

**32<sup>nd</sup>**

**Annual Report**

**2017-18**



**Ester Industries Limited**

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	MR. ARVIND SINGHANIA	CHAIRMAN & CEO
	MR. ASHOK NEWATIA	INDEPENDENT DIRECTOR
	MR. M. S. RAMACHANDRAN	INDEPENDENT DIRECTOR
	MR. DINESH CHANDRA KOTHARI	INDEPENDENT DIRECTOR
	DR. ANAND CHAND BURMAN	INDEPENDENT DIRECTOR
	MR. P. S. DASGUPTA	INDEPENDENT DIRECTOR
	MR. SANDEEP DINODIA	INDEPENDENT DIRECTOR
	MRS. ARCHANA SINGHANIA	NON - EXECUTIVE DIRECTOR
	MR. PRADEEP KUMAR RUSTAGI	EXECUTIVE DIRECTOR & CFO
<b>COMPANY SECRETARY</b>	MR. DIWAKER DINESH	
<b>STATUTORY AUDITORS</b>	M/S WALKER CHANDIOK & CO. LLP, GURGAON	
<b>LENDERS</b>	BANK OF INDIA	
	BANK OF BARODA	
	UNION BANK OF INDIA	
	CANARA BANK	
	STATE BANK OF INDIA	
	TATA CAPITAL FINANCIAL SERVICES LIMITED	
<b>HEAD OFFICE</b>	PLOT NO. 11, BLOCK-A, INFOCITY-I, SECTOR -34, GURGAON-122001, HARYANA	
<b>REGISTERED OFFICE &amp; WORKS</b>	SOHAN NAGAR, P.O. CHARUBETA KHATIMA – 262 308, DISTRICT UDHAM SINGH NAGAR UTTARAKHAND	
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	MAS SERVICES LIMITED T-34, OKHLA INDUSTRIAL AREA, PHASE-II NEW DELHI – 110 020	
<b>LISTING OF SECURITIES</b>	BSE LIMITED NATIONAL STOCK EXCHANGE OF INDIA LTD	

## CONTENTS

<b>Notice of Annual General Meeting.....</b>	<b>01-07</b>
<b>Chairman's Message .....</b>	<b>08-09</b>
<b>Directors' Report .....</b>	<b>10-28</b>
<b>Management Discussion and Analysis.....</b>	<b>29-34</b>
<b>Corporate Governance Report.....</b>	<b>35-46</b>
<b>Financial Statement .....</b>	<b>47-87</b>
<b>E-communication Registration Form</b>	
<b>NECS Mandate</b>	

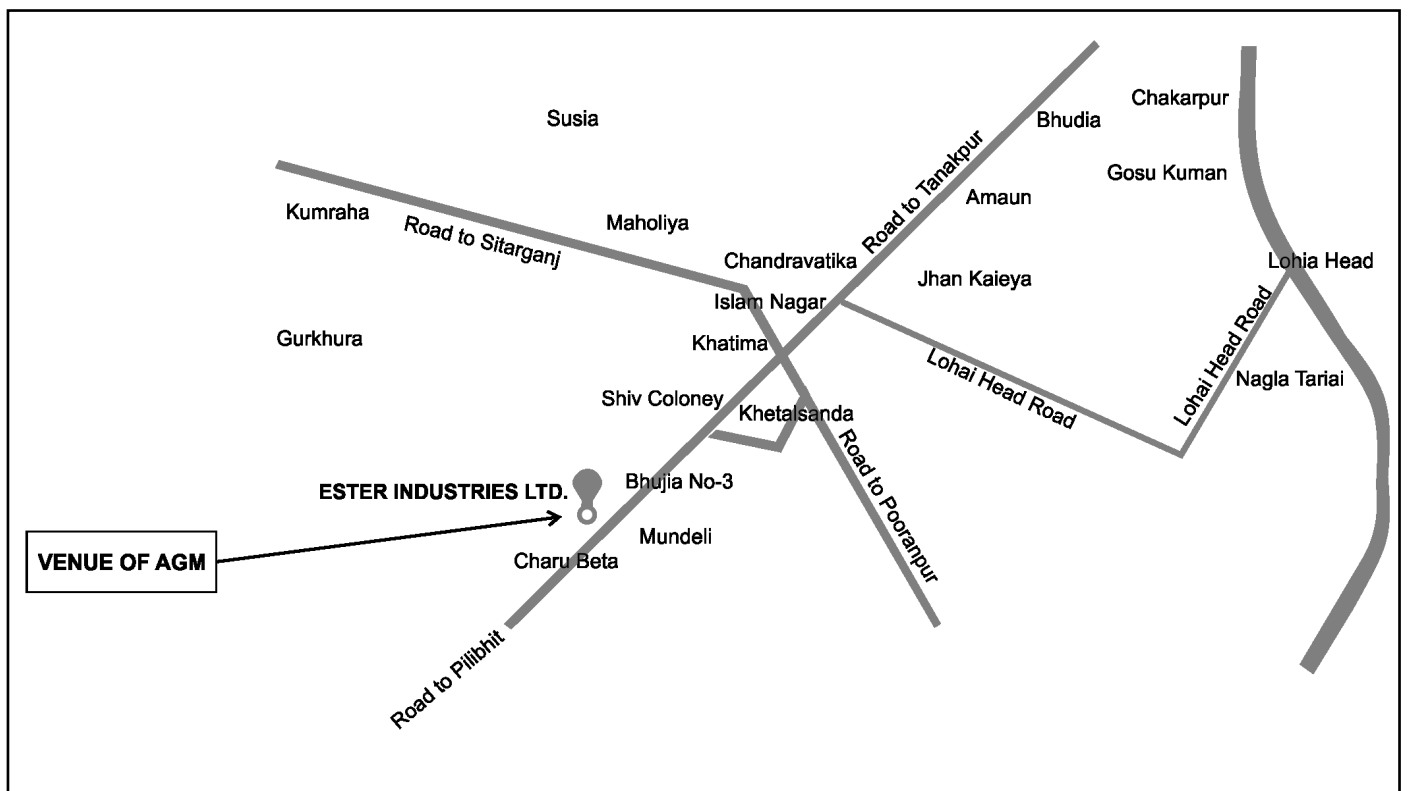
**Date of AGM**

24th September, 2018

**Venue of AGM**

Sohan Nagar, P.O. Charubeta, Khatima - 262308,  
Distt. Udham Singh Nagar,  
Uttarakhand

**ROUTE MAP FOR VENUE OF AGM**



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd ANNUAL GENERAL MEETING (AGM) of ESTER INDUSTRIES LIMITED will be held on Monday, 24th September, 2018 at 10:30 AM 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 Financial Statements for the financial year ended 31st March, 2018 together with the reports of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Pradeep Kumar Rustagi (DIN 00879345) who retires by rotation and being eligible, offers himself for re-appointment;

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

### As Ordinary Resolution

#### 3. RATIFICATION OF REMUNERATION OF COST AUDITOR

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), a Remuneration of Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousands Only) plus applicable taxes and out of pocket expenses payable to M/s. R. J. Goel & Co. (Regn. No. 00026), the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2018-19, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby approved and ratified."

### As Special Resolution

#### 4. RE-APPOINTMENT OF MR. ASHOK NEWATIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Ashok Newatia (DIN 01057233), an Independent Director of the Company, whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation to hold office for another term of five (5) consecutive years for a term commencing from 1st April, 2019 up to 31st March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the

applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) approval of the Members of the Company be and is hereby granted for continuation of holding office of Independent director by Mr. Ashok Newatia (DIN 01057233) aged 75 years from 1st April 2019 till 31st March, 2024."

#### 5. RE-APPOINTMENT OF MR. M S RAMACHANDRAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. M S Ramachandran (DIN 00943629), an Independent Director of the Company, whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation to hold office for another term of five (5) consecutive years for a term commencing from 1st April, 2019 up to 31st March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) approval of the Members of the Company be and is hereby granted for continuation of holding office of Independent director by Mr. M S Ramachandran (DIN 00943629) who shall attain the age of Seventy Five (75) years on 26th February, 2020, from 1st April, 2019 till 31st March, 2024."

#### 6. RE-APPOINTMENT OF DR. ANAND CHAND BURMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Dr. Anand Chand Burman (DIN 00056216), an Independent Director of the Company, whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation to hold office for another term of five (5) consecutive years for a term commencing from 1st April, 2019 up to 31st March, 2024."

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. Dinesh Chandra Kothari (DIN00195609), an Independent Director of the Company, whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation to hold office for another term of five (5) consecutive years for a term commencing from 1st April, 2019 up to 31st March, 2024.”

## 8. RE-APPOINTMENT OF MR. P S DASGUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Mr. P S Dasgupta (DIN 00012552), an Independent Director of the Company, whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation to hold office for another term of five (5) consecutive years for a term commencing from 1st April, 2019 up to 31st March, 2024.”

By Order of the Board of Directors  
For Ester Industries Limited

Sd/-  
Dinakar Dinesh  
Company Secretary  
(Membership No.: A22282)

Place : New Delhi  
Date: 14th August, 2018

### 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 SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/ reappointment as

mentioned under item no. 2, 4, 5, 6, 7 and 8 at the annual general meeting forms part of this Notice.

3. M/s Walker Chandok & Co. LLP, Chartered Accountants, was appointed as Statutory Auditors by the Shareholders in their Annual General Meeting (AGM) held on 4th September, 2017, to hold office from 31st AGM till 36th AGM. The requirement to place the matter relating to the ratification of appointment of Statutory Auditors by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for Item Nos. 3 to 8 of the accompanying Notice, is annexed hereto.
5. The Register of Member and Share Transfer Books will remain closed from Tuesday, 18th September, 2018 to 24th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
6. A route map showing directions to reach the venue of the Annual General Meeting forms part of this Annual Report.
7. The Board of Directors has not recommended any Dividend for the financial year 2017-18.
8. 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.
9. 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.
10. 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 34, Gurgaon – 122001, India or to the Registrar and Share Transfer Agent of the Company viz. MAS Services Limited, T-34, Okhla Industrial Area, Phase II, 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
11. 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.
12. Members desiring any information on the accounts are required to write to the Company at Plot No.11, Block-A, Infocity-I, Sector 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.
13. All the documents referred to in the accompanying Notice are open for inspection in physical or electronic form at Registered Office of the Company and copies of these documents will also be available for inspection at the Head Office (Corporate Office) in physical or electronic form, during normal business hours on all the working days except Saturday up-to the date of the Annual General Meeting. Such documents will be available for inspection during the meeting also.
14. 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.
15. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.

Members can contact the Company or RTA for assistance in this regard.

16. Members holding shares under multiple folios are requested to submit their applications to RTA for consolidation of folios into a single folio.
17. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. We therefore, 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).
18. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants 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 32nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Annual Report is being sent through the permitted mode.
19. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the financial year ended on 31.03.2018 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: [investor@ester.in](mailto:investor@ester.in)
20. 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 / MAS Services Limited (Registrar & Share Transfer Agent).
21. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
22. In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
23. Pursuant to provisions of Section 124 and Section 125 of the Companies Act, 2013 and rules made thereunder, all the dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2010-11 (only interim for FY 2010-11).

Members who have not yet encashed their dividend warrants for the financial year 2010-11 (final dividend) onwards are requested to make their claims to the Company immediately. Members may note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims. The Company has uploaded the details of unpaid and unclaimed dividend

amounts lying with the Company as on 4th September, 2017 (date of last Annual General Meeting) and the details of unclaimed shares 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). Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

In terms of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPF Authority) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPF Authority. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPF Authority and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

In view of above, Members are requested to claim their dividends from the Company, with in the stipulated timeline to avoid transfer of the underlying shares to the IEPF Account. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) or on the following link <http://www.iepf.gov.in/IEPFA/corporates.html>

#### 24. VOTING THROUGH ELECTRONIC MEANS

<b>Commencement of E-voting</b>	<b>9.00 AM, Friday 21st September, 2018</b>
<b>End of E-voting</b>	<b>5.00 PM, Sunday 23rd September, 2018</b>

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper/venue e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper/venue e-voting.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the Annual General Meeting.
- IV. The remote e-voting period commences on **9.00 AM, Friday, 21st September, 2018 and ends on 5.00 PM, Sunday, 23rd September, 2018**. The remote e-voting module shall be blocked by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - I. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **Monday, 17th September, 2018** (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to

cast their votes by remote e-voting or voting through ballot paper/venue e-voting at the AGM. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Monday, 17th September, 2018**, may follow the same instructions as mentioned in the notice for e-Voting. If a person who was not a member of the Company as on the cut-off date shall treat this Notice for information purpose only.

II. The process and manner for remote e-voting are as under:

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

- I. Log on to the e-voting website **www.evotingindia.com**
- II. Click on Shareholders/Members.
- 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 onto **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 or holding share in physical form 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)  *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field which is printed on the Attendance slip or as provided in email, if Annual Report sent through electronic mode.
Dividend Bank Details or Date of Birth (DOB)#	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login  #If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- 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 of 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 login 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. **Shareholders can also cast their vote using CDSL's mobile app M-Voting. The M-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**XVIII. Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **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**. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account (s) for which they wish to vote on. The list of accounts linked in the login should be mailed to help desk. **evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (B) 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.com** under help section or contact Mr. Rakesh Dalvi, Manager of CDSL, Marathon Futurex, A Wing, 25th Floor, N.M. Joshi Marg, Lower Parel, Mumbai-400013 Ph.: 1800225533, write an email to **helpdesk.evoting@cdslindia.com**
25. Mr. Akash Jain, Company Secretary in Practice (Membership No. F9617 and COP No. 9432) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of poll paper/venue e-voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and submit not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman or a person/a director authorized by him/the Board in writing who shall countersign the same and declare the results of the voting forthwith.



28. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.esterindustries.com](http://www.esterindustries.com) and on the website of CDSL e-voting viz [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results by the Chairman or a person/ a director authorized by him/the Board. The Results shall also be simultaneously forwarded to the concerned stock exchanges. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall also be displayed on the Notice Board of the company at its Registered Office and its Head Office.
29. The Resolution, if passed by a requisite majority, shall be deemed to have been passed on the date of the Annual General Meeting.
30. 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 Head Office address or e-mail their grievances/queries to the Company Secretary as detailed below:

**Registered Office:**

Sohan Nagar, PO Charubeta, Khatima-262308  
Distt. Udham Singh Nagar, Uttarakhand

**Head Office:**

Plot No. 11, Block-A, Infocity-I, Sector 34,  
Gurgaon – 122001  
Email Id: [investor@ester.in](mailto:investor@ester.in)

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

In the Board Meeting held on 16th May, 2018, after considering the recommendation of the Audit Committee, the Directors have reappointed M/s. R J Goel & Co. (Regn. No. 00026), Cost Accountants, as the Cost Auditor at a remuneration of Rs. 3,50,000 (Rupees Three Lacs Fifty Thousands only) to conduct the audit of Cost records for financial year 2018-19. Pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration approved by the Board of Directors is required to be ratified by the Shareholders.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs is interested or concerned in the said Resolution.

**Item No. 4 to 8**

Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act') and prescribed provisions of the erstwhile Listing Agreement, the Company had appointed Mr. Ashok Newatia, Mr. M S Ramachandran, Dr. Anand Chand Burman, Mr. Dinesh Chandra Kothari and Mr. P S Dasgupta, as Independent Directors of the Company in the Annual General Meeting held on 22nd September, 2014 to hold office upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Section 149 (11) of the Act provides that Independent Directors shall not hold office for more than two consecutive terms.

The Board of Directors of the Company and the Nomination and Remuneration Committee have evaluated the performance of all the above-stated Independent Directors and on the basis of the said evaluations have concluded that all these Independent Directors are the person of integrity having relevant expertise and experience.

These Independent Directors fulfil their responsibilities towards the Company in a professional and ethical manner, actively participate in discussions during the Board and Committee meetings and act objectively and constructively while bringing an independent opinion during deliberations at the said meetings and the overall performance of each of the above-stated Independent Director has been satisfactory. It is, therefore, proposed that the Independent Directors of the Company be appointed for a second term of five consecutive years, commencing from April 1, 2019 up to March 31, 2024.

These Directors have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

None of the above-stated Independent Directors is disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received separate notices in writing from a member, proposing the candidature of each of the above-stated Directors for the office of Director of the Company.

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Ashok Newatia, has attained the age of 75 years during August, 2017 and Mr. M S Ramachandran will attain the age of 75 years in the month of February, 2020. Accordingly the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after 1st April, 2019 or after attaining the age of 75 years during the currency of proposed term of appointment.

A brief justification for their reappointment/continuance of appointment after 75 years is as under:

Mr. Ashok K. Newatia is an Independent Director at Ester. Mr. Newatia is a polyester industry veteran having held various technical and managerial positions across leading companies in India and abroad over the last 50 years. He pioneered the application of the continuous polymerization technology paving the way for many related plants in India. Mr. Newatia is also a member of Ester's Share Transfer and Investor Grievances Committee.

He holds an undergraduate as well as a master's degree in chemical engineering from the University of Michigan.

Mr. M.S. Ramachandran is a Mechanical Engineer by Profession. He joined Indian Oil Corporation in 1969 and assumed various roles before being appointed as Executive Director of the Oil Coordination Committee set up by the Government of India in 1998. He joined the Board of Indian Oil Corporation as Director (Planning & Business Development) in 2000. He was the Chairman of Indian Oil Corporation from 2002 to 2005. During his tenure with IOC he had redirected the organisation around key business lines with greater commercial focus, capital prudence and market facing capabilities. As head of the national oil company, he had helped the government to initiate and implement several crucial policy changes to support de-regulation and energy security. Mr. M.S. Ramachandran was conferred with the Chemtech- Pharma Bio Hall of Fame Award in 2005 for outstanding contribution to the petroleum and petrochemicals industry.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are made part of this notice.

The copy of draft letter of appointment of the above directors setting out the terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day except Saturday up to



the date of the Annual General Meeting. The said Independent Directors are not related to any of the Directors or Key Managerial Personnel (KMP including relatives of Directors and KMPs of the Company in terms of Section 2(77) of the Companies Act, 2013).

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Director & recommend the approval of proposed Special resolution by the Members.

These Directors may be deemed to be interested in the respective resolutions as it concerns their appointment. Save and except for the aforesaid Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 to 8 of the Notice

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Director & recommend the approval of proposed Special resolution by the Members.

These Directors may be deemed to be interested in the respective resolutions as it concerns their appointment. Save and except for the aforesaid Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 to 8 of the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 4 to 8 of the Notice for approval by the shareholders.

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

**Sd/-  
Diwaker Dinesh  
Company Secretary  
Membership No.: A22282**

Place : New Delhi  
Date : 14th August, 2018

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are detailed below:

Particulars	Mr. Ashok Newatia	Mr. M. S. Ramachandran	Dr. Anand Chand Burman	Mr. Dinesh Chandra Kothari	Mr. P. S. Dasgupta	Mr. Pradeep Kumar Rustagi
Director's Identification Number (DIN)	01057233	00943629	00056216	00195609	00012552	00879345
Date of 1st appointment on the Board of Company	01/07/1997	19/09/2008	12/08/2010	19/09/2008	14/02/2011	14/02/2011
Date of appointment under current term on the Board of Company	04/08/2014	04/08/2014	04/08/2014	04/08/2014	04/08/2014	NA
Date of Birth	27/08/1942	25/02/1945	05/05/1952	14/03/1950	30/06/1955	14/11/1961
Age	76	73	66	68	63	57
Qualification	M.S.-CHEMICAL ENGINEER	B . E . -MECHANICAL	B.SC.-CHEMISTRY, M.SC.-CHEMISTRY, PH.D. -PHARMACEUTICAL CHEMISTRY	B.COM. , CHARTERED ACCOUNTANT	B.A.(HONS.) -ECONOMICS, UNIVERSITY OF DELHI, LL.B., DELHI UNIVERSITY, P.G.DIPLOMA -CORPORATE LAWS & LABOUR LAWS	CHARTERED ACCOUNTANT
Expertise in specific functional areas	Mr. Newatia is a polyester industry veteran having held various technical and managerial positions across leading companies in India and abroad over the last 50 years. He pioneered the application of the continuous polymerization technology paving the way for many related plants in India.	Mr. Ramachandran has held numerous senior positions in the Indian energy sector. He has extensive corporate and operational experience spanning over 35 years with Indian Oil Corporation Limited, where he started as a Management Trainee in 1969 and, eventually left as chairman of the board in 2005. During his tenure, Indian Oil grew to	Dr. Burman is an eminent Industrialist with particular interests in the areas of Research and Development in the Pharmaceutical Sciences as well as Biotechnology and Technology issues.	In November 1972, Mr. Kothari, joined ICICI Ltd and was in appraisal of projects including financial structuring and analysis of projects for financial assistance. In October 1974, joined Bukhatir Group of companies in Sharjah, U.A.E., one of the largest diversified Conglomerates. After 12 years of service with Bukhatir Group, in 1986, set up Interstar Financial Services Ltd.,	Mr. Dasgupta has been engaged in the practice of Law since 1978 and has been member of Delhi Bar Council since then. He has vast knowledge and experience of Law over last 32 years of legal practice. He worked as a Sr. Associate for fourteen years with JB Dadachanji & Co. Mr. P.S. Dasgupta is the Senior Partner of a leading Law Firm in Delhi since 1991. He has an extensive practice especially	Mr. Pradeep is Executive Director & Chief Financial Officer (CFO) of Ester and responsible for financial & business planning, corporate finance & fund raising, investor relations, financial & tax strategy, financial & forex risk management, control systems, corporate governance, legal & regulatory requirements including compliances and insurance.

Particulars	Mr. Ashok Newatia	Mr. M. S. Ramachandran	Dr. Anand Chand Burman	Mr. Dinesh Chandra Kothari	Mr. P. S. Dasgupta	Mr. Pradeep Kumar Rustagi
		become the leading Indian corporate in the Fortune 'Global 500' listing.		in New Delhi, India to provide a wide range of consulting and advisory services to non-resident Indians, resident Indians and large Indian corporate houses on financial matters. As a part of Interstar's expansion programme, in association with M/s. New Delhi Law Offices, a leading law firm in New Delhi, in 1999 set up a Consultancy Firm in the name of New Delhi Corporate Consultancy Services Pvt. Ltd., in order to provide Legal & Consultancy Services under the same umbrella to the Corporate Sector within the country and abroad. He has been engaged in the practice of Law since 1978 and has been member of Delhi Bar Council since then.	in Conveyancing, Structuring and negotiation of Joint Ventures and Foreign Collaborations, Corporate Laws, Foreign Exchange, Antitrust and Mercantile Laws, Project Contracts, Construction Contracts including Telecom and other Infrastructural Contracts and Financing Contracts; Specialized Corporate litigation, Mergers and Acquisitions, Domestic and International Arbitrations	
Terms and conditions for re-appointment	Details given in Corporate Governance Report					
Proposed remuneration and Remuneration last drawn (including sitting fee, if any)	Details given in Corporate Governance Report					
Shareholding in the Company as on 31.03.2018	Nil	Nil	Nil	20000	Nil	400
Relationship with other Directors and KMPs of the Company	NA	NA	NA	NA	NA	NA
Number of Board meetings attended during the year	4	4	2	2	2	4
Directorship in other Companies	None	10	23	8	15	None
Chairman/member in Committees of Board of Directors in Indian Companies	None	11	1	8	15	None

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

**Sd/-**

**Diwaker Dinesh**

**Company Secretary**

**Membership No.: A22282**

Place : New Delhi

Date : 14th August, 2018