

ESTER**INDUSTRIES LTD.**

CIN : L24111UR1985PLC015063

**Date:** 28th September, 2022

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

Sub: Disclosure of Voting Results of the Annual General Meeting held on 28th September, 2022 pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, we are enclosing herewith the voting results of the Annual General Meeting of the Company held on 28th September, 2022 and a consolidated report of the Scrutinizer on Remote e-voting and E-Poll (voting during the AGM).

Please take the same on your records.

Thanking You

Yours Faithfully

For Ester Industries Limited

Diwaker Dinesh
Head-Legal & Company Secretary

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 Limited
36th Annual general Meeting Combined Result
Result dated 28-09-2022

Date of the AGM	28th September, 2022
Total number of shareholders on record date	37570
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	52

Agenda-

RESOLUTION NO. 1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the financial year ended 31st March, 2022 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*	53,408,228	53,408,053	100.00	53,408,053	-	100.00	-
	Poll**		-	-	-	-	-	
	Total		53,408,053	100.00	53,408,053	-	100.00	-
Public Institutions	E-Voting*	237,035	25,474	10.75	25,474	-	100.00	-
	Poll**		-	-	-	-	-	
	Total		25,474	10.75	25,474	-	100.00	-
Public Non Institutions	E-Voting*	29,748,496	8,229,898	27.66	8,229,593	305	100.00	-
	Poll**		15	-	15	-	100.00	-
	Total		8,229,913	27.66	8,229,608	305	100.00	-
Total		83,393,759	61,663,440	73.94	61,663,135	305	100.00	-

Result: Resolution passed with requisite majority

RESOLUTION NO. 2	To declare final dividend for the financial year ended 31st March, 2022							
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*	53,408,228	53,408,053	100.00	53,408,053	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		53,408,053	100.00	53,408,053	-	100.00	-
Public Institutions	E-Voting*	237,035	25,474	10.75	25,474	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		25,474	10.75	25,474	-	100.00	-
Public Non Institutions	E-Voting*	29,748,496	8,229,898	27.66	8,229,598	300	100.00	-
	Poll**		15	-	15	-	100.00	-
	Total		8,229,913	27.66	8,229,613	300	100.00	-
Total		83,393,759	61,663,440	73.94	61,663,140	300	100.00	-

Result: Resolution passed with requisite majority

RESOLUTION NO. 3	To appoint a Director in place of Mr. Ayush Vardhan Singhania (DIN 05176205) who retires by rotation and being eligible, offers himself for re-appointment.							
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*	53,408,228	53,408,053	100.00	53,408,053	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		53,408,053	100.00	53,408,053	-	100.00	-
Public Institutions	E-Voting*	237,035	25,474	10.75	-	25,474	-	100.00
	Poll**		-	-	-	-	-	-
	Total		25,474	10.75	-	25,474	-	100.00
Public Non Institutions	E-Voting*	29,748,496	8,229,898	27.66	8,220,818	9,080	99.89	0.11
	Poll**		15	-	15	-	100.00	-
	Total		8,229,913	27.66	8,220,833	9,080	99.89	0.11
Total		83,393,759	61,663,440	73.94	61,628,886	34,554	99.94	0.06

Result: Resolution passed with requisite majority

RESOLUTION NO. 4	Re-appointment of M/s. Walker Chandio & Co. LLP (Registration No. 001076N/N500013), Chartered Accountants as Statutory Auditors of the Company							
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*	53,408,228	53,408,053	100.00	53,408,053	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		53,408,053	100.00	53,408,053	-	100.00	-
Public Institutions	E-Voting*	237,035	25,474	10.75	25,474	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		25,474	10.75	25,474	-	100.00	-
Public Non Institutions	E-Voting*	29,748,496	8,229,898	27.66	8,220,818	9,080	99.89	0.11
	Poll**		15	-	15	-	100.00	-
	Total		8,229,913	27.66	8,220,833	9,080	99.89	0.11
Total		83,393,759	61,663,440	73.94	61,654,360	9,080	99.99	0.01

Result: Resolution passed with requisite majority

RESOLUTION NO. 5	Ratification of Remuneration of Cost Auditor for financial year 2022-23							
Resolution required: (Ordinary/ Special)			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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*	53,408,228	53,408,053	100.00	53,408,053	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		53,408,053	100.00	53,408,053	-	100.00	-
Public Institutions	E-Voting*	237,035	25,474	10.75	25,474	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		25,474	10.75	25,474	-	100.00	-
Public Non Institutions	E-Voting*	29,748,496	8,229,898	27.66	8,228,538	1,360	99.98	0.02
	Poll**		15	-	15	-	100.00	-
	Total		8,229,913	27.66	8,228,553	1,360	99.98	0.02
Total		83,393,759	61,663,440	73.94	61,662,080	1,360	100.00	0.00

Result: Resolution passed with requisite majority

RESOLUTION NO. 6		Commission on profits to Non-Executive Director of the Company						
Resolution required: (Ordinary/ Special)			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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*	53,408,228	53,408,053	100.00	53,408,053	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		53,408,053	100.00	53,408,053	-	100.00	-
Public Institutions	E-Voting*	237,035	25,474	10.75	25,474	-	100.00	-
	Poll**		-	-	-	-	-	-
	Total		25,474	10.75	25,474	-	100.00	-
Public Non Institutions	E-Voting*	29,748,496	8,229,898	27.66	8,226,536	3,362	99.96	0.04
	Poll**		15	-	15	-	100.00	-
	Total		8,229,913	27.66	8,226,551	3,362	99.96	0.04
Total		83,393,759	61,663,440	73.94	61,660,078	3,362	99.99	0.01

Result: Resolution passed with requisite majority

Note: *E-voting (mode of e-voting) reflects the votes cast through Remote e-voting during 9.00 AM on 25th September, 2022 to 5.00 PM on 27th September, 2022

****Poll (mode of e-voting) reflects the votes cast during the AGM**



SCRUTINIZER'S REPORT

NAME OF THE COMPANY	ESTER INDUSTRIES LIMITED
MEETING	Annual General Meeting (AGM)
DATE & TIME	Wednesday, 28th September, 2022 at 11.00 AM
DEEMED VENUE	Sohan Nagar, P.O. Charubeta, Khatima- 262308, Distt. Udham Singh Nagar, Uttarakhand
MODE	Through Video Conferencing ('VC') and Other Audio Visual Means ('OAVM')

1. APPOINTMENT AS SCRUTINIZER

The Board of Directors of Ester Industries Limited has appointed me as Scrutinizer vide resolution dated 10th August, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules 2014 for scrutinizing the process of remote e-voting as well as the e-voting by Members during the Annual General Meeting ("AGM") of ESTER INDUSTRIES LIMITED (hereinafter referred to as the Company) scheduled on **Wednesday, 28th September, 2022 at 11.00 AM** held through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") in compliance with Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by various circulars for extension of time to conduct AGM through VC/OAVM including Circular no. 20/2021 dated 8th December 2021 and Circular no. 03/2022 dated 5th May 2022 (MCA Circulars).

Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolution based on the reports generated from the electronic voting system.

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) Regulation 2015 relating to the remote e-voting process.

AKASH JAIN
C.P. No. 9432
Company Secretaries



2. DISPATCH OF NOTICE CONVENING THE MEETING

2.1 The Company has informed that, on the basis of the Register of Members and the 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 AGM on **02nd September, 2022** by email to Members who had registered their email Ids with depositories/the company.

2.2 The Company hosted the notice of AGM on company's website, website of CDSL (Agency providing the platform for e-voting) and also intimated the same to BSE Limited and National Stock Exchange of India Limited.

2.3 An advertisement was published in *The Financial Express*, all India edition (English newspaper) and *Najaria Khabar*, Dehradun Edition (vernacular language newspaper) both on 3rd September, 2022 specifying details of e-voting.

3. CUT-OFF DATE

The Voting rights were reckoned as on **Wednesday, 21st September, 2022**, 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.

4. REMOTE E-VOTING

4.1 Agency:

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



AKASH JAIN

Practicing Company Secretary

Shop No. 22/63/4/1 Old Vijay Nagar Colony, In Front Of Paliwal Park, Agra, UP-04

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



4.2 Remote e-Voting:

Remote e-Voting platform was open from **Sunday at 9.00 AM 25th September, 2022 to Tuesday at 5.00 PM 27th September, 2022** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Businesses and Special Businesses on the e-Voting platform provided by CDSL.

5. VOTING AT THE AGM

5.1 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.

5.2 At the AGM held through VC / OAVM, on **Wednesday, 28th September, 2022 at 11.00 AM**, after considering the items of Ordinary and Special Business, the facility to vote electronically through E-Poll was provided to facilitate 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.

6. COUNTING PROCESS

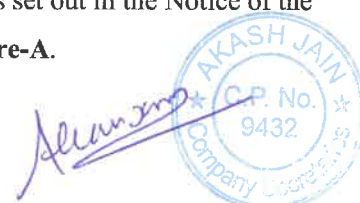
On completion of e-voting during the AGM, I unblocked the results of remote e-Voting and e voting by members at the AGM, on the CDSL e-Voting platform in the presence of two witnesses who were not employee of the Company, and downloaded the e-Voting results.

7. RESULTS

7.1 I observed that

- a. 1 Member had cast their votes through e-voting during the AGM;
- b. 121 Members had cast their votes through remote e-voting.

7.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the AGM dated 28th September, 2022 is enclosed herewith as **Annexure-A**.



AKASH JAIN

Practicing Company Secretary

Shop No. 22/63/4/1 Old Vijay Nagar Colony, In Front Of Paliwal Park, Agra, UP-04

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



7.3 Based on the aforesaid results, I report that four Ordinary Resolutions as Ordinary Business and two Ordinary Resolutions as Special business as contained in 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 E-poll at 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.: 9432M. No.: F9617

Peer Review No. : 838/2020

ICSI UDIN: F009617D001066222

Date: 28.09.2022

Place: Gurugram

AKASH JAIN*Practicing Company Secretary*

Shop No. 22/63/4/1 Old Vijay Nagar Colony, In Front Of Paliwal Park, Agra, UP-04

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

**Annexure-A****CONSOLIDATED RESULTS****ORDINARY BUSINESS:**

Item No. 1: To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022 together with the reports of Directors and Auditors thereon.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	119	61663120	1	15	120	61663135	100.00
Dissent	2	305	--	--	2	305	00.00
Total	121	61663425	1	15	122	61663440	100.00

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 28th September, 2022 has been passed with requisite majority.

Item No. 2: To declare dividend for the financial year ended 31st March, 2022.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	120	61663125	1	15	121	61663140	100.00
Dissent	1	300	--	--	1	300	00.00
Total	121	61663425	1	15	122	61663440	100.00

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 28th September, 2022 has been passed with requisite majority



AKASH JAIN*Practicing Company Secretary*

Shop No. 22/63/4/1 Old Vijay Nagar Colony, In Front Of Paliwal Park, Agra, UP-04

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



Item No. 3: To appoint a Director in place of Mr.AyushVardhanSinghania (DIN 05176205) 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	114	61628871	1	15	115	61628886	99.94
Dissent	7	34554	--	--	7	34554	00.06
Total	121	61663425	1	15	122	61663440	100.00

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 28th September, 2022 has been passed with requisite majority.

Item No. 4: Appointment of new Statutory Auditors in place of retiring Auditors

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	116	61654345	1	15	117	61654360	99.99
Dissent	5	9080	--	--	5	9080	00.01
Total	121	61663425	1	15	122	61663440	100.00

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 28th September, 2022 has been passed with requisite majority.



AKASH JAIN*Practicing Company Secretary*

Shop No. 22/63/4/1 Old Vijay Nagar Colony, In Front Of Paliwal Park, Agra, UP-04

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

**SPECIAL BUSINESS:****Item No. 5:** Ratification Of Remuneration of Cost Auditor.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	116	61662065	1	15	117	61662080	100.00
Dissent	5	1360	--	--	5	1360	00.00
Total	121	61663425	1	15	122	61663440	100.00

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated 28th September, 2022 has been passed with requisite majority.

Item No. 6: Commission on profits to non-executive director of the Company.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	114	61660063	1	15	115	61660078	99.99
Dissent	7	3362	--	--	7	3362	00.01
Total	121	61663425	1	15	122	61663440	100.00

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated 28th September, 2022 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: F009617D001066222

Date: 28.09.2022

Place: Gurugram