



EMMESSAR BIOTECH & NUTRITION LTD

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

Tel: 022-49738167/68 Email: enquiries@ebnl.org Site: www.ebnl.org

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

EBN/2019/S-2488

September 27, 2019

Dept. of Corporate Services [CRD]
The BSE Ltd
1st floor, New Trading Ring, Rotunda Bldg
Phiroze Jeejebhoy Towers, Dalal Street
Fort, Mumbai – 400 001.
Fax No. 22723121 Email ID: corp.relations@bseindia.com

Dear Sir,

Ref: Company Code No. 524768

Sub: Submission of Voting Results of the 27th AGM of the Company.

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we wish to state that the following Resolutions were passed by the members through e-Voting and poll at the 27th AGM of the company held on September 27, 2019.

Ordinary Business:

Resolution No.

- 1]. Adoption of Directors' Report, Audited financial statements for the year ended March 31, 2019 and the Auditors' Report thereon.
- 2]. Re-appointment of Ms. Anuradha S. Raghavan (DIN No. 06557718), who retires by rotation.
- 3]. Ratification of appointment of Statutory Auditors of the company.
- 4]. Re-appointment of Mr. Ashok Manilal Kadakia (DIN No. 00317237) as Independent Director.
- 5]. Re-appointment of Mr. Vijaykumar R. Agrawal (DIN No. 01710632) as Independent Director.

Please note that all above resolutions were passed with requisite majority.

We are also enclosing the Consolidated Report of the Scrutinizer on Remote e-Voting and voting through Ballot paper at the AGM. The above are also being uploaded on the Company's web-site.

This is for your information and record.

Thanking you,

Yours faithfully,

For Emmessar Biotech & Nutrition Ltd

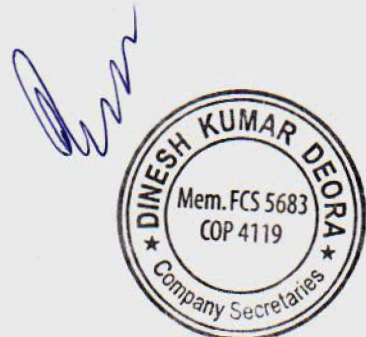
Compliance Officer



Factory: Plot No. T-3/2, MIDC Area, P.O. Box No. 39. Taloja – 410208. Dist. Raigad. Maharashtra.

Tel: 022-20870587 Email: enquiries@ebnl.org Web-Site: www.ebnl.org

Poll Results
Of the
Poll Conducted
At the
27th Annual General Meeting
Of
Emmessar Biotech & Nutrition Limited
At
T-3/2, MIDC Area, Taloja,
District Raigad, Maharashtra-410208



FORM No. MGT-13

Report of Scrutinizers

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
Of the Annual General Meeting of the Shareholders of
Emmessar Biotech & Nutrition Limited
T-3/2, MIDC Area, Taloja, Dist. Raigad,
Maharashtra-410208

AGM held on: Friday, 27th September, 2019 at 10.00 A.M.

Dear Sir,

I, Dinesh Kumar Deora, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of Emmessar Biotech & Nutrition Limited held on Friday, 27th Septemebr,2019 at 10.00 A.M. , submit my report as under:

1. After the Chairman announced the commencement of Voting, one Ballot Box for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll for each item on the agenda are Resolution wise annexed to this report.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and have been duly handed over to the Company Secretary for keeping in safe record.

DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY
Membership No FCS 5683
COP No 4119



Date: 27th September, 2019

Place: Mumbai

Item No. 1 – Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and the Auditors' thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	1015310	100.000

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 2 – Ordinary Resolution

To appoint a Director in place of Dr. (Mrs.) Anuradha S. Raghavan (DIN Number 06557718), who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	1015310	100.000

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0



Item No. 3 – 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 31st Annual General Meeting to be held in the year 2023 on such remuneration as shall be fixed by the Board of Directors based on the recommendation of the Audit Committee.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	1015310	100.000

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 4 – Special Resolution

Re-appointment of Mr. Ashok Manilal Kadakia (DIN: 00317237), Independent Director of the Company for a further period of 5 years

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	1015310	100.000

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

Item No. 5 – Special Resolution

Re-appointment of Mr. Vijaykumar R. Agrawal (DIN: 01710632), Independent Director of the Company for a further period of 5 years.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	1015310	100.000

(ii) **Voted against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0



DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY

Membership No FCS 5683

COP No. 4119

Date: 27th September, 2019

Place: Mumbai



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

To,
The Chairman
Of the Annual General Meeting of the Shareholders of
Emmessar Biotech & Nutrition Limited
T-3/2, MIDC Area, Taloja, Dist. Raigad,
Maharashtra-410208

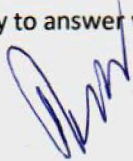
Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Ballot Process by your Shareholders, at the Annual General Meeting of your Company held on Friday, 27th September, 2019 at 10.00 A.M.

Please find enclosed Consolidated Results of remote e-Voting & Ballot Process. I have issued separate report on remote e-voting and the Report on Ballot Process at the AGM.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by M/s Link Intime (India) Private Limited (LIPL) and the Report on Ballot Process result prepared by me, is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.

I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No 4119



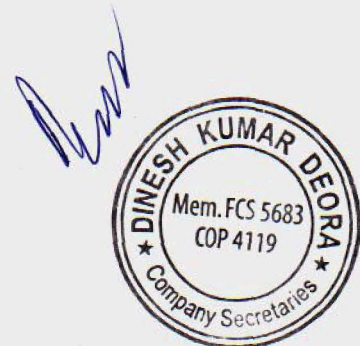
Date: 27th September, 2019
Place: Mumbai

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Consolidated Results



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Ballot Process at the Annual General Meeting held on Friday, 27th September, 2019 at 10.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 22nd May, 2019 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and the Auditors' thereon.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	628828	1015310	1644138	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	628828	1015310	1644138	100.00

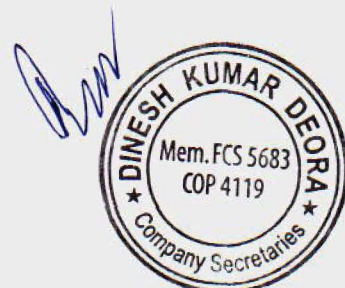
Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated on 22nd May, 2019 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Dr. (Mrs.) Anuradha S. Raghavan (DIN Number 06557718), who retires by rotation and being eligible, offers herself for re-appointment.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	628828	1015310	1644138	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	628828	1015310	1644138	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 22nd May, 2019 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

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(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	“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 31st Annual General Meeting to be held in the year 2023 on such remuneration as shall be fixed by the Board of Directors based on the recommendation of the Audit Committee.
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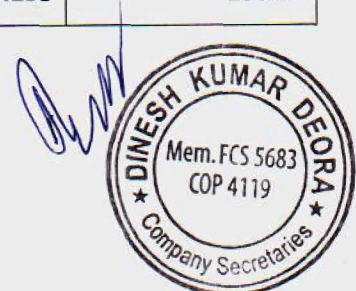
Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	628828	1015310	1644138	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	628828	1015310	1644138	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 22nd May, 2019 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – SPECIAL RESOLUTION

SUBJECT	Re-appointment of Mr. Ashok Manilal Kadakia (DIN: 00317237), Independent Director of the Company for a further period of 5 years
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	628828	1015310	1644138	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	628828	1015310	1644138	100.00



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

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(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Thus, the **Special Resolution** as contained in Item No. 4, of the Notice dated 22nd May, 2019 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 5 – SPECIAL RESOLUTION

SUBJECT	Re-appointment of Mr. Vijaykumar R. Agrawal (DIN: 01710632), Independent Director of the Company for a further period of 5 years.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	628828	1015310	1644138	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	628828	1015310	1644138	100.00

Thus, the **Special Resolution** as contained in Item No. 5, of the Notice dated 22nd May, 2019 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No. 4119



Date: 27th September, 2019
Place: Mumbai

**DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY**

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

Remote E-Voting Results



**Report of Scrutinizer on remote e-Voting by Shareholders of
Emmessar Biotech & Nutrition Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com

1. In terms of provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management & Administration) Rules,2014 (the Rules) as amended , I was appointed as Scrutinizer by the Company on 22nd May,2019 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 22nd May,2019.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of remote e-Voting, the Company completed dispatch of the Notice of remote e-Voting by permitted means.
3. In terms of the aforesaid Notice, remote e-Voting was open for four days from **9.00 a.m. on Monday, 23rd September, 2019 to 5.00 p.m. on Thursday, 26th September, 2019** and members were required to cast their votes electronically conveying their asset or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by Link Intime (India) Private Limited.
4. The Voting rights were reckoned as on **Saturday, 21st September, 2019**, being the Cut-Off date for the purpose of remote e-Voting.
5. As required in the Rules, I unlocked the remote e-Voting on the platform provided by Link Intime (India) Private Limited after completion of the remote e-Voting process at 10.40 A.M. on the 27th September, 2019, in the presence of Mr. Terrance Fernandes and Mr. Jainendra Yadav.
6. Based on the results made available to me, 17 (Seventeen) folios have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No F5683
COP No 4119



Date: 27th September, 2019
Place: Mumbai

**Report of Scrutinizer on remote e-Voting by Shareholders of
Emmessar Biotech & Nutrition Limited**

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

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TEL NO.: 9167110063 E-MAIL: dinesh.deora@yahoo.com


SUMMARY OF E-VOTING RESULTS

Event No. 190141

Voting Start Date: 23/09/2019 09.00 AM

Voting End Date: 26/09/2019 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	17	628828	0	0	0	0
2	17	628828	0	0	0	0
3	17	628828	0	0	0	0
4	17	628828	0	0	0	0
5	17	628828	0	0	0	0


DINESH KUMAR DEORA
Practising Company Secretary
Membership No F5683
COP No 4119



Date: 27th September, 2019
Place: Mumbai

**Report of Scrutinizer on remote e-Voting by Shareholders of
Emmessar Biotech & Nutrition Limited**