



## EMMESSAR BIOTECH & NUTRITION LIMITED

29, Kamer Building, 4th floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001  
Tel: 022-35661373 / 35664530 Email: [enquiries@ebnl.org](mailto:enquiries@ebnl.org) Website: [www.ebnl.org](http://www.ebnl.org)  
Investors Grievance Email: [investors@ebnl.org](mailto:investors@ebnl.org) CIN No. L24110MH1992PLC065942

EBN/2023/S-005

September 29, 2023

The Manager  
The Department of Corporate Service  
BSE Limited  
Floor 25, Phiroze Jeebhoy Towers  
Dalal Street, Fort, Mumbai – 400 001,

**Sub: Outcome of 31<sup>st</sup> Annual General Meeting held on September 29, 2023 & Scrutinizer Reports**  
**Ref: Scrip Code No. 524768**

Dear Sir / Madam,

In terms of Regulation 44(3) of the SEBI(Listing Obligations & Disclosure Requirement), Regulations, 2015 and Rule 20 of Companies (Management & Administration) Rules, 2014, please find enclosed the following Annexures, as required in terms of Regulation 30 read with Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The 31<sup>st</sup> Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2023 at 10.30 a.m. through Video conferencing (VC)/ Other Audio Visual Means ('OAVM') to transact the business as stated in the Notice of AGM. The meeting ended at 11.00 am.

1. Annexure – A: The summary of the proceedings of the AGM.
2. Annexure – B: The Scrutinizer's Report dated 29<sup>th</sup> September 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as.

You are kindly requested to take this on record.

Thanking you,

Yours faithfully,

**For Emmessar Biotech & Nutrition Limited**



**Srinivasa Raghavan Mathurakavi Ayyangar**  
**Chairman & Managing Director**  
DIN No.: 00090266  
Encl: Annexure A & Annexure B

**Regd. Office & Factory:** Plot No. T-3/2, MIDC Area, Talaja – 410208. Dist. Raigad. Maharashtra.  
Email: [enquiries@ebnl.org](mailto:enquiries@ebnl.org) Website: [www.ebnl.org](http://www.ebnl.org)





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### Annexure – A SUMMARY OF THE PROCEEDINGS OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

The 31st Annual General Meeting (AGM) of the members of Emmessar Biotech & Nutrition Limited was held on Friday, September 29, 2023 at 10.30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Mr. Srinivasa Raghavan Mathurakavi Ayyangar – Chairman & Managing Director, chaired the 31<sup>st</sup> AGM since the requisite quorum was present and welcomed the members. He thanked all shareholders and the Board members for joining the meeting. As the AGM Notice was already circulated, it was taken as read. He sought the approval of all resolutions from the shareholders. The Chairman explained to the shareholders the functioning of the Company and about its products. He informed the shareholders that there was no qualifications in the auditor's report on the financial statements of the company for the year ended March 31, 2023. He read the name of Speakers and requested them to raise their questions. Out of 11 registered speakers only 1 speaker spoke, wishing the company bright future.

Mrs. Priyanka O. Sharma – Company Secretary & Compliance Officer read the items of Ordinary & Special business as listed in the AGM Notice. She explained to the shareholders and members the process of meeting and of e-Voting. She read the name of the Directors present for the meeting.

The following members were present at the meeting:

01. Mr. Srinivasa Raghavan Mathurakavi Ayyangar – Chairman & Managing Director
02. Dr. (Mrs.) Anuradha S. Raghavan – Non-Executive Director
03. Dr. (Mrs.) Sarada S. Raghavan – Non-Executive Director
04. Mr. Jeyavel B. Nadar – Exe. Director and Chief Financial Officer
05. Mr. Milind S. Desai – Independent Director
06. Mr. Dinesh Kumar Deora – Scrutinizer
07. Mrs. Priyanka O. Sharma – Company Secretary & Compliance Officer

In accordance with provisions of the Companies Act, 2013, and the rules framed there under and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company had provided electronic facility to the members entitled to cast their vote through remote e-Voting, from 09.00 a.m. on 5<sup>th</sup> August, 2022 till 05.00 p.m. on 7<sup>th</sup> August, 2022. The Company had also arranged for e-voting at the time of AGM on all 4 (four) Resolutions forming part of the Notice of the AGM for those members who had not cast their vote through remote e-voting. Mr. Dinesh Kumar Deora, Practicing Company Secretary has been appointed as the Scrutinizer for the e-voting at the AGM. Scrutiniser's Report is attached as Annexure B.

**There were 5 Resolutions scheduled for voting. Resolution No. 4 as an Ordinary Resolution was not put to vote due to technical error at the time of submission of number of resolutions proposed to be passed at the AGM on the voting website of Link Intime India Pvt Ltd.**

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: 2 :

Post the speech session, Mr. Jeyavel B. Nadar, the Executive Director and the Chief Financial officer informed on the e-voting process and that the consolidated voting results will be disseminated on the website of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and will also be made available on the Company's Website at [www.ebnl.org](http://www.ebnl.org).

The Chairman, Mr. Srinivasa Raghavan Mathurakavi Ayyangar and the Company Secretary, Mrs. Priyanka O. Sharma, thanked the members present at the meeting. The Chairman also thanked the Directors, Auditors, Scrutinizer and the Company Secretary, for joining the meeting. The e-voting was kept open for next 30 minutes to enable the members to cast their vote.

The meeting began at 10.30 a.m. and concluded at 11.00 a.m. with a vote of thanks to the Chair and e-voting ended at 11:30 a.m.

This is for your information and record.

Thanking you,

For Emmessar Biotech & Nutrition Limited



Srinivasa Raghavan Mathurakavi Ayyangar  
Chairman & Managing Director  
DIN No.: 00090266  
Encl: Annexure A & Annexure B

# EMMESSAR BIOTECH & NUTRITION LIMITED

(CIN NUMBER: L24110MH1992PLC065942)

Registered Office: PLOT NO T/3/2, MIDC AREA, TALOJA, DIST. RAIGAD,  
MAHARASHTRA-410208

## CONSOLIDATED SCRUTINISER'S REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND ELECTRONIC VOTING (E-VOTING) CONDUCTED AT THE 31ST ANNUAL GENERAL MEETING OF EMESSAR BIOTECH & NUTRITION LIMITED HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OVAM") ON FRIDAY, SEPTEMBER 29, 2023

**C.S. C.A. Dinesh Kumar Deora**  
**Company Secretaries**

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional]

ADDRESS: 205, 2<sup>ND</sup> FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST),  
MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) Website: [www.dmncs.co.in](http://www.dmncs.co.in)



**C.S. C.A. Dinesh Kumar Deora**  
**Company Secretaries**

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional]

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MUMBAI-400097

Tel 022-28443641 Mob 09321018355

Email: [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) Website: [www.dmnscs.co.in](http://www.dmnscs.co.in)

**Report of the Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies  
(Management and Administration) Rules, 2014 as amended]

To,

The Chairman

Of 31<sup>st</sup> Annual General Meeting of the Members of EMESSAR BIOTECH & NUTRITION LIMITED  
Friday, September 29, 2023 at 10:30 a.m. (IST) through Video Conferencing  
("VC")/Other Audio Visual Means ("OAVM")

Dear Sir,

I, Dinesh Kumar Deora, Practicing Company Secretary, having my Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad(East), Mumbai-400097, appointed by the Board of EMESSAR BIOTECH & NUTRITION LIMITED ("The Company") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 31<sup>st</sup> Annual General Meeting ( "AGM" ) pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 31<sup>st</sup> AGM of the Company held *through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM")* on Friday, September 29, 2023 at 10:30 a.m. (IST). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I submit report as under:

- a) The AGM is held in compliance with the MCA General Circular No. 20/2020 dated May 5, 2022 read with General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13,2021, Circular No. 19/21 dated December 08,2021, Circular No. 21/2021 dated December 14,2021 and Circular No. 10/2022 dated December 28,2022 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 regarding holding of the AGM through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with the Annual Report 2022-23 has been sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories").





- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 31<sup>st</sup> AGM of the Company was the responsibility of the Management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, *and render a consolidated scrutinizer's report on the voting to the Chairman* on the resolutions.
- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) was provided by *Link Intime India Private Limited ("LI IPL")* and voting at the AGM by electronics means (e-voting) was provided by *Link Intime India Private Limited ("LI IPL")*.
- d) The Members of the Company as on the "cut-off" date i.e., Saturday, September 23, 2023 were entitled to vote on the resolution *no's 1 to 5 as set out in the notice of AGM*.
- e) The remote e-voting period commenced on Tuesday, September 26, 2023 09:00 a.m. (IST) and concluded on Thursday, September 28, 2023 5:00 p.m. (IST).
- f) At the 31<sup>st</sup> AGM of the Company held on Friday, September 29, 2023, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- g) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, September 29, 2023 around 11.17 p.m. in the presence of two witnesses who are not in the employment of the Company.
- h) *I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 31<sup>st</sup> AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the Link Intime India Private Limited (LI IPL).*
- i) The results of the Remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

#### 1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 along with the reports of the Board of Directors and the Auditors thereon and in this regard to pass the following resolution as an Ordinary Resolution.



Particulars	No. of Members Voted		No. of Votes cast by them		Total Votes	
	Remote e-voting	Electronic Voting at AGM	Remote e-voting	Electronic Voting at AGM	No. of votes	%
(a) Total Votes cast	41	0	1689400	0	1689400	100.00
(b) Invalid votes	0	0	0	0	0	0
(c) Total Valid Votes Cast	41	0	41	0	1689400	100.00
(d) Votes "FOR" the resolution	40	0	1689399	0	1689399	100.00
(e) Votes "AGAINST" the resolution	1	0	1	0	1	0.00

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated 10<sup>th</sup> August, 2023 is passed with REQUISITE MAJORITY.

## 2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint Dr. (Mrs.) Anuradha Srinivasa Raghavan (DIN: 06557718), who retires by rotation at this Annual General Meeting and being eligible, offers herself for reappointment as Director.

Particulars	No. of Members Voted		No. of Votes cast by them		Total Votes	
	Remote e-voting	Electronic Voting at AGM	Remote e-voting	Electronic Voting at AGM	No. of votes	%
(a) Total Votes cast	41	0	1689400	0	1689400	100.00
(b) Invalid votes	0	0	0	0	0	0
(c) Total Valid Votes Cast	41	0	41	0	1689400	100.00
(d) Votes "FOR" the resolution	40	0	1689399	0	1689399	100.00
(e) Votes "AGAINST" the resolution	1	0	1	0	1	0.00



Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 10<sup>th</sup> August, 2023 is passed with **REQUISITE MAJORITY**.

### 3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To appoint Mr. Jeyavel B Nadar (DIN: 08163899) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment as Director.

Particulars		No. of Members Voted		No. of Votes cast by them		Total Votes	
		Remote e-voting	Electronic Voting at AGM	Remote e-voting	Electronic Voting at AGM	No. of votes	%
(a)	Total Votes cast	41	0	1689400	0	1689400	100.00
(b)	Invalid votes	0	0	0	0	0	0
(c)	Total Valid Votes Cast	41	0	41	0	1689400	100.00
(d)	Votes "FOR" the resolution	40	0	1689399	0	1689399	100.00
(e)	Votes "AGAINST" the resolution	1	0	1	0	1	0.00

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated 10<sup>th</sup> August, 2023 is passed with **REQUISITE MAJORITY**.

### 4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION

To appoint M/s. V. Nagarajan & Co., Chartered Accountants, Noida as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 31st Annual General Meeting of the Company until the conclusion of the 36th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

This resolution was not put to vote due to technical error at the time of submission of number of resolutions proposed to be passed at the AGM on the e voting website of Link Intime India Private Limited.

Hence the resolution is not considered for the purpose of my report.





## 5. RESOLUTION NO. 5 AS AN ORDINARY RESOLUTION

To consider appointment of Mr. Milind Sitaram Desai DIN No. 00326235 as an Independent Director for a term of 5 (Five) years effective from October 20, 2022 till October 19, 2027.

Particulars		No. of Members Voted		No. of Votes cast by them		Total Votes	
		Remote e-voting	Electronic Voting at AGM	Remote e-voting	Electronic Voting at AGM	No. of votes	%
(a)	Total Votes cast	41	0	1689400	0	1689400	100.00
(b)	Invalid votes	0	0	0	0	0	0
(c)	Total Valid Votes Cast	41	0	41	0	1689400	100.00
(d)	Votes "FOR" the resolution	40	0	1689399	0	1689399	100.00
(e)	Votes "AGAINST" the resolution	1	0	1	0	1	0.00

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 10<sup>th</sup> August, 2023 is passed with REQUISITE MAJORITY.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 31<sup>st</sup> Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking You,

Sincerely,



**Dinesh Kumar Deora**  
Practising Company Secretary  
FCS No. 5683 CP No. 4119  
[UDIN: F005683E001123514 ]

Place: Mumbai  
Date: September 29, 2023