

**PROCEEDINGS OF 30<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF ESTER INDUSTRIES LIMITED DULY CONVENED ON 24<sup>TH</sup> SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT SOHAN NAGAR, P. O. CHARUBETA, KHATIMA- 262308, DISTRICT UDHAMSINGH NAGAR, UTTARAKHAND**

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The Quorum being present, the Chairman of the meeting took up the formal proceedings of the meeting. With the permission of the members notice convening the meeting together with financial statement, Director's Report, Secretarial Auditors' Report and Statutory Auditors' report were taken as read.

The Chairman stated that pursuant to the requirements of Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had provided the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") from 21<sup>st</sup> September, 2016 to 23<sup>rd</sup> September, 2016 through Central Depository Services (India) Limited (CDSL). He stated that Mr. Akash Jain, Practicing Company Secretary was appointed as Scrutinizer to conduct the e-voting process in fair and transparent manner.

During the meeting, the Chairman appointed Mr. Akash Jain, Practicing Company Secretary as Scrutinizer to conduct the Poll at the AGM venue in fair and transparent manner.

The Chairman proposed following resolutions to vote at the meeting and invited queries on the same:

**ORDINARY BUSINESSSES**

**ORDINARY RESOLUTIONS -**

1. Consideration and adoption of the Audited Balance Sheet as on 31<sup>st</sup> March, 2016 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. Re-appointment of Mrs. Archana Singhania (DIN 01096776) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of S.R. Baltiboi & Co. LLP (Regn No. 301003E/E300005) as Statutory Auditors of the Company and fixation of their remuneration.

**SPECIAL BUSINESS:**

**ORDINARY RESOLUTION**

4. Ratification of remuneration fixed for Cost Auditor of the Company

The Directors replied the queries raised by the Shareholders. After replying all the queries, the Chairman announced that the combined results of the e-voting and voting through poll would be declared within 48 hours from the conclusion of the Meeting and would be intimated to Stock Exchange & uploaded on



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the website of the company and CDSL. The Result would also be posted on the notice board at the Registered Office and Corporate Office of the Company.

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chairman of the meeting.

Yours Faithfully

For Ester Industries Limited



**Diwaker Dinesh**  
**Company Secretary**



**Date – 24<sup>th</sup> September, 2016**

**Place – Khatima**

**Ester Industries Limited**  
**30th Annual general Meeting Combined Result**  
**Report dated 25.09.2016**

<b>Date of the AGM</b>	24th September, 2016
<b>Total number of shareholders on record date</b>	22938
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	2 in person 3 through proxy
Public:	33 in person
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	--
Public:	--



Agenda-

<b>RESOLUTION NO. 1</b>	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS ON 31ST MARCH 2016 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON							
<b>Resolution required: (Ordinary/ Special)</b>				ORDINARY RESOLUTION				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,52,18,203	4,52,18,203	100.00	4,52,18,203	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		4,52,18,203	4,52,18,203	100.00	4,52,18,203	-	100.00
Public Institution s	E-Voting	1,97,298	33,510	16.98	33,510	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		1,97,298	33,510	16.98	33,510	-	100.00
Public Non Institution s	E-Voting	3,79,78,258	2,866	0.01	2,866	-	100.00	-
	Poll		2,07,53,511	54.65	2,07,53,511	-	100.00	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		3,79,78,258	2,07,56,377	54.65	2,07,56,377	-	100.00
<b>Total</b>		<b>8,33,93,759</b>	<b>6,60,08,090</b>	<b>79.15</b>	<b>6,60,08,090</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Result: Resolution passed with requisite majority



RESOLUTION NO. 2		TO APPOINT A DIRECTOR IN PLACE OF MRS. ARCHANA SINGHANIA (DIN 01096776) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT						
Resolution required: (Ordinary/ Special)				ORDINARY RESOLUTION				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,52,18,203	4,49,15,012	99.33	4,49,15,012	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		4,49,15,012	99.33	4,49,15,012	-	100.00	-
Public Institution s	E-Voting	1,97,298	33,510	16.98	-	33,510	-	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		33,510	16.98	-	33,510	-	100.00
Public Non Institution s	E-Voting	3,79,78,258	2,866	0.01	2,866	-	100.00	-
	Poll		2,07,53,511	54.65	2,07,53,511	-	100.00	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		2,07,56,377	54.65	2,07,56,377	-	100.00	-
<b>Total</b>		<b>8,33,93,759</b>	<b>6,57,04,899</b>	<b>78.79</b>	<b>6,56,71,389</b>	<b>33,510</b>	<b>99.95</b>	<b>0.05</b>

Result: Resolution passed with requisite majority



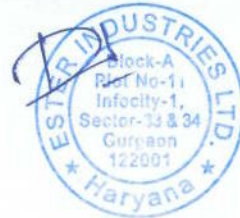
RESOLUTION NO. 3		RATIFICATION OF APPOINTMENT OF M/S. S.R. BATLIBOI & CO. LLP (REGN NO. 301003E/E300005), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY						
Resolution required: (Ordinary/ Special)				ORDINARY RESOLUTION				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,52,18,203	4,52,18,203	100.00	4,52,18,203	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		4,52,18,203	4,52,18,203	100.00	4,52,18,203	-	100.00
Public Institution s	E-Voting	1,97,298	33,510	16.98	33,510	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		1,97,298	33,510	16.98	33,510	-	100.00
Public Non Institution s	E-Voting	3,79,78,258	2,866	0.01	2,866	-	100.00	-
	Poll		2,07,53,511	54.65	2,07,53,511	-	100.00	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		3,79,78,258	2,07,56,377	54.65	2,07,56,377	-	100.00
<b>Total</b>		<b>8,33,93,759</b>	<b>6,60,08,090</b>	<b>79.15</b>	<b>6,60,08,090</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Result: Resolution passed with requisite majority



RESOLUTION NO. 4		RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY						
Resolution required: (Ordinary/ Special)				ORDINARY RESOLUTION				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,52,18,203	4,52,18,203	100.00	4,52,18,203	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		4,52,18,203	4,52,18,203	100.00	4,52,18,203	-	100.00
Public Institution s	E-Voting	1,97,298	33,510	16.98	33,510	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		1,97,298	33,510	16.98	33,510	-	100.00
Public Non Institution s	E-Voting	3,79,78,258	2,866	0.01	2,866	-	100.00	-
	Poll		2,07,53,511	54.65	2,07,53,511	-	100.00	-
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		3,79,78,258	2,07,56,377	54.65	2,07,56,377	-	100.00
<b>Total</b>		<b>8,33,93,759</b>	<b>6,60,08,090</b>	<b>79.15</b>	<b>6,60,08,090</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Result: Resolution passed with requisite majority



**AKASH JAIN**  
*Practicing Company Secretary*



A-75/1,(Basement) Lajpat Nagar-1,, New Delhi-110024

Email: cs.akashjain@gmail.com Mob.: +91 9997807272

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**SCRUTINIZER'S REPORT**

NAME OF THE COMPANY	ESTER INDUSTRIES LIMITED
MEETING	30 <sup>th</sup> Annual General Meeting (AGM)
DATE & TIME	Saturday, 24 <sup>th</sup> September,2016 at 10:30 am
VENUE	Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand.

**1. APPOINTMENT AS SCRUTINIZER**

I was appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the 30<sup>th</sup> Annual General Meeting (30<sup>th</sup> AGM) of **Ester Industries Limited** (hereinafter referred to as **the Company**) held on Saturday, 24<sup>th</sup> September, 2016 at 10:30 a.m. at Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand.

**2. DISPATCH OF NOTICE CONVENING THE MEETING**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depository Central Depository Services (India) Limited (CDSL), the Company has completed the dispatch of the Notice of the AGM on 31<sup>st</sup> August 2016.

**3. CUT-OFF DATE**

The Voting rights were reckoned as on **Saturday, 17th September, 2016**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and Poll at the Meeting.





#### 4. REMOTE E-VOTING

##### 4.1 Agency:

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform.

##### 4.2 Remote e-Voting:

Remote e-Voting platform was open from 09:00 a.m. on Wednesday, 21<sup>st</sup> September, 2016 to 5:00 pm on Friday, 23<sup>rd</sup> September, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Businesses, on the e-Voting platform provided by CDSL.

#### 5. VOTING AT THE AGM

- 5.1 In terms of Rule 20 the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the Annual General Meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id/ Client Id, folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id/ Client Id, folios and shareholding of the members who had cast their votes through remote e-Voting.
- 5.3 The Chairman of the company had suo-moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

#### 6. COUNTING PROCESS

- 6.1 On completion of poll process at the meeting, the Chairman Mr. Arvind Kumar Singhania, ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 6.2 The locked ballot box was subsequently opened in my presence and in the presence of two witnesses. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 6.3 I unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of two witnesses who were not employee of the Company, and downloaded the e-Voting results.



## 7. RESULTS

7.1 I observed that

- a. 11 members had cast their votes at the meeting.
- b. 32 members had cast their votes through remote e-Voting.


7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 30<sup>th</sup> AGM is enclosed herewith as **Annexure-A**.

7.3 Based on the aforesaid results, I report that four Ordinary Resolutions as contained in Item No. 1 to Item No.4, of the Notice of the AGM have been passed with requisite majority.

## 8. RECORDS

The Register, all other papers and relevant records relating to remote e-voting and voting by poll at the AGM shall be arranged to hand over to Chairman/Company Secretary of the company for safe custody.

*Account* →



**CS AKASH JAIN**

**C.P NO: 9432**

**DATE: 24.09.2016**

**PLACE: KHATIMA**

**AKASH JAIN**  
*Practicing Company Secretary*  
A-75/1,(Basement) Lajpat Nagar-1,, New Delhi-110024  
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Annexure-A

Consolidated Results

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS ON 31ST MARCH 2016 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	32	45254579	11	20753511	43	66008090	100
DISSENT	-	-	-	-	-	-	-
TOTAL	32	45254579	11	20753511	43	66008090	100

BASED ON THE AFORESAID RESULTS, I REPORT THAT THE ORDINARY RESOLUTION AS CONTAINED IN ITEM NO. 1 HAS BEEN PASSED WITH REQUISITE MAJORITY.



ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MRS. ARCHANA SINGHANIA (DIN 01096776) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	27	44917878	11	20753511	38	65671389	99.95
DISSENT	1	33510	-	-	1	33510	00.05
TOTAL	28	44951388	11	20753511	39	65704899	100

BASED ON THE AFORESAID RESULTS, I REPORT THAT THE ORDINARY RESOLUTION AS CONTAINED IN ITEM NO. 2 HAS BEEN PASSED WITH REQUISITE MAJORITY.



**ITEM NO. 3: RATIFICATION OF APPOINTMENT OF M/S. S.R. BATLIBOI & CO. LLP (REGN NO. 301003E/E300005), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.**

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	32	45254579	11	20753511	43	66008090	100
DISSENT	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>32</b>	<b>45254579</b>	<b>11</b>	<b>20753511</b>	<b>43</b>	<b>66008090</b>	<b>100</b>

**BASED ON THE AFORESAID RESULTS, I REPORT THAT THE ORDINARY RESOLUTION AS CONTAINED IN ITEM NO. 3 HAS BEEN PASSED WITH REQUISITE MAJORITY.**

*Akash Jain*



ITEM NO4: RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	32	45254579	11	20753511	43	66008090	100
DISSENT	-	-	-	-	-	-	-
TOTAL	32	45254579	11	20753511	43	66008090	100

BASED ON THE AFORESAID RESULTS, I REPORT THAT THE ORDINARY RESOLUTION AS CONTAINED IN ITEM NO. 4 HAS BEEN PASSED WITH REQUISITE MAJORITY.


CS AKASH JAIN  
 C.P NO: 9432  
 DATE: 24.09.2016  
 PLACE: KHATIMA