

OUTCOME OF AGM

Pursuant to clause 31 and other applicable provisions of the Listing Agreement, we wish to submit the Outcome of the 28th Annual General Meeting of the Company duly convened on 22nd September, 2014 at the Registered Office of the company located at Sohan Nagar, P.O. Charubeta, Khatima- 262308, District Udham Singh Nagar, Uttarakhand.

Pursuant to Section 108 of the Companies Act, 2013 the Company has provided E-voting facility to its shareholders and cutoff date for the same was 22nd August, 2014. Further during the meeting Poll was conducted for the purpose of passing the following resolutions:

Ordinary Business:

1. Adoption of Audited Balance Sheet as on 31st March 2014 and the Profit and Loss account for the year ended on that date together with the reports of Directors and Auditors thereon.
2. Declaration of Final Dividend of Rs. 0.50/- per equity share
3. Appointment of Mr. Arvind Singhania (DIN 00934017) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of S.R. Baltiboi & Co. LLP (Regn No. 301003E) as Statutory Auditors of the Company.

Special Business:

As Ordinary Resolution

5. Ratification of remuneration fixed for Cost Auditor of the Company
6. Appointment of Mr. V B Haribhakti as an Independent Director of the Company
7. Appointment of Mr. Dinesh Chandra Kothari as an independent director of the company
8. Appointment of Mr. M S Ramachandran as an independent director of the company
9. Appointment of Mr. Ashok Newatia as an independent director of the company
10. Appointment of Dr. Anand Chand Burman as an independent director of the company
11. Appointment of Mr. P S Dasgupta as an independent director of the company
12. Appointment of Mrs. Archana Singhania as director
13. Reappointment of Mr. Pradeep Kumar Rustagi as Whole-time Director of the company
14. Appointment of Mr. Arvind Singhania as Whole-time Director of the company

As Special Resolution

15. Appointment of Mr. Jai Vardhan Singhania as Group Leader – Business Planning and Support
16. Alteration in Articles of Association of the Company.

Above resolutions have been duly passed with requisite majority.

Mr. Akash Jain, Practicing Company Secretary, appointed as Scrutinizer for E-voting and voting by poll to provide the Report on results of E-voting and Poll, has submitted the following report for results:

- a. E-voting Report
- b. Poll Report (MGT-13)
- c. Combined Report on E-voting and Poll

Further all the reports are attached herewith.

AKASH JAIN
Practicing Company Secretary
SHOP NO. A-47, 1st FLOOR, NTPS OFFICE COMPLEX,
SECTOR 63, NOIDA-201301



Date: 20.09.2014

Scrutinizer's Report on E-voting carried out For Ester Industries Limited

To,

The Chairman,

ESTER INDUSTRIES LIMITED

28th Annual General Meeting of the Equity Shareholders of Ester Industries Limited to be held on Monday, September 22, 2014 at 12.30 P.M. at the Registered office of the company at Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution Passed by the Board of Ester Industries Limited (hereinafter referred to as the "Company") on 04th August 2014 I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of **sub rule 3 of Rule 20** of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and clause 35B of the Listing Agreement.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. MCS Limited is the Registrar and Share Transfer Agent (RTA) for the Company. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 28th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Monday, September 22, 2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

As on the cut off date there were 24,417 shareholders of the Company. Notice of AGM along with Annual Report for 2013-14 have been sent through electronic mode to all the members whose email Ids are registered with company/Depository Participants. Physical copies of the AGM and Annual Report have been sent to all other members at their registered address. The Notice of the 28th Annual General Meeting of the company along with Annual Report for the Financial period ended 31.03.2014 is also available on the company's website www.esterindustries.com for their download.

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The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 22, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from September 15, 2014 at 10:00 A.M. to September 17, 2014 at 6:00 P.M.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company has published the notice in English in *The Financial Express* newspaper dated September 4, 2014 and in Hindi in *Dainik Najaria* newspaper dated September 4, 2014. The notice published in the newspaper carried the required information as specified in sub rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on September 17, 2014 at 6.00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 18, 2014, the vote cast through e-voting facility was duly unblocked by me as a scrutinizer in the presence of Mr. Brajesh Yadav and Mr. Dinesh Kumar who acted as witnesses, as prescribed in Sub rule 3(xi) of the said Rule 20.

The Result of E-voting is as under:

RESOLUTION 1 : ORDINARY RESOLUTION- TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS ON 31ST MARCH 2014 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	28	1,88,830
ii)	Votes in against of the Resolution	-	-
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 2 : ORDINARY RESOLUTION- To declare final dividend of Rs. 0.50/- per equity share

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the	28	1,88,830

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	Resolution		
ii)	Votes in against of the Resolution	-	-
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 3 : ORDINARY RESOLUTION- TO APPOINT A DIRECTOR IN PLACE OF MR. ARVIND SINGHANIA (DIN 00934017) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT;

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	23	1,87,183
ii)	Votes in against of the Resolution	5	1,647
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 4 : ORDINARY RESOLUTION- APPOINTMENT OF M/S. S.R. BATLIBOI & CO. LLP (REGN NO. 301003E), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	24	1,87,184
ii)	Votes in against of the Resolution	4	1,646
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

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**RESOLUTION 5 : ORDINARY RESOLUTION- RATIFICATION OF REMUNERATION
 FIXED FOR COST AUDITOR OF THE COMPANY**

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	23	1,87,049
ii)	Votes in against of the Resolution	5	1,781
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

**RESOLUTION 6 : ORDINARY RESOLUTION- APPOINTMENT OF MR. V B
 HARIBHAKTI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	23	1,87,183
ii)	Votes in against of the Resolution	5	1,647
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

**RESOLUTION 7 : ORDINARY RESOLUTION- APPOINTMENT OF MR. DINESH
 CHANDRA KOTHARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	24	1,87,184
ii)	Votes in against of the Resolution	4	1,646
	TOTAL		

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		28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 8 : ORDINARY RESOLUTION- APPOINTMENT OF MR. M S RAMACHANDRAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	24	1,87,184
ii)	Votes in against of the Resolution	4	1,646
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 9 : ORDINARY RESOLUTION- APPOINTMENT OF MR. ASHOK NEWATIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	23	1,87,183
ii)	Votes in against of the Resolution	5	1,647
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 10 : ORDINARY RESOLUTION- APPOINTMENT OF DR. ANAND CHAND BURMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	23	1,87,183

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ii)	Votes in against of the Resolution	5	1,647
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 11 : ORDINARY RESOLUTION- APPOINTMENT OF MR. P S DASGUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	24	1,87,184
ii)	Votes in against of the Resolution	4	1,646
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 12 : ORDINARY RESOLUTION- APPOINTMENT OF MRS. ARCHANA SINGHANIA AS DIRECTOR

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	24	1,87,449
ii)	Votes in against of the Resolution	4	1,381
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 13 : ORDINARY RESOLUTION- REAPPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
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		E-Voting	E-Voting
i)	Votes in favour of the Resolution	23	1,87,183
ii)	Votes in against of the Resolution	5	1,647
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 14 : ORDINARY RESOLUTION- APPOINTMENT OF MR. ARVIND SINGHANIA AS WHOLE-TIME DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	22	1,85,448
ii)	Votes in against of the Resolution	6	3,382
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 15 : SPECIAL RESOLUTION- APPOINTMENT OF MR. JAI VARDHAN SINGHANIA AS GROUP LEADER – BUSINESS PLANNING AND SUPPORT

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	18	6,700
ii)	Votes in against of the Resolution	6	3,647
	TOTAL	24	10,347
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

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RESOLUTION 16 : SPECIAL RESOLUTION- ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

S.No.	Particulars	Number of Members Voted	Number of Votes cast by them
		E-Voting	E-Voting
i)	Votes in favour of the Resolution	22	1,87,048
ii)	Votes in against of the Resolution	6	1,782
	TOTAL	28	1,88,830
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

I hereby confirm that I am maintaining the Registers received with the Service Provider both electronically and physically, in respect of the votes cast through e-voting by the shareholders of the company. I shall be arranging to hand over these records to chairman of the company or such person to be authorised by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully,

For M/s Akash Jain,
Company Secretaries

Akash Jain
Proprietor
C.P. No.9432
Place : NOIDA



Witnesses: 1. Mr. Brajesh Yadav

Brajesh Yadav

2. Mr. Dinesh Kumar

Dinesh

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FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

28th Annual General Meeting of Shareholders of **ESTER INDUSTRIES LIMITED** held on 22nd September, 2014 at 12.30 p.m. at the **Registered office of the company at Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand.**

Dear Sir,

I, Akash Jain, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 28th Annual General Meeting of the Shareholders of the Company held on 22nd September, 2014 at 12.30 p.m. at the **Registered office of the company at Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand** submit our report as under:

1. After the time fixed for closing of the poll by the Chairman Mr. Pradeep Kumar Rustagi, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

RESOLUTION 1 : ORDINARY RESOLUTION- To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Profit and Loss account for the year ended on that date together with the reports of Directors and Auditors thereon

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL			100%

		26	4,51,19,676
		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 2 : ORDINARY RESOLUTION- To declare final dividend of Rs. 0.50/- per equity share

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 3 : ORDINARY RESOLUTION- To appoint a Director in place of Mr. Arvind Singhania (DIN 00934017) who retires by rotation and being eligible, offers himself for re-appointment;

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 4 : ORDINARY RESOLUTION- Appointment of M/s. S.R. Batliboi & Co. LLP (Regn No. 301003E), Chartered Accountants, as Statutory Auditors of the Company

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 5 : ORDINARY RESOLUTION- RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 6 : ORDINARY RESOLUTION- APPOINTMENT OF MR. V B HARIBHAKTI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL			100%



		26	4,51,19,676	
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	
RESOLUTION 7 : ORDINARY RESOLUTION- APPOINTMENT OF MR. DINESH CHANDRA KOTHARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	
RESOLUTION 8 : ORDINARY RESOLUTION- APPOINTMENT OF MR. M S RAMACHANDRAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	
RESOLUTION 9 : ORDINARY RESOLUTION- APPOINTMENT OF MR. ASHOK NEWATIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes



				Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 10 : ORDINARY RESOLUTION- APPOINTMENT OF DR. ANAND CHAND BURMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 11 : ORDINARY RESOLUTION- APPOINTMENT OF MR. P S DASGUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%





		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 12 : ORDINARY RESOLUTION- APPOINTMENT OF MRS. ARCHANA SINGHANIA AS DIRECTOR

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	-	4,51,19,676	100%

		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 13 : ORDINARY RESOLUTION- REAPPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%

		Members Voted	Total Number of Votes cast by them
iii)	Invalid Votes	-	-

RESOLUTION 14 : ORDINARY RESOLUTION- APPOINTMENT OF MR. ARVIND SINGHANIA AS WHOLE-TIME DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
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i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes	-	-	

RESOLUTION 15 : SPECIAL RESOLUTION- APPOINTMENT OF MR. JAI VARDHAN SINGHANIA AS GROUP LEADER – BUSINESS PLANNING AND SUPPORT

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	25	2,04,664	100%
ii)	Votes in against of the Resolution	-	-	0%
	TOTAL	25	2,04,664	100%
		Members Voted	Total Number of Votes cast by them	
iii)	Invalid Votes		-	

RESOLUTION 16 : SPECIAL RESOLUTION- ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

S.No.	Particulars	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of valid Votes Cast
i)	Votes in favour of the Resolution	26	4,51,19,676	100%
ii)	Votes in against of the Resolution	-	-	-
	TOTAL	26	4,51,19,676	100%
		Members Voted	Total Number of Votes cast by them	

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iii)	Invalid Votes	-	-
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5. A compact disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and other relevant records were sealed and handed over to the company secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For M/s Akash Jain,
Company Secretaries

Date: 23.09.2014


Proprietor
C.P. No.9432
Place : Gurgaon



AKASH JAIN
Practicing Company Secretary
SHOP NO. A-47, 1st FLOOR, NTPS OFFICE COMPLEX,
SECTOR 63, NOIDA-201301



Date: 24.09.2014

*COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL CARRIED OUT FOR
ESTER INDUSTRIES LIMITED*

To,

**The Chairman,
28th Annual General Meeting of ESTER INDUSTRIES LIMITED
Sohan Nagar, P.O. Charubeta, Khatima-262308,
District Udham Singh Nagar, Uttarakhand.**

Dear Sir,

*Sub: Passing of Resolution(s) through electronic AND poll conducted at the 28th AGM of
Ester Industries Limited (the company) held on 22nd September 2014*

Pursuant to the Resolution Passed by the Board of Ester Industries Limited (hereinafter referred to as the "Company") on 04th August 2014 I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 and the chairman of the 28th Annual General Meeting (AGM) has appointed me as scrutinizer for Poll held at the 28th AGM of the company on September 22, 2014.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from September 15, 2014 at 10:00 A.M. to September 17, 2014 at 6:00 P.M. MCS Limited is the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on September 18, 2014 in presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated September 20, 2014.

At the 28th AGM of the Company held on September 22, 2014, the Chairman of the company had suo-motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as scrutinizer for the same. For further details kindly refer to my Scrutinizer Report in Form MGT-13 of dated September 23, 2014.

I now submit a Scrutinizer's Report containing the following results for every resolution under **E-voting & Physical Poll** voting at 28th AGM of the company:



AKASH JAIN
Practicing Company Secretary
 SHOP NO. A-47, 1st FLOOR, NTPS OFFICE COMPLEX,
 SECTOR 63, NOIDA-201301



RES ID	TYPE OF RESOLUTION	RESOLUTION	RESOLUTION PASSED/ NOT PASSED
1	ORDINARY RESOLUTION	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS ON 31ST MARCH 2014 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON	PASSED WITH REQUISITE MAJORITY
2	ORDINARY RESOLUTION	TO DECLARE FINAL DIVIDEND OF RS. 0.50/- PER EQUITY SHARE	PASSED WITH REQUISITE MAJORITY
3	ORDINARY RESOLUTION	TO APPOINT A DIRECTOR IN PLACE OF MR. ARVIND SINGHANIA (DIN 00934017) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT;	PASSED WITH REQUISITE MAJORITY
4	ORDINARY RESOLUTION	APPOINTMENT OF M/S. S.R. BATLIBOI & CO. LLP (REGN NO. 301003E), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
5	ORDINARY RESOLUTION	RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
6	ORDINARY RESOLUTION	APPOINTMENT OF MR. V B HARIBHAKTI AS AN INDEPENDENT DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
7	ORDINARY RESOLUTION	APPOINTMENT OF MR. DINESH CHANDRA KOTHARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
8	ORDINARY RESOLUTION	APPOINTMENT OF MR. M S RAMACHANDRAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
9	ORDINARY RESOLUTION	APPOINTMENT OF MR. ASHOK NEWATIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
10	ORDINARY RESOLUTION	APPOINTMENT OF DR. ANAND CHAND BURMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
11	ORDINARY RESOLUTION	APPOINTMENT OF MR. P S DASGUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
12	ORDINARY RESOLUTION	APPOINTMENT OF MRS. ARCHANA SINGHANIA AS DIRECTOR	PASSED WITH REQUISITE MAJORITY
13	ORDINARY RESOLUTION	REAPPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
14	ORDINARY RESOLUTION	APPOINTMENT OF MR. ARVIND SINGHANIA AS WHOLE-TIME DIRECTOR OF THE COMPANY	PASSED WITH REQUISITE MAJORITY
15	SPECIAL RESOLUTION	APPOINTMENT OF MR. JAI VARDHAN SINGHANIA AS GROUP LEADER – BUSINESS PLANNING AND SUPPORT	PASSED WITH REQUISITE MAJORITY
16	SPECIAL RESOLUTION	ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY	PASSED WITH REQUISITE MAJORITY



AKASH JAIN
Practicing Company Secretary
SHOP NO. A-47, 1st FLOOR, NTPS OFFICE COMPLEX,
SECTOR 63, NOIDA-201301



A consolidated detailed voting is given as an Annexure to this report.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and Poll by the shareholders of the company. I shall be arranging to hand over these records to you or such other person as authorised by you.

You may accordingly declare the result of the voting as all the resolutions passed with the requisite majority.

Thanking you,

Yours Faithfully,

**For M/s Akash Jain,
Company Secretaries**

A handwritten signature in black ink, appearing to read 'Akash Jain', with a long horizontal stroke extending to the right.

**Proprietor
C.P. No.9432
Place : NOIDA**



Annexure

RESOLUTION 1 : ORDINARY RESOLUTION- To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Profit and Loss account for the year ended on that date together with the reports of Directors and Auditors thereon

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100.0000%
ii)	Votes in against of the Resolution	-	-	-	-	-	-	0.0000%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-	-	-	-	-	-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 2 : ORDINARY RESOLUTION- To declare final dividend of Rs. 0.50/- per equity share

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100.0000%
ii)	Votes in against of the Resolution	-	-	-	-	-	-	0.0000%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-	-	-	-	-	-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 3 : ORDINARY RESOLUTION- To appoint a Director in place of Mr. Arvind Singhania (DIN 00934017) who retires by rotation and being eligible, offers himself for re-appointment;

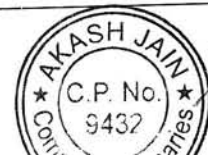
S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	23	26	49	1,87,183	4,51,19,676	4,53,06,859	99.9964%
ii)	Votes in against of the Resolution	5	-	5	1,647	-	1,647	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-	-	-	-	-	-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 4 : ORDINARY RESOLUTION- Appointment of M/s. S.R. Batliboi & Co. LLP (Regn No. 301003E), Chartered Accountants, as Statutory Auditors of the Company

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	24	26	50	1,87,184	4,51,19,676	4,53,06,860	99.9964%
ii)	Votes in against of the Resolution	4	-	4	1,646	-	1,646	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-	-	-	-	-	-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 5 : ORDINARY RESOLUTION- RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	23	26	49	1,87,049	4,51,19,676	4,53,06,725	99.9961%
ii)	Votes in against of the Resolution	5	-	5	1,781	-	1,781	0.0039%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-	-	-	-	-	-
	RESULT	PASSED WITH REQUISITE MAJORITY						



RESOLUTION 6 : ORDINARY RESOLUTION- APPOINTMENT OF MR. V B HARIBHAKTI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	23	26	49	1,87,183	4,51,19,676	4,53,06,859	99.9964%
ii)	Votes in against of the Resolution	5	-	5	1,647	-	1,647	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 7 : ORDINARY RESOLUTION- APPOINTMENT OF MR. DINESH CHANDRA KOTHARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	24	26	50	1,87,184	4,51,19,676	4,53,06,860	99.9964%
ii)	Votes in against of the Resolution	4	-	4	1,646	-	1,646	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 8 : ORDINARY RESOLUTION- APPOINTMENT OF MR. M S RAMACHANDRAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	24	26	50	1,87,184	4,51,19,676	4,53,06,860	99.9964%
ii)	Votes in against of the Resolution	4	-	4	1,646	-	1,646	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 9 : ORDINARY RESOLUTION- APPOINTMENT OF MR. ASHOK NEWATIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	23	26	49	1,87,183	4,51,19,676	4,53,06,859	99.9964%
ii)	Votes in against of the Resolution	5	-	5	1,647	-	1,647	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 10 : ORDINARY RESOLUTION- APPOINTMENT OF DR. ANAND CHAND BURMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	23	26	49	1,87,183	4,51,19,676	4,53,06,859	99.9964%
ii)	Votes in against of the Resolution	5	-	5	1,647	-	1,647	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					
	RESULT	PASSED WITH REQUISITE MAJORITY						



RESOLUTION 11 : ORDINARY RESOLUTION- APPOINTMENT OF MR. P S DASGUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	24	26	50	1,87,184	4,51,19,676	4,53,06,860	99.9964%
ii)	Votes in against of the Resolution	4	-	4	1,646	-	1,646	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 12 : ORDINARY RESOLUTION- APPOINTMENT OF MRS. ARCHANA SINGHANIA AS DIRECTOR

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	24	26	50	1,87,449	4,51,19,676	4,53,07,125	99.9970%
ii)	Votes in against of the Resolution	4	-	4	1,381	-	1,381	0.0030%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 13 : ORDINARY RESOLUTION- REAPPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	23	26	49	1,87,183	4,51,19,676	4,53,06,859	99.9964%
ii)	Votes in against of the Resolution	5	-	5	1,647	-	1,647	0.0036%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 14 : ORDINARY RESOLUTION- APPOINTMENT OF MR. ARVIND SINGHANIA AS WHOLE-TIME DIRECTOR OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	22	26	48	1,85,448	4,51,19,676	4,53,05,124	99.9925%
ii)	Votes in against of the Resolution	6	-	6	3,382	-	3,382	0.0075%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					-
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 15 : SPECIAL RESOLUTION- APPOINTMENT OF MR. JAI VARDHAN SINGHANIA AS GROUP LEADER – BUSINESS PLANNING AND SUPPORT

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	18	25	43	6,700	2,04,664	2,11,364	98.3038%
ii)	Votes in against of the Resolution	6	-	6	3,647	-	3,647	1.6962%
	TOTAL	24	25	49	10,347	2,04,664	2,15,011	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					-
	RESULT	PASSED WITH REQUISITE MAJORITY						



RESOLUTION 16 : SPECIAL RESOLUTION- ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

S.No.	Particulars	Number of Members voted		Total	Number of Votes cast by them		Total	% of Total Number of valid Votes Cast
		E-Voting	Poll (in person or by proxy)		E-Voting	Poll (in person or by proxy)		
i)	Votes in favour of the Resolution	22	26	48	1,87,048	4,51,19,676	4,53,06,724	99.9961%
ii)	Votes in against of the Resolution	6	-	6	1,782	-	1,782	0.0039%
	TOTAL	28	26	54	1,88,830	4,51,19,676	4,53,08,506	100%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	-	-					
	RESULT	PASSED WITH REQUISITE MAJORITY						



Akash Jain