

**ESTER****INDUSTRIES LTD.**

CIN : L24111UR1985PLC015063

Date: 27<sup>th</sup> September, 2024

<b>BSE Limited</b> Department of Corporate services Phirojee Jeejeebhoy Towers Dalal Street, Mumbai – 400023	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051
<b>Scrip Code: 500136</b>	<b>Symbol: ESTER</b>

**Subject: Proceedings of the 38<sup>th</sup> Annual General Meeting of Ester Industries Limited (“the Company”)**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 38<sup>th</sup> Annual General Meeting of the Company held today i.e. Friday, 27<sup>th</sup> September, 2024 through Video Conferencing / Other Audio-Visual Means in compliance with the circulars issued by Ministry of Corporate Affairs and SEBI.

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

Thanking You,

Yours Faithfully,

For **Ester Industries Limited****Poornima Gupta****Company Secretary & Compliance Officer**

Encl: As above

**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

**PROCEEDINGS OF 38<sup>TH</sup> ANNUAL GENERAL MEETING OF ESTER INDUSTRIES LIMITED HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS AT 12:00 NOON, ON FRIDAY, 27<sup>TH</sup> SEPTEMBER, 2024**

The 38<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Friday, 28<sup>th</sup> September, 2024 at 12:00 Noon (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

**DIRECTORS IN ATTENDANCE:**

Mr. Arvind Singhania	Chairman & CEO
Mr. Pradeep Kumar Rustagi	Executive Director - Corporate Affairs
Mr. Ayush Vardhan Singhania	Whole-Time Director
Mr. Sandeep Dinodia	Independent Director and Chairman of Audit Committee
Mrs. Padmaja Shailen Ruparel	Independent Director and Chairman of Stakeholders’ Relationship Committee and Nomination and Remuneration Committee
Mr. Atul Aggarwal	Independent Director

**KEY MANAGERIAL PERSONNEL:**

Mr. Sourabh Agarwal	Chief Financial Officer
Ms. Poornima Gupta	Company Secretary & Compliance Officer

**INVITEES:**

Mr. Deepak Singh	Authorised Representative of Walker Chandiok & Co., Statutory Auditors
Mr. Nitin Toshniwal	Authorised Representative of Walker Chandiok & Co., Statutory Auditors
Mr. Naresh Goel	Authorised Representative of M/s. R J Goel & Co., Cost Auditors
Mr. Dhananjay Shukla	Authorised Representative of M/s. Dhananjay Shukla and Associates, Secretarial Auditors
Mr. Akash Jain	Company Secretary in Practice and Scrutinizer

**Quorum:** A total of 44 members attended the meeting.

Mr. Alok Dhir, Independent Director and Mrs. Archana Singhania, Non-Executive Director of the Company have expressed their inability to attend the AGM.

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Ms. Poornima Gupta, Company Secretary & Compliance Officer, welcomed the Members to the 38<sup>th</sup> AGM of the Company.

She then requested Mr. Arvind Singhanian, Chairman & CEO of the Company to commence the proceedings of Meeting. The Chairman confirmed the presence of requisite quorum required for the meeting and called the meeting to order.

The Chairman introduced all the Directors and the invitees present at the meeting and then took up the formal proceedings of the meeting. With the permission of the Members, notice convening the meeting together with financial statements for the financial year 2023-24, Board's Report, Secretarial Auditors' Report and Statutory Auditors' report thereon were taken as read. The Members were informed that the requisite registers and documents referred to in the notice were available for inspection during the meeting.

Thereafter Chairman delivered his Speech and gave an overview of the operations, performance and future outlook of the company. He then requested Ms. Poornima Gupta, Company Secretary & Compliance Officer of the Company to give details of Agenda items and voting process.

The Company Secretary informed that the Company had engaged National Securities Depository of India Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

She also stated that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the e-voting facility provided to the Members of the Company in respect of the resolutions to be passed at the Meeting, was commenced at 9:00 AM, on Tuesday, 24<sup>th</sup> September, 2024 and ended at 5:00 PM, on Thursday, 26<sup>th</sup> September, 2024.

It was also informed to the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting. The Company had appointed Mr. Akash Jain, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the AGM.

The Company Secretary briefed the Members on the business as set out in the Notice of AGM dated 12<sup>th</sup> August 2024:

S. No.	Resolutions	Type of Resolutions
<b>Ordinary Business</b>		
1	To receive, consider and adopt the Standalone and Consolidated	Ordinary

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	Audited Financial Statements of the company for the financial year ended 31st March 2024 together with the Reports of Board of Directors and Auditors thereon.	
2	To appoint a director in place of Mr. Arvind Singhania (DIN 00934017) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
3	Ratification of Remuneration of Cost Auditors for financial year 2024-25	Ordinary

Thereafter, the question-answer session was taken up and the Members who attended the AGM and had pre-registered themselves as speakers were given an opportunity to ask questions and express their views. The questions were duly responded to by the Chairman.

The Members were informed that the details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report would be disseminated to the Stock Exchange(s) and would also be uploaded on the website of the Company and National Securities Depository Limited (NSDL) latest by 1<sup>st</sup> October 2024.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting

The Members, who had not cast their votes earlier through remote e-voting, were given 15 minutes time for casting their votes after conclusion of the meeting at 12:28 PM (IST).

Yours Faithfully,  
For Ester Industries Limited

**Poornima Gupta**  
**Company Secretary & Compliance Officer**

**Date – 27<sup>th</sup> September 2024**  
**Place – Gurugram**

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