



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.ebnl.co.in
Investors Grievance Email: investors@ebnl.co.in CIN No. L24110MH1992PLC065942

EBN/2015/S-2276
September 21, 2015

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

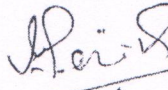
Ref: Company Code No. 524768
Sub: Scrutinizer's Report of e-Voting for 23rd Annual General Meeting.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report for the e-Voting of our 23rd Annual General Meeting held on September 19, 2015.

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 SECRETARIES

ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel Nos. 022-28443641 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 Saturday, 19th September, 2015 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. F5683
CP No. 4119



Date: 19th September, 2015

Place: Mumbai

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

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Consolidated Results



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

COMPANY SECRETARIES

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Based on Results of remote e-Voting & Ballot Process at the Annual General Meeting held on Saturday, 19th September, 2015 at 11.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 14th May, 2015 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	To consider the Audited Financial Statements for the financial year ended 31st March 2015 and the Reports of the 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	1557395	0	1557395	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	1557395	0	1557395	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 1, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Mr. Manoj M. Shah who retires by rotation and being eligible offers himself 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	1557395	0	1557395	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	1557395	0	1557395	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 2, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.



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

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CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Mr. Arvind M. Shah who retires by rotation and being eligible offers himself 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	1557395	0	1557395	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	1557395	0	1557395	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 3, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – ORDINARY RESOLUTION

Subject	Appointment of M/s. V. Shankar Aiyar & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 109208W) as Auditors.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	435766	435766	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	0	435766	435766	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 4, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.



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

COMPANY SECRETARIES

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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 5 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Ashok M. Kadakia as an Independent Director of the Company.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	435766	435766	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	0	435766	435766	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 5, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 6 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Vijay Kumar Agrawal as an Independent Director of the Company.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	435766	435766	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	0	435766	435766	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 6, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.



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

COMPANY SECRETARIES

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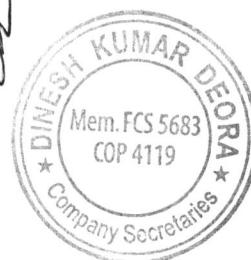
Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 7 – ORDINARY RESOLUTION

Subject	Appointment of Mr. Ajay Ishwarlal Bora as an Independent Director of the Company.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	435766	435766	100.00
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	0	435766	435766	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 7, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.



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

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Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

CONSOLIDATED RESULTS OF ITEM NO. 8 – SPECIAL RESOLUTION

Subject	Approval of Related Party Transactions
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	39900	39900	0
Dissent	0	0	0	0
Invalid/Abstain	0	0	0	0
Total	0	39900	39900	100.00

Thus, the **Special Resolution** as contained in Item No. 8, of the Notice dated 14th May, 2015 is passed with **REQUISITE MAJORITY**.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F 5683
CP No. 4119



Date: 19th September, 2015
Place: Mumbai

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

COMPANY SECRETARIES

ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel Nos. 022-28443641 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 SECRETARIES

ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097

Tel Nos. 022-28443641 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 14th May,2015 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 14th May,2015
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, 15th September,2015** to **5.00 p.m.** on **Thursday, 17th September,2015** 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, 11th September, 2015**, 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 11.20 a.m. on the 19th September, 2015, in the presence of Mr. Manish Sarvaiya and Mr. Jainendra Yadav.
6. Based on the results made available to me, 15 (Fifteen) 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
CP No. 4119



Date: 19th September, 2015
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 SECRETARIES

ADDRESS: #205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097
Tel Nos. 022-28443641 E-mail: dinesh.deora@yahoo.com

SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 150805021

Voting Start Date: 15/09/2015 09.00 AM

Voting End Date: 17/09/2015 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	15	1557395	0	0	0	0
2	15	1557395	0	0	0	0
3	15	1557395	0	0	0	0
4	0	0	0	0	0	0
5	0	0	0	0	0	0
6	0	0	0	0	0	0
7	0	0	0	0	0	0
8	0	0	0	0	0	0

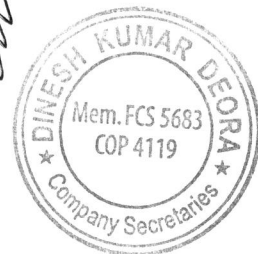
DINESH KUMAR DEORA
Practising Company Secretary
Membership No. F5683
CP No. 4119



Date: 19th September, 2015
Place: Mumbai

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

Poll Results
Of the
Poll Conducted
At the
23rd 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: **Saturday, 19th September, 2015 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 Saturday, 19th Septemebr,2015 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

CP No. 4119



Date: 19th September, 2015

Place: Mumbai

Item No. 1 – Ordinary Resolution

To consider the Audited Financial Statements for the financial year ended 31st March 2015 and the Reports of the 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. Manoj M. Shah 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. Arvind M. Shah 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

Appointment of M/s. V. Shankar Aiyar & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 109208W) as Auditors.

(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 – Ordinary Resolution

Appointment of Mr. Ashok M. Kadakia as an Independent Director of the Company.

(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	100.00

(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. 6 – Ordinary Resolution

Appointment of Mr. Vijay Kumar Agrawal as an Independent Director of the Company.

(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	100.00

(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. 7 – Ordinary Resolution

Appointment of Mr. Ajay Ishwarlal Bora as an Independent Director of the Company.

(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	100.00

(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. 8 – Special Resolution

Approval of Related Party Transactions

(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
4	39900	100.00

(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

CP No. 4119



Date: 19th September, 2015

Place: Mumbai