



Emmessar Biotech & Nutrition Ltd.

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

Tel: 66356209/10/11 Fax: 66370190 Email: contact@ebnl.co.in Site: www.ebnl.co.in

Investors Grievance Email: investors@ebnl.co.in CIN No. L24110MH1992PLC065942

NOTICE OF POSTAL BALLOTS

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members of Emmessar Biotech & Nutrition Limited,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), and Clause 35B of the Listing Agreement executed by the Company with the BSE Limited to pass the resolutions set out to below through postal ballot (including electronic voting).

In terms of Section 110 and other applicable provisions, if any, of the Act read with the Rules, the resolution appended below is proposed to be passed by Postal Ballot. The Resolution and Explanatory Statement pertaining to the said Resolution, pursuant to Section 102 of the Act, setting out the relevant material facts and the reasons for which such resolution proposed, are appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope ("BRE").

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before 28.02.2015 by 7:00 p.m. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

For e-voting, please read carefully the "Procedure/Instructions for e-voting" enumerated in the notes to this Notice.

The Board of Directors of the Company ("the Board"), in compliance with Rule 20 and 22 of the Rules, has appointed **Mr. Dinesh Kumar Deora**, Practicing Company Secretary, as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner.

The said resolution, as set out below, is to be passed as Special Resolution and shall be declared as duly passed if votes cast in favour of the resolution is not less than three times the number of votes, if any cast against the resolution.



The Scrutinizer will submit his report to the Managing Director of the Company, after completion of scrutiny, on or before **04.03.2015**. The result of the Postal Ballot will be announced by the Managing Director of the Company on **05.03.2015** at the Company's registered office situated at: Plot No. T-3/2, MIDC Area, Taloja – 410208, Dist. Raigad. In addition to the results being communicated to BSE Limited, It shall also be displayed at the Company's registered office as well as website i.e. www.ebnl.co.in. The resolution will become effective on and from the date of announcement of result of the Postal Ballot by the Managing Director of the Company.

SPECIAL BUSINESS:

Item No. 1: Approval for related party transaction.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to such other approvals, if applicable or required under any statutes/ rules/ regulations or any other law for the time being in force or required from any other concerned authorities, the factory at Plot No. T-3/2, MIDC Area, Taloja – 410 208, Raigad District, be given on Rent or Sub-let or Sub-lease, a small or large portion of the land, to any reliable & reputed Company of Indian or Foreign origin or a Joint Venture of Indian and Foreign Company, for either short or long periods, as may be deemed most beneficial to our Company, by the Managing Director, Mr. MSR Ayyangar.”

“RESOLVED FURTHER THAT the Managing Director, Mr. MSR Ayyangar, be and is hereby individually authorized to sign any document or agreement for the above proposed transaction, on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this and he is also authorized to intimate the Stock Exchange and Shareholders through Postal Ballots / e-votings”.

By Order of the Board
for Emmessar Biotech & Nutrition Ltd

Date: January 15, 2015
Place: Mumbai

MSR Ayyangar
Managing Director



NOTES:

1. A statement setting out the material facts concerning each item of special business (explanatory statement) pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is enclosed herewith.
2. The postal ballot notice is being sent (by post or e-mail) to all the members, whose name appears in the Register of Members/List of beneficial owners, to be received from CDSL on 29.01.2015. Postal ballot notice is also being sent to all Directors and Auditors of the Company.
3. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the Company from 10.00 A.M. on all working days upto 23.02.2015.
4. Attention of members is invited towards provisions of Section 188 (1) of the Companies Act, 2013. As per second proviso to Section 188(1), no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
5. **Electronic Voting (e-Voting):** In compliance with the provisions of Section 110 of Companies Act, 2013, read with the Rules there under and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for all its shareholders to enable them to cast their votes electronically as an alternative to despatch the postal ballot forms. Please note that e-Voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-Voting, then he/she/it should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-Voting, then voting through physical ballot shall prevail and voting done by e-Voting shall be treated as invalid, notwithstanding whichever option is exercised first. The Company has engaged Central Depository Services India Limited ("CDSL") to provide e-Voting facility to the shareholders of the Company as an alternate to despatch the Postal Ballot Form.
6. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Friday, 30.01.2015 at 10.00 A.M. and ends on Saturday, 28.02.2015 at 7.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16.01.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.



(vi) 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.

(vii) If you are a first time user follow the steps given below:

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> <p>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 in the PAN field.</p> <p><input type="checkbox"/> In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company record 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> <p>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 (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach 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.

(x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.

E. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **16.01.2015**.

F. Mr. Dinesh Kumar Deora, Practicing Company Secretary (Membership No. FCS 5683 COP 4119) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

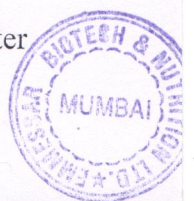
G. Shareholders who have received this notice by email and who do not want to avail of the electronic voting facility organized by CDSL, may send a request for obtaining this notice and Postal Ballot Form in Physical form from the Registrar and Share Transfer Agent viz. M/s. Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078 ("RTA"). On receipt of such request, the RTA will despatch the same in physical form so that the shareholder can send back the duly signed Postal Ballot Form within the time mentioned hereinabove.

H. The Results of the Postal Ballot will be communicated to the BSE Ltd, where the Company's shares are listed. In addition to display on the registered office of the Company, the results of the postal ballot will also be placed on the website of the company www.ebnl.co.in and on the website of CDSL.



7. The procedure and instructions for voting through Physical Postal Ballot are as follows:

- a) A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other Form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expenses of the member will also be accepted.
- b) The self addressed envelope being sent herewith bears the address of the Scrutinizer appointed for conducting Postal Ballot process.
- c) There shall be one Postal Ballot for every Folio/Client ID irrespective of joint holders. A proxy shall not exercise the Postal Ballot.
- d) Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the member(s) on **16.01.2015** (cut off date for ascertaining the members for despatch of Notice).
- e) The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company/Depository Participant). In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named member and so on.
- f) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be signed by the authorised signatory, whose signature is already registered with the Company/RTA (please quote the Registration No. beneath the signature), or it should be accompanied by attested / certified true copy of the Board Resolution/Authority.
- g) The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid
- h) Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. before 7.00 P.M.) on **28.02.2015**. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
- i) Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
- j) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbefore.
- k) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope in as much as all such envelopes will be delivered to the Scrutinizer and the Scrutinizer would destroy and extraneous paper found in such envelope.
- l) Scrutinizer will submit his report to the Managing Director of the Company, after completion of scrutiny, on or before **04.03.2015**.



- m) The Company shall announce the results of the Postal Ballot at its Registered Office situated: Plot No. T-3/2, MIDC Area, Taloja – 410208, Dist. Raigad at 5.00 P.M. on **05.03.2015**. The date of declaration of Postal Ballot Result will be taken to be the date of passing the Resolution contained in this Notice.
- n) The Postal Ballot and all other papers relating to postal ballot including voting by electronic means, shall be under the safe custody of the Scrutinizer, till the Managing Director considers, approves and signs the minutes and thereafter, the shall return the ballot papers and other related papers or register to the Company who shall preserve such ballot papers and other related papers or register safely.

EXPLANATORY STATEMENT

Dear Members,

Let me start by thanking you all for your faith in the Company and patience for the reward. As you are aware, the Management had to face many challenges one after another in the fields of Government Regulations, Dealing with Financial Institutions, Labour Unions & Labour Courts, Marketing & Sales against cut throat competition etc.

Today, your Company stands as a Zero liability Company with no outstanding dues to any Statutory Authorities, Financial Institutions or Creditors. After the devastating fire accident in 1997, your Management diligently faced all the challenges from multiple fronts to achieve the present state of stability & honourable status of Company known for Highly Efficient Products in the Healthcare field.

In spite of our impressive success in producing valuable products, we were unable to realize the commercial potential from them. This was due to absence of Working Capital funding from the Financial Institutions.

The Honourable Board Members of your Company then took a strategic decision to activate the Land asset to become productive and thus contribute to the Working Capital needs for the Company's operations. As soon as we have your blessings & your support for this proposal, we will be immediately acting to make the Land productive and contributive to our Company's operations, which we hope will greatly rejuvenate the operations of the Company, thus resulting in improved top & bottom lines of our operations.

In pursuit of the above, we request all of you to kindly vote supporting the resolutions enclosed herewith and return it to us immediately.

Place: Mumbai

Date: January 15, 2015

For and behalf of the Board of Directors

MSR AYYANGAR
Managing 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: contact@ebnl.co.in Site: www.ebnl.co.in

Investors Grievance Email: investors@ebnl.co.in CIN No. L24110MH1992PLC065942

Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

Sr. No. _____

1. Name(s) of Shareholder(s) :
(including Joint-holders, if any)
2. Registered Address of the Sole/
First named Shareholder :
3. Registered Folio No. /
DPID No. / Client ID No.* :
(*Applicable to investors
Holding shares in demat
Form)
4. No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of a resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated **15th January, 2015** by conveying my/our assent or dissent to the said resolution by placing the (√) mark at the appropriate box below.

Description	No. of Share(s)	I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution for giving on Rent, Sub-let or Sub-lease a small or large portion of our factory land at MIDC, Talaja.			

Place:

Date:

Signature of the Shareholder(s)



Electronic Voting Particulars

EVSN (Electronic Voting Event Number)	User ID	Password

Note:

- (i) **Kindly read the instructions printed overleaf before exercising the vote through this form or e-voting.**
- (ii) **Last date for receipt of Postal Ballot Forms by Scrutinizer: Saturday, February 28, 2015 upto 7.00 p.m.**
- (iii) **Postal ballot forms received after that date will be treated as if the reply from such Member(s) has not been received.**

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Dinesh Kumar Deora, Practicing Company Secretary, (Membership No. FCS: 5683; COP No. 4119), in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 7.00 p.m. on Saturday, February 28, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 7.00 p.m. on Saturday, February 28, 2015.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, January 16, 2015.



9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will be displayed on the website of the Company: www.ebnl.co.in and also published in the newspaper(s) for the information of the Members.

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

