



EMMESSAR BIOTECH & NUTRITION LTD

29, Kamer Building, 4th floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001
Tel: 66356209/10/11 Fax: 66370190 Email: emmessar@vsnl.com Site: www.ebni.co.in
Investors Grievance Email: investors@ebni.co.in CIN No. L24110MH1992PLC065942

EBN/2017/S-2379

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: Scrutinizer's Report of e-Voting for 25th Annual General Meeting.

Dear Sir,

Pursuant to Regn 44 of SEBI[LODR] Regn. 2015, please find enclosed herewith the e-Voting Result and the Scrutinizer's Report for e-Voting of our 25th Annual General Meeting which was held on September 1, 2017. CAFS Dt- 2-9-17 Ref. No. 143034 @ 11 20 AM

Also find our 25th Annual Report for the financial year 2016-2017 as required under Regn. 34 of the SEBI (LODR) Regulations, 2015, duly approved and adopted by the Members as per the provisions of the Companies Act, 2013. CAFS Dt- 2-9-17 Ref. No. 143047 @ 11 23 AM

Thanking you,

Yours faithfully,
for Emmessar Biotech & Nutrition Ltd



Compliance Officer

Encl: As above.

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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.: 022-65643641 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, Talaja, 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, 1st September, 2017 at 11.00 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 Central Depository Services (India) Limited (CDSL) 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: 1st September, 2017
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.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Consolidated Results

Dinesh Kumar Deora



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

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TEL. NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Based on Results of remote e-Voting & Ballot Process at the Annual General Meeting held on Friday, 1st September, 2017 at 11.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 24th May, 2017 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, 2017, the Reports of the Board of Directors and the Auditors' thereon. |
|----------------|---|

| Particulars | Number of Votes contained in | | | % of total number of valid votes cast |
|-----------------|------------------------------|----------|----------------|---------------------------------------|
| | e-Votes | Poll | Total | |
| Assent | 1569920 | 0 | 1569920 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/Abstain | 0 | 0 | 0 | 0 |
| Total | 1569920 | 0 | 1569920 | 100.00 |

Thus, the Ordinary Resolution as contained in Item No. 1, of the Notice dated 24th May, 2017 is passed with REQUISITE MAJORITY.

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

| | |
|----------------|--|
| Subject | To appoint a Director in place of Mr. Arvind M Shah (DIN Number 01402417), who retires by rotation and being eligible, offers himself for re-appointment |
|----------------|--|

| Particulars | Number of Votes contained in | | | % of total number of valid votes cast |
|-----------------|------------------------------|----------|----------------|---------------------------------------|
| | e-Votes | Poll | Total | |
| Assent | 1569920 | 0 | 1569920 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/Abstain | 0 | 0 | 0 | 0 |
| Total | 1569920 | 0 | 1569920 | 100.00 |



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Thus, the Ordinary Resolution as contained in Item No. 2. of the Notice dated 24th May, 2017 is passed with REQUISITE MAJORITY.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

| | |
|----------------|--|
| Subject | To appoint a Director in place of Mr. Manoj M Shah (DIN Number 01402381), who retires by rotation and being eligible, offers himself for re-appointment. |
|----------------|--|

| Particulars | Number of Votes contained in | | | % of total number of valid votes cast |
|-----------------|------------------------------|----------|----------------|---------------------------------------|
| | e-Votes | Poll | Total | |
| Assent | 1569920 | 0 | 1569920 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/Abstain | 0 | 0 | 0 | 0 |
| Total | 1569920 | 0 | 1569920 | 100.00 |

Thus, the Ordinary Resolution as contained in Item No. 3, of the Notice dated 24th May, 2017 is passed with REQUISITE MAJORITY.

CONSOLIDATED RESULTS OF ITEM NO. 4 – 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 26th Annual General Meeting on such remuneration as shall be fixed by the Board of Directors based on the recommendation of the Audit Committee." |
|----------------|---|




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COMPANY SECRETARY

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(EAST), MUMBAI-400097.

TEL. NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

| Particulars | Number of Votes contained in | | | % of total number of valid votes cast |
|-----------------|------------------------------|----------|----------------|--|
| | e-Votes | Poll | Total | |
| Assent | 1569920 | 0 | 1569920 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/Abstain | 0 | 0 | 0 | 0 |
| Total | 1569920 | 0 | 1569920 | 100.00 |

Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 24th May, 2017 is passed with **REQUISITE MAJORITY**.



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



Date: 1st September, 2017
Place: Mumbai.

Poll Results
Of the
Poll Conducted
At the
25th 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, 1st September, 2017 at 11.00 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, 1st September, 2017 at 11.00 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.




Item No. 1 – Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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 |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(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 Mr. Arvind M Shah (DIN Number 01402417), who retires by rotation and being eligible, offers himself 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 |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(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

To appoint a Director in place of Mr. Manoj M Shah (DIN Number 01402381), who retires by rotation and being eligible, offers himself 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 |
|--|---------------------------------|--|
| 0 | 0 | 0 |

(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 – 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 26th Annual General Meeting 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 |
|--|---------------------------------|--|
| 5 | 435766 | 0 |

(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: 1st September, 2017

Place: Mumbai



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

OFFICE: 205, 2nd FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
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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.: 022-65643641 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 24th May, 2017 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 24th May, 2017.
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 three days from 9.00 a.m. on **Tuesday, 29th August, 2017 to 5.00 p.m. on Thursday, 31st August, 2017** 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 CDSL.
4. The Voting rights were reckoned as on **Friday, 25th August, 2017**, 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 CDSL after completion of the remote e-Voting process at 11.44 a.m. on the 1st September, 2017, in the presence of Mr. Manish Sarvaiya and Mr. Jainendra Yadav.
6. Based on the results made available to me, 20 (Twenty) 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: 1st September, 2017
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

OFFICE: 205, 2nd FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097,
TEL NO.: 022-65649641 E-MAIL: dinesh.deora@yahoo.com

SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 170726024

Voting Start Date: 29/08/2017 09.00 AM

Voting End Date: 31/08/2017 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 | 20 | 1569920 | 0 | 0 | 0 | 0 |
| 2 | 20 | 1569920 | 0 | 0 | 0 | 0 |
| 3 | 20 | 1569920 | 0 | 0 | 0 | 0 |
| 4 | 20 | 1569920 | 0 | 0 | 0 | 0 |


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



Date: 1st September, 2017
Place: Mumbai

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