

PROCEEDINGS OF 33RD ANNUAL GENERAL MEETING (AGM) OF ESTER INDUSTRIES LIMITED DULY CONVENED AT 10.30 AM, ON MONDAY, 16TH SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT SOHAN NAGAR, P. O. CHARUBETA, KHATIMA- 262308, DISTRICT UDHAMSINGH NAGAR, UTTARAKHAND

The Quorum being present, Mr. Arvind Singhania, Chairman of the company took up the formal proceedings of the meeting. With the permission of the members notice convening the meeting together with financial statement for financial year 2018-19 and Director'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.

The Chairman stated that pursuant to the requirements of Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") commenced from 9.00 AM, 13th September, 2019 and ended on 5.00 PM, 15th September, 2019 through Central Depository Services (India) Limited (CDSL).

The Chairman stated to the shareholders that the Company had appointed Mr. Akash Jain, Practicing Company Secretary as Scrutinizer to scrutinize and conduct the remote e-voting and ballot voting at the AGM venue in fair and transparent manner. The members, who have cast their vote by remote e-voting prior to the AGM, were not entitled to cast their vote again at the AGM.

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

ORDINARY BUSINESSSES

ORDINARY RESOLUTIONS

1. Consideration and adoption of the Audited Balance Sheet as on 31st March, 2019 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 for the financial year ended 31st March, 2019
3. Re-appointment of Mrs. Archana Singhania (DIN 01096776) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSSES

ORDINARY RESOLUTION

4. Ratification of remuneration of Cost Auditor



SPECIAL RESOLUTIONS

5. Re-appointment of Mr. Sandeep Dinodia (DIN 00005395) as an Independent Director of the Company.
6. Alteration in Articles of Association of the Company.

After voting through ballot, the Chairman announced that the combined results of the remote e-voting and voting through ballot at AGM, would be declared within 48 hours from the conclusion of the AGM and would be intimated to Stock Exchanges & uploaded on the website of the company viz. www.esterindustries.com and CDSL viz. www.evotingindia.com The Result would also be posted on the notice board at the Registered Office and Corporate Office of the Company.

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

Yours Faithfully
For **Ester Industries Limited**



Diwaker Dinesh
Head – Legal & Company Secretary



Date – 16th September, 2019

Place – Gurgaon

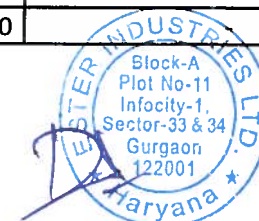
Ester Industries Limited
33RD Annual general Meeting Combined Result
Result dated 17.09.2019

Date of the AGM	16th September, 2019
Total number of shareholders on record date	21523
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3 in person & 1 through proxy
Public:	34 in person & 2 through proxy
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	--
Public:	--

Agenda-

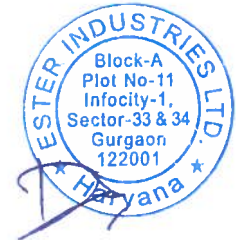
RESOLUTION NO. 1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-
	Poll		-	-	-	-	-	
	Total		4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000
Public Institution s	E-Voting	22,400	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total		-	-	-	-	-	
Public Non Institution s	E-Voting	3,40,53,156	948	0.0028	948	-	100.0000	-
	Poll		5,921	0.0174	5,921	-	100.0000	-
	Total		6,869	0.0202	6,869	-	100.0000	-
Total		8,33,93,759	4,93,25,072	59.1472	4,93,25,072	-	100.0000	

Result: Resolution passed with requisite majority



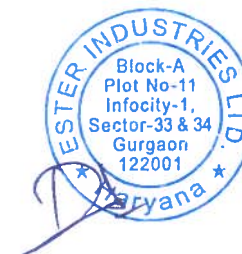
RESOLUTION NO. 2		DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019							
Resolution required: (Ordinary/ Special)				ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the				No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-	
	Poll			-		-	-	-	
	Total		4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-
Public Institution s	E-Voting	22,400	-	-	-	-	-	-	
	Poll			-	-	-	-	-	
	Total		22,400	-	-	-	-	-	
Public Non Institution s	E-Voting	3,40,53,156	948	0.0028	948	-	100.0000	-	
	Poll			5,921	0.0174	5,921	-	100.0000	-
	Total		3,40,53,156	6,869	0.0202	6,869	-	100.0000	-
Total		8,33,93,759	4,93,25,072	59.1472	4,93,25,072	-	100.0000	-	

Result: Resolution passed with requisite majority



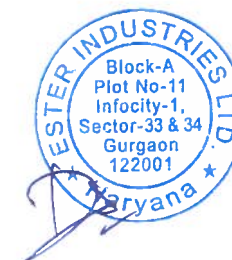
RESOLUTION NO. 3		RE-APPOINTMENT OF MRS. ARCHANA SINGHANIA (DIN 01096776) WHO RETIRES BY ROTATION						
Resolution required: (Ordinary/ Special)				ORDINARY RESOLUTION				
Whether promoter/ promoter group are interested in the				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000
Public Institution s	E-Voting	22,400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution s	E-Voting	3,40,53,156	948	0.0028	943	5	99.4726	0.5274
	Poll		5,921	0.0174	5,921	-	100.0000	-
	Total		3,40,53,156	6,869	0.0202	6,864	5	99.9272
Total		8,33,93,759	4,93,25,072	59.1472	4,93,25,067	5	100.0000	0.0000

Result: Resolution passed with requisite majority



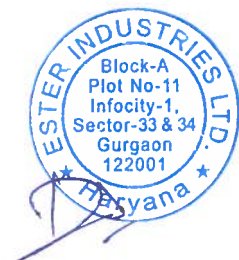
RESOLUTION NO. 4		RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY						
Resolution required: (Ordinary/ Special)				ORDINARY RESOLUTION				
Whether promoter/ promoter group are interested in the				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000
Public Institution s	E-Voting	22,400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution s	E-Voting	3,40,53,156	948	0.0028	943	5	99.4726	0.5274
	Poll		5,921	0.0174	5,921	-	100.0000	-
	Total		6,869	0.0202	6,864	5	99.9272	0.0728
Total		8,33,93,759	4,93,25,072	59.1472	4,93,25,067	5	100.0000	0.0000

Result: Resolution passed with requisite majority



RESOLUTION NO. 5		RE-APPOINTMENT OF MR. SANDEEP DINODIA (DIN 0005395) AS AN INDEPENDENT DIRECTOR OF THE COMPANY						
Resolution required: (Ordinary/ Special)				SPECIAL RESOLUTION				
Whether promoter/ promoter group are interested in the				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000
Public Institution s	E-Voting	22,400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution s	E-Voting	3,40,53,156	948	0.0028	943	5	99.4726	0.5274
	Poll		5,921	0.0174	5,921	-	100.0000	-
	Total		6,869	0.0202	6,864	5	99.9272	0.0728
Total		8,33,93,759	4,93,25,072	59.1472	4,93,25,067	5	100.0000	0.0000

Result: Resolution passed with requisite majority



RESOLUTION NO. 6		ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY						
Resolution required: (Ordinary/ Special)				SPECIAL RESOLUTION				
Whether promoter/ promoter group are interested in the				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		4,93,18,203	4,93,18,203	100.0000	4,93,18,203	-	100.0000
Public Institution s	E-Voting	22,400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institution s	E-Voting	3,40,53,156	948	0.0028	943	5	99.4726	0.5274
	Poll		5,921	0.0174	5,921	-	100.0000	-
	Total		3,40,53,156	6,869	0.0202	6,864	5	99.9272
Total		8,33,93,759	4,93,25,072	59.1472	4,93,25,067	5	100.0000	0.0000

Result: Resolution passed with requisite majority



AKASH JAIN
Practicing Company Secretary



A-75/1,(Basement) Lajpat Nagar-1,, New Delhi-110024
Email: cs.akashjain@gmail.com Mob.: +91 9997807272

To,
The Chairman
ESTER INDUSTRIES LIMITED
CIN: L24111UR1985PLC015063
Sohan Nagar, P.O. Charubeta, Khatima-262308,
District Udham Singh Nagar,
Uttarakhand

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting and voting by your members, at the 33rd Annual General Meeting (AGM) of your Company held on Monday, 16th September,2019 At 10:30 am.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.



CS AKASH JAIN
C.P. NO: 9432
DATE: 17.09.2019
PLACE: Gurugram

AKASH JAIN
Practicing Company Secretary



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

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

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	ESTER INDUSTRIES LIMITED
MEETING	33 rd Annual General Meeting (AGM)
DATE & TIME	Monday, 16 th September, 2019 at 10:30 am
VENUE	Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand.

1. APPOINTMENT AS SCRUTINIZER

I was appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the 33rd Annual General Meeting (33rd AGM) of **Ester Industries Limited** (hereinafter referred to as **the Company**) held on **Monday, 16th September, 2019 at 10:30 am.** at Sohan Nagar, P.O. Charubeta, Khatima-262308, District Udham Singh Nagar, Uttarakhand.

2. DISPATCH OF NOTICE CONVENING THE MEETING

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depository Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL), the Company has completed the dispatch of the Notice of the AGM on 21st August, 2019.

3. CUT-OFF DATE

The Voting rights were reckoned as on **Monday, 9th September, 2019**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and Poll at the Meeting.



Akash Jain
Consolidated Scrutinizer Report of Ester Industries Ltd. for 33rd AGM

4. REMOTE E-VOTING

4.1 Agency:

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

4.2 Remote e-Voting:


Remote e-Voting platform was open from **Friday, September 13, 2019 at 09:00 A.M.** to **Sunday, September 15, 2019 at 05:00 P.M.** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Businesses, on the e-Voting platform provided by CDSL.

5. VOTING AT THE AGM

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

6. COUNTING PROCESS

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


Consolidated Scrutinizer Report of Ester Industries Ltd. for 33rd AGM

7. RESULTS

7.1 I observed that

- a. 33 members had cast their votes at the meeting.
- b. 16 members had cast their votes through remote e-Voting.

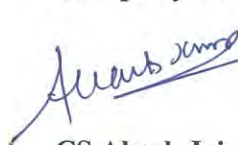
7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 33rd AGM is enclosed herewith as **Annexure-A**.

7.3 Based on the aforesaid results, I report that four Ordinary Resolutions and two Special Resolutions as contained in Item No. 1 to Item No.4 and Item No. 5 to Item No. 6 respectively of the Notice of the AGM have been passed with requisite majority.

8. RECORDS

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

**For Akash Jain,
Company Secretaries**



**CS Akash Jain
Proprietor**

C.P. No.: 9432

M. No.: F9617

DATE: 17.09.2019

PLACE: Gurugram



For Ester Industries Limited



**Diwaker Dinesh
Head-Legal & Company Secretary
Membership No. A22282**



Annexure-A

Consolidated Results

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
49	49325072	59.147

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% (TOTAL VALID VOTE CAST*100/TOTAL VOTE CAST VIA REMOTE E-VOTING & VOTING AT AGM)
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	16	49319151	33	5921	49	49325072	100
DISSENT	--	--	--	--	--	--	--
TOTAL	16	49319151	33	5921	49	49325072	100

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




ITEM NO. 2: TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
49	49325072	59.147

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% (TOTAL VALID VOTE CAST*100/TOTAL VOTE CAST VIA REMOTE E-VOTING & VOTING AT AGM)
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	16	49319151	33	5921	49	49325072	100
DISSENT	--	--	--	--	--	--	--
TOTAL	16	49319151	33	5921	49	49325072	100

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

Akash Jain


ITEM NO. 3: TO APPOINT A DIRECTOR IN PLACE OF MRS. ARCHANA SINGHANIA (DIN 01096776) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
49	49325072	59.147

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% (TOTAL VALID VOTE CAST*100/TOTAL VOTE CAST VIA REMOTE E-VOTING & VOTING AT AGM)
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	15	49319146	33	5921	48	49325067	99.99999
DISSENT	1	5	--	--	1	5	00.00001
TOTAL	16	49319151	33	5921	49	49325072	100

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

Aakash Jaiswal


ITEM NO4: RATIFICATION OF REMUNERATION OF COST AUDITOR

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
49	49325072	59.147

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% (TOTAL VALID VOTE CAST*100/TOTAL VOTE CAST VIA REMOTE E-VOTING & VOTING AT AGM)
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	15	49319146	33	5921	48	49325067	99.99999
DISSENT	1	5	--	--	1	5	00.00001
TOTAL	16	49319151	33	5921	49	49325072	100

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

(Signature)


ITEM NO 5: RE-APPOINTMENT OF MR. SANDEEP DINODIA (DIN 00005395) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
49	49325072	59.147

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% (TOTAL VALID VOTE CAST*100/TOTAL VOTE CAST VIA REMOTE E-VOTING & VOTING AT AGM)
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	15	49319146	33	5921	48	49325067	99.99999
DISSENT	1	5	--	--	1	5	00.00001
TOTAL	16	49319151	33	5921	49	49325072	100

BASED ON THE AFORESAID RESULTS, I REPORT THAT THE SPECIAL RESOLUTION AS CONTAINED IN ITEM NO. 5 HAS BEEN PASSED WITH REQUISITE MAJORITY



ITEM NO 6: ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
49	49325072	59.147

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% (TOTAL VALID VOTE CAST*100/TOTAL VOTE CAST VIA REMOTE E-VOTING & VOTING AT AGM)
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	15	49319146	33	5921	48	49325067	99.99999
DISSENT	1	5	--	--	1	5	00.00001
TOTAL	16	49319151	33	5921	49	49325072	100

BASED ON THE AFORESAID RESULTS, I REPORT THAT THE SPECIAL RESOLUTION AS CONTAINED IN ITEM NO. 6 HAS BEEN PASSED WITH REQUISITE MAJORITY

For Akash Jain,
Company Secretaries

Akash Jain
CS Akash Jain
Proprietor
C.P. NO. : 9432
M. No.: F9617
DATE: 17.09.2019
PLACE: Gurugram

