



EMMESSAR BIOTECH & NUTRITION LTD

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EBN/2017/S-2378
September 2, 2017

Department of Corporate Service
The BSE Ltd
Phiroze Jeejeebhoy Towers, 2nd floor
Dalal Street, Fort, Mumbai - 400 001.

Ref: Company Code No. 524768
Sub: Outcome of 25th Annual General Meeting.

Dear Sir,

This is to inform you that the 25th Annual General Meeting [AGM] of the Members of the Company was held on September 1st, 2017, at 9.00 A.M. and concluded at 10.00 AM, at the Registered Office of the Company at Plot No. T-3/2, MIDC Area, Talaja - 410208, Dist. Raigad, to transact the business mentioned in the Notice of the AGM.

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and the Clause 35 B of the Listing Agreement, the Company have provided e-Voting facility to the Members to vote on the Resolutions contained in the Notice of the AGM. The e-Voting was held between August 29, 2017 from 9.00 A.M. till August 31, 2017 upto 5.00 P.M., at the e-Voting platform of CDSL.

At the AGM, the Company provided opportunity to the eligible shareholders to cast their votes in proportion to the shares held by them, on all Resolutions pertaining to Ordinary Business as set out in items 1 to 4 of the Notice convening the said AGM.

Mr. Dinesh Kumar Deora, practicing Company Secretary [M. No. FCS 5683, COP No. 4119] was appointed as Scrutinizer to conduct the e-Voting and poll process in a fair and transparent manner. The Scrutinizer has submitted a report to the Chairman of the Company on voting results of both the process. Based on the report of the Scrutinizer, the following Resolutions have been passed with the requisite majority.

CARS
2/9/17

Ref No 143030
@ 11.16 AM

By Ordinary Business:

1. Adopted the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. Confirmed the appointment of Mr. Arvind M. Shah [DIN No. 01402417], as the Director for the Company, who retired by rotation and being eligible offered herself for re-appointment.
3. Confirmed the appointment of Mr. Manoh M Shah [DIN No. 01402381], as the Director for the Company, who retired by rotation and being eligible offered himself for re-appointment.
4. Ractification of appointment and remuneration of M/s. V. Sunkar Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year ending March 31, 2018.

The results of the e-Voting and poll conducted at the AGM along with the Scrutinizer's Report is attached herewith in the format as prescribed under Clause 35A of the Listing Agreement.

We are also attaching the Minutes of the 25th Annual General Meeting.

You are kindly requested to take the above on record and inform all concerned accordingly.

Thanking you,

Yours faithfully,
for Emmessar Biotech & Nutrition Ltd



Compliance Officer

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF EMESSAR BIOTECH & NUTRITION LTD., HELD AT THE REGISTERED OFFICE OF THE COMPANY AT: PLOT NO. T-3/2, MIDC AREA, TALOJA-410208, DIST: RAIGAD, MAHARASHTRA, ON FRIDAY, THE 1ST DAY OF SEPTEMBER, 2017 AT 9.00 AM.

MEMBERS PRESENT:

01. Shri. M.S. Raghavan
02. Shri. Vijay K. Agrawal
03. Smt. Rajalakshmi Raghavan
04. Shri. Musafir Yadav
05. Shri. Jeyavel Balaiah Nadar
06. Shri. M. Masanam
07. Shri. I. J. Pereira
08. Nimesh Shah
09. Reshma D. Shah
10. Bharati S. Shah
11. Jagruti S. Shah
12. Nita M. Jhaveri
13. Naresh Ratilal Kachalia
14. Kishor Ratilal Kachalia
15. Joseph Saldanha
16. Lilly Saldanha
17. Rama Ratilal Kachalia
18. Bhanumati Ratilal Kachalia
19. Anil S. Gabria
20. Shakuntala Devi K. Mahajan
21. Kishanlal D. Mahajan
22. Pomesk K. Mahajan
23. Pulkesh K. Mahajan

24. Tushar Sodha
25. Lekha Shah
26. Anil Parekh
27. Rohinton Framroze Batiwala
28. Jehangir Rohinton Batiwala
29. Satish Jayantilal Shah
30. Dharmesh Gosalia
31. Melroy Naronha
32. Mary Naronha
33. Bimal Pravinchandra Panchal
34. Bimal Kumar Agarwal
35. Parekh Chetna Anil

SEC. 187 REPRESENTATIVES:

1. M/s. Emmessar Technologies Limited,
Represented by Smt. Rajalakshmi Raghavan, Director.

PROXIES:

There were NO PROXIES present for the 25th Annual General Meeting.

DIRECTORS PRESENT:

- | | | |
|------------------------|---|---------------------------------|
| Shri. MSR Ayyangar | - | Chairman & Managing Director |
| Shri. Vijay K. Agrawal | - | Chairman of the Audit Committee |
| Shri Ajay I. Bora | - | Director |

Due to prior commitment, Shri Ashok Kadakia, Shri. Arvind M. Shah, Director, and Shri. Manoj M. Shah, Director could not attend the meeting and had communicated the same. Dr. (Mrs.) Anuradha S. Raghavan, Director and Dr. (Mrs.) Sarada S. Raghavan, Director, were out of India, hence could not attend the meeting. They had asked for the leave of absence.

Leave of absence was given to, Shri Ashok Kadakia, Shri. Arvind M. Shah, Shri. Manoj M. Shah, Dr. (Mrs.) Anuradha S. Raghavan and Dr. (Mrs.) Sarada S. Raghavan.

The Managing Director Mr. MSR Ayyangar along with 2 other Board Members and consultant Company Secretary reached the venue of the AGM at 9.00 AM and were waiting for the members to arrive. The following members arrived by 9.30 AM.

1. Nimesh Shah
2. Reshma D. Shah
3. Bharati S. Shah
4. Jagruti S. Shah
5. Nita M. Jhaveri
6. Naresh Ratilal Kachalia
7. Kishor Ratilal Kachalia
8. Joseph Saldanha
9. Lilly Saldanha
10. Rama Ratilal Kachalia
11. Bhanumati Ratilal Kachalia
12. Anil S. Gabria
13. Shakuntala Devi K. Mahajan
14. Kishanlal D. Mahajan
15. Pomes K. Mahajan
16. Pulkesh K. Mahajan
17. Tushar Sodha
18. Lekha Shah
19. Anil Parekh
20. Rohinton Framroze Batiwala
21. Jehangir Rohinton Batiwala
22. Satish Jayantilal Shah

23. Dharmesh Gosalia
24. Melroy Naronha
25. Mary Naronha
26. Bimal Pravinchandra Panchal
27. Bimal Kumar Agarwal
28. Parekh Chetna Anil

The needed quorum was present and so the members requested not to delay the commencement of the business and start immediately as no more are expected

Shri. MSR Ayyangar Managing Director took the chair and as requisite quorum being present, he welcomed the Members.

The Chairman then took up all the items of business contained in the Notice of Annual General Meeting and approved the same as mentioned below.

1. Adopted the Directors' Report, Audited Statement of Profit & Loss for the year ended 31st March, 2017, the Balance Sheet as at that date and the Auditors' Report thereon.

Proposed by: Mrs. Rajalakshmi Raghavan. Seconded by: Mr. Jeyavel Balaiah Nadar

2. Confirmed the appointment of Shri Arvind M. Shah, as the Director of the Company, who retired by rotation and being eligible offered herself for re-appointment.

Proposed by : Mr. I. J. Pereira. Seconded by: Mr. Musafir Yadav

3. Confirmed the appointment of Shri Manoj M. Shah, as the Director of the Company, who retired by rotation and being eligible offered herself for re-appointment.

Proposed by : Mr. Tushar Sodha. Seconded by: Lekha Shah

4. Confirmed the re-appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants, retiring Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Sixth [26th] Annual General Meeting of the Company and to pay remuneration as mutually agreed upon, for the financial year 2017 – 2018.

Proposed by : Mr. Jeyavel Balaiah Nadar. Seconded by: Mr. I. J. Pereira

As the Resolutions were put up for e-Voting and 100 percent voting done, they were taken as read and were declared passed Nem-Con.

The Chairman thanked the members for their continued encouragement & support and was confident that the Company will achieve comfortable and impressive growth in the coming years.

All the members then requested the Chairman that meeting be closed as they have some other AGMs to attend and they have to travel a good distance to reach the other company's venues in different places. On their request the Chairman agreed reluctantly to close the meeting with a vote of thanks. As there was no other matter to be transacted, the Chairman declared the meeting closed. All the members left by 10.00 AM and later Directors & consultant Company Secretary also left the venue.

1st September, 2017.

CHAIRMAN

