

Registered Office

Pushpak, 1st Floor
Panchvati Circle
Motilal Hirabhai Road
Ahmedabad 380006
Gujarat, India
Phone +91 79 264 45106

Factory

Village Merda-Adraj
Taluka Kadi
District Mehsana
Gujarat 382721, India
Phone +91 2764 285 502
+91 2764 285 453

Email mail@hester.in
www.hester.in

CIN L99999GJ1987PLC022333

14 February 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 524669

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Symbol: HESTERBIO

Dear Sir/ Madam:

Subject: Submission of proceedings and Voting Results of Postal Ballot Process

This is in reference to our letter dated 13 January 2025, we herewith enclose the proceedings of Postal Ballot Process to get approval of members on resolutions mentioned in Postal Ballot Notice dated 8 January 2025 in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The results of e-voting of the Members of the Company, conducted by way of Postal Ballot (Remote electronic voting) as per the format prescribed under Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as an Annexure attached along with this letter.

The Special Resolution for "**Shifting of Registered Office of the Company**" as placed before the members for their approval have been passed with the requisite majority via remote electronic voting as per the scrutiniser's report dated 14 February 2025.

We attach herewith:

1. Proceedings of the Postal Ballot Process
2. Voting results of Postal Ballot Resolution
3. Scrutiniser's Report on of Postal Ballot Process

Please make a note of this on your record.

Sincerely,
For Hester Biosciences Limited

Vinod Mali
Company Secretary & Compliance Officer

Enclosure: As above

MINUTES OF THE PROCEEDING HELD ON 14 FEBRUARY 2025 AT 1:10 P.M. AT REGISTERED OFFICE FOR DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF COMPANIES ACT, 2013, ON THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 8 JANUARY 2025

Present:

Mr. Rajiv Gandhi	CEO & Managing Director
Ms. Priya Gandhi	Executive Director
Mr. Vinod Mali	Company Secretary & Compliance Officer

The CEO & Managing Director of the Company stated that Company had sent postal ballot notice dated 8 January 2025 to all the shareholders on 13 January 2025, for obtaining the consent of the shareholders to the resolutions set-out into the Notice by means of Postal ballot (Remote e-voting).

The CEO & Managing Director further informed that the Shareholders' approval for the proposed resolutions was sought by Postal ballot in accordance with the provision of Section 110 and Section 108 of the Companies Act, 2013.

Accordingly, the Postal ballot notice along with explanatory statement annexed to it was sent to the shareholders through electronic mode only for their consideration and voting through remote evoting. Mr. Tapan Shah, Practicing Company Secretary FCS No. 4476, CP No. 2839 was appointed as scrutiniser to ensure process of postal ballot process conducted in fair and transparent manner and accordance with the law.

The sending of aforesaid notice to the members of the Company was completed on 13 January 2025 and the newspaper advertisement to the effect was published, both in the English and Gujarati newspaper on 14 January 2025.

In compliance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions were sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 10 January 2025.

In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had appointed Central Depository Services (India) Limited for the evoting services provider platform.

The remote e-voting period has commenced on Wednesday, 15 January 2025 at 9:00 A.M. (IST) and ended on Thursday, 13 February 2025 at 5:00 P.M. (IST) (both days inclusive).

The CEO & Managing Director thereafter stated that the scrutiniser had submitted his report on Friday, 14 February 2025, considering the remote e-voting. Scrutinisers' report was placed on the table for perusal.

The CEO & Managing Director then announced the following result of the Postal ballot through remote e-voting as per the Scrutinisers' Report:

Sr. No.	Particulars	Resolution 1 (Special Resolution)	
		Number of e-Votes	Number of Shares
A	E-votes received	89	4,703,898
B	Less: Invalid e-votes	1	44,501
C	Net Valid E-votes exercised	88	4,659,397
(i)	E-Votes with assent for the resolution	82	4,659,367
	% of Assent	100%	100%
(ii)	E-Votes with dissent for the resolution	6	30
	% of Dissent	0.00%	0.00%

Following resolution duly approved by the members is as follows:

Resolution No. 1: Special Resolution for Shifting of Registered Office of the Company

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from Pushpak, 1st Floor, Panchvati Circle, Motilal Hirabhai Road, Ahmedabad 380006, Gujarat to **Village - Meda Adraj, Taluka - Kadi, District - Mehsana, Gujarat 384441, India**, which is outside the local limits of the city, but within the same state falling under the jurisdiction of Registrar of Companies, Gujarat."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorised to file necessary forms and documents, as may be required and to do all such acts, deeds and things as may be deemed fit and proper for shifting of registered office of the Company."

The CEO & Managing Director thereafter stated that the above resolutions as set out in the Postal Ballot Notice dated 10 January 2025 was duly passed by the members with requisite majority and that the date of declaration of results i.e. Friday, 14 February 2025 shall be the date of passing of the Resolutions.

For Hester Biosciences Limited

Place: Ahmedabad

Date: 14 February 2025

Rajiv Gandhi
CEO & Managing Director
DIN: 00438037

Registered Office

Pushpak, 1st Floor
Panchvati Circle
Motilal Hirabhai Road
Ahmedabad 380006
Gujarat, India
Phone +91 79 264 45106

Factory

Village Merda-Adraj
Taluka Kadi
District Mehsana
Gujarat 382721, India
Phone +91 2764 285 502
+91 2764 285 453

Email mail@hester.in
www.hester.in

CIN L99999GJ1987PLC022333

DECLARATION OF RESULTS OF THE POSTAL BALLOT

Pursuant to Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of members of the Company was sought on Resolutions as set out in the Postal Ballot notice dated 8 January 2025 by remote e-voting mode.

Postal Ballot Notice containing the Special Resolutions together with the explanatory statement annexed to the Notice was sent to all Members of the Company on 13 January 2025. Mr. Tapan Shah (FCS: 4476), Practicing Company Secretary was appointed as Scrutiniser to ensure Postal Ballot process conducted in a fair and transparent manner.

The Scrutiniser has submitted his Report and basis of report of the Scrutiniser on the remote e-voting by the Members through CDSL portal, it is hereby declared, that the resolution as set out in Postal Ballot Notice, have been duly passed by the Members of the Company with requisite majority.

The details of the voting results of the Resolutions passed through Postal Ballot process (Remote e-voting) are reproduced hereunder:

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Date of Declaration of Postal Ballot Results	13 February 2025
2	Total Number of Shareholders as on Cut-off date for ascertaining the list of Members to whom the notice of Postal Ballot was sent and also for reckoning voting rights.	11,727 Equity Shareholders (as on 10 January 2025)
3	Number of Shareholders present in the meeting either in person or through proxy a) Promoter and Promoters Group b) Public	Not Applicable
4	Number of Shareholders attended meeting through Video Conferencing a) Promoter and Promoters Group b) Public	Not Applicable

Resolutions-wise Disclosures:

Resolution No. 1				Shifting of Registered Office of the Company				
Resolution required				Special Resolution				
Whether promoters / Promoters group are interested in the agenda / resolution				No				
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	45,70,944	4,342,590	95.00	4,342,590	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,342,590	95.00	4,342,590	-	100.00	-
Public - Institutional holders	E-voting	52,364	19,812	37.84	19,812	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		19,812	37.84	19,812	-	100.00	-
Public- Others	E-voting	3,883,557	296,995	7.65	296,965	30	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		296,995	7.65	296,965	30	99.99	0.01
Total		8,506,865	4,659,397	54.77	4,659,367	30	100.00	0.00

Details of Invalid Votes	
Category	Number of Votes
Public - Others	44,501

The resolution as stated in the Postal Ballot Notice has been passed with requisite majority.

The report of Scrutiniser is enclosed herewith.

Sincerely,
For Hester Biosciences Limited

Vinod Mali
Company Secretary & Compliance Officer

Enclosure: As above

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman of the Meeting
Hester Biosciences Limited,
CIN: L99999GJ1987PLC022333
1st Floor, 'Pushpak', Panchvati Cross Road, C.G. Road,
Ahmedabad - 380006

Sub: - Scrutinizer's Report on remote voting by way of electronic means in respect of passing of resolutions set-out in the notice dated 8th January, 2025 through Postal Ballot.

Dear Sir,

I, Tapan Shah, Company Secretary in Practice, Ahmedabad (C.P. No.: 2839) had been appointed as Scrutinizer by the Board of Directors of Hester Biosciences Limited (“**the Company**”) for the purpose of scrutinizing Postal Ballot voting conducted by way of e-voting process (“**e-voting**”) in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 8th January, 2025 (“**Notice**”) issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rule, 2014, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (“**LODR**”), Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 20/2020 dated 5th May, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 3/2022 dated 5th May, 2022, 10/2022, dated 28/12/2022, 09/2023 dated 25/09/2023 and 09/2024 dated 19/09/2024 (Collectively referred as “**Applicable Circulars**”) allowing the companies to conduct the postal ballot process through electronic means (“**e-voting**”) only, in view of the Covid 19 pandemic. Accordingly approval of the shareholders has been obtained through process of Postal Ballot.

As a Scrutinizer, I have to scrutinize the process of e-voting conducted for postal ballot, using an electronic voting system on the dates referred to in the Notice.



1. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made thereunder, (ii) the MCA Circulars and (iii) the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. Scrutinizer's Responsibility

My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favor" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Thursday, 13 February 2025 at 5:00 PM (IST).

3. Cut-off Date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 10th January, 2025 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

4. E-Voting Process

- i. The e-voting period remained open from Wednesday, 15 January 2025 at 9:00 A.M. (IST) onwards and ended on Thursday, 13 February 2025 at 5:00 P.M. (IST).
- ii. In accordance with the MCA Circulars, the Notice of Postal Ballot has been sent only in electronic form. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope have not been sent to the Members for this Postal Ballot and communication of assent/dissent of the Members would take place only through the remote e-voting system.
- iii. The Company on Monday, 13th January, 2025, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/ Share Transfer Registrar/ Depositories as on the cut-off date being, Friday, 10th January, 2025.
- iv. As stated in sub rule 3 of Rule 22 under the chapter on companies (Management and Administration) Rules, 2014, the Company had published an advertisement about completion of dispatch of Notice as above, provision of remote e-voting facility and



other mandated particulars in English Newspaper "The Financial Express" and Vernacular (Gujarati) Newspaper "The Financial Express" on Wednesday, 14th January, 2025.

- v. The votes cast during the e-voting were unblocked on Thursday, 13th February, 2025 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Aryan Jethva and Ms. Falguni Panchal, who are not in the employment of the Company and / or Central Depository Services (India) Limited (CDSL). They have signed below in confirmation of the same.



Aryan Jethva
(Witness 1)



Falguni Panchal
(Witness 2)

Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website www.cdslindia.com. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.

5. I submit herewith the Scrutinizer's Report on the results of the e- voting for postal ballot, based on the report generated by Central Depository Services (India) Limited, scrutinized and relied upon by me as under:

Resolution No.-1 Shifting of Registered Office of the Company - Special Resolution.

Total Valid Votes		Votes in favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
88	4659397	82	4659367	100	6	30	0

Notes:

- Aforesaid resolution contained in the Notice has been passed with requisite majority by the Members of the Company.
- There was one invalid vote (44501 shares), out of total voted shareholders.
- The figures in percentage have been rounded off to 2 decimal points.



6. All the records relating to remote e-voting of Postal Ballot will remain in my safe custody until the Chairman approves and signs the minutes and thereafter the records will be handed over to the Company Secretary & Compliance Officer of the Company.

Signature:



Name of Company Secretary: TAPAN SHAH

C.P.No.: 2839

UDIN: F004476F003933192

PR No.: 673/2020

Counter signed
For Hester Biosciences Limited



Chairman

Place: Ahmedabad

Date: 14th February, 2025

