

Date: 5th September, 2017

National Stock Exchange of India Limited

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051

Trading Symbol: ESTER

Dear Sir

Sub: Submission of Consolidated Scrutinizer Report

We are enclosing herewith the consolidated report of the Scrutinizer on Remote e-voting and Poll Conducted at the Annual General Meeting of the Company held on 4th September, 2017.

Please take the same on your records.

Thanking You

Yours Faithfully

For Ester Industries Limited


Diwaker Dinesh
Company Secretary



Encls: As Above

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 31ST Annual General Meeting (AGM) of your Company held on Monday, 04th September, 2017 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: 04.09.2017
PLACE: DELHI

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	31 ST Annual General Meeting (AGM)
DATE & TIME	Monday, 04th September,2017 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 31st Annual General Meeting (31st AGM) of **Ester Industries Limited** (hereinafter referred to as **the Company**) held on **Monday, 04th September,2017 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 5th August,2017.

3. CUT-OFF DATE

The Voting rights were reckoned as on **Monday, 28th August, 2017**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and Poll 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 remote e-Voting platform.

4.2 Remote e-Voting:

Remote e-Voting platform was open from **September 1, 2017 at 09:00 A.M. to Sunday, September 3, 2017 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 company 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.



7. RESULTS

7.1 I observed that

- a. 30 members had cast their votes at the meeting.
- b. 13 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 31st AGM is enclosed herewith as **Annexure-A**.

7.3 Based on the aforesaid results, I report that five Ordinary Resolutions and two Special Resolutions as contained in Item No. 1 to Item No.5 and Item No. 6 to Item No. 7 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 N;O: 9432

M. No.: 22735

DATE: 04.09.2017

PLACE: Khatima, Uttarakhand



For Ester Industries Limited


**Diwaker Dinesh
Company Secretary**



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

Annexure-A

Consolidated Results

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS ON 31ST MARCH 2017 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE 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
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	13	61106291	30	308834	43	61415125	100
DISSENT	-	-	-	-	-	-	-
TOTAL	13	61106291	30	308834	43	61415125	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 APPOINT A DIRECTOR IN PLACE OF MR ARVIND SINGHANIA (DIN 00934017) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	13	61106291	30	308834	43	61415125	100
DISSENT	-	-	-	-	-	-	-
TOTAL	13	61106291	30	308834	43	61415125	100

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



ITEM NO. 3: APPOINTMENT OF NEW STATUTORY AUDITOR M/S WALKER CHANDIOK & CO LLP(REG NO.001076N/N500013) IN PLACE OF THE RETIRING AUDITOR M/S S.R. BATLIBOI & CO LLP(REG NO.301003E/E300005)

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	13	61106291	30	308834	43	61415125	100
DISSENT	-	-	-	-	-	-	-
TOTAL	13	61106291	30	308834	43	61415125	100

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



ITEM NO 4: RATIFICATION OF REMUNERATION FIXED FOR M/S R.J. GOEL & CO. (REGN. NO. 00026), THE COST AUDITOR OF THE COMPANY FOR FINANCIAL YEAR 2017-18

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	13	61106291	30	308834	43	61415125	100
DISSENT	-	-	-	-	-	-	-
TOTAL	13	61106291	30	308834	43	61415125	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: COMMISSION ON PROFITS TO NON-EXECUTIVE DIRECTOR OF THE COMPANY

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES	VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES
ASSENT	12	61106191	30	308834	42	61415025
DISSENT	1	100	-	-	1	100
TOTAL	13	61106291	30	308834	43	61415125
						100

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



ITEM NO 6: RE-APPOINTMENT OF MR. ARVIND SINGHANIA AS MANAGING DIRECTOR THE COMPANY

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	13	61106291	30	308834	43	61415125	100
DISSENT	-	-	-	-	-	-	-
TOTAL	13	61106291	30	308834	43	61415125	100

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



ITEM NO 7: RE-APPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY

No. of Members who cast their vote	No. of Share voted	% of Total Paid-up Capital
43	61415125	73.64 %

PARTICULARS	REMOTE E-VOTES		VOTING AT THE AGM		TOTAL		% OF TOTAL VALID VOTE CAST
	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	NO. OF MEMBERS	VOTES	
ASSENT	13	61106291	30	308834	43	61415125	100
DISSENT	-	-	-	-	-	-	-
TOTAL	13	61106291	30	308834	43	61415125	100

BASED ON THE AFORESAID RESULTS, I REPORT THAT THE SPECIAL RESOLUTION AS CONTAINED IN ITEM NO. 7 HAS BEEN PASSED WITH REQUISITE MAJORITY

For Akash Jain,
Company Secretaries

CS Akash Jain
Proprietor
C.P N:O: 9432
M. No.: 22735

DATE: 04.09.2017

PLACE: Khatima, Uttarakhand

