

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/2016/S-2323
September 2, 2016

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

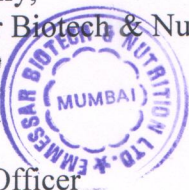
Ref: Company Code No. 524768
Sub: Scrutinizer's Report of e-Voting for 24th Annual General Meeting.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report for the e-Voting of our 24th Annual General Meeting held on September 1, 2016.

Thanking you,

Yours faithfully,
for Emmessar Biotech & Nutrition Ltd



Compliance Officer
Encl: As above.

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 Thursday, 1st September, 2016 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 results 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: 2nd September, 2016
Place: Mumbai

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

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Consolidated Results

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

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Based on Results of remote e-Voting & Ballot Process at the Annual General Meeting held on Thursday, 1st September, 2016 at 11.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 27th May, 2016 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, 2016, 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	2172786	0	2172786	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	2172786	0	2172786	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated 27th May, 2016 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, 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	2172786	0	2172786	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	2172786	0	2172786	100.00




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Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 27th May, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Dr. (Mrs.) Sarada S. Raghavan, who retires by rotation and being eligible, offers herself for re-appointment.
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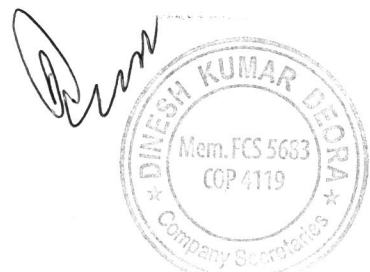
Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	2172786	0	2172786	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	2172786	0	2172786	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 27th May, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	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 25th Annual General Meeting.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	2172786	0	2172786	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	2172786	0	2172786	100.00



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Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 27th May, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 5 – SPECIAL RESOLUTION

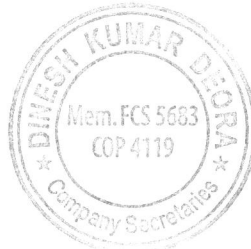
Subject	<p>“RESOLVED THAT pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as mended from time to time, which is applicable effective from October 1, 2014, Consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/ contracts/arrangements with Mr. Vishal Venkat Raghavan, an individual, in which Directors of the Company are “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to new web designing with shopping cart for domestic and international markets on professional charges on such terms and conditions as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all professional charges to Mr. Vishal Venkat Raghavan, shall not exceed Rs. 50 Lakhs (Rupees Fifty Lakhs Only) during any one financial year.”</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”</p>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	7810	0	7810	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	7810	0	7810	100.00

- 23 folios belonging to promoters carrying 2164976 votes have voted through e-voting on Resolution No 5 which is not counted as the resolution pertains to related party transaction.

Thus, the **Special Resolution** as contained in Item No. 5, of the Notice dated 27th May, 2016 is passed with **REQUISITE MAJORITY**.


DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No. 4119
Date: 2nd September, 2016
Place: Mumbai



Poll Results
Of the
Poll Conducted
At the
24th 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: Thursday, 1st September, 2016 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 Thursday, 1st Septemebr,2016 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.

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: 2nd September, 2016

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, 2016, 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 Dr. (Mrs.) Anuradha S. Raghavan, 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
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 Dr. (Mrs.) Sarada S. Raghavan, 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
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

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 25th Annual General Meeting.

(i) Voted in favour of the resolution

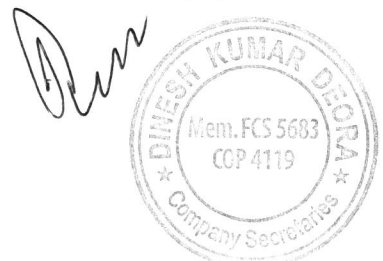
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	435766	0

(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



Item No. 5 – Special Resolution

“RESOLVED THAT pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective from October 1, 2014, Consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/ contracts/arrangements with Mr. Vishal Venkat Raghavan, an individual, in which Directors of the Company are “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to new web designing with shopping cart for domestic and international markets on professional charges on such terms and conditions as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all professional charges to Mr. Vishal Venkat Raghavan, shall not exceed Rs. 50 Lakhs (Rupees Fifty Lakhs Only) during any one financial year.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

(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



DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY

Membership No FCS 5683

COP No. 4119

Date: 2nd September, 2016

Place: Mumbai



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

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

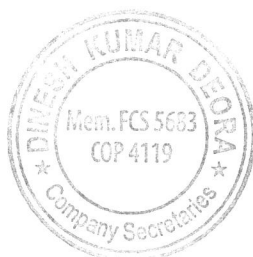
OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
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1. In terms of provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management & Administration) Rules,2014 (the Rules) as amended , I was appointed as Scrutinizer by the Company on 27th May,2016 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 27th May,2016.
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 Monday, 29th August,2016 to 5.00 p.m. on Wednesday, 31st August,2016** 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 **Thursday, 25th August, 2016**, 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 11.04 a.m. on the 2nd September, 2016, in the presence of Mr. Manish Sarvaiya and Mr. Jainendra Yadav.
6. Based on the results made available to me, 27 (Twenty Seven) 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: 2nd September, 2016
Place: Mumbai

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

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SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 160728016

Voting Start Date: 29/08/2016 09.00 AM

Voting End Date: 31/08/2016 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	27	2172786	0	0	0	0
2	27	2172786	0	0	0	0
3	27	2172786	0	0	0	0
4	27	2172786	0	0	0	0
*5	5	7810	0	0	0	0

* 23 folios belonging to promoters carrying 2164976 votes have voted on Resolution No 5 which is not counted as the resolution pertains to related party transaction.


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



Date: 2nd September, 2016
Place: Mumbai

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