



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 Website: www.ebnl.org

Investors Grievance Email: investors@ebnl.org CIN No. L24110MH1992PLC065942

September 27th, 2024

To

The Manager
Listing Department,
Bombay Stock Exchange Limited,
P. J. Tower,
Dalal Street,
Mumbai – 400 001

Scrip Code: 524768

Sub: Scrutinizers Report

Dear Sir,

Pursuant to Regulation 44 of (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Reports of Scrutinizer on remote e-voting and e-voting conducted at the 32nd Annual General meeting (AGM) of the Company held on Friday, September 27, 2024 are enclosed herewith.

This is also being made available at the website of the Company i.e., www.ebnl.org

Kindly take the above information on your record.

For **EMMESSAR BIOTECH & NUTRITION LIMITED**

Mathurakavi Srinivasa Raghavan Ayyangar
Managing Director

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 along with the reports of the Board of Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
Public-Institutions	E-Voting	9800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2012279	40991	2.0370	26501	14490	64.6508	35.3492
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2012279	40991	2.0370	26501	14490	64.6508	35.3492
Total		4996100	1704095	34.1085	1689605	14490	99.1497	0.8503
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Dr. (Mrs.) Sarada Raghavan Srinivasa (DIN: 06641146), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
Public-Institutions	E-Voting	9800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2012279	40991	2.0370	26501	14490	64.6508	35.3492
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2012279	40991	2.0370	26501	14490	64.6508	35.3492
Total		4996100	1704095	34.1085	1689605	14490	99.1497	0.8503
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				3 - To appoint Mrs. Rajalakshmi Srinivasa Raghavan (DIN: 00091382) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
Public- Institutions	E-Voting	9800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2012279	40991	2.0370	26501	14490	64.6508	35.3492
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2012279	40991	2.0370	26501	14490	64.6508	35.3492
Total		4996100	1704095	34.1085	1689605	14490	99.1497	0.8503
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				4 - To consider appointment of Mr. Dinesh Kumar Deora (DIN No: 00148325) as an Independent Director for a term of 5 (Five) years effective from March 20, 2024 till March 19, 2029.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
Public-Institutions	E-Voting	9800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2012279	40991	2.0370	26501	14490	64.6508	35.3492
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2012279	40991	2.0370	26501	14490	64.6508	35.3492
Total		4996100	1704095	34.1085	1689605	14490	99.1497	0.8503
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				5 - To consider appointment of Mr. Veeraraghavan Ranganathan (DIN No: 00269682) as an Independent Director for a term of 5 (Five) years effective from October 27, 2023 till October 26, 2028.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2974021	1663104	55.9211	1663104	0	100.0000	0.0000
Public- Institutions	E-Voting	9800	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9800	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2012279	40991	2.0370	26501	14490	64.6508	35.3492
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2012279	40991	2.0370	26501	14490	64.6508	35.3492
Total		4996100	1704095	34.1085	1689605	14490	99.1497	0.8503
Whether resolution is Pass or Not.							Yes	

Voting results	
Record date	20-09-2024
Total number of shareholders on record date	7007
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	28
No. of resolution passed in the meeting	5

KAUSHIK JOSHI & Co.

Company Secretaries

205, 2nd Floor, Nadiadwala Market,
Poddar Road, Malad (East), Mumbai-
400097

Peer Review Certificate No. 1417/2021

Mob: 09819416783/09323979978

Email: cskaushikjoshi@gmail.com

EMMESSAR BIOTECH AND NUTRITION LTD.

(CIN: L24110MH1992PLC065942)

Registered Office: Plot No. T/3/2 MIDC AREA P.O. BOX No. 39 TALOJA, RAIGAD,
Maharashtra, India, 410208.

CONSOLIDATED SCRUTINIZER'S
REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND ELECTRONIC VOTING (E-VOTING) CONDUCTED AT THE 32nd ANNUAL GENERAL MEETING OF EMMESSAR BIOTECH AND NUTRITION LTD. HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OVAM") ON FRIDAY, SEPTEMBER 27, 2024.

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

32nd Annual General Meeting of Emmessar Biotech and Nutrition Limited held on Friday,
September 27, 2024 at 11:30 a.m. (IST) through Video Conferencing/Other Audio-Visual
Means ("VC/OAVM")

Dear Sir,

I, **Tribhuwneshwar B. Kaushik**, Partner of **Kaushik Joshi & Co.**, Company Secretaries, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **Emmessar Biotech and 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 32nd 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 32nd AGM of the Company held *through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM")* on Friday, September 27, 2024 at 11:30 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 Ministry of Corporate Affairs Circulars MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively ("**MCA Circulars**") (hereinafter collectively referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("**SEBI circulars**") 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 Bank, the Notice of the AGM along with the Annual Report 2023-24 has been sent on September 04, 2024 only through electronic mode to those Members whose e-mail addresses are registered with the **Bank, Registrar and Transfer Agent ("RTA") or Central Depository Services (India) Limited / National Securities Depository Limited ("Depositories")**.
- b) Pursuant to MCA Circulars, Public Notice was published on September 05, 2024 in 'The Free Press Journal' and 'Financial Express' (English Newspapers) and in

Navshakti (Marathi Newspaper) specifying the date, time of the AGM, manner in which the members can attend the AGM and confirming the dispatch of the Notice.

- c) 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 e-voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 32nd 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 is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of the AGM *and render a consolidated scrutinizer's report on the voting to the Chairman* on the said resolutions.
- d) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by *Link Intime India Private Limited (LIPL)*.
- e) The Members of the Bank as on the "**cut-off**" date i.e. Friday, September 20, 2024 were entitled to vote on the resolution *no's 1 to 5 as set out in the notice of AGM*.
- f) The remote e-voting period commenced on Tuesday, September 24, 2024 at 09:00 a.m. (IST) and concluded on Thursday, September 26, 2024 at 5:00 p.m. (IST) and the LIPL remote e-Voting portal was blocked thereafter.
- g) At the 32nd AGM of the Company held on Friday, September 27, 2024, 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.
- h) 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 27, 2024 around 12:03 p.m. in the presence of two witnesses who are not in the employment of the Bank.
- i) *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 32nd AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein by equity shareholders based on the data downloaded from the electronic voting system by the LIPL.*
- j) 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, 2024 along with the reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	42	1689605	99.1497
Electronic voting at the AGM	0	0	0.0000
TOTAL	42	1689605	99.1497

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	14490	0.8503
Electronic voting at the AGM	0	0	0.0000
TOTAL	1	14490	0.8503

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Resolution passed with requisite Majority

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint Dr. (Mrs.) Sarada Raghavan Srinivasa (DIN: 06641146), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as Director.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	42	1689605	99.1497
Electronic voting at the AGM	0	0	0.0000
TOTAL	42	1689605	99.1497

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	14490	0.8503
Electronic voting at the AGM	0	0	0.0000
TOTAL	1	14490	0.8503

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Resolution passed with requisite Majority

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To appoint Mrs. Rajalakshmi Srinivasa Raghavan (DIN: 00091382) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as Director.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	42	1689605	99.1497
Electronic voting at the AGM	0	0	0.0000
TOTAL	42	1689605	99.1497

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	14490	0.8503
Electronic voting at the AGM	0	0	0.0000
TOTAL	1	14490	0.8503

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid /	Total number of votes cast by them
Remote e-Voting	0	0
*Electronic voting at the AGM	0	0
TOTAL	0	0

Resolution passed with requisite Majority

4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION

To consider appointment of Mr. Dinesh Kumar Deora (DIN No: 00148325) as an Independent Director for a term of 5 (Five) years effective from March 20, 2024 till March 19, 2029.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	42	1689605	99.1497
Electronic voting at the AGM	0	0	0.0000
TOTAL	42	1689605	99.1497

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	14490	0.8503
Electronic voting at the AGM	0	0	0.0000
TOTAL	1	14490	0.8503

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid /	Total number of votes cast by them
Remote e-Voting	0	0
*Electronic voting at the AGM	0	0
TOTAL	0	0

Resolution passed with requisite Majority

5. RESOLUTION NO. 5 AS AN ORDINARY RESOLUTION

To consider appointment of Mr. Veeraraghavan Ranganathan (DIN No: 00269682) as an Independent Director for a term of 5 (Five) years effective from October 27, 2023 till October 26, 2028.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	42	1689605	99.1497
Electronic voting at the AGM	0	0	0.0000
TOTAL	42	1689605	99.1497

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	14490	0.8503
Electronic voting at the AGM	0	0	0.0000
TOTAL	1	14490	0.8503

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid /	Total number of votes cast by them
Remote e-Voting	0	0
*Electronic voting at the AGM	0	0
TOTAL	0	0

Resolution passed with requisite Majority

KAUSHIK JOSHI & Co.
Company Secretaries

205, 2nd Floor, Nadiadwala Market,
Poddar Road, Malad (East), Mumbai-
400097
Peer Review Certificate No. 1417/2021
Mob: 09819416783/09323979978
Email: cskaushikjoshi@gmail.com

Based on the foregoing, the Resolution No.(s) 1 to 5 have been passed with the requisite majority.

All the relevant records of Voting will be under my safe custody until the Chairman considers, approves and signs the Minutes of the 32nd Annual General Meeting and the same shall be handed over to the Chairman of the meeting for safe keeping.

Thanking You,

Sincerely,

For KAUSHIK JOSHI & CO.
Company Secretaries

For Emmessar Biotech and Nutrition Limited

Tribhuwneshwar B. Kaushik
Partner
Membership No FCS 10607
CP No. 16207
UDIN: F010607F001339099

Mathurakavi Srinivasa Raghavan Ayyangar
Chairman of the Meeting

Place: Mumbai

Date: September 27, 2024