

Emmessar Biotech & Nutrition Ltd.



24th ANNUAL REPORT

2015 - 2016

BOARD OF DIRECTORS

Shri Ashok M. Kadakia (Chairman)
Shri MSR Ayyangar (Managing Director)
Shri Arvind M. Shah
Shri Manoj M. Shah
Shri Vijay K. Agrawal
Shri Ajay I. Bora
Dr. (Mrs.) Anuradha S. Raghavan
Dr. (Mrs.) Sarada S. Raghavan

AUDITORS

V. Sankar Aiyar & Co.,
Chartered Accountants
2-C, Court Chambers
35, New Marine Lines,
Mumbai - 400 020.

REGISTERED OFFICE & FACTORY

Plot No. T-3/2, MIDC Area,
P.O. Box No. 39,
Taloja - 410 208,
Dist. Raigad, Maharashtra.

ADMINISTRATIVE OFFICE

29, Kamer Building, 4th floor,
38, Cawasji Patel Street,
Fort, Mumbai - 400 001.
Tel : 91-22-66356209/10/11
Fax : 91-22-66370190
Email : enquiries@ebnl.org
Exclusive email for Investors: investors@ebnl.org
Website: www.ebnl.org

NOTICE

NOTICE

TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Fourth Annual General Meeting of the Members of Emmessar Biotech & Nutrition Limited** will be held at the Registered Office of the Company at T-3/2, MIDC Area, Talaja-410208, Dist. Raigad, Maharashtra, on Thursday, the 1st of September, 2016 at 11.00 hrs, to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. (Mrs.) Anuradha S. Raghavan, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Dr. (Mrs.) Sarada S. Raghavan, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration and for this purpose, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, Mumbai (ICAI Firm Registration Number: 109208W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 25th Annual General Meeting on such remuneration as shall be fixed by the Board of Directors based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

5. **Approval of Related Party Transaction:**

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective from October 1, 2014, Consent of the Company be and is hereby accorded to the

Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/ contracts/arrangements with Mr. Vishal Venkat Raghavan, an individual, in which Directors of the Company are “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to new web designing with shopping cart for domestic and international markets on professional charges on such terms and conditions as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all professional charges to Mr. Vishal Venkat Raghavan, shall not exceed ` 50 Lakhs (Rupees Fifty Lakhs Only) during any one financial year.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

By the order of the Board

For Emmessar Biotech & Nutrition Limited

**Place: Mumbai
Date: 27.05.2016**

**MSR Ayyangar
Managing Director**

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business at Item No. 5 of the accompanying Notice is annexed hereto.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS / PROXIES ARE REQUESTED TO SIGN THE ATTENDANCE SLIP ANNEXED TO THE PROXY FORM AND HAND IT OVER AT THE GATE OF THE VENUE OF THE MEETING.**
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
5. Corporate Members are requested to send a board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
6. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorised by him/her.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed **from 26th**

August, 2016 to 1st September, 2016 (both days inclusive).

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.
10. Members are requested to bring their copy of the Annual Report to the Meeting.
11. Members are requested to send their queries, if any, in writing at least 10 days in advance of the day of the meeting.
12. Voting through Electronic means :
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 24th Annual General Meeting (AGM) by Electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 24th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

1. The voting period begins on Monday, 29.08.2016 (9.00 a.m.) and ends on Wednesday, 31.08.2016 (5.00p.m.). During this period shareholders of the Company, holding shares either in physical form or in Dematerialised form, as on the cut-off date i.e. 25.08.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on 31.08.2016. Once the vote on a

- resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. Members holding shares in physical or in dematerialized form as on 25.08.2016 shall only be eligible for e-voting.
 3. The Shareholders should Log on to the e-voting website www.evotingindia.com
 4. Click on "Shareholders" tab.
 5. Now, select the "Emmessar Biotech & Nutrition Limited" from the drop down menu and click on "SUBMIT"
 6. **i) Now Enter your User ID**
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - ii) Next enter the Image verification as displayed and click on Login.**
 7. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 8. If you are a first time user follow the steps given below:
 9. Now, fill up the following details in the appropriate boxes.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form) in the PAN field. • In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 5.

10. After entering these details appropriately, click on "SUBMIT" tab.
11. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of AGM.
13. Click on the EVSN of "Emmessar Biotech & Nutrition Limited" on which you choose to vote.
14. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
16. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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18. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
19. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
20. Note for Institutional Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
21. I. In case you have any queries or issues regarding e-voting, you may refer the **Frequently Asked Questions (“FAQS”)** and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of 25th August, 2016.
- III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- IV. The Company has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS 5683 CP No. 4119), as the Scrutinizer, to scrutinize the e-voting process, in a fair and transparent manner.
- V. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

By the order of the Board
For Emmessar Biotech & Nutrition Limited

Place: Mumbai
Date: 27.05.2016

MSR Ayyangar
Managing Director

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013.**

Item No. 5

Pursuant to the requirements of the regulation 23 of SEBI (LODR) Regulations, 2015 and Section 188 of the Companies Act, 2013, all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed company through a resolution and the related parties shall abstain from voting on such resolution.

The Company is proposing to go in for a new web designing with shopping cart for domestic and international markets on Professional Charges with Mr. Vishal Venkat Raghavan, a relative of the Directors of the Company for an amount not to exceed ` 50 Lakhs (Rupees Fifty Lakhs Only) during any one financial year. It is therefore proposed to obtain the members' approval for the transactions as prescribed in Notice which have been entered or may be entered into by your Company with its related parties from time to time that are material in terms of regulation 23 of SEBI (LODR) Regulations, 2013.

The transaction, as stated in proposed Resolution No. 5 of the Notice, which is enabling in nature, have received

prior approval of the Audit Committee and the Board of Directors of your Company at their respective meetings in terms of the requirements of Regulation 23 of SEBI (LODR) Regulations, 2013.

The Board of Directors commend passing of the resolution set out at Item No. 5 of the Notice.

Except Mr. MSR Ayyangar, Dr. (Mrs.) Anuradha S. Raghavan and Dr. (Mrs.) Sarada S. Raghavan are Directors of Emmessar Technologies Limited, none of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**By the order of the Board
For Emmessar Biotech & Nutrition Limited**

**Place: Mumbai
Date: 27.05.2016**

**MSR Ayyangar
Managing Director**

DIRECTORS' REPORT

Directors' Report

Your Directors present their 24th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2016.

Financial Results	(` . in Lacs)	(` . in Lacs)
	2015-2016	2014-2015

Profit / (Loss) before Interest,		
Depreciation and Tax	(65.20)	(8.86)
Depreciation:	2.72	6.87
Deferred Tax	(21.39)	(3.94)
Net Profit / (Loss)	(46.53)	(11.79)

Operations, Management's discussions and analysis:

We reported last year that we were negotiating with an Indo-Canadian joint venture company for sub-leasing our excess land. We are happy to announce that it has been successfully & fruitfully concluded. We are in the process of completing the balance legal formalities. We will be getting the regular sub-lease rent from the beginning of the next financial year, which will be easing our working capital situation, which in turn will help improve our top and bottom lines from the next year onwards.

Dividends:

As the Company has accumulated losses, no dividend is recommended.

Change in nature of business, if any:

There has been no change in the nature of business of the Company during the year under review.

Amounts transferred to Reserves:

No amount is transferred to reserves.

Deposits:

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

Share Capital:

The company has not issued shares with voting rights and / or differential voting rights nor granted stock options nor sweat equity during the year under review.

Material Changes affecting the Financial Position of the Company:

There have been no material changes / events occurring after balance sheet date till the date of the report to be stated.

Details of Directors and Key Managerial Personnel:

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Dr. (Mrs.) Anuradha S. Raghavan and Dr. (Mrs.) Sarada S. Raghavan, Directors of the Company, retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Board Evaluation:

Pursuant to the provisions of the Company's Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 and the Clause 49 of the listing Agreement that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

The performance evaluation of the independent Directors was completed. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Number of Meetings of the Board:

During the Financial Year 2015-2016, four meeting of the Board of Directors were held on 14th May, 2015, 12th August, 2015, 6th November, 2015 and 5th February, 2016

Particulars of Loans, Guarantees or Investments by Company:

Details of Loans, Guarantees and investments covered under the provisions of Section 186 of the Companies Act 2013 are given in the notes to Financial Statements.

Whistle Blower Policy:

The Company has a whistle blower policy to report genuine concerns or grievances.

Remuneration and Nomination Policy:

The Company has formulated the Nomination & Remuneration policy for its directors, key managerial personnel and other employees keeping in view the followings

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals:

This policy also lays down criteria for selection and appointment of Board Members.

Vigil Mechanism:

Company established a vigil mechanism pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Clause 49 of the Listing Agreement for their directors and employees to report their genuine concerns or grievances.

Risk Management Policy:

Company has developed and implements Risk Management Policy including identification of elements of risk which in the opinion of the Board may threaten to the existence of the company. Company also reviewed & evaluates the implementation process of risk management policy time to time so that future risk can be minimized.

Related Party Transactions:

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted.

Significant and Material Orders passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- (i) That in the preparation of the Annual Accounts for the year ended March 31st, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit / loss of the Company for that period;

- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis;
- (v) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and\
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility (CSR):

The company is not covered under the Companies (Corporate Social Responsibility) Rules 2013.

Internal Control System and Adequacy:

The company has a proper and adequate internal control system to ensure that its assets are safeguarded and protected against unauthorized use and disposition and all the transactions are properly recorded and reported. The company also has a system of management reviews to ensure compliance with the prescribed procedures and authority levels.

Statutory Auditors and Explanation to Auditor's Remarks:

M/s. V. Sankar Aiyar & Co, Chartered Accountants, who are statutory auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company as required under the provision of section 139 of Companies Act, 2013. The Audit Report does not contain any qualification / adverse remark.

Cost Audit:

Audit of Cost Records is not applicable to the Company for year 2015-2016 as per Section 148 and relevant rules issued under the said Section.

Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed Shri. Dinesh Kumar Deora a firm of Company Secretaries in Practice (Mem. FCS No. 5683, C.O.P. No. 4119) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as Annexure – B and forms an integral part of this Report.

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In regards to the qualification mentioned on Secretarial Auditor Report, the Company has been in the process of appointing a CFO and Company Secretary as the Company is not getting candidates in view of small size of business operations of the Company.

Particulars of Employees:

The Company at present does not have any employee details of which are required to be disclosed pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details of Subsidiary, Joint Venture or Associates:

There is no subsidiary, Joint Venture or Associate Company.

Disclosures under sexual harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013:

There are no cases filed under the above Act and hence no comments required on disposal of the cases under the same.

Statement Pursuant to Listing Agreements:

The Company's shares are listed with the BSE Ltd. Your Company has paid the annual listing fees up to date.

Extract of Annual Returns:

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report as per Annexure A.

Conservation of Energy and Technology Absorption:

As the Company's own factory has not been in operation, no special energy saving measures is required and hence no report on technology absorption is required.

Foreign Exchange Earnings and Outgo:

Earnings	₹ 30,18,020/-
Outgo	₹ 46,200/-

Corporate Governance:

The Company is exempted under Regulations 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as regards the compliance of corporate governance and report of the same in Annual Report, since the paid up equity share capital of the Company is not exceeding Rupees Ten Crore and net worth is not exceeding Rupees: Twenty Five Crore..

Acknowledgements:

Your Directors wish to place on record their appreciation of the wholehearted co-operation received by the Company from the Shareholders, Employees and its Bankers during the year under review.

**By the order of the Board
For Emmessar Biotech & Nutrition Limited**

**Place: Mumbai
Date: 27.05.2016**

**MSR Ayyangar
Managing Director**

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

I	CIN:-	L24110MH1992PLC065942
ii	Registration Date	17 th March, 1992
iii	Name of the Company	EMMESSAR BIOTECH & NUTRITION LTD
iv	Category / Sub-Category of the Company	Public Company Limited by shares
V	Address of the Registered Office and contact details	Plot No. T-3/2, MIDC Area, P.O. Box No. 39, Taloja- 410208, Maharashtra
Vi	Whether Listed Company(Yes/NO)	YES
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078 Telephone: 022 25923837; 022 25963838 FAX Number: 022 25946970 Email.id: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be Stated:-

Sr. No.	Name and Description of Main products/Services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Fine Chemicals & Health Care	21001	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares held	Applicable Section

The Company does not have any Subsidiary/Subsidiaries/Holding/Associate Companies within the meaning of Companies Act, 2013.

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year As on (31.03.2016)				No. of Shares held at the beginning of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/ HUF	1172496		1172535	23.47	1174209	39	1174248	23.51	(0.03)
(b) Central Govt		39							
(c) State Govt (s)									
(d) Bodies Corp.	1802980	200	1803180	36.09	1667462	200	1667662	33.37	2.71
(e) Banks / FI						239			
(f) Any Other....		239							
Sub-total (A) (1):-	2975476		2975476	59.56	2841671		2841910	56.88	2.67
(2) Foreign									
(a) NRIs- Individuals									
(b) Other - Individuals									
(c) Bodies Corp.						239			
(d) Banks / FI		239							
(e) Any Other....									
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2975476		2975476	59.56	2841671		2841910	56.88	2.67
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	0	2600	2600	0.05	0	2600	2600	0.05	0
(b) Banks / FI	0	7200	7200	0.15	0	7200	7200	0.15	0
(c) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FII's									

(h) Foreign Venture									
Capital Funds									
(i) Others (specify)									
Sub-total (B) (1):-	0	9800	9800	0.20	0	9800	9800	0.20	0
2.Non-Institutions									
(a) Bodies Corp.									
(i) Indian	19135	12250	31385	0.63	25504	15500	41004	0.82	(0.19)
(ii) Overseas									
(b) Individuals									
(i) Individual Shareholders holding nominal share capital up to ₹ 1 lakh	892810	741010	1633820	32.70	913121	750160	1663281	33.29	(0.59)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	323015	14000	337015	6.75	410849	14000	424849	8.50	(1.76)
(c) Others (specify)	7665	700	8365	0.17	14556	700	15256	0.31	(0.14)
Sub-total (B)(2):-	1242625	767960	2010585	40.24	1364030	780360	2144390	42.92	(2.68)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1242625	777760	2020385	40.44	1364030	790160	2154190	43.12	(2.68)
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)			4996100	100	4205701	790399	4996100	100	

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(ii) Shareholding of Promoters

S.I No.	Shareholder's Name	Shareholding at the end of the year (As on 31.03.2016)			Shareholding at the beginning of the year (As on 31.03.2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Shri M S Raghavan	266553	5.34	0	266553	5.34	0	0.00
2.	Emmessar Technologies Ltd	1014980	17.60	0	879462	17.60	0	2.71
3.	Smt. Rajalakshmi Raghavan	170413	3.41	0	170413	3.41	0	0
4.	Shri Vasudevan Raghavan	3500	0.07	0	3500	0.07	0	0
5.	Smt. Sarada Raghavan	26228	0.52	0	26228	0.52	0	0.00
6.	Shri Vijay Agarwal	74392	1.49	0	74392	1.49	0	0
7.	Shri. Arvind M Shah	66300	1.33	0	66300	1.33	0	00
8.	Shri Manoj M Shah	6600	0.13	0	6600	0.13	0	0
9.	Amu Investment & Finance Pvt Ltd	260000	5.20	0	260000	5.20	0	0
10.	Amu Shares & Securities Ltd	200	0	0	200	0.00	0	0.00
11.	Manar Leasing & Investment Pvt Ltd	528000	10.57	0	528000	10.57	0	0
12.	Smt. Prabha Agarwal	14500	0.29	0	14500	0.29	0	0
13.	Smt. Heena M Shah	268000	5.36	0	268000	5.36	0	0
14.	Smt. Ratanbai M Shah	65000	1.30	0	65000	1.30	0	0
15.	Shri Arvind M Shah (HUF)	55200	1.10	0	55200	1.10	0	0
16.	Shri Manoj M Shah (HUF)	9800	0.20	0	9800	0.20	0	0
17.	Shri Bhavik Arvind Shah	45500	0.91	0	45500	0.91	0	0
18.	Aman Manoj Shah	16384	0.33	0	16384	0.33	0	0.00
19.	A V Vardharajan	7500	0.15	0	7500	0.15	0	0
20.	M Srirangarajan	0	0.00	0	1713	0.03	0	(0.03)
21.	Appji Venkata Krishna Mohan Turaga	5000	0.10	0	5000	0.10	0	0
22.	Vijay Kumar Makaria	5000	0.10	0	5000	0.10	0	0
23.	M Parthasarathy	13	0	0	13	0	0	0
24.	P Vijyalaksmi	13	0	0	13	0	0	0
25.	S Raman	13	0	0	13	0	0	0
26.	M. Anuradha Murthy	5000	0.10	0	0	0	0	0
27.	Vijaya Sarangan	2513	0.05	0	2513	0.05	0	0
28.	Jyoti Sarangan	2513	0.05	0	2513	0.05	0	0
29.	Jyoti S Malla	38100	0.76	0	38100	0.76	0	0
30.	Satyanarayana Malla	18500	0.37	0	18500	0.37	0	0
	Total	2975715	59.56	00	2841910	56.88	0	2.68

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There is change in each Promoter's Shareholding as specified above, hence this is not applicable.

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
01	Gopal Ramourti	55684	1.11	-	-
02	Mridula Malhotra	35100	0.70	35100	0.70
03	Mahendra Kumar Jain	33849	0.68	33849	0.68
04	Maya Deepa Nair	0	0.00	30000	0.60
05	Nooka Swarna Kumari	23250	0.47	23250	0.47
06	Umapathi Vavilala	22290	0.45	22290	0.45
07	Akash Bajaj	0	0.00	20000	0.40
08	Manilal Ramji Faria	19500	0.39	19500	0.39
09	Deepa H. Vira	19300	0.39	19300	0.39
10	Pamidimarri K. Kumari	0	0.00	17450	0.35

(v) Shareholding of Directors and Key Managerial Personnel: **

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
1	Shri M S Raghavan				
	At the beginning of the year	266553	5.34	266553	5.34
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	0	0.00	0.00	0.00
	At the End of the year	266553	5.34	266553	5.34
2	Manoj M Shah				
	At the beginning of the year	6600	0.13	6600	0.13
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	0	0	0.00	0.00
	At the End of the year	6600	0.13	6600	0.13

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3	Arvind M Shah				
	At the beginning of the year	66300	1.33	66300	1.33
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	0	0	0.00	0.00
	At the End of the year	66300	1.33	66300	1.33
4	Vijay Agarwal				
	At the beginning of the year	74392	1.49	74392	1.49
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	0	0	0.00	0.00
	At the End of the year	74392	1.49	74392	1.49
5	Sarada Raghavan				
	At the beginning of the year	26228	0.52	26228	0.52
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	0	0.00	0.00	0.00
	At the End of the year	26228	0.52	26228	0.52

Note: Shri Ashok M. Kadakia, Director and Shri Ajay Ishwarlal Bora, Director and Smt. Anuradha S Raghavan, Director as Directors does not hold any equity shares at the beginning of the year and/or at the end of the year.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
· Addition	-	-	-	-
· Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Total Amount	
		Shri MSR Ayyangar	
1.	Gross salary (a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	621600 0 0	621600 0 0
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
	Total (A)	621600	621600
	Ceiling as per the Act		

B. Remuneration to other directors: NIL

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
3.	Independent Directors · Fee for attending Board committee meetings · Commission · Others, please specify					
	Total (1)					

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	4. Other Non-Executive Directors · Fee for attending Board committee meetings · Commission · Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: NIL

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total				

III. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
B. DIRECTORS					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
C. OTHER OFFICERS IN DEFAULT					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---

Management Discussions and Analysis

EBNL's core competence from the very inception has been in Research & Development. We added GMP (Good Manufacturing Practices) certified manufacturing facilities progressively for different products. But we have hardly invested in Marketing & Sales promotions due to several constraints. This was a significant impediment for us, while competing against multi-nationals and large establishments. We had to find an economical and effective solution. The prime motivation & inspiration for this change came from our happy and satisfied end users from all over the world.

Necessity is the mother of practical solutions! For many years now, we have been closely watching the IT triggered revolution in communications & commerce. But we somehow couldn't manage to capitalize on this front. More recently, with the incredible reach and influence of digital media in our everyday lives, change was inevitable! Everything has its time and when it comes, it brings along the means too!

Mr. Vishal Venkat Raghavan, younger son-in-law of MSR Ayyangar, is a digital marketer by profession and he has extensive experience in the e-commerce domain too. In the month of Feb 2016, during routine conversations, he expressed his interest & willingness to take up the challenge of building EBNL's digital ecosystem and subsequently at an appropriate time, add in the ecommerce functionalities too. MSR Ayyangar gladly accepted his offer as "god-sent" and the project started immediately with Singapore as its HQ where Mr. Vishal Venkat Raghavan works & resides.

We decided to first start with a strong digital identity and therefore recreated our new logo that we believe reflects the vision & mission of EBNL as best as possible.

We then moved on to creating a strong digital pedestal for EBNL's brand and business via a state of the art corporate website. It's dynamic in nature, very interactive and not only looks refined and classy but also is easy for users to navigate around & find useful information regardless of whether they are accessing the website through desktops or tablets or mobile phones.

One small step into the digital world - but probably a giant leap for EBNL.

Humbly presenting to all of you - our new website – www.ebni.org.

In order to support this new e-commerce portal, we also had to create a basket of products that are most needed and broadly cover the expanding market needs of the globally health starved population. In this pursuit, we formulated 38 products in 7 categories to meet over 200 conditions in health care. FDA licenses have been obtained for all the 38 Ayurvedic products to be produced in a most modern GMP facility in Madhya Pradesh. In the near future, any one from anywhere in the world can order our products on line (internet) and get the same door delivered through courier. The company's management is very optimistic about the future growth of the company through service to humanity at large.

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of Emmessar Biotech & Nutrition Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Emmessar Biotech & Nutrition Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of Emmessar Biotech & Nutrition Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings were not applicable to the Company during the financial year under report;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 1992;

6. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:-
 - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable specifically to the Company:

- i. Food Safety And Standard Act, 2006.
- ii. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954.
- iii. Drugs and Cosmetics Act, 1940.
- iv. Narcotic Drugs and Psychotropic Substances Act, 1985.
- v. The Patents Act, 1970.
- vi. The Trademarks Act, 1999.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with BSE Limited and various regulations of the SEBI

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(Listing Obligations and Disclosure Requirements)
Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except the following.

The Company has failed to appoint Chief Financial Officer and Company Secretary, Key Managerial Personnel(s) within the definition of Section 2(51) of the Companies Act, 2013, thus violating Section 203 of the Companies Act, 2013 which requires the Company to have Chief Financial Officer and Company Secretary as Whole Time Key Managerial Personnel.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system

exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY
FCS NO. 5683
C P NO. 4119
Place: Mumbai
Date: 27-05-2016

INDEPENDENT AUDITOR'S REPORT

To the Members of Emmessar Biotech & Nutrition Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Emmessar Biotech & Nutrition Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively; for ensuring the accuracy and completeness of the accounting record, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the

financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 2.37 in the financial statements regarding going concern. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in Annexure 1, as required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt

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with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal; financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure 2', and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and

to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts or which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For V. Sankar Aiyar & Co.,
Chartered Accountants.
Firm Reg. No. 109208W
V. Mohan

Place: Mumbai
Date: May 27, 2016

Partner
M No.17748

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and in our opinion, we report that:

- I. a. The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The Company has a policy of physically verifying its fixed assets in a phased manner to cover all the assets of the Company in a block of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its business.
- II. a. The inventory has been physically verified by the Management at reasonable intervals during the year.
- b. In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification.
- c. The company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- III. The Company has not granted any loans, secured or unsecured, during the period to parties covered in the Register maintained under section 189 of the Companies Act, 2013. Accordingly, this clause is not applicable.
- IV. The Company has not granted any loans, investments or any guarantees or securities. Accordingly, this clause is not applicable.
- V. The Company has not accepted any deposits from public. Accordingly, this clause is not applicable.
- VI. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act. Accordingly, this clause is not applicable.
- VII. a. The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amount in respect of the aforesaid statutory dues were in arrears, as at 31st March, 2016 for a period of more than six months from the date they become payable.
- b. According to the information and explanations given to us based on the records of the company examined by us, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty, and Cess which have not been deposited on account of a dispute.
- VIII. The Company has not defaulted in repayment of dues to any financial institutions or banks.
- IX. The Company did not raise any money by way of initial public offer (including debts instruments) or further public offer and terms loans during the year. Accordingly, this clause is not applicable.
- X. No material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- XI. The company has paid / provided for managerial remuneration in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V of the Act.
- XII. The Company is not a Nidhi Company. Accordingly, this clause is not applicable.
- XIII. All Transaction with related parties are in compliance with Section 177 and Section 188 of the Companies Act, 2013, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

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- XIV. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, this clause is not applicable.
- XV. The Company has not entered into any non-cash transactions with Directors or persons connected with them.
- XVI. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For V. Sankar Aiyar & Co.,

Chartered Accountants.

Firm Reg. No. 109208W

V. Mohan

Place: Mumbai

Date: May 27, 2016

Partner

M No.17748

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013("the Act")

To the Members of **Emmessar Biotech & Nutrition Ltd.**

We have audited the internal financial controls over financial reporting of Emmessar Biotech & Nutrition Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls.

The Company's management is responsible for establishing internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's Judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company, and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V. Sankar Aiyar & Co.,
Chartered Accountants.
Firm Reg. No. 109208W
V. Mohan

Place: Mumbai
Date: May 27, 2016

Partner
M No.17748

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BALANCE SHEET AS AT 31ST MARCH 2016

(Value in `)

Particulars	Note No.	As at 31.3.2016	As at 31.3.2015
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2.1	49,961,000	49,961,000
(b) Reserves and surplus	2.2	(40,869,962)	(36,217,140)
		<u>9,091,038</u>	<u>13,743,860</u>
2 Non-current liabilities			
(a) Deferred Tax Liabilities (Net)	2.3	-	1,004,067
(b) Other Long Term Liabilities	2.4	6,142,308	2,812,500
(c) Long Term Provisions	2.5	507,318	479,425
		<u>6,649,626</u>	<u>4,295,992</u>
3 Current liabilities			
(a) Trade payables			
Micro, Small & Medium Enterprises	2.6	-	-
Other Trade Payable	2.6	2,007,227	3,089,654
(b) Other current liabilities	2.7	4,401,464	2,627,640
(c) Short Term Provisions	2.8	589,175	437,410
		<u>6,997,866</u>	<u>6,154,704</u>
TOTAL(1+2+3)		<u>22,738,530</u>	<u>24,194,556</u>
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.9	7,300,838	14,246,796
		<u>7,300,838</u>	<u>14,246,796</u>
(b) Deferred Tax Assets	2.10	1,135,006	-
(c) Long-term loans and advances	2.11	1,748,313	1,190,493
		<u>2,883,319</u>	<u>1,190,493</u>
2 Current assets			
(a) Current Investments	2.12	60,115	56,878
(b) Inventories	2.13	3,581,404	6,877,105
(c) Trade Receivables	2.14	3,648,295	392,628
(d) Cash and cash equivalents	2.15	4,267,427	240,499
(e) Short-term loans and advances	2.16	997,132	1,190,157
		<u>12,554,373</u>	<u>8,757,267</u>
TOTAL(1+2)		<u>22,738,530</u>	<u>24,194,556</u>
Significant Accounting Policies & Notes on Accounts	1&2	-	-

As per our report of even date

For and on behalf of the Board

For V. Sankar Aiyar & Co
Chartered Accountants
Firm Regn No. 109208W

Ashok M. Kadakia
Chairman

MSR Ayyangar
Managing Director

Arvind M. Shah
Director

V. Mohan
Partner
M.No. 17748

Vijay K. Agrawal
Director

Manoj M. Shah
Director

Ajay Bora
Director

Place : Mumbai
Date : 27th May 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2016 (Value in `)

Particulars	Note No.	For the year ended ended 31.3.2016	For the year ended ended 31.3.2015
INCOME			
Revenue From Operations	2.17	20,461,961	22,811,344
Less :- Excise Duty		717,832	908,737
Net Revenue From Operations		19,744,129	21,902,607
Other income	2.18	2,586,947	573,390
TOTAL REVENUE		22,331,076	22,475,997
EXPENSES			
(a) Cost of Materials Consumed	2.19	5,355,731	10,227,137
(b) Purchase of Stock in Trade	2.20	548,201	-
(c) Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	2.21	3,716,271	(2,694,511)
(d) Employee Benefit Expenses	2.22	3,109,716	2,841,870
(e) Depreciation and amortisation expense	2.9	271,757	686,636
(f) Other expenses	2.23	6,903,629	12,988,229
TOTAL EXPENSES		19,905,305	24,049,361
PROFIT /(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		2,425,771	(1,573,364)
Exceptional Items	2.24	9,217,666	0
PROFIT / (LOSS) BEFORE TAX		(6,791,895)	(1,573,364)
Tax expense:			
Deferred tax		2,139,073	394,224
PROFIT /(LOSS) AFTER TAX		(4,652,822)	(1,179,140)
EARNING PER EQUITY SHARE (Equity Shares of Par Value Rs 10/- each fully paid up)			
Basic / Diluted		(0.93)	(0.24)
Significant Accounting Policies & Notes on Accounts	1&2		

As per our report of even date

For and on behalf of the Board

For V. Sankar Aiyar & Co
Chartered Accountants
Firm Regn No. 109208W
Ashok M. Kadakia
Chairman
MSR Ayyangar
Managing Director
Arvind M. Shah
Director
V. Mohan
Partner
M.No. 17748
Vijay K. Agrawal
Director
Manoj M. Shah
Director
Ajay Bora
Director
Place : Mumbai
Date : 27th May 2016

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016

	2015-2016 (in `)	2014-2015 (in `)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	(6,791,895)	(1,573,364)
Add :- Impairment of Factory Building	6,898,141	-
Depreciation	271,757	686,636
Interest / Dividend Income	153,895	(17,196)
Operating Profit / (Loss) before working Capital changes	531,898	(903,924)
Adjustment for (Increase) / Decrease in operating Assets		
Inventories	3,295,701	(3,557,597)
Trade Receivables	(3,255,667)	1,308,826
Long term Loans and Advances	(557,820)	(450,538)
Short term Loans & Advances	193,025	(878,847)
Adjustment for Increase / (Decrease) in operating Liabilities		
Other Long term Liabilities	3,329,808	2,812,500
Long term provisions	27,893	(228,283)
Trade Payables	(1,082,427)	1,582,431
Other Current Liabilities	1,773,824	(134,200)
Short term provisions	151,765	388,439
Cash generated from operations	4,408,000	(61,193)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(223,938)	(16,100)
Investments in Mutual Funds	(3,237)	(3,359)
Interest / Dividend Received	(153,895)	17,196
Investments in Fixed Deposits (maturing within 12 months)	(4,236,144)	-
Net Cash inflow/(out flow) in Investing activities	(4,617,214)	(2,263)
C CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash used in financing activities	-	-
Net increase in cash and cash equivalents	(209,214)	(63,456)
Cash and cash equivalents as at 31.3.2015	240,499	303,955
Cash and cash equivalents as at 31.3.2016	31,285	240,499

As per our report of even date

For V. Sankar Aiyar & Co
Chartered Accountants
Firm Regn No. 109208W

V. Mohan
Partner
M.No. 17748

Place : Mumbai
Date : 27th May 2016

For and on behalf of the Board

Ashok M. Kadakia
Chairman

Vijay K. Agrawal
Director

MSR Ayyangar
Managing Director

Manoj M. Shah
Director

Arvind M. Shah
Director

Ajay Bora
Director

**NOTE FORMING PART OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2016**

Significant Accounting Policies followed by the Company are as follows:-

i) Basis of Preparation of Financial Statements:

The financial statements are prepared on the basis of going concern, on the accrual basis of accounting, under the historical cost convention except for revaluation of land, and in accordance with accounting principles generally accepted in India and to comply in all material aspects with the mandatory accounting standards issued by The Companies (Accounting Standard) rules, 2006 as applicable and the relevant provisions of the New Companies Act, 2013. The accounting policies have been consistently applied by the Company and are consistent with those followed in previous year.

ii) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets & liabilities and the disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

iii) Inventories:

Raw material, Finished goods and Stock-in-Trade are valued at lower of costs or net realizable value. Cost of inventories comprises all cost of purchase, conversions and other costs incurred in bringing the inventories to their present location and condition. Finished goods are valued inclusive of excise duty payable thereon. Provisions for obsolescence / expired goods are made, wherever necessary. Cost is determined by using FIFO method.

iv) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

v) Revenue Recognition:

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Service revenue is recognized as per terms of contract. Sales include amount recovered towards Excise Duty but exclude, Central Sales Tax, Value Added

Tax & Courier Charges and in case of Export Sales exclude amounts recovered towards insurance and freight.

vi) Fixed Assets:

Fixed Assets are stated at cost except for revaluation of Land, less accumulated depreciation. The cost of fixed assets includes freight and other incidental expenses related to the acquisition and installation of the respective assets and excludes Cenvat and MVAT, if any. Interests on borrowings for the purpose of acquiring Fixed Assets are also added to the cost of acquisition until the use thereof for Commercial Production.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of either net book value or net realizable value and are disclosed separately in the financial statements. Any expected loss is recognized in the Profit and Loss account as "Diminution in Fixed Assets".

vii) Depreciation:

Depreciation on Fixed Assets is provided on Straight Line Method at the applicable rates and in the manner as prescribed in Schedule II to the New Companies Act, 2013, which management considers as being representative of the useful economic lives of such assets.

Depreciation on addition / deletion of Fixed Assets made during the year is provided on pro-rata basis from / up to the date of such addition / deletion, as the case may be. Assets under construction are not depreciated.

viii) Impairment of Assets:

The Company assesses at each Balance Sheet date where there is any indication that any assets may be impaired and if such indication exists, the carrying value of such assets is reduced to its estimated recoverable amount and a provision is made for such impairment loss in the Profit and Loss Account. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

ix) Foreign Currency Transactions and Translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.

Translation of all foreign currency denominated monetary Assets & Liabilities as at the balance sheet dates are translated at year end exchange

rates. Exchange difference arising on restatement or settlement is charged to the Statement of Profit and Loss.

x) **Investments:**

Long Term Investments are stated at cost of acquisition and related expenses. Provision is made to recognize a diminution, other than temporary, in the value of investments. Current Investments are carried individually at lower of cost and fair value.

xi) **Employee Benefit:**

A. **Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and performance incentive paid annual leave, bonus, leave travel assistance, medical allowance, contribution to provident fund etc. recognized as actual amounts due in period in which the employee renders the related services.

B. **Post –employment benefits**

a) **Defined Contribution plan**

Payment made to defined contribution plans such as Provident fund is charged as expenses as they fall due.

b) **Defined Benefit Plan**

The cost of providing benefits i.e. gratuity is determined using the Projected Unit Credit Method, with actuarial valuation carried out as at the balance sheet date. Actuarial gain and losses are recognized immediately in the Statement of Profit & Loss.

xii) **Segment Reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/ loss amounts are evaluated regularly by the management.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue/ expenses/ assets / liabilities”.

xiii) **Taxation:**

Income Tax expense comprises current tax (i.e. Amount of Income tax for the period determined in accordance with the Income Tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realisation of the assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonable / virtual certain (as the case may be) to be realized.

xiv) **Earnings per share:**

Basic earnings per share are computed by dividing the net profit or loss for the year attributable to equity share holders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

xv) **Provisions, Contingent Liabilities and Contingent Assets**

Provision is recognized only when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in the respect of which a reliable estimate can be made based on technical evaluation and past experience. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

2 NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	As at 31.3.2016 (in `)	As at 31.3.2015 (in `)
2.1 SHARE CAPITAL		
Authorised :		
Equity shares of ` 10/- Par Value	54,000,000	54,000,000
54,00,000(P.Y. 54,00,000) Equity Shares	<u>54,000,000</u>	<u>54,000,000</u>
Issued, Subscribed and Paid up :		
Equity shares of Rs 10/- Par Value		
49,96,100 (P.Y. 49,96,100) Equity Shares fully paid up	49,961,000	49,961,000
* includes 498000 Equity Shares of ` 10/- each allotted as Bonus shares by capitalising Revaluation Reserve in the year 1994	<u>49,961,000</u>	<u>49,961,000</u>

- a) The Company has only one class of shares referred to as Equity Shares having a par value of Rs 10/- each. Each holder of Equity Share is entitled to one vote per share
- b) The Company has not declared any Dividend.
- c) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

d) Share Reconciliation

The reconciliation of the number of shares outstanding and the amount of Share Capital as at March 31, 2016 and March 31, 2015 is set out below:

Particulars	As At 31st March 2016		As At 31st March 2015	
	No .of Shares	Amount	No. of Shares	Amount
Number of Shares at the Beginning	4996100	49961000	4996100	49961000
Add :- Addition During the Year	0	0	0	0
Number of Shares at the End	<u>4996100</u>	<u>49961000</u>	<u>4996100</u>	<u>49961000</u>

e) List of Shareholders holding more than 5% of the Total Number of Shares issued by the Company-

Name of the Shareholder	As At 31st March 2016		As At 31st March 2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
M.S.Raghavan	266553	5.34	266553	5.34
Emmessar Technologies Ltd	1014980	20.32	879462	17.60
Manar Leasing & Investment Pvt Ltd	528000	10.57	528000	10.57
Amu Investment & Finance Pvt Ltd	260000	5.20	260000	5.20
Heena M Shah	268000	5.36	268000	5.36

2.2 RESERVES AND SURPLUS

	As At 31st March 2016	As At 31st March 2015
(Deficit) in the Statement of Profit & Loss		
Opening Balance	(36,217,140)	(34,155,025)
Surplus / (Deficit) for the year	(4,652,822)	(1,179,140)
Opening impact of Depreciation on account of new Companies Act 2013	0	(882,975)
Closing Balance	<u>(40,869,962)</u>	<u>(36,217,140)</u>

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NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	As at 31.3.2016 (in `)	As at 31.3.2015 (in `)
2.3 DEFERRED TAX LIABILITIES (NET)		
Liabilities		
Depreciation	-	1,287,369
Assets		
Employee benefit (Gratuity)	-	(283,302)
Net	<u>-</u>	<u>1,004,067</u>
2.4 OTHER LONG TERM LIABILITIES		
Security Deposit (Factory land)	<u>6,142,308</u>	<u>2,812,500</u>
Total	<u>6,142,308</u>	<u>2,812,500</u>
2.5 LONG TERM PROVISIONS		
Provision for Employee Benefits		
Gratuity (Refer Note 2.27)	<u>507,318</u>	<u>479,425</u>
Total	<u>507,318</u>	<u>479,425</u>
2.6 TRADE PAYABLE		
Micro, Small & Medium Enterprises	-	-
Other Trade Payable	<u>2,007,227</u>	<u>3,089,654</u>
	<u>2,007,227</u>	<u>3,089,654</u>

THE DETAILS OF AMOUNTS OUTSTANDING TO MICRO, SMALL AND MEDIUM ENTERPRISES BASED ON AVAILABLE INFORMATION WITH THE COMPANY IS AS UNDER

i	The principal amount and the interest due thereon remaining unpaid to Suppliers		
a	Principal	-	-
b	Interest due thereon	-	-
ii	a The delayed payments of principal paid beyond the appointed date during the entire accounting year	-	-
b	Interest actually paid under section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
iii	a Normal interest accrued during the year, for all the delayed payments, as per the agreed terms	-	-
b	Normal interest payable for the period of delay in making payment, as per the agreed terms	-	-
iv	a Total interest accrued during the year	-	-
b	Total interest accrued during the year and remaining unpaid	-	-

There is no amount due to Micro , Small Enterprises and Medium Enterprises Deveopment Act, 2006. Further no Interest is paid/ payable in terms of Sec 16 of the said Act. The Information regarding dues to Micro , Small and Medium Enterprises are given to the extent such parties have been identified on the basis of information available with the Company.

2.7 Other Current Liabilities

Accrued Payroll	264,082	238,836
Accrued Expenses	305,360	419,556
Book Overdraft	51,558	-
Other Liabilities		
Payable to Statutory Authorities	247,971	1,953,954
Advance From Customers	<u>3,532,493</u>	<u>15,294</u>
	<u>4,401,464</u>	<u>2,627,640</u>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	As at 31.3.2016 (in `)	As at 31.3.2015 (in `)
2.8 SHORT TERM PROVISIONS		
Provision for Employee Benefits		
Gratuity (Refer Note 2.27)	589,175	437,410
	589,175	437,410

2.9 FIXED ASSETS

A.	Tangible assets	GROSS BLOCK (COST)				DEPRECIATION				NET BLOCK	
		"Balance as at 1 April, 2015"	Additions	Disposals	As at 31.3.2016	Balance as at 1.4.2015	For the year	Deductions/ adjustments on a/c of Retained earnings	Up to 31.3.2016	As at 31.3.2016	As at 31.3.2015
	(a) Leasehold Land	8,871,300	-	-	8,871,300	1,985,801	89,609	-	2,075,410	6,795,890	6,885,499
	(b) Factory Buildings	20,022,952	124,415	18,230,811	1,916,556	12,939,422	124,415	11,332,671	1,731,166	185,390	7,083,530
	(c) Residential Buildings	332,500	-	-	332,500	148,637	5,067	-	153,704	178,796	183,863
	(d) Plant and Equipments	32,711	7,123	-	39,834	16,579	2,657	-	19,236	20,598	16,132
	(e) Furniture and Fixtures	611,760	92,400	-	704,160	597,190	11,113	-	608,303	95,857	14,570
	(f) Office equipment	1,198,938	-	-	1,198,938	1,135,736	38,895	-	1,174,631	24,307	63,202
	Total	31,070,161	223,938	18,230,811	13,063,288	16,823,365	271,756	11,332,671	5,762,450	7,300,838	14,246,796
	Previous year	31,054,061	16,100	-	31,070,161	15,253,753	686,637	882,975	16,823,365	14,246,796	15,800,308

Registration is pending for 2 residential flats included in buildings.

2.10 DEFERRED TAX ASSET
Assets

Depreciation

Employee benefit (Gratuity)
AS AT 31-03-2016
796,190
338,816
1,135,006
AS AT 31-03-2015

-

-

-

2.11 LONG TERM LOANS & ADVANCES
Unsecured, Considered good

Security Deposits

Balance with Government Authorities

Vat Credit receivables

Tax Deducted at Source

Other Loans & Advances
42,510
1,109,146
475,520
121,137
1,748,313

49,510

865,396

237,210

38,377

1,190,493
2.12 Current Investments

Unquoted (At Lower of Cost or Fair Value) In Mutual Fund

 35.889 Units (P.Y. 34.023) Dividend option SBI Magnum Insta Cash Fund
 (Market Value ` 60,115)

Net Asset Value

60,115

60,115

56,878

56,878

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NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	As at 31.3.2016 (in `)	As at 31.3.2015 (in `)
2.13 INVENTORIES		
(At Lower of Cost or Net Realisable Value)		
Raw Materials	1,972,749	1,552,179
Finished Goods	1,608,655	5,324,926
	3,581,404	6,877,105
2.14 TRADE RECEIVABLES		
Unsecured , Considered Good		
Debts outstanding for a period Exceeding Six Month	167,330	169,944
Other Debts	3,480,965	222,684
	3,648,295	392,628
2.15 CASH AND BANK BALANCE		
Cash and Cash Equivalents		
In Current Account	25,920	238,856
Cash on Hand	5,362	1,643
	31,282	240,499
Other Bank Balance		
In Fixed Deposit Account (maturing within 12 months)	4,236,144	-
	4,267,427	240,499
2.16 SHORT TERM LOANS & ADVANCES		
Unsecured, Considered Good		
Balance with Government Authorities		
Cervat Credit receivables	323,204	486,821
Loans & Advance to Employees		
Advance to Staff	35,000	137,500
Others		
Prepaid Expenses	51,180	40,408
Advance to Suppliers	587,748	525,428
	997,132	1,190,157
Particulars	Year Ended 31.3.2016 (in `)	Year Ended 31.3.2015 (in `)
2.17 REVENUE FROM OPERATIONS		
Manufactured Goods	18,949,961	22,762,394
Traded Goods	1,512,000	48,950
	20,461,961	22,811,344
Details of the Products Sold		
Manufactured Goods		
Healthcare Products	3,372,961	4,773,418
Fine Chemicals	15,577,000	17,988,976
	18,949,961	22,762,394
Traded Goods		
Healthcare	1,512,000	48,950
	1,512,000	48,950

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	Year Ended 31.3.2016 (in `)	Year Ended 31.3.2015 (in `)
2.18 OTHER INCOME		
Licence Fee/ Compensation	-	531,015
Interest Income	150,657	13,837
Dividend Income	3,237	3,359
Sundry balance Written back	871,427	-
Rent Income on Immovable Property	1,535,577	-
Profit on Exchange Rate	26,049	25,179
	<u>2,586,947</u>	<u>573,390</u>
2.19 COST OF MATERIALS CONSUMED		
Raw Materials, Process Chemicals & Packing Materials Consumed		
Opening Stock	1,552,179	689,093
Add: Purchases	5,776,301	11,090,223
	<u>7,328,480</u>	<u>11,779,316</u>
Less: Closing Stock	1,972,749	1,552,179
Cost of Material Consumed	<u>5,355,731</u>	<u>10,227,137</u>
Details of Raw Materials Consumed:		
Solvents	477,900	297,000
Oxidising Substances	154,651	105,600
Inorganic Salts	3,842,629	9,056,614
Others	880,551	767,923
	<u>5,355,731</u>	<u>10,227,137</u>
2.20 PURCHASE OF TRADED GOODS		
Healthcare Products	548,201	-
	<u>548,201</u>	<u>-</u>
2.21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
Inventories at the end of the year		
Finished Goods \ Stock in Trade	1,608,655	5,324,926
Inventories at the beginning of the year		
Finished Goods \ Stock in Trade	5,324,926	2,630,415
	<u>3,716,271</u>	<u>(2,694,511)</u>
Detail of Inventories		
Finished Goods \ Stock in Trade		
Health Care Products	1,166,749	543,944
Fine Chemicals	441,906	4,780,982
	<u>1,608,655</u>	<u>5,324,926</u>

24th ANNUAL REPORT

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	Year Ended 31.3.2016 (in `)	Year Ended 31.3.2015 (in `)
2.22 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus etc	2,896,185	2,662,477
Contributions to Provident & Other funds	145,520	101,463
Staff Welfare Expenses	68,011	77,930
	<u>3,109,716</u>	<u>2,841,870</u>
2.23 OTHER EXPENSES		
Processing Charges	3,806,796	8,992,440
Power & Fuel	49,264	49,760
Excise Duty on Stock	377,568	477,716
Freight, Clearing & Forwarding Charges	600,815	611,271
Advertisement	95,740	113,290
Auditor's Remuneration (Refer Note 2.25)	50,820	56,180
Bank Charges	13,239	23,373
Office Rent	100,000	100,000
Rates & Taxes	67,838	501,279
Insurance	105,837	137,499
Repairs and Maintenance- Others	117,037	27,852
Marketing & Sales Promotion Expenses	38,601	64,643
Printing & Stationery	88,925	120,141
Travelling & Conveyance	131,231	111,918
Listing fees with Stock exchange	224,720	112,360
Communication Expenses	214,609	437,106
Depository Connectivity Charges	15,941	20,564
Professional Charges	142,736	230,054
Exchange Loss on Foreign currency Transaction \ Transalation	-	4,217
Registrar & Share Transfer Agents Fees	152,630	143,570
Service charges of MIDC	-	262,318
Internet & Website Expenses	96,024	54,142
Sundry balance written off	9,233	5,895
Factory Expenses	281,163	248,947
Miscellaneous Expenses	122,862	81,694
	<u>6,903,629</u>	<u>12,988,229</u>
2.24 EXCEPTIONAL ITEMS		
Impairment of Factory Buildings	6,898,141.00	0.00
Building Demolition charges	2,319,525.00	0.00
	<u>9,217,666.00</u>	<u>0.00</u>
2.25 PAYMENT TO AUDITORS		
Audit Fees	25,820.00	25,000.00
Tax Audit Fees	13,000.00	13,000.00
Certifications fees	12,000.00	12,000.00
Service Tax	0.00	6,180.00
	<u>50,820.00</u>	<u>56,180.00</u>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	Year Ended 31.3.2016 (in `)	Year Ended 31.3.2015 (in `)
2.26 COMMITMENTS & CONTINGENT LIABILITIES		
a) Estimated Amount of Contract remains to be executed and not provided for in the accounts	NIL	NIL
b) Claims against the Company not acknowledges as Debts	NIL	NIL
2.27 DISCLOSURE IN ACCORDANCE WITH ACCOUNTING STANDARDS AS NOTIFIED BY THE COMPANIES (ACCOUNTING STANDARDS) RULES, 2006.		
Accounting Standard (AS) - 15 on "Employee Benefits:		
i. Defined Contribution Plans:		
The Company has recognised the following amounts in the Profits and Loss Account for the year:		
(i) Contribution to Employees' Provident Fund	145,520	101,463
Total:	<u>145,520</u>	<u>101,463</u>
ii. Defined Benefit Plans:		
(i) Gratuity is payable to all the members at the rate of 15 days salary for each year of service.		
A. Changes in the Present Value of Obligation in respect of Gratuity Benefits		
a) Obligation at the year beginning	916,835	756,679
b) Interest Cost	71,513	69,614
c) Past Service Cost	-	-
d) Current Service Cost	71,049	65,908
e) Past Service Cost - Vested Benefit	-	-
f) Current Cost / (Credit)	-	-
g) Settlement Cost / (Credit)	-	-
h) Benefits Paid	-	-
i) Actuarial (Gain) / Loss	37,096	24,634
j) Obligation at the year end	1,096,493	916,835
B. Expenses recognised in the Profit and Loss Statement in respect of Gratuity Benefits		
a) Current Service Cost	71,049	65,908
b) Past Service Cost	-	-
c) Interest Cost	71,513	69,614
d) Past Service Cost - Vested Benefit	-	-
e) Curtailment Cost / (Credit)	-	-
f) Settlement Cost / (Credit)	-	-
g) Net Actuarial (Gain) / Loss	-	-
h) Employees' Contribution	37,096	24,634
i) Total Expenses recognised in Profit and Loss Statement	179,658	160,156
C. Following are the Principal Actuarial Assumption used as at the Balance Sheet date:		
Particulars	Gratuity	Gratuity
a) Discount Rate	7.70%	7.80%
b) Salary Escalation rate	10.00%	10.00%
c) Turnover Rate	9.53%	10.63%
d) Mortality Table	LIC 1994-96 Ultimate Table	LIC 1994-96 Ultimate Table

The estimation of future salary increases considered in Actuarial Valuation takes account of inflation, seniority promotions, and other relevant factor on long term basis

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016
D. Other Long Term Benefits

The Company's does not have any other Long Term benefits

2.28 Accounting Standard (AS-17) "Segment Reporting":

The Company has identified business segments as its primary segment. Business segments are primarily Healthcare and Fine Chemicals Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary segments.

Particulars - for the year ended March 31, 2016

Business Segments	Healthcare	Fine chemicals	Total (`)
Revenue (Nett of Excise Duty)	4,867,129	14,877,000	19,744,129
Segment Result	3,122,390	2,394,647	5,517,037
Unallocable expenses (Net)			5,678,213
Operating Income			(161,176)
Other Income (Net)			2,586,947
Profit before taxes			2,425,771
Deferred Tax			2,139,073
Exceptional items (Refer Note No. 2.37)			9,217,666
Net profit for the year			(4,652,822)
Segment Assets	1,766,189	5,447,487	7,213,676
Unallocable Assets (less of Deferred tax asset)			6,373,566
Total Assets			13,587,242
Segment liabilities	37,619	1,969,608	2,007,227
Unallocable liabilities			8,067,742
Total liabilities			10,074,969

2.29 Accounting Standard (As-18) " Related Party Disclosures":

- a) Entities in which the Company has substantial Interest
Emmessar Technologies Limited
- b) Key Management Personnel and their relatives
 - i) MSR Ayyangar - Managing Director
 - ii) Dr. Anuradha Raghavan - Daughter of MSR Ayyangar
 - iii) Dr. Sarada Raghavan - Daughter of MSR Ayyangar

Details of the transactions with above parties

Financial transactions have been carried out in the ordinary course of business and/ or in discharge of contractual obligations

Transaction During the year	With parties referred to in a(i)		With parties referred to in b (i) (ii) (iii)	
	2015-2016	2014-2015	2015-2016	2014-2015
Particulars				
Purchases	Nil	Nil	Nil	Nil
Sales	15,655,890	18,399,900	Nil	Nil
Advance Given	Nil	Nil	Nil	Nil
Advance Repaid	Nil	Nil	Nil	Nil
Remuneration **	Nil	Nil	621,600	666,500

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

Note :-

****Remuneration**

i) MSR Ayyangar

	2015-2016	2014-2015
	621,600	666,500
	621,600	666,500

2.30 Due to/ from parties are subject to confirmation.

2.31 In the opinion of the Board all the current Assets, Loans and Advances deposits are realisable at value stated in ordinary course of business which are atleast equal to the amount at which they are stated in the books unless otherwise stated.

2.32 As no dividend has been declared during the current year as well as previous year, the Company has not remitted any dividend in foreign currency to its non resident shareholders during the current year as well as previous year

2.33 Calculation of Earnings per share as per Accounting Standard (AS 20)

Particulars	2015-2016	2014-2015
Net Profit for the year (`)	(4,652,822)	(1,179,140)
No of Equity Shares outstanding at the begning of the year	4,996,100	4,996,100
No. of Equity Shares outstanding at the end of the year	4,996,100	4,996,100
Weighted Average Number of Equity Shares	4,996,100	4,996,100
Nominal Value per Share	10	10
Basic and Diluted (EPS)	(0.93)	(0.24)

2.34 Earnings in Foreign Exchange

Export of Goods (FOB Value)	3,018,020	2,692,447
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2.35 Expenditure in Foreign Currency

Other Matters (Subscription & Membership fee)	46,200	NIL
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NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

2.36 Details of Consumption of Imported & Indigenous Items

Particulars	2015-2016		2014-2015	
	Value in	% of Total Consumption	Value in	% of Total Consumption
Raw Material				
Imported	0	0	0	0
Indigenous	5,355,731	100	10,227,137	100
Total	5,355,731	100	10,227,137	100

2.37 The company is in the process of evaluating various business opportunities within the pharmaceutical and health care industry. These business plans when implemented will have positive impact on the financial performance and absorb all the losses. Accordingly, the company is of the view that going concern assumption is not affected.

As per our report of even date

For V. Sankar Aiyar & Co
Chartered Accountants
Firm Regn No. 109208W

V. Mohan
Partner
M.No. 17748

Place : Mumbai
Date : 27th May 2016

For and on behalf of the Board

Ashok M. Kadakia
Chairman

Vijay K. Agrawal
Director

MSR Ayyangar
Managing Director

Manoj M. Shah
Director

Arvind M. Shah
Director

Ajay Bora
Director



Emmessar Biotech & Nutrition Ltd

29, Kamer Building, 4th floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001
Tel: 66356209/10/11 Fax: 66370190 Email: enquiries@ebnl.org Site: www.ebnl.org
Investors Grievance Email: investors@ebnl.org CIN No. L24110MH1992PLC065942

FORM NO. MGT-11 - PROXY FORM

[(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Folio No. / Client ID :	

I/We, being a Member(s) of _____ equity shares of the above named Company hereby appoint :

- (1) Name _____ Address _____
Email ID _____ Signature _____ or failing him/her _____
- (2) Name _____ Address _____
Email ID _____ Signature _____ or failing him/her _____
- (3) Name _____ Address _____
Email ID _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Thursday 1st September, 2016 at 11.00AM at **THE REGISTERED OFFICE OF THE COMPANY AT: PLOT No. T-3/2, MIDC AREA, TALOJA-410208, DIST. RAIGAD. MAHARASHTRA** and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

Resolution Nos.

- Adoption of Directors' Report, Audited financial statements for the year ended 31st March, 2016 and the Auditors' Report thereon.
- Reappointment of Dr. (Mrs.) Anuradha S. Raghavan, who retires by rotation.
- Reappointment of Dr. (Mrs.) Sarada S. Raghavan, who retires by rotation.
- Ratification of appointment of Statutory Auditors of the company.
- Related Party Transaction with Mr. Vishal Venkat Raghavan

Signed this _____ day of _____ 2016.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

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Emmessar Biotech & Nutrition Ltd

29, Kamer Building, 4th floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001
Tel: 66356209/10/11 Fax: 66370190 Email: enquiries@ebnl.org Site: www.ebnl.org
Investors Grievance Email: investors@ebnl.org CIN No. L24110MH1992PLC065942

24th ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY 1ST SEPTEMBER, 2016 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT: PLOT No. T-3/2, MIDC AREA, TALOJA-410208, DIST. RAIGAD. MAHARASHTRA.

ATTENDANCE SLIP (To be presented at the entrance)

Name of the Member(s) :	
Registered Address :	
Joint Holders	
Folio No. / Client ID :	
No. of Shares	

I Certify that I am the registered Shareholder of the Company and hold _____ equity shares, or that I am Proxy of the Registered Shareholder of the Company holding _____ equity Shares. (Please indicate whether Member / proxy).

Member's Signature.

Proxy's Signature

EVSN (Electronic Voting Sequence Number)	*Default PAN
	USE YOUR PAN

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

NOTE :

1. Only Member/ Proxy holder can attend the meeting.
2. Member / Proxy holder should bring his/her copy of Annual Report for reference at the meeting.

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Emmessar Biotech & Nutrition Ltd

29, Kamer Building, 4th floor,
38, Cawasji Patel Street,
Fort, Mumbai - 400 001.

Tel : 91-22-66356209/10/11

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