



# EMMESSAR BIOTECH & NUTRITION LIMITED

29, Kamer Building, 4th floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001  
Tel: 022-35661373 / 35664530 Email: [enquiries@ebnl.org](mailto:enquiries@ebnl.org) Website: [www.ebnl.org](http://www.ebnl.org)  
Investors Grievance Email: [investors@ebnl.org](mailto:investors@ebnl.org) CIN No. L24110MH1992PLC065942

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## LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTOR

**Dated: September 27, 2024**

**To,**  
**Mr. Dinesh Kumar Deora**

Dear Sir,

We are pleased to inform you that at the Annual General Meeting held on September 27, 2024, shareholders have approved your appointment as **an** Independent Director of the Emmessar Biotech & Nutrition Ltd. (hereinafter referred to as or "The Company") to hold office for five consecutive years from **March 20, 2024 to March 19, 2029**. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

### 1. Appointment

Your appointment as an Independent Director is subject to the provisions of the **Companies Act, 2013**, including the duties, responsibilities and code for Independent Directors as prescribed under **Schedule IV of the Act**, and other applicable statutory provisions.

During your tenure as an Independent Director:

- a) You shall submit a declaration at the first Board Meeting of every financial year, or whenever there is any change in circumstances, confirming that you meet the criteria of independence as prescribed under **Section 149(6) of the Act**.
- b) You shall strive to attend all meetings of the Board of Directors and of the Board Committees of which you are a member.
- c) You shall not be absent from all the meetings of the Board of Directors held during a period of twelve months, whether with or without leave of absence.
- d) You shall ensure that the number of directorships and committee positions held by you in other companies remains within the limits prescribed under the **Companies Act, 2013**.
- e) The Independent Directors of the Company shall hold at least **one separate meeting in a financial year** without the presence of Non-Independent Directors and members of management, in accordance with **Schedule IV of the Act**.

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### 2. Board Committees

The Board of Directors has appointed you as a member / Chairman of the following Committees of the Board:

1. Member – Audit Committee
2. Member – Nomination and Remuneration Committee
3. Member – Stakeholders Relationship Committee

The Board may, if it deems fit, appoint you as a member or Chairman of any other Committee of the Board that may be constituted from time to time, subject to applicable provisions of law.

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### 3. Role, Duties and Responsibilities

Your role, functions and duties shall be those normally required of an Independent Director under the **Companies Act, 2013**, including those prescribed under **Schedule IV (Code for Independent Directors)**, and shall include providing guidance in relation to strategy, performance, risk management, compliance and governance standards of the Company.

You are expected to devote such time as is necessary for the proper performance of your duties as an Independent Director.

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### 4. Remuneration

You shall be entitled to receive **sitting fees** for attending meetings of the Board and its Committees, as may be approved by the Board from time to time in accordance with the provisions of **Section 197(5) of the Companies Act, 2013 and the applicable rules made thereunder**.

Presently, the sitting fees payable are as follows:

- i. Board Meeting – INR 10,000 per meeting
- ii. Audit Committee Meeting – INR 5,000 per meeting
- iii. Nomination and Remuneration Committee – 5,000 per meeting
- iv. Stakeholders Relationship meeting Committee – 5,000 per meeting

You may also be entitled for **commission**, if any, as may be approved by the Board and the Members of the Company from time to time, subject to applicable provisions of the Act.

The Company will reimburse expenses incurred by you for participation in Board and Committee meetings or in relation to the discharge of your duties.

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### 5. Conflict of Interest

It is acknowledged that you may have business interests other than those of the Company. As a condition of your appointment, you are required to disclose to the Board any other directorships, appointments or interests held by you in accordance with the provisions of the **Companies Act, 2013**.

In the event of any situation that may give rise to a **conflict of interest**, you shall promptly disclose the same to the Board and abstain from participating in the relevant deliberations and decisions.

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### 6. Confidentiality

All information acquired during your tenure as an Independent Director shall be treated as **confidential** and shall not be disclosed to any third party without prior approval of the Company unless required by law or any regulatory authority.

Upon cessation of your directorship, you shall return all documents and materials belonging to the Company that may be in your possession.

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## 7. Independent Professional Advice

In the performance of your duties as an Independent Director, you may seek **independent professional advice**, where necessary, at the expense of the Company, subject to prior consultation with the Chairman of the Board.

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## 8. Disclosure of Interest

You shall disclose your interest in any contract or arrangement with the Company in accordance with the provisions of **Section 184 of the Companies Act, 2013** and ensure that the same is appropriately recorded in the minutes of the meeting.

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## 9. Governing Law

This letter of appointment shall be governed by and construed in accordance with the **laws of India**, and any disputes arising out of or in connection with this appointment shall be subject to the jurisdiction of the competent courts in India.

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We are confident that your experience and expertise will greatly benefit the Company and we look forward to your valuable contribution to the Board.

Yours sincerely,

For **Emmessar Biotech & Nutrition Ltd.**

Sd/-

**Mr. Srinivasa Raghavan Mathurakavi Ayyangar**  
**Managing Director**



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## LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTOR

**Dated: September 27, 2024**

**To,**  
**Mr. Veeraraghavan Ranganathan**

Dear Sir,

We are pleased to inform you that at the Annual General Meeting held on September 27, 2024, shareholders have approved your appointment as **an** Independent Director of the Emmessar Biotech & Nutrition Ltd. (hereinafter referred to as or "The Company") to hold office for five consecutive years from **October 27, 2023 till October 26, 2028**. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

### 1. Appointment

Your appointment as an Independent Director is subject to the provisions of the **Companies Act, 2013**, including the duties, responsibilities and code for Independent Directors as prescribed under **Schedule IV of the Act**, and other applicable statutory provisions.

During your tenure as an Independent Director:

- a) You shall submit a declaration at the first Board Meeting of every financial year, or whenever there is any change in circumstances, confirming that you meet the criteria of independence as prescribed under **Section 149(6) of the Act**.
- b) You shall strive to attend all meetings of the Board of Directors and of the Board Committees of which you are a member.
- c) You shall not be absent from all the meetings of the Board of Directors held during a period of twelve months, whether with or without leave of absence.
- d) You shall ensure that the number of directorships and committee positions held by you in other companies remains within the limits prescribed under the **Companies Act, 2013**.
- e) The Independent Directors of the Company shall hold at least **one separate meeting in a financial year** without the presence of Non-Independent Directors and members of management, in accordance with **Schedule IV of the Act**.

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### 2. Board Committees

The Board of Directors has appointed you as a member / Chairman of the following Committees of the Board:

1. Member – Audit Committee
2. Member – Nomination and Remuneration Committee

The Board may, if it deems fit, appoint you as a member or Chairman of any other Committee of the Board that may be constituted from time to time, subject to applicable provisions of law.



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### 3. Role, Duties and Responsibilities

Your role, functions and duties shall be those normally required of an Independent Director under the **Companies Act, 2013**, including those prescribed under **Schedule IV (Code for Independent Directors)**, and shall include providing guidance in relation to strategy, performance, risk management, compliance and governance standards of the Company.

You are expected to devote such time as is necessary for the proper performance of your duties as an Independent Director.

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### 4. Remuneration

You shall be entitled to receive **sitting fees** for attending meetings of the Board and its Committees, as may be approved by the Board from time to time in accordance with the provisions of **Section 197(5) of the Companies Act, 2013 and the applicable rules made thereunder**.

Presently, the sitting fees payable are as follows:

- i. Board Meeting – INR 10,000 per meeting
- ii. Audit Committee Meeting – INR 5,000 per meeting
- iii. Nomination and Remuneration Committee – 5,000 per meeting

You may also be entitled for **commission**, if any, as may be approved by the Board and the Members of the Company from time to time, subject to applicable provisions of the Act.

The Company will reimburse expenses incurred by you for participation in Board and Committee meetings or in relation to the discharge of your duties.

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### 5. Conflict of Interest

It is acknowledged that you may have business interests other than those of the Company. As a condition of your appointment, you are required to disclose to the Board any other directorships, appointments or interests held by you in accordance with the provisions of the **Companies Act, 2013**.

In the event of any situation that may give rise to a **conflict of interest**, you shall promptly disclose the same to the Board and abstain from participating in the relevant deliberations and decisions.

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### 6. Confidentiality

All information acquired during your tenure as an Independent Director shall be treated as **confidential** and shall not be disclosed to any third party without prior approval of the Company unless required by law or any regulatory authority.

Upon cessation of your directorship, you shall return all documents and materials belonging to the Company that may be in your possession.

### 7. Independent Professional Advice

In the performance of your duties as an Independent Director, you may seek **independent professional advice**, where necessary, at the expense of the Company, subject to prior consultation with the Chairman of the Board.

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## 8. Disclosure of Interest

You shall disclose your interest in any contract or arrangement with the Company in accordance with the provisions of **Section 184 of the Companies Act, 2013** and ensure that the same is appropriately recorded in the minutes of the meeting.

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## 9. Governing Law

This letter of appointment shall be governed by and construed in accordance with the **laws of India**, and any disputes arising out of or in connection with this appointment shall be subject to the jurisdiction of the competent courts in India.

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We are confident that your experience and expertise will greatly benefit the Company and we look forward to your valuable contribution to the Board.

Yours sincerely,

For **Emmessar Biotech & Nutrition Ltd.**

Sd/-

**Mr. Srinivasa Raghavan Mathurakavi Ayyangar**  
**Managing Director**



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## LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTOR

**Dated: September 29, 2023**

**To,  
Mr. Milind Desai**

Dear Sir,

We are pleased to inform you that at the Annual General Meeting held on September 29, 2023, shareholders have approved your appointment as **an** Independent Director of the Emmessar Biotech & Nutrition Ltd. (hereinafter referred to as or "The Company") to hold office for five consecutive years from **October 20, 2022 till October 19, 2027**. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

### 1. Appointment

Your appointment as an Independent Director is subject to the provisions of the **Companies Act, 2013**, including the duties, responsibilities and code for Independent Directors as prescribed under **Schedule IV of the Act**, and other applicable statutory provisions.

During your tenure as an Independent Director:

- a) You shall submit a declaration at the first Board Meeting of every financial year, or whenever there is any change in circumstances, confirming that you meet the criteria of independence as prescribed under **Section 149(6) of the Act**.
- b) You shall strive to attend all meetings of the Board of Directors and of the Board Committees of which you are a member.
- c) You shall not be absent from all the meetings of the Board of Directors held during a period of twelve months, whether with or without leave of absence.
- d) You shall ensure that the number of directorships and committee positions held by you in other companies remains within the limits prescribed under the **Companies Act, 2013**.
- e) The Independent Directors of the Company shall hold at least **one separate meeting in a financial year** without the presence of Non-Independent Directors and members of management, in accordance with **Schedule IV of the Act**.

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### 2. Board Committees

The Board of Directors has appointed you as a member / Chairman of the following Committees of the Board:

1. Chairman – Audit Committee
2. Chairman – Nomination and Remuneration Committee
3. Chairman – Stakeholders Relationship Committee

The Board may, if it deems fit, appoint you as a member or Chairman of any other Committee of the Board that may be constituted from time to time, subject to applicable provisions of law.

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As Chairman of the Audit Committee, you shall, to the extent possible, attend the **General Meetings of the Company** to address shareholder queries relating to audit matters.

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### 3. Role, Duties and Responsibilities

Your role, functions and duties shall be those normally required of an Independent Director under the **Companies Act, 2013**, including those prescribed under **Schedule IV (Code for Independent Directors)**, and shall include providing guidance in relation to strategy, performance, risk management, compliance and governance standards of the Company.

You are expected to devote such time as is necessary for the proper performance of your duties as an Independent Director.

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### 4. Remuneration

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### 5. Conflict of Interest

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## 8. Disclosure of Interest

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## 9. Governing Law

This letter of appointment shall be governed by and construed in accordance with the **laws of India**, and any disputes arising out of or in connection with this appointment shall be subject to the jurisdiction of the competent courts in India.

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We are confident that your experience and expertise will greatly benefit the Company and we look forward to your valuable contribution to the Board.

Yours sincerely,

For **Emmessar Biotech & Nutrition Ltd.**

Sd/-

**Mr. Srinivasa Raghavan Mathurakavi Ayyangar**  
**Managing Director**