



EMMESSAR BIOTECH & NUTRITION LTD

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

Tel: 022-49738167/68 Email: enquiries@ebnl.org Site: www.ebnl.org

Investors Grievance Email: investors@ebnl.org CIN No. L24110MH1992PLC065942

EBN/2018/S-2418

August 21, 2018

BSE Limited
DCS - CRD
Phiroze Jeebhoy Towers
Dalal Street, Fort, Mumbai – 400 001,

Dear Sir,

Sub: Intimation of 26th Annual General Meeting [AGM] and Book Closure.
Ref: Scrip Code No. 524768

This is to inform you that pursuant to Regulation 30 of the SEBI [LODR] Regulations, 2015, the 26th Annual General Meeting [AGM] of the Company is scheduled to be held on Wednesday, 26th September, 2018 at 10.00 a.m. at the Registered Office of the Company at: Plot No. T-3/2, MIDC Area, Talaja – 410208, Dist. Raigad. A copy of the Notice of the AGM along with the e-Voting instruction slip is attached herewith.

Pursuant to Regulation 42 of the Listing Regulations, we hereby inform you that the Register of Members and Share Transfer Books shall remain closed from Wednesday, 19th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive) for the purpose of AGM of the Company.

Further, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies(Management & Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all resolutions set out in the Notice of AGM through e-Voting service provided by M/s. Link Intime India Pvt. Ltd.

The cut-off date for determining the eligibility of members to vote by remote e-Voting or voting at the AGM is Wednesday, September 19, 2018. The remote e-Voting will commence on Saturday, September 22, 2018 at 9.00 a.m. and ends on Tuesday, September 25, 2018 at 5.00 p.m.

You are kindly requested to take the above on your records.

Thanking you,
Yours faithfully,
For Emmessar Biotech & Nutrition Ltd



Compliance Officer

Factory: Plot No. T-3/2, MIDC Area, P.O. Box No. 39. Talaja – 410208. Dist. Raigad. Maharashtra.

Tel: 022-20870587 Email: enquiries@ebnl.org Web-Site: www.ebnl.org

NOTICE

TWENTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Sixth Annual General Meeting of the Members of Emmessar Biotech & Nutrition Limited** will be held at the Registered Office of the Company at T-3/2, MIDC Area, Taloja-410208, Dist. Raigad, Maharashtra, on Wednesday, the 26th day of September, 2018 at 10.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Dr. (Mrs.) Anuradha S. Raghavan (DIN Number 06557718), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Dr. (Mrs.) Sarada S. Raghavan (DIN Number 06641146), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration and for this purpose, to consider and if thought fit, to pass with or without modification(s) the following resolution as an 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 27th Annual General Meeting on such remuneration as shall be fixed by the Board of Directors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

5. **RE-APPOINTMENT OF MR. MSR AYYANGAR (DIN NUMBER: 00090266) AS MANAGING DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following as **Special Resolution**

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and re-enactment thereof, for the time being in force), Consent of the members of the Company be and is hereby accorded for reappointment of Mr. MSR Ayyangar (DIN: 00090266) as Managing Director of the Company for a further period of five years with effect from 20th April, 2017 to 19th April, 2022, not liable to retire by rotation, on following terms & conditions and remuneration and that the said remuneration shall be paid to him as Minimum Remuneration in the event the Company has no profit or its profits are inadequate in any financial year;

- (i) Salary: Rs 1,00,000/- (Rupees: One Lakh only) per month w.e.f. 20th April, 2017 and subsequent 10% increase every year.

- (ii) Perquisites shall be in addition to the salary and shall be restricted to 50% of the salary as mentioned in (i) above to be reckoned on the basis of actual expenditure or liability incurred by the Company as provided under:
- (a) Company's contribution towards provident fund subject to ceiling of 10% of the salary.
 - (b) Company's contribution towards pension / superannuation fund and such contribution together with the contribution to the Provident Fund shall not exceed 25% of the salary. (The overall ceiling referred to above will be non-inter changeable)
 - (c) Gratuity: (Non-interchangeable) not exceeding one half month's salary for each completed year in service, subject to a ceiling as fixed by the Government.
 - (d) Leave: Not exceeding one month's leave for every 11 months of service and subject to further condition that the leave accumulated but not availed of, will not be allowed to be encashed.
 - (e) Medical Benefit: Reimbursement of expenses incurred for self and family, the total cost of which shall not exceed three months salary in the block of three years.
 - (f) Free House: Housing accommodation including furniture, fixtures, appliances, gas, water and electricity charges subject to a ceiling of 40% of the salary on the condition that 10% of the salary would be borne by the managerial personnel.
 - (g) Leave Travel Concession: For self and family once in a year by air to any place in India and back (Halting expenses not payable).
 - (h) Car: Free use of Company's car with driver.
 - (i) Personal accident insurance of an amount, the annual premium for which does not exceed Rs 1,000/- per month.
 - (j) Free Telephone facility at the residence.
 - (k) Club Membership subject to a maximum of two clubs.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Committee of the Board, be and is hereby authorized to do all such acts, deeds and things and to alter, amend or vary the terms and conditions of the appointment and remuneration as may be agreed to between the Board of Directors and Mr. MSR Ayyangar within such guidelines or amendments as may be made to the Companies Act, 2013, and subject to such approvals as may be required including filing of necessary e-form with registrar of Companies as may be required to give effect to the aforesaid resolution."

**By the order of the Board
For Emmessar Biotech & Nutrition Limited**

**Place: Mumbai
Date: 16.05.2018**

**MSR Ayyangar
Managing Director**

NOTES:

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS / PROXIES ARE REQUESTED TO SIGN THE ATTENDANCE SLIP ANNEXED TO THE PROXY FORM AND HAND IT OVER AT THE GATE OF THE VENUE OF THE MEETING.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
4. Corporate Members are requested to send a board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
5. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorised by him/her.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed **from Wednesday, 19th September, 2018 to 26th September, 2018** (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.
9. Members are requested to bring their copy of the Annual Report to the Meeting.
10. Members are requested to send their queries, if any, in writing at least 10 days in advance of the day of the meeting.
11. Voting through Electronic means :
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 26th Annual General Meeting (AGM) by Electronic means and the business may be transacted through e-Voting Services provided by **Link Intime India Pvt. Ltd. (LIPL)**.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 26th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Instructions for shareholders to vote electronically are as under:

In case of members receiving e-mail:

1. The voting period begins on Saturday, 22.09.2018 (9.00 a.m.) and ends on Tuesday, 25.09.2018 (5.00p.m.). During this period shareholders of the Company, holding shares either in physical form or in Dematerialised form, as on the cut-off date i.e. 19.09.2018, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting after 05.00 p.m. on 25.09.2018. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. Members holding shares in physical or in dematerialised form as on 19.09.2018 shall only be eligible for e-voting.

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in

	the Dividend Bank Details field as mentioned in instruction (iv).
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If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.
12. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of 19th September, 2018.
13. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
14. The Company has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS 5683 CP No. 4119), as the Scrutinizer, to scrutinize the e-voting process, in a fair and transparent manner.
15. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**By the order of the Board
For Emmessar Biotech & Nutrition Limited**

**Place: Mumbai
Date: 16.05.2018**

**MSR Ayyangar
Managing Director**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 5:

Pursuant to the provisions of Sections 196, 197,198, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 1st November, 2017, the Board has re-appointed Mr. MSR Ayyangar (DIN 00090266) as the Managing Director of the Company with effect from 20th April,2017, for a period of five years.

Mr. MSR Ayyangar aged about 69 years holds a Bachelor's degree in Electrical and Electronics from National Institute of Technology Warangal.

Mr. MSR Ayyangar, is the Chief Promoter of the Company and the Chief Technologist whose expertise in R&D has resulted in the successful development of all the products so far produced by the Company which have received acceptance for their international quality in the world markets. It is his diligence, perseverance and courage that has navigated the Company through extremely difficult and testing times. The Board feels that it is in the best interest of the Company that MSR Ayyangar continues as the Managing Director and the Chief Executive to lead the Company to greater heights of prosperity. Hence he is re-appointed as the Managing Director for the next 5 years. He is related to Ms. Anuradha Srinivasa Raghavan and Ms. Sarada Srinivasa Raghavan, Directors of the Company.

Considering his association with the Company and adequate experience, the Board recommends confirmation of the re-appointment of Mr. MSR Ayyangar as Managing Director of the Company for a period of Five years with effect from 20th April, 2017 on the terms as to remuneration, allowances etc. as set out in the resolution being item No. 5 of the accompanying Notice subject to the approval of the Central Government required, if any, or any other approval as may be required under law.

The Board commends the Special Resolution set out at Item No.5 of the accompanying Notice for the approval by the Shareholders. Except Mr. MSR Ayyangar, being the appointee, Ms. Anuradha Srinivasa Raghavan and Ms. Sarada Srinivasa Raghavan, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

**By the order of the Board
For Emmessar Biotech & Nutrition Limited**

**Place: Mumbai
Date: 16.05.2018**

**MSR Ayyangar
Managing Director**



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FORM NO. MGT-11 - PROXY FORM

[(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s) :	
Folio No. / Client ID :	

I/We, being a Member(s) of _____ Equity Shares of the above named Company hereby appoint:

(1) Name _____ Address _____

Email ID _____ Signature _____ or failing him / her

(2) Name _____ Address _____

Email ID _____ Signature _____ or failing him / her

(3) Name _____ Address _____

Email ID _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Wednesday 26TH September, 2018 at 10.00AM at THE REGISTERED OFFICE OF THE COMPANY AT PLOT No. T-3/2, MIDC AREA, TALOJA-410208, DIST. RAIGAD. MAHARASHTRA and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

Resolution No:

1. Adoption of Directors' Report, Audited financial statements for the year ended 31st March, 2018 and the Auditors' Report thereon.
2. Reappointment of Ms. Anuradha S. Raghavan (DIN No. 06557718) who retires by rotation.
3. Reappointment of Ms. Sarada S. Raghavan (DIN No. 06641146) who retires by rotation.
4. Ratification of appointment of Statutory Auditors of the company.
5. Re-appointment of Mr. MSR Ayyangar (DIN No. 00090266) as Managing Director

Signed this _____ day of _____ 2018.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting



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26th ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY 26TH SEPTEMBER, 2018 AT 10.00 AM AT THE REGISTERED
OFFICE OF THE COMPANY AT PLOT NO T-3/2, MIDC AREA, TALOJA - 410208, DIST. RAIGAD. MAHARASHTRA

ATTENDANCE SLIP

(To be presented at the entrance)

Name of the Member(s) :	
Registered Address :	
Joint Holders	
Folio No. / Client ID :	
No. of Shares	

I Certify that I am the registered Shareholder of the Company and hold _____ Equity Shares, or that I am Proxy of the Registered Shareholder of the Company holding _____ Equity Shares. (Please indicate whether Member / proxy).

Member's Signature.

Proxy's Signature

EVS (Electronic Voting Sequence Number)	*Default PAN
	USE YOUR PAN

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

NOTE : 1. Only Member/ Proxy holder can attend the meeting.

2. Member / Proxy holder should bring his/her copy of Annual Report for reference at the meeting.