

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



Submission of voting results of Ballot process and Remote E-voting under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

FERMENTA BIOTECH LIMITED (Formerly known as DIL Limited)

Date of the AGM	October 17, 2020
Total number of members on record date i.e. as on October 10, 2020	13,072
No. of members present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A.
Public	N.A.
No. of members attended the meeting through Video Conferencing	
Promoters and Promoter Group	2
Public	52

(Agenda-wise)

Resolution No. 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 (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471875	0	100.0000	0.0000
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476246	0	100.0000	0.0000
Total		29430987	21983638	74.6956	21983638	0	100.0000	0.0000

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

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Resolution No. 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 (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471875	0	100.0000	0.0000
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476246	0	100.0000	0.0000
Total		29430987	21983638	74.6956	21983638	0	100.0000	0.0000

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Resolution No.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. (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471871	4	99.9999	0.0001
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476242	4	99.9999	0.0001
Total			21983638	74.6956	21983634	4	100.0000	0.0000

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Resolution No. 4: Appointment of Ms. Rajashri Ojha, as an Independent Director of the Company for a period of five years effective from April 1, 2020 (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4470975	900	99.9799	0.0201
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4475346	900	99.9799	0.0201
Total		29430987	21983638	74.6956	21982738	900	99.9959	0.0041

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**Resolution No. 5: Appointment of Ms. Anupama Datla Desai, as a Director of the Company (Ordinary Resolution)****Whether promoter/ promoter group are interested in the agenda/resolution: No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471864	11	99.9998	0.0002
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476235	11	99.9998	0.0002
Total			21983638	74.6956	21983627	11	99.9999	0.0001

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Resolution No. 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 (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471875	0	100.0000	0.0000
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476246	0	100.0000	0.0000
Total			21983638	74.6956	21983638	0	100.0000	0.0000

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Resolution No. 7: Appointment of Mr. Satish Varma, as an Executive Director of the Company for a period of three years effective from September 27, 2019 (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471875	0	100.0000	0.0000
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476246	0	100.0000	0.0000
Total		21983638	74.6956	21983638	0	100.0000	0.0000	

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**Resolution No. 8: Remuneration of Cost Auditor of the Company (Ordinary Resolution)****Whether promoter/ promoter group are interested in the agenda/resolution: No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4471875	0	100.0000	0.0000
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4476246	0	100.0000	0.0000
Total		29430987	21983638	74.6956	21983638	0	100.0000	0.0000

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**Resolution No. 9: Commission to Non-Executive Directors (Special Resolution)****Whether promoter/ promoter group are interested in the agenda/resolution: No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	17494392	17494392	100.0000	17494392	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17494392	100.0000	17494392	0	100.0000	0.0000
Public Institutions	E-Voting	54447	13000	23.8764	13000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13000	23.8764	13000	0	100.0000	0.0000
Public Non Institutions	E-Voting	11882148	4471875	37.6352	4470964	911	99.9796	0.0204
	Poll		4371	0.0368	4371	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4476246	37.6720	4475335	911	99.9796	0.0204
Total			21983638	74.6956	21982727	911	99.9959	0.0041

All the aforesaid resolutions were passed by the members with requisite majority.

For **Fermenta Biotech Limited (Formerly known as DIL Limited)****Srikant Sharma****Company Secretary & Vice President (Legal)**

Membership No. FCS3617

Date: October 17, 2020

Encl: Scrutiniser's report

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Website: www.fermentabiotech.com

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING AT THE 68TH ANNUAL GENERAL MEETING OF FERMENTA BIOTECH LIMITED

To
The Chairman,
Fermenta Biotech Limited
(Formerly known as DIL Limited)
A-1501, Thane One,
DIL Complex,
Ghodbunder Road, Majiwada,
Thane (W) - 400 610.

Corporate Identity Number (CIN): L99999MH1951PLC008485

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting and e-voting process at the 68th Annual General Meeting ("AGM") in a fair and transparent manner for the business contained in the Notice of 68th AGM of the company held on Saturday, 17th October, 2020 at 2.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and issuing a report on remote e-voting as well as e-voting process at the 68th AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Amendments made thereto, read with MCA General circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company sought approval of Members to the Resolutions through remote e-voting and e-voting process at the 68th AGM:

1. The remote e-voting period commenced at 9.00 a.m. on October 14, 2020 and ended at 5.00 p.m. on October 16, 2020 and the same was disabled thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. October 10, 2020.
3. Members holding shares as on the "Cut Off" date i.e. October 10, 2020 were entitled to vote on the proposed 9 (Nine) Resolutions as mentioned in the Notice of the 68th AGM of the Company.



4. The facility of voting through e-voting process during the 68th AGM was provided to facilitate those members present in the meeting and had not participated in the remote e-voting to record their votes.
5. After the conclusion of the 68th AGM the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit V. Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter, I as a scrutinizer duly compiled the details of remote e-voting and e-voting process done by the members at the 68th AGM, the details of which are as follows:

ORDINARY BUSINESS**RESOLUTION No.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.

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	72	21983638	100	0	0	0	0



RESOLUTION No.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 an ordinary resolution

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	72	21983638	100	0	0	0	0

RESOLUTION No.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

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	65	21979263	99.9999	1	4	0.0001	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	71	21983634	100	1	4	0	0



SPECIAL BUSINESS

RESOLUTION No.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

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 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), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Ohja (DIN: 07058128) who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act, and who qualifies for being appointed as an Independent Director 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 appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from April 01, 2020.”

“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.”

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	65	21978367	99.996	1	900	0.004	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	71	21982738	99.996	1	900	0.004	0



RESOLUTION No.5

Appointment of Ms. Anupama Datla Desai, as a Director of the Company as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anupama Datla Desai (DIN: 00217027), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from September 27, 2019 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director and the period of her office shall be liable to determination by retirement of directors by rotation.”

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	65	21979256	99.9999	1	11	0.0001	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	71	21983627	99.9999	1	11	0.0001	0

RESOLUTION No.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:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance to the provisions of the Articles of Association of the Company, 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, the consent of the Company be and is hereby accorded to the appointment of Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director of the Company (‘Executive Director’) for a period of 3 (three) years commencing from September 27, 2019 to September 26,



2022 as per the salary, perquisites, terms and conditions as set out in the agreement dated September 27, 2019 entered into between the Company and the Executive Director ('Agreement'), which inter alia, are set out in the Explanatory statement;

“RESOLVED FURTHER THAT the total remuneration including perquisites payable to the Executive Director as per the Agreement shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013;

“RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the remuneration of the Executive Director shall be decided as per the provisions of Schedule V to the Act including any amendment thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter or vary terms of remuneration of the Executive Director as it may deem fit from time to time within the remuneration limits stated in the Explanatory Statement and the Agreement;

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

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	72	21983638	100	0	0	0	0



RESOLUTION No.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:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof from time to time), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance to the provisions of the Articles of Association of the Company, 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, the consent of the Company be and is hereby accorded to the appointment of Mr. Satish Varma (DIN: 00003255) as an Executive Director of the Company (‘Executive Director’) for a period of 3 (three) years commencing from September 27, 2019 to September 26, 2022 as per the salary, perquisites, terms and conditions as set out in the agreement dated September 27, 2019 entered into between the Company and the Executive Director (‘Agreement’), which inter alia, are set out in the Explanatory statement;

“RESOLVED FURTHER THAT the total remuneration including perquisites payable to the Executive Director as per the Agreement shall be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013;

“RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the remuneration of the Executive Director shall be decided as per the provisions of Schedule V to the Act including any amendment thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter or vary terms of remuneration of the Executive Director as it may deem fit from time to time within the remuneration limits stated in the Explanatory Statement and the Agreement;

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

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	72	21983638	100	0	0	0	0



RESOLUTION No.8

Remuneration of Cost Auditor of the Company as an Ordinary Resolution:

“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 ratify the payment of remuneration of Rs. 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 D. C. Dave & Co., Cost Accountants (Firm Registration Number – 000611) [‘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, 2021”.

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	66	21979267	100	0	0	0	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	72	21983638	100	0	0	0	0

RESOLUTION No.9

Commission to Non-Executive Directors as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 197, 198 including rules made thereunder and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) [‘Act’] and Articles of Association of the Company, the consent of members be and is hereby accorded to pay and distribute among the Non-Executive Directors (including Independent Directors) of the Company (other than the Managing Director and/or Executive/ Whole Time Directors) profit related commission in such manner and proportion, for the financial year 2019-20, as may be decided by the Board of Directors (the ‘Board’ includes any committee thereof) within the overall maximum limit of 1% (one percent) of the net profits of the Company to be calculated in accordance with the provisions of Section 197 read with Section 198 of the Act for the said financial year.



“RESOLVED FURTHER THAT the above commission shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.”

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	Nos.
Total Votes through Remote E-voting	64	21978356	99.996	2	911	0.004	0
Voting at the meeting through e-voting process	6	4371	100	0	0	0	0
Total	70	21982727	99.996	2	911	0.004	0

All the resolutions mentioned in the notice of the Annual General Meeting dated August 28, 2020 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through e-voting process with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

For V.N. DEODHAR & Co.,
COMPANY SECRETARIES



V N DEODHAR
PROP.
FCS NO.1880
C.P. No. 898

UDIN: F001880B000986182

Place: Mumbai

Dated: 17th October, 2020

The following were the witnesses to the unblocking of votes cast through remote e-voting and e-voting process at the 68th AGM.



(CA. HRUSHIKESH V. DEODHAR)



(AJIT V UKIDWE)

Place: Mumbai

Dated: 17th October, 2020