HESTER

Hester Biosciences Limited
Head Office
Pushpak, 1st Floor
Panchvati Circle
Motilal Hirabhai Road
Ahmedabad 380006
Gujarat, India
Phone +91 79 26445106

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

Email mail@hester.in
Toll Free 1 800 233 7937
www.hester.in

CIN L99999GJ1987PLC022333

3 December 2021

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

With reference to above captioned subject, we herewith enclose the proceedings of Postal Ballot Process to get approval of members on resolutions mentioned in Postal Ballot Notice dated 28 October 2021 and results of 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 Annexure - 1 attached along with this letter.

Please note that the resolutions as stated in the Postal Ballot Notice has been passed with requisite majority.

Kindly take note of the same and consider in your records.

Sincerely,
For Hester Biosciences Limited



Vinod Mali
Company Secretary &
Compliance Officer

Enclosure: As above

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ANNEXURE - 1

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 28 October 2021 by remote e-voting mode.

Postal Ballot Notice containing the Ordinary and Special Resolution together with the explanatory statement annexed to the Notice was sent to all Members of the Company on 1 November 2021. 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 resolutions as set out in Postal Ballot Notice dated 28 October 2021, 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	**3 November 2021**
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.	**17,235 Equity Shareholders (as on 29 October 2021)**
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**

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Resolutions-wise Disclosures:

Resolution No. 1				Appointment of Ms. Priya Gandhi (DIN: 06998979) as a Whole-time Director of the Company				
Resolution required				Special Resolution				
Whether promoters / Promoters group are interested in the agenda / resolution				Save and except Ms. Priya Gandhi being Appointee, Mr. Rajiv Gandhi being relative of Appointee, none of the other Directors / Key Managerial Personnel of the Company/ relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.				
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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		**-**	**-**	**-**	**-**	**-**	**-**
Public - Institutional holders	E-voting	59,091	19,765	33.45	19,765	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		**19,765**	**33.45**	**19,765**	**0**	**100.00**	**0.00**
Public- Others	E-voting	38,76,830	3,50,725	9.05	3,50,656	69	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		**3,50,725**	**9.05**	**3,50,656**	**69**	**99.98**	**0.02**
Total		**85,06,865**	**3,70,490**	**4.36**	**3,70,421**	**69**	**99.98**	**0.02**

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Resolution No. 2				Appointment of Mr. Ameet Desai (DIN: 00007116) as an Independent Director of the Company				
Resolution required				Ordinary 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	43,42,590	95.00	43,42,590	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		**43,42,590**	**95.00**	**43,42,590**	**0**	**100.00**	**0.00**
Public - Institutional holders	E-voting	59,091	19,765	33.45	19,765	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		**19,765**	**33.45**	**19,765**	**0**	**100.00**	**0.00**
Public-Others	E-voting	38,76,830	3,50,725	9.05	3,50,681	44	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		**3,50,725**	**9.05**	**3,50,681**	**44**	**99.99**	**0.01**
Total		**85,06,865**	**47,13,080**	**55.40**	**47,13,036**	**44**	**100.00**	**0.00**

The Report of Scrutiniser is enclosed herewith.

Sincerely,
For Hester Biosciences Limited



Vinod Mali
Company Secretary &
Compliance Officer

Enclosure: As above

TAPAN SHAH
COMPANY SECRETARY

816-818, AnandMangal – 3, Opp. Core House,
Nr. Doctor House,Ellisbridge, Ahmedabad-380006
Phone :(O)26430810, 40024320
E-mail :info@tapanshah.in

SCRUTINIZER REPORT

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

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

Dear Sir,

Sub: Postal Ballot – Scrutinizer's Report

Pursuant to the resolution passed by the Board of Directors of **M/s. Hester Biosciences Limited** on 28th October, 2021, I have been appointed as a scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through postal ballot ("remote e-voting") in terms of the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the rules') as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the regulations'), read with General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020,No. 39/ 2020 dated 31st December, 2020 and No. 10/2021 dated 23 June 2021 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), in a fair and transparent manner for passing of the resolution as mentioned in the Postal Ballot Notice dated 28th October, 2021 ("Notice")

I HEREBY SUBMIT MY REPORT AS UNDER :

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made there under including the above-mentioned MCA Circulars and the regulations. My responsibility as Scrutinizer is restricted to make Scrutinizers Report of the votes cast in favor and against the resolution(s) stated in the Notice.

2. The Company had availed the e-voting platform/facility offered by Central Depository Services (India) Limited (CDSL) for conducting Postal Ballot process through remote e-voting.

3. Considering the present COVID-19 pandemic and 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.



TAPAN SHAH
COMPANY SECRETARY

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4. The Company on Monday, 1st November, 2021, completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on the cut-off date being, 29th October, 2021 in respect of :

   Special Resolution for Appointment of Ms. Priya Gandhi (DIN: 06998979) as a Whole-time Director of the Company and Ordinary Resolution for Appointment of Mr. Ameet Desai (DIN: 00007116) as an Independent Director of the Company

   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 Tuesday, 2nd November, 2021.

5. The remote e-voting period commenced on Wednesday, 3 November 2021 at 9:00 A.M. (IST) onwards and ended on Thursday, 2 December 2021 at 5:00 P.M. (IST). Votes cast through remote e-voting till 5.00 p.m. on Thursday, 02.12.2021, being the last date and time fixed by the Company for voting, are considered for my scrutiny.

6. As required under the rules, after closure of remote e-voting, the votes cast under the remote e-voting facility during the Postal Ballot period, were unblocked in the presence of Ms. Isha Safi and Ms. Hina Patel who are not in employment with the Company.

7. The voting was reckoned in proportion to members' shares of voting rights on the paid-up equity share capital of the Company as on 29th October, 2021 (cut-off date). The postal ballot notice was also placed on the website of the Company and CDSL during the period of voting.

8. On scrutiny, I report that 79 shareholders exercised their vote through remote e-voting.

9. The particulars of all details of electronic votes received from Members have been entered in a separate Register maintained for the purpose, as required under Rule 22 (10) of the Companies (Management and Administration) Rules,2014 .

Summary of votes cast in the remote E-voting for the above stated resolution is as per the attached **Annexure**.

Result of the Postal ballot:

As per Rule 22(7) of the Companies (Management and Administration) Rules, 2014, if a resolution is assented by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed.

Since the conditions prescribed under Section 114 (2) of the Companies Act, 2013, for the Special and Ordinary Resolutions have been met, therefore both the resolutions are considered to have been approved as a Special and Ordinary Resolution, by the Shareholders of the Company.



TAPAN SHAH
COMPANY SECRETARY

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E-mail :info@tapanshah.in

You are requested to take note of the above and oblige.

Thanking you,

Place: Ahmedabad
Date: 03/12/2021

Signature: TAPAN RAJANIKANT SHAH Digitally signed by TAPAN RAJANIKANT SHAH Date: 2021.12.03 11:27:03 +05'30'

Name of Company Secretary: TAPAN SHAH
C.P.No.: 2839
UDIN No.: F004476C001637228

Declaration

We, the undersigned witnessed that;

1. The remote e-voting result/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad
Date: 03.12.2021

Counter Signed by
For Hester Biosciences Limited,

RAJIV DINESH GANDHI Digitally signed by RAJIV DINESH GANDHI Date: 2021.12.03 12:38:01 +05'30'

Chairman

Witness 1:
Ms. Isha Safi

Witness 2:
Ms. Hina Patel

TAPAN SHAH M No. FCS : 4476 AHMEDABAD C. P. No. 2839 COMPANY SECRETARY

TAPAN SHAH
COMPANY SECRETARY

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Annexure

POSTAL BALLOT RESULTS

Resolution 1 -Appointment of Ms. Priya Gandhi (DIN: 06998979) as a Whole-time Director of the Company - Special Resolution

Particulars	Remote E-Voting		Voting through Ballot paper		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	54	370421	0	0	54	370421	99.98
Dissent	5	69	0	0	5	69	0.02
Total	59	370490	0	0	59	370490	100.00

Based on the aforesaid result, I report that the **Special Resolution** as set out in **Resolution No. 1** of the Notice of the Postal Ballot dated 28th October, 2021 has been **passed with requisite majority.**

Resolution 2 -Appointment of Mr. Ameet Desai (DIN: 00007116) as an Independent Director of the Company - Ordinary Resolution

Particulars	Remote E-Voting		Voting through Ballot paper		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	76	4713036	0	0	76	4713036	100.00
Dissent	3	44	0	0	3	44	0.00
Total	79	4713080	0	0	79	4713080	100.00

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Resolution No. 2** of the Notice of the Postal Ballot dated 28th October, 2021 has been **passed with requisite majority.**

Signature: TAPAN RAJANIKANT SHAH Digitally signed by TAPAN RAJANIKANT SHAH Date: 2021.12.03 11:26:13 +05'30'

Name of Company Secretary:TAPAN SHAH
FCS:4476 COP:2839
UDIN: F004476C001637228