

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 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 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and the latest one being 9/2023 dated 25<sup>th</sup> September, 2023 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 Listing Regulations**") 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 is 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. AYUSH VARDHAN SINGHANIA (DIN: 05176205) AS WHOLE-TIME DIRECTOR**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [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, Audit Committee and the Board of Directors of the Company, and such other approvals as may be required, Mr. Ayush Vardhan Singhania (DIN: 05176205), be and is hereby

#### **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

re-appointed as "Whole-time Director" of the Company for a period of 5 (five) years and remuneration payable to him for a period of 3 (three) years w.e.f. 1<sup>st</sup> June 2024 on the terms and conditions as mentioned below-

#### **DETAILS OF REMUNERATION**

1. Basic Salary – Rs. 4,33,500/- per month with such revision as the Board may decide from time to time, subject however to a ceiling of Rs. 10,00,000/- per month.
2. Special Allowance– Rs. 3,60,230/- per month with such revision as the Board may decide from time to time, subject however to a ceiling of Rs. 8,60,000/- per month.
3. House Rent Allowance –Rs. 2,16,750/- per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs 5,00,000/- 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. Contribution to Superannuation fund – Rs. 8,333/- per month or such other amount as per the rules/policy of the Company or as the Board may from time to time decide.
6. 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 or re-enactment thereof, for the time being in force).
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 or re-enactment thereof, for the time being in force).
8. Club membership fee and company maintained car with Driver shall be provided by the Company for official and personal use.
9. 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.
10. Performance Linked Incentives as per the policy of the Company as applicable time to time.
11. Apart from the above, Mr. Ayush Vardhan Singhania shall be entitled such other reimbursements, allowances, incentives, perquisites, amenities and benefits as per the rules/policy of the Company or as the Board may from time to time decide.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made there under or any statutory modification(s) or re-enactment 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 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, 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. Ayush Vardhan 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. Ayush Vardhan 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. Ayush Vardhan 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 is 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. Ayush Vardhan 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 the above resolutions.”

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

**Place: Gurugram  
Date: 22.05.2024**

**Sd/-  
Poornima Gupta  
Company Secretary & Compliance Officer  
ACS: 49876**

**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 resolution 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, 19<sup>th</sup> July 2024. 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), Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, the Company has engaged 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 19<sup>th</sup> July 2024, 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 available on the Company’s website i.e. [www.esterindustries.com](http://www.esterindustries.com) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e. [www.evoting.nsd.com](http://www.evoting.nsd.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 Sunday, 28<sup>th</sup> July 2024 and will end at 5:00 p.m. (IST) on Monday, 26<sup>th</sup> August 2024. 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 resolution, 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. 26<sup>th</sup> August 2024.
8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses. 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 by sending the duly filled in Form ISR-1 (available on the Company’s website) along with relevant proofs to the Company’s RTA, M/s Mas Services Limited Unit: Ester Industries Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase II, New Delhi-110 020 or the scanned copies of the documents may alternatively be mailed to Mas Services Limited on the email id [investor@masserv.com](mailto:investor@masserv.com) with all the forms and proofs duly e-signed.
  - b) Shareholders holding shares in dematerialized form, are requested to register/update their email addresses with the Depository Participants (DPs) 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](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.esterindustries.com](http://www.esterindustries.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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 9<sup>th</sup> December 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:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-voting"</b> under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon</li> </ol>

	<p>“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 see e-voting page. Click on company name or <b>e-voting service provider i.e., NSDL</b> 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 “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</li> </ol>

	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services*

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?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 on 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](mailto:cs.akashjain@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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 at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 4<sup>th</sup> Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

**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](mailto: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](mailto: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, Shareholders / Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring their user id and password for e-voting by providing above mentioned documents.

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

**Sd/-**

**Poornima Gupta**

**Company Secretary & Compliance Officer**

**ACS: 49876**

**Place: Gurugram**

**Date: 22.05.2024**

**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. 1 mentioned in the accompanying Notice.

**Item No. 1**

Mr. Ayush Vardhan Singhania was appointed as Whole-time Director of the Company in the Annual General Meeting held on 27<sup>th</sup> September 2021 w.e.f. 1<sup>st</sup> June 2021 to 31<sup>st</sup> May 2024.

Mr. Ayush Vardhan Singhania has a wide and rich experience in various responsible levels and challenging positions in areas of strategy, marketing and expansion of business.

The tenure of office of Mr. Singhania has expired on 31<sup>st</sup> May 2024 and considering his knowledge of various aspects relating to the Company's affairs and business experience the Nomination and Remuneration Committee and the Board in its meeting held on 22<sup>nd</sup> May 2024, approved his re-appointment for another period of 5 years and remuneration payable to him for a period of 3 years w.e.f. 1<sup>st</sup> June 2024, subject to the approval of Shareholders.

The terms and conditions of his re-appointment and remuneration are given in proposed Special Resolution as 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 Regulations and SS-2 is made part of this notice as **Annexure-II**.

Except Mr. Ayush Vardhan Singhania himself, Mr. Arvind Singhania (Father of Mr. Ayush Vardhan Singhania) and Mrs. Archana Singhania (Mother of Mr. Ayush Vardhan 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.

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

**Place: Gurugram  
Date: 22.05.2024**

**Sd/-  
Poornima Gupta  
Company Secretary & Compliance Officer  
ACS: 49876**

**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:*  
1<sup>st</sup> 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		
	2021-2022	2022-2023	2023-2024
Revenue from Operations	111,024.95	1,07,747.88	85,538.87
Other Income	880.42	1,721.60	2,626.71
Total Income	111905.37	1,09,469.48	88,165.58
Expenditure			
Depreciation and amortization expenses	3670.83	3,901.58	4,279.65
Finance Cost	2486.31	3,015.50	3,733.01
Profit/ (Loss) before tax from Continuing operations	12013.62	4,807.34	(5,728.82)
Provision for taxation (including Deferred Tax)	3231.99	1,224.34	(1,395.39)
Profit/ (Loss) after tax	8781.63	3,583.00	(4,333.43)
Profit/ (Loss) before tax from discontinued operations	6821.46	16,324.30	-
Provision for taxation (including Deferred Tax)	1716.96	3,802.87	-
Profit/ (Loss) after tax	5104.50	12,521.43	-
Profit/ (Loss) after tax from continuing and discontinued operations	13886.13	16,104.43	(4,333.43)

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

Presently as on 31<sup>st</sup> March, 2024, the Company has following foreign investments in the Company –

Promoter Category (Foreign) – 56%

Public Category (Foreign) – 9.57%

Details of Foreign Collaboration:

The Company has no foreign collaboration.

## II. INFORMATION ABOUT THE APPOINTEE(S)

### 1. *Background Details, Recognition or Awards*

Mr. Ayush Vardhan Singhania is a graduate from Bentley University, Waltham, Massachusetts, USA. He has majored in Management and International Studies. He has also completed MBA from IE Business School, Madrid, Spain.

Mr. Ayush Vardhan Singhania has a wide and rich experience in various responsible levels and challenging positions in areas of strategy, marketing and expansion of business.

### 2. *Past Remuneration*

Details of Remuneration paid to Mr. Ayush Vardhan Singhania in Financial Year 2023-24 are as below:

<b>(Rs. in Lacs)</b>	
<b>Particulars of Remuneration</b>	<b>Ayush Vardhan Singhania Whole-time Director</b>
<b>Basic Salary</b>	52.02
<b>Allowances &amp; Perquisites</b>	69.63
<b>PF &amp; SAF</b>	7.24
<b>Total</b>	<b>128.89</b>

### 3. *Job Profile and his Suitability*

Mr. Ayush Vardhan Singhania assists in the formulation of product-market strategies for new products/markets and preparation of the SP business plan, leveraging existing customer relationships and identifying emerging opportunities to generate new business prospects.

He works closely with the R&D, Manufacturing & Sales teams for effective product trials and rapid commercialization and keeps himself abreast with market dynamics to provide useful insight, market research-based knowledge and analytical support for business growth, strategies and investments.

Considering 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 the Director is detailed in the resolution under Item No.1 of the Notice.

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. Ayush Vardhan Singhania, 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. Ayush Vardhan Singhania is a whole time Director and falls under promoter Group of the Company and holds 178033 equity shares in his individual capacity. Apart from receiving remuneration and dividend he does not receive any emoluments from the Company.

Mr. Ayush Vardhan Singhania is the son of Mr. Arvind Singhania, Chairman & CEO and Mrs. Archana Singhania, Non-executive Director of the Company. Save and except this, Mr. Ayush Vardhan Singhania is not related to any other Managerial Personnel.

**III. OTHER INFORMATION:**

1. *Reasons of loss or inadequate profit*

- Significant expansions worldwide in Polyester Film business has caused skewed demand supply balance with supply exceeding the demand.
- Geo-political disturbances & recessionary pressure has adversely impacted demand for its company's products in the international markets.
- The economic slowdown /recessionary trend in US has impacted demand for specialty polymers.
- Inflationary pressure has caused an increase in input cost, conversion cost and logistics cost, thereby impacting margins.

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.

3. *Expected increase in productivity and profits in measurable terms*

The Company expects that improvement in business environment and several steps being taken to enhance revenue and reduce costs, which may yield better Profit in the years to come.

#### **IV. DISCLOSURES**

The disclosures in respect of remuneration package and other details of the Director for financial year 2022-2023 were provided at appropriate places in the Corporate Governance Report annexed to the Board's Report of financial year 2022-2023.

Further, the disclosures in respect of remuneration package and other details of the Directors for financial year 2023-2024 will be provided at appropriate places in the Corporate Governance Report which will be annexed to the Board's Report of the ensuing Annual General Meeting of the Company, to be held for financial year 2023-2024.

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

**Sd/-**

**Poornima Gupta**

**Company Secretary & Compliance Officer**

**ACS: 49876**

**Place: Gurugram**

**Date: 22.05.2024**

**Details of Director seeking re-appointment**

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 on General Meetings]

<b>Particulars</b>	<b>Mr. Ayush Vardhan Singhania</b>
<b>Director's Identification Number (DIN)</b>	05176205
<b>Date of Birth</b>	10/07/1987
<b>Age (in years)</b>	36 years
<b>Qualification</b>	Graduate from Bentley University MBA from IE Business School, Madrid, Spain
<b>Expertise and experience in specific functional areas</b>	Mr. Ayush Vardhan Singhania has a wide and rich experience in various responsible levels and challenging positions in areas of strategy, marketing and expansion of business.
<b>Terms and conditions for re-appointment</b>	As mentioned in the explanatory statement of this Notice.
<b>Remuneration last drawn (including sitting fee, if any) and remuneration sought to be paid</b>	As mentioned in the explanatory statement of this Notice.
<b>Date of first appointment on the Board of Company</b>	1 <sup>st</sup> June 2021
<b>Date of appointment under current term on the Board of Company</b>	1 <sup>st</sup> June 2021
<b>Shareholding in the Company as on 31.03.2024</b>	178033 equity shares
<b>Relationship with other Directors and KMPs of the Company</b>	Mr. Ayush Vardhan Singhania is son of Mr. Arvind Singhania (Chairman & CEO) and Mrs. Archana Singhania (Non-executive Director). Save and except this, Mr. Ayush Vardhan Singhania is not related to any other Director and KMP.
<b>Number of Board meetings attended during the year</b>	7
<b>Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. Acme Investments Limited</li> <li>2. Ester Filmtech Limited</li> <li>3. PDJ Properties and Investment Services Pvt Ltd.</li> </ol>
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	None
<b>Chairmanship/Membership in Committees of other Board</b>	<b>Ester Industries Limited</b> Corporate Social Responsibility Committee-Member