

**28<sup>th</sup>** Annual  
Report  
2013-14

**Ester Industries Limited**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>MR. ARVIND SINGHANIA</b>	EXECUTIVE CHAIRMAN
<b>MR. V. B. HARIBHAKTI</b>	INDEPENDENT DIRECTOR
<b>MR. A. K. NEWATIA</b>	INDEPENDENT DIRECTOR
<b>MR. M. S. RAMACHANDRAN</b>	INDEPENDENT DIRECTOR
<b>MR. DINESH CHANDRA KOTHARI</b>	INDEPENDENT DIRECTOR
<b>DR. ANAND CHAND BURMAN</b>	INDEPENDENT DIRECTOR
<b>MR. P. S. DASGUPTA</b>	INDEPENDENT DIRECTOR
<b>MR. PRADEEP KUMAR RUSTAGI</b>	EXECUTIVE DIRECTOR & CFO
<b>MRS. ARCHANA SINGHANIA</b>	NON - EXECUTIVE DIRECTOR

### COMPANY SECRETARY

MR. DIWAKER DINESH

### STATUTORY AUDITORS

M/S S.R. BATLIBOI & ASSOCIATES, GURGAON

### BANKERS

BANK OF INDIA  
BANK OF BARODA  
UNION BANK OF INDIA  
CANARA BANK  
STATE BANK OF BIKANER & JAIPUR

### HEAD OFFICE

PLOT NO. 11, BLOCK-A, INFOCITY-I,  
SECTOR 33 & 34, GURGAON-122001, HARYANA

### REGISTERED OFFICE & WORKS

SOHAN NAGAR, P.O. CHARUBETA  
KHATIMA – 262 308, DISTRICT UDHAM SINGH NAGAR  
UTTARAKHAND

### REGISTRAR & SHARE TRANSFER AGENTS

MCS LIMITED  
F-65, OKHLA INDUSTRIAL AREA, PHASE-I  
NEW DELHI – 110 020

### LISTING OF SECURITIES

BOMBAY STOCK EXCHANGE LIMITED  
PHIROZE JEEJEBHOY TOWERS  
25TH FLOOR, DALAL STREET  
MUMBAI 400 001

NATIONAL STOCK EXCHANGE OF INDIA LTD.  
EXCHANGE PLAZA,  
PLOT NO. C/1, G BLOCK,  
BANDRA-KURLA COMPLEX, BANDRA (E)  
MUMBAI - 400 051



CIN: L24111UR1985PLC015063

**Registered Office:** Sohan Nagar, P. O. Charubeta, Khatima-262308, Distt. Udham Singh Nagar, Uttarakhand

Phone : (05943) 250153-57, Fax No. (05943) 250158

Website – www.esterindustries.com, Email – shares.deptt@ester.in

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th ANNUAL GENERAL MEETING (AGM) of ESTER INDUSTRIES LIMITED will be held on 22nd September, 2014 at 12.30 PM at the Registered Office of the Company at Sohan Nagar, P.O. Charubeta, Khatima - 262308, District Udham Singh Nagar, Uttarakhand, to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Profit and Loss account for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To declare final dividend of Rs. 0.50/- per equity share
3. To appoint a Director in place of Mr. Arvind Singhania (DIN 00934017) who retires by rotation and being eligible, offers himself for re-appointment;
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** subject to the provisions of Section 139, 140 & 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. S.R. Batliboi & Co. LLP (Regn No. 301003E), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e. 28th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) in place of the retiring Auditors, M/s. S. R. Batliboi & Associates LLP (Regn No. 101049W), at a remuneration to be fixed by the Board of Directors.

### Special Business:

To consider and, if thought fit, to pass with or without modification(s), the following resolutions:

### As Ordinary Resolution

#### 5. RATIFICATION OF REMUNERATION FIXED FOR COST AUDITOR OF THE COMPANY

**“RESOLVED THAT** pursuant to Sections 148 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) a Remuneration of Rs. 2,50,000/- (Rs. Two Lacs and Fifty thousands only) plus applicable taxes and out of

pocket expenses payable to M/s. Sanjay Gupta & Associates (Regn No. 000212), the Cost Auditor of the Company for the financial year 2014-15, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby approved and ratified.”

#### 6. APPOINTMENT OF MR. V B HARIBHAKTI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. V B Haribhakti (DIN 00088062), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2019 and whose term of office shall not be liable to retirement by rotation.”

#### 7. APPOINTMENT OF MR. DINESH CHANDRA KOTHARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Dinesh Chandra Kothari (DIN 00195609), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2019 and whose term of office shall not be liable to retirement by rotation.”

#### 8. APPOINTMENT OF MR. M S RAMACHANDRAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. M S Ramachandran (DIN 00943629), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as an Independent

Director of the Company to hold office upto 31 March, 2019 and whose term of office shall not be liable to retirement by rotation."

**9. APPOINTMENT OF MR. ASHOK NEWATIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ashok Newatia (DIN 01057233), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2019 and whose term of office shall not be liable to retirement by rotation."

**10. APPOINTMENT OF DR. ANAND CHAND BURMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Anand Chand Burman (DIN 00056216), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2019 and whose term of office shall not be liable to retirement by rotation."

**11. APPOINTMENT OF MR. P S DASGUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. P S Dasgupta (DIN 00012552), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office upto 31 March, 2019 and whose term of office shall not be liable to retirement by rotation."

**12. APPOINTMENT OF MRS. ARCHANA SINGHANIA AS DIRECTOR**

"**RESOLVED THAT** Mrs. Archana Singhania (DIN 01096776), who was appointed as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to sign and execute such documents/

writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

**13. REAPPOINTMENT OF MR. PRADEEP KUMAR RUSTAGI AS WHOLE-TIME DIRECTOR OF THE COMPANY**

"**RESOLVED THAT** pursuant to the provisions of Section 196, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), re-appointment of Mr. Pradeep Kumar Rustagi (DIN 00879345) be and is hereby approved on the terms and conditions mentioned below—

**A) PERIOD OF APPOINTMENT**

The Period of appointment of Mr. Pradeep Kumar Rustagi shall be from 1st April, 2014 to 31st March, 2017.

**B) DETAILS OF REMUNERATION**

- i) Basic Salary shall be within the grade of Rs. 2,50,000 – Rs. 4,00,000 per month.
- ii) Special Allowance and House Rent Allowances – As per the policy applicable to employees in the same grade.
- iii) Leave Travel Allowance – The yearly payment in the form of allowance shall be equivalent to one month's basic salary
- iv) Leased Car shall be provided as per the policy of the Company.
- v) Company's contribution to Provident Fund, Superannuation Fund, as per Company Policy applicable time to time.
- vi) Reimbursement of the Medical Expenses, Business Attire, Driver Salary, Vehicle Running and Maintenance, Business Meeting and entertainment, traveling and all other expenses incurred by him for the business of the Company.
- vii) Performance Linked Incentives as per the policy of the Company as applicable time to time.
- viii) Apart from the above Mr. Pradeep Kumar Rustagi shall be entitled such other reimbursements, allowances, incentives, perquisites, amenities and benefits as per the policy of the Company as applicable time to time.

However the appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.

**RESOLVED FURTHER THAT** pursuant to the requirements of Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), if during the tenure of Mr. Pradeep Kumar Rustagi as Whole-time Director, the Company has no profits or its profits are

inadequate in any financial year, the above remuneration will be paid to him as minimum remuneration.

**RESOLVED FURTHER THAT** the period of office of Mr. Pradeep Kumar Rustagi shall be liable to be determined by retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors are authorized to sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable to give effect the above resolutions."

#### 14. APPOINTMENT OF MR. ARVIND SINGHANIA AS WHOLE-TIME DIRECTOR OF THE COMPANY

**"RESOLVED THAT** pursuant to the provisions of Section 196, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), appointment of Mr. Arvind Singhania (DIN 00934017) be and is hereby approved as Whole-time Director on the terms and conditions mentioned below–

##### A) PERIOD OF APPOINTMENT

The Period of appointment of Mr. Arvind Singhania shall be from 21st May, 2014 to 31st March, 2017.

##### B) DETAILS OF REMUNERATION

- i) Basic Salary shall be within the grade of Rs. 6,00,000 – Rs. 7,50,000 per month.
- ii) House Rent Allowance – 50% of the Basic Salary
- iii) Special Allowance – 15 % of Basic Salary
- iv) Leave Travel Allowance – The yearly payment in the form of allowance shall be equivalent to one month's basic salary
- v) Medical Reimbursement – Rs. 1250 per month
- vi) Business Attire Allowance – Rs. 6000 per month
- vii) Provident Fund – 12% of Basic Salary or such other amount as may be prescribed by the provision of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 or any other applicable law (including any statutory modification or re-enactment thereof, for the time being in force).
- viii) Gratuity shall be payable as per the provisions of the Payment of Gratuity Act, 1972 or any other applicable law (including any statutory modification or re-enactment thereof, for the time being in force).
- ix) Company maintained car with Driver shall be provided by the Company for official and personal use.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

**Commission** – Subject to the provisions of Section 196, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), Commission may be paid in addition to above remuneration calculated with reference to the net profits of the company in a particular year, as may be determined by the Board of the Directors of the Company at the end of each financial year

**Overall Remuneration** -The aggregate of the remuneration, commission and perquisites as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 196, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) or otherwise as may be permissible by law.

However the appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.

**RESOLVED FURTHER THAT** subject to the requirements of Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), if Company has no profits or its profits are inadequate in any financial year, the above remuneration will be paid to him as minimum remuneration.

**RESOLVED FURTHER THAT** the period of office of Mr. Arvind Singhania shall be liable for determination by way of retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable to give effect the above resolutions."

#### As Special Resolution

#### 15. APPOINTMENT OF MR. JAI VARDHAN SINGHANIA AS GROUP LEADER – BUSINESS PLANNING AND SUPPORT

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules, if any, made thereunder approval of the Company be and is hereby accorded to the appointment of Mr. Jai Vardhan Singhania (son of Mr. Arvind Singhania) to hold office as 'Group Leader – Business Planning and Support' (or any other designation and roles which the Board / Committee of the Board may decide from time to time) on the following terms and conditions -

1. **Period of Appointment** - 3 years from 1st October, 2014 to 30th September, 2017
2. **Details of Remuneration** - Total Remuneration paid to Mr. Jai Vardhan Singhania shall be limited to Rs. 2,50,000/- (Rupees Two Lacs and Fifty Thousands only) p.m. which may include Basic Salary, Special Allowance, House Rent Allowance and other benefits like Contribution to Provident Fund, Superannuation



Fund and such other allowances, incentives, perquisites, benefits and amenities as may be provided by the Company to other employees in that grade from time to time, subject to the ceiling of Remuneration as specified above.

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to sign and execute such documents/ writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

## 16. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

**"RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013 and other applicable provisions, if any, the articles of association of the Company be and is hereby amended as under:

### Substitution of the following Articles alongwith Headings:

#### Article No. 1

##### **Applicability of TABLE F**

The regulation contained in Table 'F' of Schedule 'I' of the Companies Act, 2013, shall apply to the Company so far as the Articles contained in these Articles of Association are inconsistent with or repugnant to any provisions of the Companies Act, 2013 and rules made thereunder.

#### Article No. 3

##### **Share Capital**

The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association of the Company. The Company shall have the power to increase, reduce, sub-divide, cancel, reclassify different class of shares in any manner, consolidate and divide share capital into shares of larger amount than its existing shares, convert into stock and re-convert into stock and to attach thereto any ordinary, preferential or special rights and to vary such rights subject to the provisions of the Companies Act, 2013.

#### Article No. 157

##### **Rotation of Director -**

Notwithstanding anything contained in the Articles of Associations of the Company, The Board of Directors shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

#### Article No. 169

##### **Appointment of any Individual as Chairperson as well as Managing Director/CEO -**

The Board of Directors shall have the power to appoint any Individual as Chairperson as well as Managing Director or Chief Executive Officer of the Company.

### Addition of following Article:

#### Article No. 231

##### **General Powers of Articles of Association**

Wherever in the Companies Act, 2013 (the Act), it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case by virtue of this Articles, the Company is hereby specifically authorised, empowered and entitled to have such right, privilege or authority, to carry out such transactions as permitted by the Act without there being any separate/specific Article in that behalf herein provided.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to sign and execute such documents/ writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

**By Order of the Board of Directors  
For Ester Industries Limited**

Sd/-

**Diwaker Dinesh**

Company Secretary

Place : New Delhi

Date : 4th August, 2014

### **NOTES**

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT SOHAN NAGAR, P.O. CHARUBETA, KHATIMA-262308, DISTRICT UDHAM SINGH NAGAR, UTTARAKHAND NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2) Additional information pursuant to Clause 49 of the listing agreement with the stock exchanges in respect of the Directors seeking appointment/re-appointment as mentioned under items nos. 3 and 6 to 14 at the annual general meeting are furnished and forms part of this Notice.

3) The Register of Member and Share Transfer Books will remain closed from 13th September, 2014 to 22nd September, 2014 for the purpose of determining the names of members eligible for dividend on equity shares, if declared at the Meeting.

- 4) The dividend as recommended by the Board of Directors, if approved by the Shareholders at the ensuing annual general meeting, shall be paid to those members/beneficial owners whose names appear on the register of members/depository records as at the closing hours of business on 12th September, 2014.
- 5) In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
- 6) Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 7) Members are requested to notify immediately:
  - I. **In case shares are held in physical form:** any change in address, if any, to the Company at Plot No.11, Block-A, Infocity-I, Sector 33 & 34, Gurgaon – 122001, India or to the Registrar and Share Transfer Agent of the Company viz. MCS Limited, F-65, Okhla Industrial Area Phase I, New Delhi- 110 020 quoting their folio number.
  - II. **In case shares are held in dematerialised form:** any change in address, if any, to their Depository Participants
- 8) Members/Proxies should bring Annual Report along with the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- 9) Members desiring any information on the accounts are required to write to the Company at Plot No.11, Block-A, Infocity-I, Sector 33 & 34, Gurgaon – 122001, India at least 7 days before the Meeting so as to enable the management to keep the information ready. Replies will be provided only at the Meeting.
- 10) All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal business hours on all the working days except Saturday up-to the date of the Annual General Meeting.
- 11) An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
- 12) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 13) Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of evoting along with Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report is being sent in the permitted mode.
- 14) Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
- 15) Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2014 will also be available on the Company's website [www.esterindustries.com](http://www.esterindustries.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [shares.deptt@ester.in](mailto:shares.deptt@ester.in).
- 16) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MCS Limited (Registrar & Transfer Agent).
- 17) As per SEBI Circular dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
- 18) Pursuant to provisions of Section 205C of the Companies Act, 1956 the amount of dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company has transferred such unpaid or unclaimed dividends from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.  
  
Further pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September, 2013 (date of last Annual General Meeting) on the website of the Company viz [www.esterindustries.com](http://www.esterindustries.com) and also on the website of the Ministry of Corporate Affairs viz [www.iepf.gov.in](http://www.iepf.gov.in)
- 19) Pursuant to the provisions of Section 140 and other



applicable provisions of the Companies Act, 2013, details of Special Notice for appointment of M/s S. R. Batliboi & Co. LLP as Statutory Auditors has been made part of the Notice.

#### VOTING THROUGH ELECTRONIC MEANS

Commencement of E-voting	10:00 AM, 15th September, 2014
End of E-voting	6:00 PM, 17th September, 2014

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
- II. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- III. Mr. Akash Jain, ACS, Practicing Company Secretary (CP No. 9432) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
- VI. The scrutinizer's decision on the validity of e-voting will be final.

#### (A) The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:

#### For Members holding shares in Demat Form and Physical Form

**PAN\*** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

\* Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field

\* Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.

**DOB#** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

**Dividend Bank Details#** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

# Please enter any one of the details in order to login i.e. DOB or Dividend Bank Details. If the details are not recorded with the depository or company please enter the number of shares held by you as on 22nd August, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (x) Click on the EVSN for Ester Industries Limited.
  - (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) The voting period begins at 10.00 AM on 15th September, 2014 and ends on 6.00 PM on 17th September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

14) Notice of Annual General Meeting will be sent to those shareholders/ beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, 22nd August, 2014.

15) The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [shares.deptt@ester.in](mailto:shares.deptt@ester.in)

**NOTE ON APPOINTMENT OF M/S. S. R. BATLIBOI & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY (ITEM NO. 4)**

M/s S.R. Batliboi & Associates LLP, Chartered Accountants who retires at this Annual General Meeting has shown its unwillingness for reappointment as Statutory Auditors of the Company and has not offered themselves for reappointment.

Further the Company has received special notice of a resolution from a Member of the Company, in terms of Section 140 and other applicable provisions of the Companies Act, 2013, signifying the intention to propose the appointment of M/s. S. R. Batliboi & Co. LLP as the Statutory Auditors, in place of existing Statutory Auditors, of the Company from the conclusion of this Annual General Meeting till the conclusion of the thirty first AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

M/s. S. R. Batliboi & Co. LLP has expressed its willingness to act as statutory auditors of the Company, if appointed, and have further confirmed that the said appointment would be in conformity with the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013. M/s. S. R. Batliboi & Co. LLP is a network firm of M/s S.R. Batliboi & Associates LLP.

The Members' approval is being sought for the appointment of M/s. S. R. Batliboi & Co. LLP as the statutory auditors and to authorise the Board of Directors to determine the remuneration payable to them. None of the Directors, Key Managerial Persons (KMPs) or the relatives of Directors or KMPs is concerned or interested in the said resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER CLAUSE 49 IV (G) (i) OF THE LISTING AGREEMENT ENTERED INTO WITH THE STOCK EXCHANGES**

The particulars of Directors seeking appointment/re-appointment as required under clause 49IV(G)(i) of the listing agreement are given below:

**A. Mr. V B Haribhakti**

Mr. V. B. Haribhakti is an Independent Director at Ester and has been associated with the company since 1991. Mr. Haribhakti is a fellow member of the Institute of Chartered Accountants of India. Mr. V. B. Haribhakti is also a prominent and well respected figure in the trade and industrial circles in India. The Government of India had appointed him as an independent director in public sector enterprises and as a member of the Sales Tax Enquiry Committee. He continues to render guidance to many large limited companies as an Independent director.