

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24111UR1985PLC015063

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACE0119K

(ii) (a) Name of the company

ESTER INDUSTRIES LIMITED

(b) Registered office address

SOHan NAGAR,P.O.CHARUBETA,KHATIMA
DISTT.UDHAM SINGH NAGAR

Uttarakhand
262308

(c) *e-mail ID of the company

investor@ester.in

(d) *Telephone number with STD code

01244572100

(e) Website

www.esterindustries.com

(iii) Date of Incorporation

04/02/1985

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	Bombay Stock Exchange (BSE) Limited	1

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 24/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Wilemina Finance Corp.		Holding	53.86

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	197,960,000	83,393,759	83,393,759	83,393,759
Total amount of equity shares (in Rupees)	1,229,600,000	416,968,795	416,968,795	416,968,795

Number of classes

2

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 5 each				
Number of equity shares	150,000,000	83,393,759	83,393,759	83,393,759
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	750,000,000	416,968,795	416,968,795	416,968,795
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10 each				
Number of equity shares	47,960,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	479,600,000	0	0	0

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	8,600,000	0	0	0
Total amount of preference shares (in rupees)	430,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Cumulative Preference Shares of Rs. 50 each				
Number of preference shares	8,000,000	0	0	0
Nominal value per share (in rupees)	50	50	50	50
Total amount of preference shares (in rupees)	400,000,000	0	0	0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Cumulative Convertible Preference Shares of Rs. 50				
Number of preference shares	600,000	0	0	0
Nominal value per share (in rupees)	50	50	50	50
Total amount of preference shares (in rupees)	30,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	83,393,759	416,968,795	416,968,795	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
At the end of the year	83,393,759	416,968,795	416,968,795	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="04/09/2017"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,028,365,454.52
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			50,415,162
Deposit			0
Total			3,078,780,616.52

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,164,565,860.57

(ii) Net worth of the Company

2,439,271,433

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	303,191	0.36	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	49,015,012	58.78	0	

10.	Others	0	0	0	
	Total	49,318,203	59.14	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,393,820	19.66	0	
	(ii) Non-resident Indian (NRI)	393,270	0.47	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	300	0	0	
4.	Banks	90,777	0.11	0	
5.	Financial institutions	2,500	0	0	
6.	Foreign institutional investors	700	0	0	
7.	Mutual funds	23,100	0.03	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	16,075,488	19.28	0	
10.	Others Clearing Member, NBFCs Re	1,095,601	1.31	0	
	Total	34,075,556	40.86	0	0

Total number of shareholders (other than promoters)

20,538

**Total number of shareholders (Promoters+Public/
Other than promoters)**

20,544

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ADVANTAGE ADVISER	HSBC CUSTODIAN SERVICES HONG KONG			700	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	24,819	20,538
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**(A) *Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	0	0
B. Non-Promoter	1	6	1	6	0	0.02
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0.02
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	7	2	7	0	0.02

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Arvind Singhania	00934017	Managing Director	150	
Ashok Kumar Newatia	01057233	Director	0	
M S Ramachandran	00943629	Director	0	
Dinesh Chandra Kothar	00195609	Director	20,000	
Anand Chand Burman	00056216	Director	0	
P S Dasgupta	00012552	Director	0	
Archana Singhania	01096776	Director	0	
Pradeep Kumar Rustag	00879345	Whole-time director	400	
Sandeep Dinodia	00005395	Director	0	
Diwaker Dinesh	AKXPD7503J	Company Secretar	10	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting (A	04/09/2017	24,899	36	59.14

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/06/2017	9	6	66.67
2	14/09/2017	9	7	77.78
3	12/12/2017	9	7	77.78
4	13/02/2018	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

26

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	02/06/2017	4	3	75
2	Audit Committee	14/09/2017	4	4	100
3	Audit Committee	12/12/2017	4	3	75
4	Audit Committee	13/02/2018	4	4	100
5	Nomination & Remuneration	13/02/2018	4	4	100
6	Corporate Social Responsibility	02/06/2017	4	3	75
7	Stakeholders'	05/04/2017	3	3	100
8	Stakeholders'	11/05/2017	3	2	66.67
9	Borrowing Committee	12/07/2017	3	3	100
10	Borrowing Committee	21/08/2017	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/09/2018
								(Y/N/NA)
1	Arvind Singha	4	4	100	22	17	77.27	No
2	Ashok Kumar	4	4	100	25	24	96	No

3	M S Ramacha	4	4	100	6	6	100	No
4	Dinesh Chand	4	2	50	5	3	60	No
5	Anand Chand	4	2	50	0	0	0	No
6	P S Dasgupta	4	2	50	1	1	100	No
7	Archana Singh	4	3	75	1	0	0	No
8	Pradeep Kum	4	4	100	20	20	100	Yes
9	Sandeep Dino	4	4	100	4	4	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arvind Singhania	Chairman & CEO	13,906,200	0	0	960,000	14,866,200
2	Pradeep Kumar Ru	Executive Direct	8,819,482	0	0	580,240	9,399,722
	Total		22,725,682	0	0	1,540,240	24,265,922

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pradeep Kumar Ru	Executive Direct	8,819,482	0	0	580,240	9,399,722
2	Diwaker Dinesh	Company Secre	1,795,690	0	0	110,520	1,906,210
	Total		10,615,172	0	0	690,760	11,305,932

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Kumar Newa	Director	0	0	0	90,000	90,000
2	Sandeep Dinodia	Director	0	0	0	80,000	80,000
3	M S Ramachandrar	Director	0	0	0	100,000	100,000
4	Dinesh Chandra Ko	Director	0	0	0	50,000	50,000
5	P S Dasgupta	Director	0	0	0	30,000	30,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	Anand Chand Burm	Director	0	0	0	20,000	20,000
7	Archana Singhania	Director	0	0	0	30,000	30,000
	Total		0	0	0	400,000	400,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Akash Jain

Whether associate or fellow

Associate Fellow

Certificate of practice number

9432

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

List of attachments

List of Shareholders- 31st Mar 18 MGT-7.p
Form MGT-8-2017-18.pdf
List of Transfer 2017-18 MGT-7.pdf
Details of Committee Meetings-2017-18.pc

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

