

Date: 27th September, 2024

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

Subject: E-Voting Results and Scrutinizer's Report for the Annual General Meeting held on 27th September, 2024

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of the voting results of the 38th AGM for the financial year 2023-24 held on 27th September, 2024, in the prescribed format.

We are also enclosing herewith a copy of the Scrutinizer's Report issued by Mr. Akash Jain, Company Secretary in Practice (Membership No. F9617 and CP No. 9432), who was appointed as the Scrutinizer for the purpose of scrutinizing remote e-voting conducted from Tuesday, 24th September, 2024 to Thursday, 26th September, 2024, and the voting conducted during the AGM.

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

Thanking you,

Yours faithfully,

For Ester Industries Limited

Poornima Gupta
Company Secretary & Compliance Officer

Encls: 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

ESTER**INDUSTRIES LTD.**

CIN : L24111UR1985PLC015063



Voting Results of 38th Annual General Meeting
(As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

Name of the Company	Ester Industries Limited
Date of Annual General Meeting	27 th September, 2024
Total number of Shareholders as on record date	39464 as on 20 th September, 2024
No. of Shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing/ Other Audio Visual Means	
Promoters & Promoter Group	4
Public	40



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

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements or the Company for the financial year ended 31st March 2024 together with the Reports of Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		56040038	95.4961	56040038	0	100.0000	0.0000
	Poll	58683068	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58683068	56040038	95.4961	56040038	0	100.0000	0.0000
Public- Institutions	E-Voting		25474	4.8195	25474	0	100.0000	0.0000
	Poll	528565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	528565	25474	4.8195	25474	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8199208	23.6000	8179980	19228	99.7655	0.2345
	Poll	34742376	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34742376	8199208	23.6000	8179980	19228	99.7655	0.2345
Total		93954009	64264720	68.4002	64245492	19228	99.9701	0.0299
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Home

Validate

Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To appoint a director in place of Mr. Arvind Singhania (DIN: 00934017) who retires by rotation and being eligible, offers himself for re-appointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		56040038	95.4961	56040038	0	100.0000	0.0000
	Poll	58683068	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58683068	56040038	95.4961	56040038	0	100.0000	0.0000
Public-Institutions	E-Voting		25474	4.8195	0	25474	0.0000	100.0000
	Poll	528565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	528565	25474	4.8195	0	25474	0.0000	100.0000
Public- Non Institutions	E-Voting		8199188	23.6000	8179175	20013	99.7559	0.2441
	Poll	34742376	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34742376	8199188	23.6000	8179175	20013	99.7559	0.2441
Total		93954009	64264700	68.4002	64219213	45487	99.9292	0.0708
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Home

Validate

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Cost Auditors for financial year 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		56040038	95.4961	56040038	0	100.0000	0.0000
	Poll	58683068	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	58683068	56040038	95.4961	56040038	0	100.0000	0.0000
Public-Institutions	E-Voting		25474	4.8195	25474	0	100.0000	0.0000
	Poll	528565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	528565	25474	4.8195	25474	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8199188	23.6000	8179875	19313	99.7645	0.2355
	Poll	34742376	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34742376	8199188	23.6000	8179875	19313	99.7645	0.2355
Total		93954009	64264700	68.4002	64245387	19313	99.9699	0.0301
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





AKASH JAIN
Practicing Company Secretary
Office: 22/63/4/1 Old Vijay Nagar Colony, Agra-282005, Uttar Pradesh, India
Email: cs.akashjain@yahoo.com Mob: +91 9997807272

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Ester Industries Limited
CIN: L24111UR1985PLC015063
Sohan Nagar, P.O. Charubeta, Khatima
Distt. Udham Singh Nagar UR 262308 IN

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 38th Annual General Meeting ("AGM") of Ester Industries Limited ("Company"), held on Friday, 27th September, 2024 at 12.00 Noon (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

1. APPOINTMENT AS SCRUTINIZER

1.1 We, Akash Jain, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Ester Industries Limited vide resolution dated 12th August, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules 2014 as amended thereon for scrutinizing the process of remote e-voting and e-voting in on the items contained in the notice of 38th Annual General Meeting ("AGM") of Ester Industries Limited (hereinafter referred to as "**the Company**") scheduled on **Friday, 27th September, 2024 at 12.00 Noon (IST)** held through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") in compliance with General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020 09/2023 and other subsequent circulars issued in this regard latest being 09/2023 dated 25th September, 2023 ('**MCA Circulars**') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/POD2/P/ CIR/2023/4 dated 5th January 2023, SEBI/HO/CFD/CD-POD-2/P/CIR/2023/167 dated 6th October 2023 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 7th October 2023 (collectively referred to as "**SEBI Circulars**").

The proceedings of 38th AGM deemed to be conducted at the registered office of the Company situated at Sohan Nagar, P.O. Charubeta, Khatima- 262308, Distt. Udham Singh Nagar, Uttarakhand.

1.2 Our responsibility as a Scrutinizer was to (i) ensure that the e-voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting



and e-voting at the AGM, for the resolutions set out in the AGM Notice to the Chairman of the Company or any person authorised by him.

2. MANAGEMENT RESPONSIBILITY

2.1 The management of the Company is responsible to ensure the compliance with the requirement of Sections 108 & 109 and other applicable Sections of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting at AGM on the resolutions contained in the Notice calling the 38th AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. DISPATCH OF NOTICE CONVENING THE MEETING

3.1 The Company has informed that, on the basis of the Register of Members/List of Beneficiary owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the 38th AGM along with the Annual Report on **3rd September 2024** by email to Members who had registered their email Id with Company, their Depository Participants (DPs) or the Company's RTA.

3.2 The Notice of the 38th AGM of the company is available on the company's website www.esterindustries.com for their download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com.

3.3 An advertisement was published in *The Financial Express*, all India edition (English newspaper) and *Nazariya Khabar*, Dehradun Edition (vernacular language newspaper) both on **23rd August, 2024** specifying details of e-voting.

4. CUT-OFF DATE

4.1 The Voting rights were reckoned as on **Friday, 20th September, 2024**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting at the Meeting.



5. REMOTE E-VOTING

5.1 Agency:

The Company had appointed National Securities Depository Limited (NSDL), as the agency for providing facility for remote e-voting as well as e- voting at the AGM.

5.2 Remote e-voting:

Remote e-voting platform was open from 9.00 A.M. (IST) on Tuesday, 24th September 2024 and will end at 5.00 P.M. (IST) on Thursday, 26th September 2024 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Businesses and Special Business on remote e-voting platform provided by NSDL.

6. VOTING AT THE AGM

6.1 Accordingly, NSDL, 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.

6.2 At the AGM held through VC/OAVM, on Friday, 27th September, 2024 at 12.00 Noon, after considering the items of Ordinary and Special Business, e-voting facility was provided to those Members who were attending the meeting through VC/OAVM but could not participate in the Remote e-voting to cast their votes prior to AGM.

7. COUNTING PROCESS

7.1 On completion of e-voting during the AGM, we first count the votes cast through e-voting by members at the AGM and then unblocked the results of remote e-voting on the NSDL e-voting platform in the presence of two witnesses who were not employees of the Company, and downloaded the e-voting results.

8. RESULTS

8.1 We, observed that

- a. **None** of the Member had cast their votes through e-voting during the AGM;
- b. 111 Members had cast their votes through remote e-voting.

8.2 The Consolidated Results with respect to the items on the agenda as set out in the Notice of the 38th AGM dated 12th August, 2024 is enclosed herewith as **Annexure-A**.



8.1 Based on the aforesaid results, we report that there were two Ordinary Resolutions as Ordinary Business and one Ordinary Resolution as Special Business contained in the Notice of the AGM have been passed with requisite majority.

9. RECORDS

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

Thanking You
Yours faithfully,




Countersigned By
For Ester Industries Limited

Akash Jain
Practicing Company Secretary
M. No.: F9617 C.P. No.: 9432
PR-838/2020
ICSI UDIN: F009617F001342652


Arvind Singhania
Chairman & CEO
DIN: 00934017

Date: 27.09.2024
Place: Gurugram

We, the undersigned witnessed that the votes casted through remote e-voting and e-voting at AGM were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence on 27th September 2024.



Khushi Jain
Date: 27.09.2024
Place: Gurugram



Ayushi Goyal
Date: 27.09.2024
Place: Gurugram

CONSOLIDATED RESULTS**ORDINARY BUSINESS:**

Item No. 1: To receive, consider and adopt the Standalone and Consolidated 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.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	105	64245492	0	0	105	64245492	99.97
Dissent	6	19228	0	0	6	19228	0.03
Total	111	64264720	0	0	111	64264720	100.00
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the 38th AGM dated 12th August 2024 has been passed with requisite majority.

Item No. 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.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	99	64219213	0	0	99	64219213	99.93
Dissent	11	45487	0	0	11	45487	0.07
Total	110	64264700	0	0	110	64264700	100
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the 38th AGM dated 12th August 2024 has been passed with requisite majority.



SPECIAL BUSINESS:

Item No. 3: Ratification of Remuneration of Cost Auditors for financial year 2024-25:

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	103	64245387	0	0	103	64245387	99.97
Dissent	7	19313	0	0	7	19313	0.03
Total	110	64264700	0	0	110	64264700	100
Invalid Votes							

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the 38th AGM dated 12th August 2024 has been passed with requisite majority.

For Akash Jain,
Company Secretaries



CS Akash Jain
Proprietor
C.P No.: 9432 M. No.: F9617
Peer Review No. : 838/2020
ICSI UDIN: F009617F001342652

Date: 27.09.2024
Place: Gurugram