

PROCEEDINGS OF 26TH ANNUAL GENERAL MEETING OF THE COMPANY DULY CONVENED ON 28TH SEPTEMBER, 2012 AT THE REGISTERED OFFICE OF THE COMPANY AT SOHAN NAGAR, P. O. CHARUBETA, KHATIMA- 262308, DISTRICT UDHAMSINGH NAGAR, UTTARAKHAND

The Chairman put forward the following business as per the Notice for the approval of the members –

ORDINARY BUSINESSSES

PASSED AS ORDINARY RESOLUTIONS -

1. Consideration and adoption of the Audited Balance Sheet as on 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.

The resolution was put to vote by show of hands and carried unanimously.

2. Re-appointment of Mr. V. B. Haribhakti, who retired by rotation on this Annual General Meeting and being eligible offers himself for re-appointment.

The resolution was put to vote by show of hands and carried unanimously.

3. Re-appointment of Mr. Dinesh Chandra Kothari, who retired by rotation on this Annual General Meeting and being eligible offers himself for re-appointment.

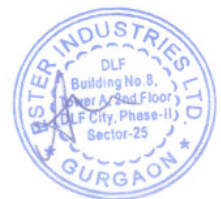
The resolution was put to vote by show of hands and carried unanimously.

4. Re-appointment of Mr. Arvind Kumar Singhania, who retired by rotation on this Annual General Meeting and being eligible offers himself for re-appointment.

The resolution was put to vote by show of hands and carried unanimously.

5. Re-appointment of M/s S. R. Batliboi & Co., Chartered Accountants (Registration No. 301003E) as Statutory Auditors of the Company, who retired on this Annual General meeting, to hold office till the conclusion of next Annual General Meeting and authorization to Board of Directors to fix their remuneration.

The resolution was put to vote by show of hands and carried unanimously.



SPECIAL BUSINESSSES

PASSED AS ORDINARY RESOLUTIONS –

1. Increase in the Donation Limit under Section 293(1)(e) of the Companies Act, 1956

The resolution was put to vote by show of hands and carried unanimously.

PASSED AS SPECIAL RESOLUTIONS -

2. Commission on Profits to Non Executive Director of the Company under Section 309 of the Companies Act, 1956

The resolution was put to vote by show of hands and carried unanimously.

3. Modification in terms and conditions of appointment of Mr. Ayush Vardhan Singhania (Son of the Chairman) under Section 314 of the Companies Act, 1956.

The resolution was put to vote by show of hands and carried unanimously.

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chairman of the meeting conveyed by one of the member of the Company.

Yours Faithfully
For Ester Industries Limited



Diwaker Dinesh
Company Secretary