

Corporate Governance Report

1. Name of Listed Entity - **Ester Industries Limited**
2. Quarter ending - **31st December, 2020**

i. Composition of Board of Director

Name of the Director	DIN & PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)/ Sub category (Initial Date of Appointment	Date of Appointment in the current term/cessation	Tenure* (in months)	Whether Special Resolution passed?? Date of Passing Special Resolution	No. of Directors hip in listed entities including this listed entity	No of Independent Directorsh ip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company (SC- Stakeholders' Relationship Committee, NRC – Nomination & Remuneration Committee, AC- Audit Committee
Arvind Singhania	00934017 AAVPS3280M	Chairperson - Executive Director CEO, Managing Director	01-Jul-1994	01-Apr-2020			2	1	1	0	SC,NRC
Ashok Newatia	01057233 AACPN8974A	Non Executive Director – Independent Director	01-Jul-1997	01-Apr-2019	81	Yes (24 th Sep, 2018)	1	1	2	1	AC,SC
M S Ramachandran	00943629 AGJPM9097J	Non Executive Director – Independent Director	19-Sep-2008	01-Apr-2019	81	Yes (24 th Sep, 2018)	3	3	1	0	AC,NRC

Anand Chand Burman	00056216 AAAPB307 0D	Non Executive Director – Independent Director	12-Aug-2010	01-Apr-2019	81	NA	1	1	0	0	
P S Dasgupta	00012552 ADWPD20 72J	Non Executive Director – Independent Director	14-Feb-2011	01-Apr-2019	81	NA	6	6	7	2	NRC
Sandeep Dinodia	00005395 AAHPD213 8F	Non Executive Director – Independent Director	25-May-2015	01-Apr-2020	67	NA	2	2	3	2	AC, NRC
Padmaja Shailen Ruparel	01383513 ADCPR429 4G	Non Executive Director – Independent Director	01-Apr-2020	01-Apr-2020	9	NA	1	1	0	0	
Archana Singhania	01096776 ADLPS208 6C	Non Executive Director	04-Aug-2014				1	0	0	0	
Pradeep Kumar Rustagi	00879345 AACPR486 3L	Executive Director	14-Feb-2011	01-Apr-2020			1	0	1	0	SC

Company Remarks	Tenure of Directors has been calculated on the basis of their appointment in terms of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for a fixed tenure.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sandeep Dinodia	ID	Chairperson	25-May-2015	
2	MADRAS SESHAMANI RAMACHANDRAN	ID	Member	21-Jan-2011	
3	Ashok Kumar Newatia	ID	Member	14-Nov-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ashok Kumar Newatia	ID	Chairperson	31-Oct-2007	
2	Arvind Singhanian	C,ED	Member	07-Nov-2012	
3	Pradeep Kumar Rustagi	ED	Member	04-Aug-2011	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sandeep Dinodia	ID	Member	17-Jun-2020	
2	MADRAS SESHAMANI RAMACHANDRAN	ID	Chairperson	21-Jan-2011	
3	Priya Shankar Dasgupta	ID	Member	25-May-2015	
4	Arvind Singhanian	C,ED	Member	25-May-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
15-Jul-2020	26-Oct-2020	Yes	8	5
05-Aug-2020		Yes	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	15-Jul-2020		Yes	3	3
Audit Committee	05-Aug-2020		Yes	3	3
Audit Committee		26-Oct-2020	Yes	3	3
Stakeholders Relationship Committee	08-Jul-2020		Yes	2	0
Stakeholders Relationship Committee	17-Aug-2020		Yes	2	0
Stakeholders Relationship Committee	24-Aug-2020		Yes	2	0
Stakeholders Relationship Committee		07-Oct-2020	Yes	2	0
Stakeholders Relationship Committee		02-Nov-2020	Yes	2	0
Stakeholders Relationship Committee		17-Nov-2020	Yes	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Diwaker Dinesh**
Designation : **Company Secretary & Compliance Officer**