

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s)

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and all other applicable provisions of the Act, law, rules, circulars, notifications and regulations issued thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the resolution(s) set out below are proposed to be passed by the Members of Ester Industries Limited ("the Company") by way of Postal Ballot, only by way of remote e-voting ("e-voting") process.

SPECIAL BUSINESS:

Item No. 1:

RE-APPOINTMENT OF MR. ARVIND SINGHANIA AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any [including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, and such other approvals as may be required, Mr. Arvind Singhania (DIN 00934017), be and is hereby re-appointed as "Managing Director" and designated as "Chairman and CEO" of the Company on the terms and conditions as mentioned below-

Ester Industries Limited

Corporate Office : Block-A, Plot No. 11, Infocity-I, Sector-34, Gurgaon - 122001 Haryana, India
Phone : +91-124-2656100, 4572100 Fax : +91-124-4572199, 2656199 E-Mail : info@ester.in Website : www.esterindustries.com

Regd. Office & Works : Sohan Nagar, P. O. Charubeta, Khatima - 262308 Distt. Udham Singh Nagar, Uttarakhand
Phone : EPABX No. (05943) 250153-57 Fax No.: (05943) 250158

A) PERIOD OF RE-APPOINTMENT

From 1st April, 2023 to 31st March, 2026.

B) DETAILS OF REMUNERATION

1. Basic Salary - Rs. 12,00,000/- per month with such revision as the Board may decide from time to time, subject however to a ceiling of Rs. 17,00,000/-per month;
2. House Rent Allowance - Rs. 6,00,000/- per month with such revision as the Board may decide from time to time, subject however to a ceiling of Rs. 8,50,000/- per month;
3. Special Allowance -Rs. 6,00,000/- per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 13,00,000/- per month;
4. Leave Travel Allowance - Rs. 12,00,000/- per year with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 17,00,000/- per year;
5. Provident Fund - 12% of Basic Salary or such other amount as may be prescribed by the provision of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 or any other applicable law (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);
6. Gratuity shall be payable as per the provisions of the Payment of Gratuity Act, 1972 or any other applicable law (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);
7. Club membership fee and company maintained car with Driver shall be provided by the Company for official and personal use;
8. Reimbursement for expenses pertaining to Business Meeting and entertainment, traveling and all other expenses incurred by him for the business of the Company as per the policy of the Company;
9. Apart from the above Mr. Arvind Kumar Singhania shall be entitled to such other reimbursements, allowances, incentives, perquisites, amenities and benefits as per the rules/policy of the Company or as the Board may decide from time to time.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Commission - Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Commission may be paid in addition to above remuneration calculated with reference to the net profits of the company in a particular year, as may be determined by the Board of the Directors of the Company. The overall remuneration including

commission as determined by the Board may exceed the prescribed limits of remuneration under the applicable laws.

Sitting Fees - Mr. Arvind Singhania shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.

Retirement by Rotation - The period of office of Mr. Arvind Singhania shall be liable for determination by way of retirement by rotation.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits also in any financial year, Mr. Arvind Singhania will be entitled to receive above-stated remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Arvind Singhania, at the recommendation of Nomination and Remuneration Committee on an annual basis or at such time when recommended by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable to give effect to this resolution."

Item No. 2:

RE-APPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any [including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, and such other approvals as may be required, Mr. Pradeep Kumar Rustagi (DIN 00879345), be and is hereby re-appointed as "Whole-time Director" and designated as "Executive Director-Corporate Affairs" of the Company on the terms and conditions as mentioned below-

A) PERIOD OF RE-APPOINTMENT

From 1st April, 2023 to 31st March, 2026.

B) DETAILS OF REMUNERATION

1. Basic Salary - Rs. 4,14,000/- per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 5,50,000/- per month;

2. House Rent Allowance – Rs. 2,07,000/- per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 2,75,000/- per month;
3. Special Allowance -Rs. 2,91,987/- per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 4,47,520/- per month;
4. Leave Travel Allowance - Rs. 1,50,000/- per year with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 5,00,000/- per year;
5. Encashment of leave as per the policy of the Company;
6. Company's contribution to Provident Fund, Superannuation Fund, as per the policy of the Company, as applicable from time to time;
7. Gratuity shall be payable as per the provisions of the Payment of Gratuity Act, 1972 or any other applicable law [including any statutory modification(s) or re-enactment(s) thereof for the time being in force];
8. Reimbursement for expenses pertaining to Business attire, Business Meeting, entertainment, traveling and all other expenses incurred by him for the business of the Company as per the policy of the Company;
9. Company maintained car with Driver shall be provided by the Company for official and personal use;
10. Performance Linked Incentives as per the policy of the Company, as applicable from time to time.
11. Apart from the above Mr. Pradeep Kumar Rustagi shall be entitled to such other reimbursements, allowances, incentives, perquisites, amenities and benefits as per the policy of the Company as applicable on employees of the Company from time to time or any other allowance, perquisites as the Board may decide from time to time.

Commission Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Commission may be paid in addition to above remuneration calculated with reference to the net profits of the company in a particular year, as may be determined by the Board of the Directors of the Company. The overall remuneration including commission as determined by the Board may exceed the prescribed limits of remuneration under the applicable laws.

Sitting Fees - Mr. Pradeep Kumar Rustagi shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.

Retirement by Rotation - The period of office of Mr. Pradeep Kumar Rustagi shall be liable for determination by way of retirement by rotation.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits also in any financial year, Mr. Pradeep Kumar Rustagi will be entitled to receive above-stated remuneration in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Pradeep Kumar Rustagi, at the recommendation of Nomination and Remuneration Committee on an annual basis or at such time when recommended by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable to give effect to this resolution.”

**By Order of the Board of Directors
For Ester Industries Limited**

Sd/-

**Pradeep Kumar Rustagi
Executive Director-Corporate Affairs
DIN: 00879345**

Place: Gurugram

Date: 12th May, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/Depositories/RTA as on the cut-off date i.e. Friday, 19th May, 2023. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 8.
3. The Board of Directors of the Company have appointed Mr. Akash Jain, Practicing Company Secretary as the Scrutinizer to scrutinize the postal ballot process including votes cast through remote e-voting in a fair and transparent manner.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI LODR and the Circulars issued by the Ministry of Corporate Affairs, the Company has engaged the National Securities Depository Limited (“NSDL”) as the authorized agency to provide the remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system).

5. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on 19th May, 2023, being the cut- off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company's website i.e. www.esterindustries.com and also on the website of stock exchanges i.e. www.bseindia.com and www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence at 9:00 a.m. (IST) on Saturday, 27th May, 2023 and will end at 5:00 p.m. (IST) on Sunday, 25th June, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. 25th June, 2023.
8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) Shareholders holding shares in physical form, are requested to register/ update their email addresses with details of folio number and attaching a self-attested copy of PAN card by writing to the RTA

M/s Mas Services Limited
Unit: Ester Industries Limited
T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110 020
Ph.:- 011-26387281/82/83
E-mail: - investor@masserv.com
Website: www.masserv.com
 - b) Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
9. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Chairman & CEO of the Company or any other person authorized by him within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutinizer's Report on the Notice Board of the company at its Registered Office and its Head Office after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance

with the SEBI LODR and additionally be uploaded on the Company's website www.esterindustries.com and on the website of NSDL at www.evoting.nsdl.com. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

10. The instructions for Members for remote e-voting are as under:

E-VOTING PROCEDURE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:

Step 1: Access to NSDL e-voting system

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access the e-voting facility.

A. Login method for Individual shareholders holding the securities in demat form:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can

	<p>see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="768 478 1271 741" data-label="Image"> <p>The image shows the text "NSDL Mobile App is available on" in blue. Below it are the Apple App Store and Google Play logos. Under each logo is a square QR code for downloading the NSDL Speede mobile app.</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](http://www.evoting.nsdl.com)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](http://www.evoting.nsdl.com)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of the relevant board resolution / authority letter etc. with an attested specimen signature of the duly authorized signatory(ies) for voting, to the Scrutinizer by e-mail to cs.akashjain@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their board resolution / power of attorney / authority letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-voting**” tab in their login.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts with entering the password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of Email ids for e-voting for the resolutions set out in this notice:

1. Members whose shares are held in physical form are requested to provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investor@ester.in.
2. Members whose shares are held in demat mode are requested to provide DPID-Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@ester.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for Individual shareholders holding the securities in demat form.
3. Alternatively, Shareholder / Members may send a request to evoting@nsdl.co.in for procuring their user id and password for e-voting by providing above mentioned documents.
4. As per SEBI circular dated December 09, 2020 on the e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and e-mail address correctly in their demat account in order to access e-voting facility.

**By Order of the Board of Directors
For Ester Industries Limited**

Sd/-

**Pradeep Kumar Rustagi
Executive Director-Corporate Affairs
DIN: 00879345**

**Place: Gurugram
Date: 12th May, 2023**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE RELEVANT RULES

The following statement sets out all material facts relating to Item No(s). 1 to 2 mentioned in the accompanying Notice.

Item No. 1

Mr. Arvind Singhania was appointed as Managing Director (designated as Chairman & CEO) of the Company from 1st April, 2020 to 31st March, 2023 by passing Special resolution in the Annual General Meeting held on 28th August, 2020.

Mr. Arvind Singhania, co-founder of Ester, has been actively associated with the company since its inception in the year 1985. His vision and passion have been integral to Ester's success and he has taken the company from a small start up to a diversified and globally recognized organization. Innovation & development are at the core of his philosophy and this has been the driving force behind Ester's transformation from commodity to technology play. He has more than 37 years of rich and varied experience including production, supply chain, finance, and business development. Under his guidance, Ester has seen tremendous success with its various product, modernization and expansion initiatives.

The tenure of office of Mr. Arvind Singhania has expired on 31st March, 2023. At the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 28th March, 2023, approved his re-appointment for another period of 3 years w.e.f. 1st April, 2023 subject to the approval of Shareholders.

The terms and conditions of his re-appointment and remuneration are given in proposed Special Resolution set out in the Item No. 1 of this Notice.

Statement containing required information as per Section II of part II of Schedule V of the Companies Act, 2013 are made part of this notice as **Annexure I.**

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 (Secretarial Standards on General Meetings) are made part of this notice as **Annexure II.**

Except Mr. Arvind Singhania himself, Mrs. Archana Singhania (wife of Mr. Arvind Singhania) and Mr. Ayush Vardhan Singhania (Son of Mr. Arvind Singhania), none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval by the Members of the Company.

Item No. 2

Mr. Pradeep Kumar Rustagi was appointed as Whole-time Director of the Company from 1st April, 2020 to 31st March, 2023 by passing Special resolution in the Annual General Meeting held on 28th August, 2020.

Mr. Pradeep Kumar Rustagi has more than 35 years of rich experience with leadership roles in financial planning, accounts, budgeting & MIS, liaison with banks & financial institutions, procurement, statutory compliance, direct & indirect taxation, internal financial controls, risk management, insurance and investor relations.

The tenure of office of Mr. Pradeep Kumar Rustagi has expired on 31st March, 2023. At the recommendation of Nomination and Remuneration Committee, the Board in its meeting held on 28th March, 2023, approved his re-appointment for another period of 3 years w.e.f. 1st April, 2023, subject to the approval of Shareholders.

The terms and conditions of his re-appointment and remuneration are given in proposed Special Resolution set out in the Item No. 2 of this Notice.

Statement containing required information as per Section II of part II of Schedule V of the Companies Act, 2013 are made part of this notice as **Annexure I.**

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SS-2 (Secretarial Standards on General Meetings) are made part of this notice as **Annexure II.**

Except Mr. Pradeep Kumar Rustagi himself none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval by the Members of the Company.

**By Order of the Board of Directors
For Ester Industries Limited**

**Place: Gurugram
Date: 12th May, 2023**

**Sd/-
Pradeep Kumar Rustagi
Executive Director-Corporate Affairs
DIN: 00879345**

ANNEXURE-I

Statement containing required information as per Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 1 and 2

I. GENERAL INFORMATION:

1. *Nature of Industry:*
Manufacturer of Polyester Chips, Specialty Polymers, Polyester Film.
2. *Date of Commencement:*
1st July, 1988 and various commercial production expansions thereafter.
3. *In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:*
Not Applicable
4. *Financial performance based on given indicators:*
The financial performance of the Company during last three years is as under:

(Rs. in lacs)

Financial Parameters	Financial Years		
	2019-2020	2020-2021	2021-2022
Revenue from Operations	103870.15	99175.88	140565.94
Other Income	889.39	797.83	880.42
Total Income	104759.54	99973.71	141446.36
Expenditure	84929.60	75598.47	116268.92
Depreciation and amortization expenses	3527.78	3522.32	3856.05
Finance Cost	2445.52	1855.07	2486.31
Profit/ (Loss) before tax	13856.64	18997.85	18835.08
Provision for taxation (including Deferred Tax)	3906.77	4790.08	4948.95
Profit/ (Loss) after tax	9949.87	14207.77	13886.13

5. *Foreign investments or collaborators, if any:*

Presently as on 31st March, 2023, the Company has following foreign investments in the Company –

Promoter Category (Foreign) – 63.09%

Public Category (Foreign) – 11.2%

The Company has no foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE(S)

1. Background Details, Recognition or Awards

Arvind Singhania

Mr. Arvind Singhania is the promoter of the Company. In the past also, he has managed affairs of the Company as Chairman and Managing Director of the Company. His vision and passion have been integral to Ester's success, building the company from a small start up to one of India's leading, most recognized polyester film manufacturing company. Mr. Arvind Singhania has been associated with the Company since its inception. He has more than 37 years of rich and varied operations experience including production, supply chain, finance and people management. Under his tutelage, Ester has undertaken and seen tremendous success with its various expansion and modernization initiatives.

Pradeep Kumar Rustagi

Mr. Pradeep Kumar Rustagi serves as Executive Director-Corporate Affairs of Ester and oversees the finance and accounting department.

Mr. Rustagi has more than 35 years of experience with leadership roles in financial planning, accounts, direct & indirect taxation, budgeting & MIS, liaison with banks & financial institutions, procurement, statutory compliance and excise, internal financial controls, risk management, insurance and investor relations.

As Executive Director-Corporate Affairs, Mr. Rustagi is responsible for procurement of main feedstocks, legal & secretarial functions, insurance, investor relations, risk management, strategy & growth and other corporate initiatives of the Company. Mr. Rustagi is a qualified Chartered Accountant from The Institute of Chartered accountants of India.

2. Past Remuneration

Details of Remuneration paid to Mr. Arvind Singhania and Mr. Pradeep Kumar Rustagi in Financial Year 2021-22 are as below –

(Rs. in Lacs)		
Particulars of Remuneration	Arvind Singhania Chairman & CEO	Pradeep Kumar Rustagi Executive Director - Corporate Affairs
Basic Salary	144.00	43.20
Allowances & Perquisites	156.40	39.43
PF & SAF	18.00	12.36
Commission	1200.00	36.00
Total	1518.4	130.99

3. Job Profile and his Suitability

Mr. Arvind Singhania

Mr. Arvind Singhania is the promoter director of the company. His vision and passion have been integral to Ester's success, building the company from a small start up to one of India's leading, most recognized polyester film manufacturing company. In the Company he has been

entrusted with substantial powers of the management of the business and affairs of the Company. The Company has made enormous growth in his leadership. Taking into account his past experience, managerial & leadership skills, knowledge about the operations of the company etc. he is a fit & proper person for this position.

Mr. Pradeep Kumar Rustagi

Mr. Pradeep Kumar Rustagi manages and is in-charge of affairs relating to procurement of main feedstocks, legal & secretarial functions, insurance, investor relations, risk management and other corporate initiatives of the Company etc. He also plays pivotal role in Strategy Planning and establishment of new Projects of company. As Executive Director- Corporate Affairs, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors of the Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person for this position.

4. *Remuneration Proposed:*

The remuneration proposed for both the Directors is detailed in the resolution under Item No.1 & 2.

5. *Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person*

The proposed remuneration would be commensurate with the size of the Company and nature of the industry. The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Arvind Singhania and Mr. Pradeep Kumar Rustagi, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions in the same industry.

6. *Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.*

Mr. Arvind Singhania is a Promoter Director of the Company and holds 150 shares in his individual capacity. Mr. Arvind Singhania is also Significant Beneficial owner in the Company by virtue of shares held by Wilemina Finance Corp., a Promoter Company. Apart from receiving remuneration and dividend, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company except Mrs. Archana Singhania (wife of Mr. Arvind Singhania) who is Non-Executive Director of the Company and Mr. Ayush Vardhan Singhania (son of Mr. Arvind Singhania) who is Whole-Time Director of the Company.

Mr. Pradeep Kumar Rustagi is employee Director of the Company and holds 400 shares in his individual capacity. Apart from receiving remuneration and dividend, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

III. OTHER INFORMATION:

1. *Reasons of loss or inadequate profit*

- Significant expansions worldwide in Polyester Film business may cause skewed demand supply balance with supply exceeding the demand.
- Due to volatility in the prices of Crude Oil, the prices of main feedstocks (PTA & MEG) may vary significantly thereby impacting the margins adversely.
- Adverse impact of Trade barriers arising due to changing geo-political scenario.
- Geo-political disturbances & recessionary pressure may adversely impact demand for its products in the international markets

2. *Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms.*

- Focus on enhancing volume of sale of various high margin products in the Specialty Polymer business.
- Increasing the proportion of Value Added Niche products in the Polyester Film business. Value Added Niche products fetch higher realization than the plain polyester film and are less susceptible to cyclicalities.
- Increasing focus on reduction in costs.
- Improving processes and thereby improving productivity & efficiency that will lead to reduction in cost of production & wastages.

IV. DISCLOSURES

The disclosures in respect of remuneration package and other details of both the Directors for financial year 2021–2022 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2021-2022.

Further, the disclosures in respect of remuneration package and other details of both the Directors for financial year 2022–2023 will be provided at appropriate places in the Corporate Governance Report which will be annexed to the Directors' Report of the ensuing Annual General Meeting of the Company, to be held for financial year 2022-2023.

**By Order of the Board of Directors
For Ester Industries Limited**

**Place: Gurugram
Date: 12th May, 2023**

**Sd/-
Pradeep Kumar Rustagi
Executive Director-Corporate Affairs
DIN: 00879345**

ANNEXURE-II

Additional Information of Directors seeking re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Particulars	Mr. Arvind Singhania	Mr. Pradeep Kumar Rustagi
Director`s Identification Number (DIN)	00934017	00879345
Date of Birth	28 th May, 1964	14 th November, 1961
Age (in years)	59	61
Qualification	Graduate	Chartered Accountant
Expertise and experience in specific functional areas	<p>Mr. Arvind Singhania is a co-founder of Ester, has been actively associated with the company since its inception in the year 1985.</p> <p>Mr. Singhania's vision and passion have been integral to Ester's success and he has taken the company from a small start up to a diversified and globally recognized organization. Innovation & development are at the core of his philosophy and this has been the driving force behind Ester's transformation from commodity to technology play.</p> <p>He has more than 37 years of rich and varied experience including production, supply chain, finance, and business development.</p>	<p>Mr. Pradeep Kumar Rustagi has more than 35 years of rich experience with leadership roles in financial planning, accounts, budgeting & MIS, liaison with banks & financial institutions, procurement, statutory compliance, direct & indirect taxation, internal financial controls, risk management, insurance and investor relations.</p>
Terms and conditions for appointment/ re-appointment and proposed remuneration	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
Remuneration last drawn (including sitting fee, if any)	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
Date of first appointment on the Board of Company	1 st December, 1987	14 th February, 2011

Date of appointment under current term on the Board of Company	1 st April 2020	1 st April 2020
Shareholding in the Company as on 31.03.2023	150 equity shares	400 equity shares
Relationship with other Directors and KMPs of the Company	Mr. Arvind Singhania is spouse of Mrs. Archana Singhania, Non-Executive Director and father of Mr. Ayush Vardhan Singhania, Whole-Time director of the Company. Other than this Mr. Arvind Singhania is not related to any other Directors or Key Managerial Personnel of the Company	Mr. Pradeep Kumar Rustagi is not related to any of the Directors or Key Managerial Personnel of the Company
Number of Board meetings attended during the year	7 (Seven)	8 (Eight)
Directorship in other Companies	<ol style="list-style-type: none"> 1. Ester Filmtech Limited 2. Rekha Finance and Investment Private Limited 3. Fenton Investments Private Limited 4. Acme Investments Limited 	<ol style="list-style-type: none"> 1. Ester Filmtech Limited 2. Rekha Finance and Investment Private Limited 3. Fenton Investments Private Limited 4. PDJ Properties & Investment Services Limited 5. Vigyan Yoga Private Limited
Name of Listed Companies from which the Director has resigned in the past three years	Lemon Tree Hotels Limited	NIL
Chairmanship/Membership in Committees of other Board	Ester Filmtech Limited Nomination & Remuneration Committee- Member	Ester Filmtech Limited Audit Committee- Member