

## HESTER BIOSCIENCES LIMITED

CIN: L99999GJ1987PLC022333

Registered Office: 1st Floor, Pushpak, Panchvati Circle, Motilal Hirabhai Road, Ahmedabad - 380006, Gujarat  
Ph.: +91 79 26445106 Fax: +91 79 26445105 Email: mail@hester.in Website: www.hester.in

### **POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014]

**Dear Member(s),**

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Hester Biosciences Limited ("the Company") by means of Postal Ballot through remote e-voting only pursuant to the provisions of Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) (hereinafter referred to as the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "Rules"), read with the General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020 and No. 10/2021 dated 23 June 2021, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 29 October 2021.

**In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

The Board of Directors of the Company has appointed Mr. Tapan Shah, Practising Company Secretary (Membership No.: FCS 4476: COP No.: 2839), as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had communicated his willingness to be appointed for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Wednesday, 3 November 2021 at 9:00 A.M. (IST) and end on Thursday, 2 December 2021 at 5:00 P.M. (IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting.

**Special Business:****Item 1 - Appointment of Ms. Priya Gandhi (DIN: 06998979) as a Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and an Articles of Association of the Company, and subject to such consent(s), approval(s) and permission(s) as may be required in this regard, consent of the Members be and is hereby accorded for appointment of Ms. Priya Gandhi (DIN:06998979), as the Whole-time Director of the Company for the period of 5 years from the date of her appointment as per terms and conditions as contained in the explanatory statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, alter and modify the terms and condition of remuneration structure of Ms. Priya Gandhi, Whole-time Director of the Company, within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

**Item 2 - Appointment of Mr. Ameet Desai (DIN: 00007116) as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Ameet Desai (DIN: 00007116), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company 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 appointed as an Independent Director, not liable to retire by rotation and to hold office for a first term of 5 (Five) consecutive years;

**"RESOLVED FURTHER THAT** pursuant to the provision of Sections 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Ameet Desai be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Place: Ahmedabad  
Date: 28 October 2021

By Order of the Board of Directors  
For Hester Biosciences Limited  
Sd/-  
Vinod Mali  
Company Secretary &  
Compliance Officer  
M. No. ACS 50908

**NOTES FOR MEMBER'S ATTENTION:**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors has appointed Mr. Tapan Shah, Practicing Company Secretary, as the Scrutiniser ('Scrutiniser') to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated 08 April 2020, No. 17/ 2020 dated 13 April 2020, No. 22/ 2020 dated 15 June 2020, No. 33/ 2020 dated 28 September 2020 and No. 39/ 2020 dated 31 December 2020 and No. 10/2021 dated 23 June 2021, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars")
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, Secretarial Standards -2 and MCA circulars, the members are provided with the facility to cast their vote electronically through remote e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The instructions for electronic voting are provided in the Notice.
5. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 29 October 2021 ("Cut-off date"). A person, whose name is 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 shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
7. Results of Postal Ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than 2 days from the conclusion of the e-voting i.e. Saturday, 4 December 2021 at the Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. [www.hester.in](http://www.hester.in) and on website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
8. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 2 December 2021.
9. **Process for those Shareholders whose email/ mobile number are not registered with the Company/Depositories:**
  - a) For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA (Link Intime India Private Limited) on their email ID: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
  - b) For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).

**10. Instructions for remote e-voting are as below:**

- a) Remote e-voting period shall commence on Wednesday, 3 November 2021 at 9:00 A.M. (IST) and end on Thursday, 2 December 2021 at 5:00 P.M. (IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialised form as on the Cut-off date, i.e. Friday, 29 October 2021 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- c) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on Evoting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- d) Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e) Login method for remote e-Voting for **physical shareholders and other than individual shareholders**:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (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 dematerialised 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 Dematerialised Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both dematerialised shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to sequence number which is printed on Attendance Slip / communicated by mail indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your dematerialised account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in dematerialised 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 dematerialised account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote 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 remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the "HESTER BIOSCIENCES LIMITED" on which you choose to vote.
- (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 dematerialised account holder has forgotten the same 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) Additional Facility for Non - Individual Shareholders and Custodians –For Remote Voting only:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@hester.in](mailto:cs@hester.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xviii) If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
- (xix) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item Number 1:**

Ms. Priya Gandhi is working with the Company since last 5 years and holding position of Deputy Director - Business Operations. She is looking after whole business activity of the Company. During her association with the Company, the Company has achieved good growth and expanded its activities. She is currently part of the team which is involved in designing Hester's strategic direction besides being involved in day-to-day business operations. This entails coordinating across all organisational functions, implementing policies as well as ensuring that business objectives and the company philosophy trickles all the way down in the organisation. In addition, she also directs the company's communication and brand management. She has played an active role in setting up the manufacturing plant and the business activities in Hester Africa.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Priya Gandhi (DIN: 06998979) as an Additional Director (Designated as an Whole-time Director) of the Company for a term of 5 (Five) years.

Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1 January 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Priya Gandhi would require the approval of the members of the Company by 31 March 2022.

Ms. Priya Gandhi is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Priya Gandhi for the office of a Whole-time Director of the Company.

Details of Ms. Priya Gandhi are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

**A. She shall be paid remuneration as per the conditions mentioned below:**

- 1) **Gross Salary:** INR 4.50 lakhs per month with such increments as the Board may decide from time to time.
- 2) **Perquisites:**
  - a) Housing: Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation subject to a ceiling of 40% of basic salary.
  - b) House Maintenance: Reimbursement of expenses at actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy;
  - c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's Policy;
  - d) Life Insurance: Life Insurance Cover as per the Company Policy;
  - e) Accidental Insurance: Accident Insurance cover as per the Company Policy;



- f) Travel Expenses: Travel Expenses for self and family in accordance with the Policy of the Company;
  - g) Club Membership: Fees of two Corporate Club in India (including admission and annual membership fee);
  - h) Car: One car with driver for use of the Company's Business, as per the Company's Policy;
  - i) Mobile phone to be used for Company's Business at the entire cost of the Company.
  - j) Other Expenses: Entertainment, travelling and all other expenses incurred for the business of the Company, as per the Policy of the Company;
  - k) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund as per the Policy of the Company;
  - l) Gratuity and /or contribution to the Gratuity Fund of the Company: As per the Policy of the Company;
  - m) Other Allowances/Benefits, Perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the senior management of the Company and/ or which may become applicable in the future and/ or any other allowances, perquisites as the Board may decide from time to time;
- 3) For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Ms. Priya Gandhi, will be considered as continuous service with the Company from the date of his joining the Hester Group.
  - 4) The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under sections 197, 198 read with Schedule V and other applicable provisions of the Act, or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
  - 5) Though considering the provisions of section 188 of the Act, and the applicable rules and Schedule of the Act, Ms. Priya Gandhi would not be holding any office or place of profit by her being a mere director of the Company's Subsidiaries/ Joint Ventures/ Associates, approval of the members be and is hereby granted by way of abundant caution for her to accept the sitting fees/ commission paid/ payable to other directors for attending the meetings of Board(s) of Directors/ Committee(s) of Subsidiaries/Joint Ventures/ Associates of the Company or companies promoted by the Hester Group.
  - 6) In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.

## **B. Disclosure Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013**

### **I. GENERAL INFORMATION:**

- (i) **Nature of Industry:** The Company is mainly engaged in the business of manufacturing and marketing veterinary vaccines and health products.
- (ii) **Date of commencement of commercial production:** The Company was incorporated on 29 April 1987 and the Company had commenced its production in the year 1997.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**(iv) Financial performance:** Based on the audited standalone financial results for the last 3 years:

(Amount in INR Million)

Particulars	2020-2021	2019-2020	2018-2019
Total Income	2,101.25	1,723.52	1,742.84
Profit before Depreciation, Finance Expense, Exceptional Items & Tax	736.41	556.48	708.60
Less: Depreciation, Finance Expenses & Tax	284.62	244.24	270.08
Less: Exceptional Items	52.78	-	-
Net Profit after Tax	399.01	312.24	438.52
Paid-up Share Capital	85.07	85.07	85.07
Other Equity	2,290.74	1,945.73	1,709.30

**(v) Foreign investments or collaborators, if any:** The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

## II. INFORMATION ABOUT THE APPOINTEE MS. PRIYA GANDHI:

### (i) Background details:

Priya Gandhi joined Hester Biosciences in the year 2016 and has worked since then from being an officer to a Deputy Director, before being inducted in the board. She is currently part of the team which is involved in designing Hester's strategic direction besides being involved in day-to-day business operations. This entails coordinating across all organisational functions, implementing policies as well as ensuring that business objectives and the company philosophy trickles all the way down in the organisation. In addition, she also directs the company's communication and brand management. She has played an active role in setting up the manufacturing plant and the business activities in Hester Africa.

She is holding undergraduate degree from Srishti School of Art, Design and Technology. She has completed post-graduation in Management for Family Business from Indian School of Business (ISB), Hyderabad.

### (ii) Past remuneration during the last three financial years:

Financial Years	Remuneration (INR in million)
2020 - 2021	1.67
2019 - 2020	1.71
2018 - 2019	1.45

### (iii) Job profile and the suitability:

Ms. Priya Gandhi is currently holding the position of Deputy Director - Business Operations and responsible for streamlining Company's strategic direction and co-ordination across all organisational functions. She formulates and implements policies, ensures that business objectives trickle down to each department, and works on filling interdepartmental gaps. She will continue the existing responsibilities with the new position of whole-time director of the Company and it will help the Board and Company for the strategic decision making for the growth of the Company.

### (iv) Remuneration drawn/proposed:

Mr. Priya Gandhi is holding the position of Deputy Director - Business Operations and remuneration drawn during last 3 financial years is shown as above. The proposed remuneration is already mentioned in the explanatory statement in Item No. 1 of the Special Resolution.

**(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of the Ms. Priya Gandhi and the responsibilities shouldered by her and the industry benchmarks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable companies in the industry.

**(vi) Pecuniary relationship(s) directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration paid to Ms. Priya Gandhi, she does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions disclosed by the Company. All other non-executive promoter directors is drawing any remuneration as sitting fees for attending Board and Committee meetings. Further, Ms. Priya Gandhi is a Daughter of Mr. Rajiv Gandhi, CEO & Managing Director of the Company.

**III. OTHER INFORMATION:**

**(i) Reasons of inadequate profits:**

The profits of the Company have increased over the years. The Company's profit after tax for the year ended on 31 March 2021 is INR 399.01 million. The proposed remuneration payable to the Ms. Priya Gandhi and Mr. Rajiv Gandhi together may exceed the limit prescribed under Section 197 of the Companies Act, 2013 and profits of the Company may be inadequate to such extent.

**(ii) Steps taken or proposed to be taken for improvement:**

The Company has been profitable consistently for many years on a standalone basis and is expected to continue to do so. The Company continuously takes measures towards improvement in internal efficiencies and productivity. Every effort is taken to cope with the challenges related to rising input costs through continuous cost review and rationalisation of inputs. The Company is also taking steps towards process improvements, imparting training to the workforce on a continued basis, as well as developing and improving better customer services.

**(iii) Expected increase in productivity and profits in measurable terms:**

The Company has earned profit (after tax) of INR 240.11 million for the half year ended on 30 September 2021 (unaudited figures). The same was in line with the projections. The Company has kept discipline towards credit control as well as inventory management and the product mix, which helped to improve profitability.

**IV. DISCLOSURES:**

The information and disclosures of the remuneration package of the whole-time director have been mentioned in the explanatory statement as stated above.

Your Directors recommend the above resolution to be passed as a Special Resolution.

Save and except Ms. Priya Gandhi being Appointee, Mr. Rajiv Gandhi being relative of Appointee, none of the other Directors / Key Managerial Personnel of the Company/ relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the special resolution set forth in Item Number 1 of the notice for approval of the members.

**Item Number 2:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Ameet Desai (DIN: 00007116) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (Five) consecutive years.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1 January 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Ameet Desai would require the approval of the members of the Company by 31 March 2022.

Mr. Ameet Desai is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Ameet Desai that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Ameet Desai for the office of a Director of the Company.

In the opinion of the Board, Mr. Ameet Desai fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ameet Desai is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Ameet Desai in the Finance, Legal & Compliance, Merger & Acquisitions and Investor Relations sector, his understanding of and position in these sector is very rich and having the experience of 34 years. The appointment of Mr. Ameet Desai as an Independent Director is in the interest of the Company.

Details of Mr. Ameet Desai are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of draft letter for the appointment issued to the Director, setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to [cs@hester.in](mailto:cs@hester.in).

Save and except Mr. Ameet Desai being Appointee, none of the other Directors / Key Managerial Personnel of the Company/ relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 2 of the notice for approval of the members.

**By Order of the Board of Directors  
For Hester Biosciences Limited**

Sd/-

**Vinod Mali  
Company Secretary &  
Compliance Officer  
M. No. ACS 50908**

**Place: Ahmedabad  
Date: 28 October 2021**

**ANNEXURE TO THE POSTAL BALLOT NOTICE**

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder:

<b>Name</b>	<b>Ms. Priya Gandhi</b>	<b>Mr. Ameet Desai</b>
Age	29 Years	58 Years
Qualifications	She has done her Under-Graduation from Srishti School of Art, Design and Post-Graduation in Management for Family Business from Indian School of Business (ISB), Hyderabad.	He holds a BBA (Sardar Patel University) and an MBA from University School of Management, Ahmedabad. During his career, he has attended several executive programs, including those at Wharton Business School, the Harvard Business School and at the Indian School of Business.
Experience (including expertise in specific functional area) / Brief Resume	<p>She has joined Hester Biosciences in the year 2016 and has worked since then from being an officer to a Deputy Director, before being inducted in the board.</p> <p>She is currently part of the team which is involved in designing Hester's strategic direction besides being involved in day-to-day business operations. This entails coordinating across all organisational functions, implementing policies as well as ensuring that business objectives and the company philosophy trickles all the way down in the organisation. In addition, she also directs the company's communication and brand management.</p> <p>She has played an active role in setting up the manufacturing plant and the business activities in Hester Africa.</p>	<p>Ameet Desai has been a professional as well as an entrepreneur, having a total of 34 years of a rich diverse experience in corporate India.</p> <p>He currently oversees his own founded enterprise, Anubhuti Value Trust, a SEBI registered AIF Fund with a unique investing methodology for Public Equities.</p> <p>Prior to founding Anubhuti, Ameet Desai held senior leadership positions in various organisations.</p> <p>He has held the position of Executive Director and Group CFO of Adani Group, prior to that he was the global Head of M&amp;A and Business Planning for Ranbaxy Laboratories Limited.</p> <p>Ameet Desai is a member of the CII Corporate Governance Council; a member of CII National Committee on Financial Markets; and the Convenor of the Working Group on Risk Capital.</p> <p>He has spoken at several national and international forums and conferences. He has also lectured at several educational institutes, including at IIM-A for PGP and EDP students.</p>
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Statement hereto and the Company policy.	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	INR 1.67 million for the Financial Year at the position of Deputy Director - Business Operations of the Company.	Nil

Remuneration proposed to be paid	She shall be paid remuneration as stated into the explanatory statements of this postal ballot notice.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	28 October 2021	28 October 2021
Shareholding in the Company as on date of notice	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	1. Daughter of Mr. Rajiv Gandhi, CEO & Managing Director 2. Niece of Mr. Sanjiv Gandhi, Non-Executive Director	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (FY 2021-22)	Not Applicable	Not Applicable
Directorships of Listed Company's Boards as on date of notice	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on date of notice	Nil	Nil