



## **Emmessar Biotech & Nutrition Ltd.**

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

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Investors Grievance Email: [investors@ebnl.co.in](mailto:investors@ebnl.co.in) CIN No. L24110MH1992PLC065942

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EBN/2014/S-2201

September 19, 2014

Mr. Rakesh Parekh, DCS – CRD  
The BSE Ltd  
Phiroze Jeebhoy Towers, 2<sup>nd</sup> floor  
Dalal Street, Fort, Mumbai – 400 001.

Ref: Company Code No. 524768

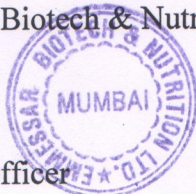
Sub: Scrutinizer Report of e-Voting for 22<sup>nd</sup> Annual General Meeting.

Dear Sir,

Please find enclosed herewith the Scrutinizer Report for the e-Voting for our 22<sup>nd</sup> Annual General Meeting.

Thanking you,

Yours faithfully,  
for Emmessar Biotech & Nutrition Ltd



Compliance Officer  
Encl: Scrutinizer Report

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

**COMPANY SECRETARIES**

OFFICE : ROOM NO.2, 1<sup>ST</sup> FLOOR, 13, DINKAR NIWAS, NAVI WADI, DADI SETH AGIARY LANE, OFF  
CHIRA BAZAR ROAD, MUMBAI-4000002  
TEL NOS. 22074916

**REPORT OF THE SCRUTINIZER**

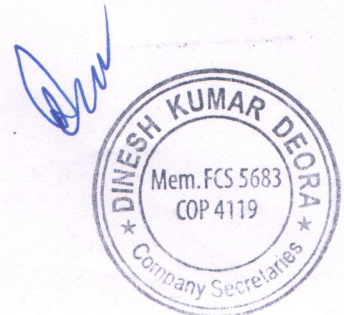
The Chairman  
Of the Annual General Meeting of the Shareholders of  
**Emmessar Biotech & Nutrition Ltd**  
T-3/2, MIDC Area, Taloja, Dist. Raigad  
Maharashtra

Sub: **Resolutions proposed at the Annual General Meeting – Voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014**

Dear Sir,

I, Dinesh Kumar Deora, Company Secretary in practice (Membership no. FCS 5683, COP No. 4119) have been appointed as Scrutinizer for the purpose of scrutinizing voting by electronic means on all the resolutions at the Annual General Meeting of the Shareholders of the Company to be held on Thursday, 18th September, 2014 at 11.00 a.m. at T-3/2, MIDC Area, Taloja, Dist. Raigad, Maharashtra hereby submit my report as under:

- 1) Pursuant to section 101 and 108 of the Companies Act, 2013 ("the Act") and Rule 20(3) (1) of the Companies (Management & Administration) Rules, 2014, the Notice convening the Annual General Meeting including the Statement under section 102 of the Act have been dispatched to all the members of the company through permitted means. The Members of the Company were given an option to vote electronically on e-voting platform provided by Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.com>.
- 2) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 3) The e-voting period commenced on Saturday, 13th September, 2014 at 10.00 a.m. and ended on Monday, 15th September, 2014 at 5.30 p.m.
- 4) The members of the Company as on the "cut –off" date i.e. September 10, 2014 were entitled to vote on the resolutions at the ensuing Annual General Meeting.
- 5) Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e. on 15th September, 2014 at 5.30 p.m. the CDSL portal was blocked for voting.
- 6) The votes cast were unblocked in the presence of two witnesses on 16th September, 2014.



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- 7) A register has been maintained electronically to record the assent or dissent received mentioning the particulars of name, address, folio no. or client id of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential rights, the question of maintaining the list of shares with differential voting rights did not arise.
- 8) The corporate member who has participated in the e-voting has provided the scanned copy of the resolution passed at their Board of Directors' meeting for authorization to attend and vote at the annual general meeting, including voting by electronic means.

The proposed resolutions for which this Annual General Meeting of the shareholders is being held and the option of voting by electronic means is provided and the summary of the total votes cast "FOR" and "AGAINST" each resolution by electronic means is as follows:

**Item No. 1:**

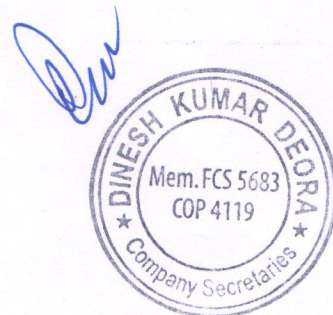
**To receive, consider and adopt the Directors' Report, Audited Statement of Profit & Loss for the year ended 31st March 2014, the Balance Sheet as at that date and the Auditors' Report thereon.**

Particulars	No. of shareholders/ Votes	No. of shares/ votes	% of shares/ Votes
(a) Total Valid Votes	9	1319656	100.00
(b) Votes "FOR" the resolution	9	1319656	100.00
(c) Votes "AGAINST" the resolution	9	0	0

**Item No. 2:**

**To appoint a Director in place of Mr. Vijay K. Agrawal, who retires by rotation and being eligible offers himself for re-appointment.**

Particulars	No. of shareholders/ Votes	No. of shares/ votes	% of shares/ Votes
(a) Total Valid Votes	9	1319656	100.00
(b) Votes "FOR" the resolution	9	1319656	100.00
(c) Votes "AGAINST" the resolution	9	0	0



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**Item No. 3:**

To appoint a Director in place of Mr. Manoj M. Shah, who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No. of shareholders/ Votes	No. of shares/ Votes	% of shares/ Votes
(a) Total Valid Votes	9	1319656	100.00
(b) Votes "FOR" the resolution	9	1319656	100.00
(c) Votes "AGAINST" the resolution	9	0	0

**Item No. 4:**

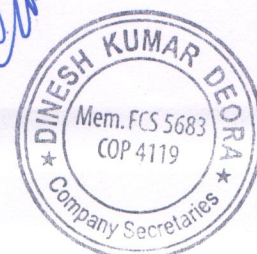
To appoint a Director in place of Dr. Anuradha S. Raghavan, who was appointed as an additional Director of the company and being eligible offers herself for reappointment.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	9	1319656	100.00
(b) Votes "FOR" the resolution	9	1319656	100.00
(c) Votes "AGAINST" the resolution	9	0	0

**Item No. 5:**

To appoint a Director in place of Dr. Sarada S. Raghavan, who was appointed as an additional Director of the company and being eligible offers herself for reappointment.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	9	1319656	100.00
(b) Votes "FOR" the resolution	9	1319656	100.00
(c) Votes "AGAINST" the resolution	9	0	0



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**Item No. 5:**

“Resolved that pursuant to the provisions of Section 224, and other applicable provisions, if any, of the Companies Act, 1956, M/s. V. Sankar Aiyar & Co, Chartered Accountants, retiring Auditors of the Company, be and are hereby re-appointed Auditors of the Company, to hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company”.

Resolved Further that M/s. V. Sankar Aiyar & Co, Chartered Accountants, be paid for the financial year 2014 – 2015, such remuneration as may be mutually agreed upon.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ Votes
(a) Total Valid Votes	9	1319656	100.00
(b) Votes “FOR” the resolution	9	1319656	100.00
(c) Votes “AGAINST” the resolution	9	0	0

The results of the e-voting shall be taken into account in addition to the voting at the annual general meeting of the shareholders.

The data sheet relating to e-voting and other related papers/ registers, records are in the safe custody of the undersigned and they will be handed over to the Chairman of the company once the Minutes are approved and signed.

Thank you,

Yours faithfully,



**DINESH KUMAR DEORA**  
**PRACTISING COMPANY SECRETARY**

FCS 5683/ CP 4119

Place: Mumbai  
Date: 16/09/2014

