary resolution, and**
9. **Approval of payment of Commission to Non-Executive Directors for the financial year 2019-20, as a special resolution.**

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

The Chairman then requested the members who had not cast their votes through remote e-voting, to cast their votes through e-voting process and requested Mr. V. N. Deodhar, Practising Company Secretary, the Scrutinizer to conduct the voting in a free and fair manner.

The members were informed that the Scrutinizer shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, by way of remote e-voting and e-voting results, within 48 hours of the conclusion of this AGM and the same shall be placed on the Company's website, Registrar's website and shall also be communicated to BSE Limited.

Vote of thanks was given to the Chair and thereafter, the members who had not voted by way of remote e-voting were requested to cast their votes through e-voting within a period of 30 minutes prior to the conclusion of the meeting at 4.08 p.m. (IST).

Yours sincerely,

For Fermenta Biotech Limited (Formerly known as DIL Limited)

Srikant Sharma

Company Secretary & Vice President (Legal)

Membership No. FCS3617

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