



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 POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

To,
The Equity Shareholders

Notice is hereby given in accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for passing Special Resolutions as detailed below-

1. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval by the Central Government (Regional Director), the consent of the shareholders be and is hereby accorded to shift the registered office from its present situation at Khatima, Distt. Udham Singh Nagar in the State of Uttarakhand to Gurgaon in the State of Haryana.

RESOLVED FURTHER THAT existing Clause II of the Memorandum of Association be altered and substituted by the following:

“The Registered Office of the Company will be situated in the State of Haryana”

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 to the above resolutions.”

2. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:-

“RESOLVED THAT Section 94 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded to maintain Register of Members, Index of Members, Register of Renewed and Duplicate Shares or any other Register required to be maintained under Section

88 of the Companies Act, 2013 and Rule 6 of the Companies (Share Capital and Debenture) Rules, 2014, at the office of the Company’s Registrar & Transfer Agent viz., MAS Services Ltd., T-34, Okhla Industrial Area, Phase-II, New Delhi-110020 or any other place within the local limits of the Delhi instead of Registered office of the Company, wherever it is located.

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 to the above resolutions.”

By Order of the Board of Directors
For Ester Industries Limited
Sd/-
Diwaker Dinesh
Company Secretary

Date : 2nd November, 2015

Place : New Delhi

Notes :

1. The Explanatory Statements pursuant to Section 102(2) of the Companies Act, 2013 stating all material facts, disclosure of interest, if any, and reasons thereof for the proposed resolutions is annexed hereto and forms a part of this Notice.
2. The Notice is being sent to all the members by post/ electronically (by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. 20th November, 2015.
3. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered office of Company at Sohan Nagar, P.O. Charubeta, Khatima-262308, Distt. Udham Singh Nagar, Uttarakhand

between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays upto 2nd January, 2016.

4. The Company has appointed Mr. Akash Jain as the Scrutinizer for conducting the Postal Ballot process/e-voting process in a fair and transparent manner.
5. The Postal Ballot Form and the self-addressed, postage pre-paid envelope are enclosed. You are requested to carefully read the instructions given under printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00pm on 2nd January, 2016. Postal Ballot Forms received after this date will be considered invalid.
6. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Board on the completion of the scrutiny. The results of the Postal Ballot shall be declared on 5th January, 2016 by Chairman or Director/Company Secretary as authorised by the Board of Directors of the Company and displayed on the Notice Board at the registered office of the Company. The results of the Postal Ballot will also be communicated to Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE). The results shall also be posted on the Company's website viz. **www.esterindustries.com** and on the website of CDSL.
7. Members, who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such member may send a request for obtaining the Notice and physical Postal Ballot form to the Company. On receipt of the request, the company shall send the Notice along with Postal Ballot form. A shareholder can also download duplicate/additional Postal Ballot form from the Company website viz. **www.esterindustries.com**. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the close of working hours on 2nd January, 2016.
8. In compliance with clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company also offers e-voting option to all the members as an alternative. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically.
9. Members have option to vote either through e-voting or through Postal Ballot Form.
10. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case

members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

11. Those members opting for e-voting should follow the following procedure –

(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" 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** 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)

*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 Postal Ballot form or as provided in email, if Postal Ballot Notice sent through electronic mode.

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 the DOB or Dividend Bank Details in order to login. If 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 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** 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 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** 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 remote e-voting period commences on 9.00 AM, 4th December, 2015 and ends on 5.00 PM, 2nd January, 2016. The remote e-voting module shall be disabled 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.
 - (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** under help section or write an email to **helpdesk.evoting@cdslindia.com**.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members as on **20th November, 2015 (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 Postal Ballot.
13. In case of any query/grievance regarding Postal Ballot process, you may write to, the Company Secretary at Registered office address or send an e-mail at **shares.deptt@ester.in**.

By Order of the Board of Directors
For Ester Industries Limited

Sd/-
Diwaker Dinesh
Company Secretary

Date : 2nd November, 2015
Place : New Delhi

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS
OF SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM- 1

The Registered office of the Company is located at Sohan Nagar, P. O Charubeta, Khatima, Distt. Udham Singh Nagar, Uttarakhand. The shareholders of the company find it difficult to approach to the existing registered office of the company. It also causes less participation by shareholders physically at the Annual General Meeting.

The senior management of the Company and its finance, legal & tax functions are located at the corporate office in Gurgaon. The proposed shifting of Registered Office to Gurgaon will provide for administrative convenience and operational efficiency. The plant would continue to be located at Khatima, Uttarakhand. There would be no impact on employees, creditors or other stakeholders located at Khatima due to the change in the registered office.

The shifting of the registered office from Khatima, Uttarakhand to Gurgaon, Haryana is in the best interest of the company, shareholders and all concerned parties and will in no way be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

In terms of Section 13, 110 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, shifting of Registered office from one place to another and alteration in Clause II of the Memorandum of Association require approval from the Shareholder by way of Special Resolution through Postal Ballot. Accordingly your Board recommends this Special resolution to the members for their consideration and approval by way of Postal Ballot.

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during office hours from 10 A.M. to 6 P.M.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM- 2

In terms of Section 94(1) and other applicable provisions of the Companies Act, 2013 ("the Act"), the Register of Members, Index of Register and other Registers required to be maintained under Section 88 of the Act is presently required to be maintained in the Registered Office of the Company. Pursuant to proviso to Section 94(1) of the Companies Act 2013, the aforesaid Registers may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

For the operational and administration convenience, your directors have decided to maintain these registers at the office of Registrar and Transfer agent of the Company viz MAS Services Ltd., T-34, Okhla Industrial Area, Phase-II, New Delhi-110020 or any other place within the local limits of Delhi instead of Registered office of the Company, subject to your approval by way of Special Resolution. As on 30th September, 2015, more than 10% of the total Members reside in New Delhi.

Accordingly your Board recommends this Special resolution to the members for their consideration and approval by way of Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

For Ester Industries Limited

Sd/-

**Diwaker Dinesh
Company Secretary**

Date: 2nd November, 2015

Place: New Delhi



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POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sl. No.....

1. Name and registered address of the sole/first named shareholder :	
2. Name(s) of joint shareholder(s) :	
3. Registered Folio No./ DP Id No./Client Id No.* (*Applicable to investors holding Shares in dematerialized form) :	
4. Number of shares held :	

I/ We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our consent or dissent to the said Special resolutions by placing tick (✓) mark at the appropriate box below.

Brief particulars of the item	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Approval for shifting of Registered Office from State of Uttarakhand to State of Haryana			
Approval for maintenance of Register of Members etc. at a place other than the Registered office			

Place:

Date:

Signature of the Shareholder
(must be as per specimen signature registered with the company)

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	PAN / Sequence Number

Notes :

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read carefully the instructions mentioned overleaf before exercising your vote.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot should complete this postal ballot form and send it to the company in the attached self-addressed envelope. Postage will be borne by the company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding. A Member need not use all the votes nor needs to cast all the votes in the same way. The consent of the shareholder must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick (√) mark in the relevant column. The assent or dissent received in any other manner shall be considered invalid.
3. Unsigned postal ballot or incomplete postal ballot forms will be rejected. The Scrutinizer's decision shall be final regarding the validity of Postal Ballot Form.
4. Duly signed Postal Ballot Form should reach the Company not later than the close of working hours i.e. 5.00 PM on 2nd January, 2016. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. 20th November, 2015.
6. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation along with attested specimen signature of the authorised person. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
7. Shareholders are requested not to send any other paper along with the postal ballot form (other than the documents as mentioned under item 6 above) in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and others are being sent by post along with the postal ballot form.
9. In case of Joint holding, this Postal Ballot form should be completed and signed by the first named member and his/her absence by next named member.

E-VOTING FACILITY

THE COMPANY HAS ALSO EXTENDED E-VOTING FACILITY AS AN ALTERNATE, FOR ITS SHAREHOLDERS TO ENABLE THEM TO CAST THEIR VOTES ELECTRONICALLY INSTEAD OF DISPATCHING POSTAL BALLOT FORM. THE PROCEDURE OF E-VOTING IS MENTIONED IN THE NOTES OF THE POSTAL BALLOT NOTICE.