

**HESTER**

**30 July 2016**

To: <b>The Secretary BSE Limited</b> P. J. Towers, Dalal Street, Mumbai 400 001	To: <b>The Secretary National Stock Exchange of India Limited</b> Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051
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**Respected Sir/Madam,**

**Reference: BSE Scrip Code: 524669; NSE Symbol: HESTERBIO**

**Subject: Compliance of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Result of 29<sup>th</sup> Annual General Meeting.**

We herewith enclose Report under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the details in respect to voting results on the Resolutions passed in the 29<sup>th</sup> Annual General Meeting (AGM) held on 29 July 2016.

We also enclose Scrutinizer's report on the voting for the Resolution passed at the 29<sup>th</sup> Annual General Meeting of the Company.

Kindly take note of the same and consider in your records.

**Sincerely  
For, Hester Biosciences Limited**

  
**Rajiv Gandhi  
CEO & Managing Director**



**Encl.: As above**

**HESTER BIOSCIENCES LIMITED**

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**DETAILS OF VOTING RESULTS UNDER REGULATION 44 (3)  
29TH ANNUAL GENERAL MEETING HELD ON 29<sup>TH</sup> JULY, 2016**

1	Date of AGM	<b>29<sup>th</sup> July, 2016</b>	
2	Total No. of Shareholders on Record Date	<b>6159</b>	
3	Number of Shareholders present in the meeting either in person or through proxy		
	a) Promoter and Promoters Group	<b>21</b>	
	b) Public	<b>44</b>	
4	Number of Shareholders attended meeting through Video Conferencing		
	a) Promoter and Promoters Group		
	b) Public	<b>Not Arranged</b>	

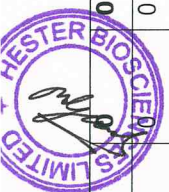
**Resolution - 1:**

**DETAILS OF AGENDA**

Sr. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution - 2:**

Sr. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution
2	Declaration a final dividend on Equity shares and to take note of the interim dividend, already paid during the year, for the financial year ended 31 March 2016	Ordinary Resolution	No

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled	% of Votes against on votes polled
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**Resolution - 3:**

Sr. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution
3	Re-Appointment of Dr. Bhupendra Gandhi (DIN: 00437907), Director retiring by rotation	Ordinary Resolution	No

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled	% of Votes against on votes polled
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
	(1)	(2)			(3) = [(2)/(1)]*100	(4)			(5)			(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution - 4:**

Sl. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution
4	Appointment of Statutory Auditors of the Company for the Financial Year 2016-17 and fix remuneration	Ordinary Resolution	No

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled	% of Votes against on votes polled
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution - 5:**

Sr. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution
5	Approval of Remuneration to Cost Auditor for conducting Cost Audit for FY 2016-17	Ordinary Resolution	No

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution - 6:**

Sr. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution
6	To Change place of keeping and inspection of Register and Index of members, returns, etc.	Special Resolution	No

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares $(3) = \frac{[(2)/(1)]}{100}$	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**Resolution - 7:**

Sr. No.	Resolution	Resolution Type	Whether promoters / Promoters group are interested in the agenda / resolution
7	To Issue of equity shares, and/or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment	Special Resolution	No

Details of result of the said Resolution:

Category	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes in favour			No. of Votes against			% of Votes in favour on votes polled	% of Votes against on votes polled
		E-voting	Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total		
Promoter and Promoter Group	4599372	4599372	0	4599372	100.00	4599372	0	4599372	0	0	0	100.00	0.00
Public - Institutional holders	128182	110029	0	110029	85.84	110029	0	110029	0	0	0	100.00	0.00
Public-Others	3779311	30050	27450	57500	1.52	30050	27450	57500	0	0	0	100.00	0.00
<b>Total</b>	<b>8506865</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>56.04</b>	<b>4739451</b>	<b>27450</b>	<b>4766901</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





To,

The Chairman of the Meeting  
**HESTER BIOSCIENCES LIMITED**  
Ahmedabad

Dear Sir,

**Subject: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot process in respect of resolutions placed in the notice of 29<sup>th</sup> Annual General Meeting of members of the Hester Biosciences Limited held on 29<sup>th</sup> July, 2016.**

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Hester Biosciences Limited ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 29<sup>th</sup> Annual General Meeting ("AGM") of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 29<sup>th</sup> June, 2016 of AGM of the Equity Shareholders of the Company, held on 29<sup>th</sup> day of July, 2016 at 11.00 a.m. at ATMA Hall, Ahmedabad Textile Mills' Association, Ashram Road, Navrangpura, Ahmedabad – 380 009.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of physical voting through ballot process.



Following resolutions were carried out by the Company at the AGM;

- i. **Ordinary Resolution** To consider and adopt the Standalone and Consolidated financial statements of the Company for the financial year ended on 31st March, 2016 and Reports of the Board of Directors' and Auditors' thereon.
- ii. **Ordinary Resolution** To declare a final dividend on equity shares and to take note of the interim dividend, already paid during the year, for the financial year ended 31 March 2016.
- iii. **Ordinary Resolution** To appoint a director in place of Dr. Bhupendra V. Gandhi (DIN: 00437907), who retires by rotation and being eligible, has offered himself for re-appointment.
- iv. **Ordinary Resolution** To Re-appoint Statutory Auditors of the Company from the conclusion of 29th AGM to the conclusion of the 32nd AGM of the Company and to fix their remuneration.
- v. **Ordinary Resolution** To approve the remuneration of Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2017.
- vi. **Special Resolution** To Change place of keeping and inspection of Register and index of members returns etc.
- vii. **Special Resolution** To issue of equity shares, and /or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or Preferential allotment.

I hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **1<sup>st</sup> July, 2016**, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on **7<sup>th</sup> July, 2016** and
  - B. by Courier to Members in physical form on or before **5<sup>th</sup> July, 2016**.
2. The Company has also placed the Notice of 29<sup>th</sup> AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.
3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
  - A. The Financial Express (Vernacular Language - Gujarati) on **9<sup>th</sup> July, 2016** and
  - B. The Financial Express (English Language) on **9<sup>th</sup> July, 2016**.





4. The Shareholders holding Shares as on the "Cut off" date, i.e. 22<sup>nd</sup> July, 2016 were entitled to vote through remote e-voting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for three days from **9.00 a.m. on Tuesday, 26<sup>th</sup> July, 2016 to 05.00 p.m. on Thursday, 28<sup>th</sup> July, 2016** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions and Special Resolutions, on remote e-voting platform provided by Central Depository Services Limited (CDSL).
6. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Friday, the 29<sup>th</sup> day of July, 2016 around 12.54 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Naresh Prajapati and Ms. Janu Padia, who are not in employment of the Company.
8. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 29<sup>th</sup> Annual General Meeting held on, 29<sup>th</sup> July, 2016 is **annexed herewith**.
9. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary/ CFO of the Company.
10. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.







Place: Ahmedabad

Signature: 

Date: 30<sup>th</sup> July, 2016

Name of Company Secretary: TAPAN SHAH

C.P.No.: 2839

**Declaration**

We, the undersigned witnesseth that;

1. The physical ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 12.54 p.m. on 29<sup>th</sup> July, 2016 at the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad

Date : 30<sup>th</sup> July, 2016

Witness 1: 

**Mr. Naresh Prajapati**

41, Vijaylaxmi Soc, Nr Kabadi -3,  
Bhulabhai road, Ahmedabad  
- 380 022.

Witness 2: 

**Ms. Janu Padia**

59/7, Samratnagar,  
Isanpur  
Ahmedabad – 382 743

Countered by  
For Hester Biosciences Limited



Chairman

**Detailed Consolidated Results of Remote e-voting and Ballot Forms voting**

Annexure

**Resolution 1** - To consider and adopt the Standalone and Consolidated financial statements of the Company for the financial year ended on 31st March, 2016 and Reports of the Board of Directors' and Auditors' thereon. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000

**Resolution 2** - To declare a Final Dividend on equity shares and to take note of the interim dividend, already paid during the year, for the financial year ended on 31st March, 2016 – **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000

**Resolution 3** - To appoint a Director in place of Mr. Bhupendra V. Gandhi (DIN: 00437907), who retires by rotation and being eligible, has offered himself for reappointment- **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000

**Resolution 4** - To Re-appoint Statutory Auditors of the Company from the conclusion of 29th AGM to the conclusion of the 32nd AGM of the Company and to fix their remuneration - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000



Resolution 5 - To approve Remuneration of Cost Auditor for the Financial year ending 31st March, 2017- **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000

Resolution 6 -To change place of keeping and inspection of Register and index of members, returns, etc.- **Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000

Resolution 7 - To issue of equity shares, and /or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or Preferential allotment- **Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	18	43	61	27450	4739451	4766901	100.000
Assent	18	43	61	27450	4739451	4766901	<b>100.000</b>
Dissent	0	0	0	0	0	0	0.000
<b>Total</b>	18	43	61	27450	4739451	4766901	100.000

Thanking You  
Your Faithfully

Tapan Shah  
C.P. No.: 2839





