

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

**COMPANY SECRETARIES**

Address: Room No. 2, 1<sup>st</sup> Floor, 13, Dinker Niwas, Navi Wadi, Dadi Seth Agyary Lane,  
Mumbai-400002  
Tel Nos. 22074916

3rd March, 2015

The Chairman  
Emmessar Biotech & Nutrition Limited  
Plot No. T-3/2, MIDC Area, Talaja-410208

Dear Sir,

Please refer to your letter dated 15th January, 2015, appointing me as a Scrutinizer for the purpose of ascertaining the result of Resolutions sought to be passed by means of a Postal Ballot pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification of re-enactment thereof for the time being in force).

(1) I submit my report as under:

- 1.1 The Company has completed the dispatch/ e-mailing of Postal Ballot Forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members/ list of beneficiaries as on 29<sup>th</sup> January, 2015.
- 1.2 The shareholders of the Company had options to vote on Resolutions either through the postal ballot forms physically or through the e-voting facility, Shareholders opting for e-voting facility, casted their votes on the designated website <https://www.evotingindia.com> of Central Depository Services (India) Limited (CDSL).
- 1.3 Particulars of all Postal Ballot Forms received in physical or through e-voting process from the members have been consolidated and entered in a sheet separately maintained for the purpose.
- 1.4 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- 1.5 The Postal Ballot Forms were duly entered in my presence and scrutinized and the shareholding was matched/ confirmed with the register of members of the company/ list of beneficiaries as on 29<sup>th</sup> January, 2015.
- 1.6 All Postal ballot Forms received either in physical or by casting of votes electronically through CDSL portal up to the close of working hours ( 7.00 P.M.) on 28<sup>th</sup> February, 2015, the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- 1.7 Envelopes containing postal ballot forms received after 28<sup>th</sup> February, 2015 were not considered for my scrutiny.
- 1.8 I did not find any defaced or mutilated paper.

(2) A summary of the Postal Ballot Forms received / votes casted electronically is given below:



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**(1) Special Resolution for giving on Rent, Sub-let or Sub-lease a small or large portion of our factory land at MIDC, Talaja.**

Total No. of shareholders to whom Postal Ballot Form(s) were sent: 6121

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	105	16	121
b)	Total number of votes casted	2811248	1501061	4312309
c)	Less: Invalid no. of votes casted	2810	0	2810
d)	Valid no. of votes casted (Net)	2808438	1501061	4309499
e)	Total no. of votes with assent for the Resolution	2807838	1501061	4308899
f)	Total no. of votes with dissent for the Resolution	600	0	600

% of total votes casted in favor of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

(3) I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.

(4) You may accordingly declare the results of the voting by postal ballot.



DINESH KUMAR DEORA  
PRACTISING COMPANY SECRETARY

PLACE: MUMBAI  
DATE: 03/03/2015

