



## 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-022

November 24, 2023

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

**Sub: Outcome of Extra Ordinary General Meeting held on November 24, 2023 & Scrutinizer Reports**

**Ref: Scrip Code No. 524768**

Dear Sir / Madam,

We wish to inform you that an Extra-Ordinary General Meeting [EGM] of the Company was held on Friday, November 24, 2023, through Video conferencing (VC) at 11.10 am and concluded at 12.00 Noon. The item of the business as mentioned in the EGM Notice dated October 27, 2023, has been transacted and the resolution have been passed by the members with requisite majority by way of remote e-Voting.

The details of business transacted and approved by the Members is as under:

1. Appointment of Statutory Auditors of the Company.

In this connection, please find enclosed the following Annexures:

- A. Voting Result as required under Regulation 44 of SEBI [LODR], Regulations
- B. Scrutinizer Report dated November 24, 2023.

Kindly take the above intimation in your 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.  
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### **Annexure – A**

### **SUMMARY OF THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING**

The Extra Ordinary General Meeting (EGM) of the members of Emmessar Biotech & Nutrition Limited was held on Friday, November 24, 2023 at 11.10 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 EGM, since the requisite quorum was present and welcomed the members. He thanked all shareholders and the Board members for joining the meeting. As the EGM Notice was already circulated, it was taken as read. He sought the approval of the resolution from the shareholders.

The Chairman explained to the shareholders the reason for calling the EGM. He said “During our recent Annual General Meeting, a situation of unprecedented nature came to our attention, which necessitated our immediate action to ensure the utmost transparency and fairness in our corporate governance practices. We believe it is our duty to keep you, our valued shareholders, informed.

Specifically, we regret to inform you that due to an unforeseen technical issue, Item no. 4 (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 as an Ordinary Resolution – for resolution please refer our EGM Notice) of the Notice dated October 27, 2023, was inadvertently omitted from the remote e-voting process. We understand that this may have caused inconvenience to our esteemed shareholders who participated in the remote e-voting process and who were deprived of the opportunity to exercise their right to vote electronically for this particular agenda item. However, it is important to note that none of our shareholders raised any objections during the proceedings of the AGM and neither we received any communication in this behalf post conclusion of the 31<sup>st</sup> AGM.

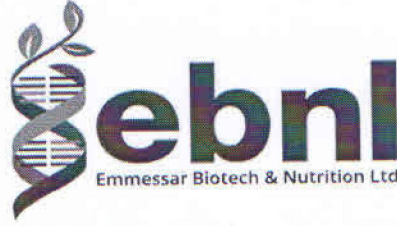
In light of this inadvertent oversight, your Board of Directors has proposed an Extra Ordinary General Meeting, one-time opportunity for those shareholders who were unable to participate in the remote e-voting process for Item no. 4.

He read the name of Speakers and requested them to raise their questions. Out of 3 registered speakers only \_ speaker/s spoke, wishing the company bright future.

Mrs. Priyanka O. Sharma – Company Secretary & Compliance Officer, read the items of Ordinary business as listed in the EGM 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.

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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. Veeraraghava Ranganathan – Independent Director
07. Mr. Dinesh Kumar Deora – Scrutinizer
08. 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 21<sup>st</sup> November, 2023 till 05.00 p.m. on 23<sup>rd</sup> November, 2023. The Company had also arranged for e-voting at the time of EGM on the One (1) Resolution forming part of the Notice of the EGM 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 EGM. Scrutiniser's Report is attached as Annexure B.

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 11.00 a.m. and concluded at 12.00 Noon, with a vote of thanks to the Chair and e-voting ended at 12:30 p.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**



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**(CIN NUMBER: L24110MH1992PLC065942)**

**Registered Office: Plot No. T-3/2, MIDC Area, Taloja – 410208.**

**Dist. Raigad. Maharashtra.**

**CONSOLIDATED SCRUTINISER'S**  
**REPORT**

**ON**

**THE E-VOTING PROCESS (REMOTE E-VOTING) AND  
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT THE  
EXTRA ORDINARY GENERAL MEETING OF EMESSAR  
BIOTECH & NUTRITION LIMITED HELD THROUGH VIDEO  
CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS  
("OVAM") ON FRIDAY, NOVEMBER 24, 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.dmnccs.co.in](http://www.dmnccs.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 Extra Ordinary General Meeting of the Members of EMESSAR BIOTECH & NUTRITION LIMITED  
Friday, November 24, 2023 at 11:00 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 Extra Ordinary General Meeting ("EGM") of the Company held *through Video Conferencing ("VC")/Other Audio Visual Means ("OVAM")* on Friday, November 24, 2023 at 11:00 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 EGM was conducted through Video Conferencing (VC)/Other Audio Visual Means (OAVM) as permitted by circulars issued by Ministry of Corporate Affairs dated General Circular No. 14/2020 dated April 8, 2020, , Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 , Circular No. 2/2022 dated May 5, 2022 and Circular No. 11/2022, dated 28.12.2022 regarding holding of the EGM 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 EGM has being sent only through electronic mode on 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 EGM) to the Members on the resolutions proposed in the Notice calling the EGM 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.

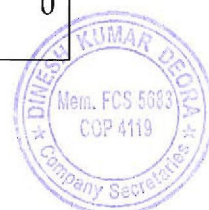


- c) The e-voting facility both for e-voting prior to the EGM (remote e-voting) was provided by *Link Intime India Private Limited ("LI IPL")* and voting at the AGM by electronics means (e-voting) was provided by *Link Intime India Private Limited ("LI IPL")*.
- d) The Members of the Company as on the "cut-off" date i.e., Friday, November 17, 2023 were entitled to vote on the resolution no. 1 as set out in the notice of EGM.
- e) The remote e-voting period commenced on Tuesday, November 21, 2023 09:00 a.m. (IST) and concluded on Thursday, November 23, 2023 5:00 p.m. (IST).
- f) At the EGM of the Company held on Friday, November 24, 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 EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked on Friday, November 24, 2023 around 11.50 a.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 EGM based on the scrutiny of remote e-voting and the electronic voting at the EGM 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 EGM through VC/OAVM are as under:

#### 1. RESOLUTION NO. 1 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 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 EGM	Remote e-voting	Electronic Voting at EGM	No. of votes	%
(a)	Total Votes cast	17	11	1663449	22824	1686273	100.00
(b)	Invalid votes	0	0	0	0	0	0



(c)	Absentee Votes	0	0	0	0	0	0
(d)	Total Valid Votes Cast	17	11	1663449	22824	1686273	100.00
(e)	Votes "FOR" the resolution	16	10	1663448	22822	1686270	100.00
(f)	Votes "AGAINST" the resolution	1	1	1	2	3	0.00

Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 27<sup>th</sup> October, 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 EGM 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: F005683E002257011]



Place: Mumbai  
Date: November 24, 2023