Corporate Governance Report

- Name of Listed Entity: Ester Industries Limited
 Quarter Ending: 30th June, 2018

| | Composition of Board of Directors | d of Directors | | | | | | |
|-----------|-----------------------------------|--------------------------------|-------------------------|---------------------------|---------------------|---------------|------------------|------------------------|
| Title | Name of the | PAN & DIN | Category | Date of | Tenure* | No. of | Number of | No. of Post of |
| (Mr./Ms.) | Director | | (Chairperson/ | Appointment | , | Directorship | memberships | Chairperson in Audit/ |
| | | | Executive/ Non | in the | | in listed | in Audit/ | Stakeholder |
| | | | Executive/ | current | | entities | Stakeholder | Committee held in |
| | | | Independent/ | term/ | | including | Committee(s) | listed entities |
| | | | Nominee) | cessation | | this listed | including this | including this listed |
| | | | | | | entity (Refer | listed entity | entity (Refer |
| | | | | | | Regulation | (Refer | Regulation26(1) of |
| | | | | | | 25(1) of | Regulation | Listing Regulations)** |
| | | | | | | Listing | 26(1) of Listing | |
| | | | | | | Regulations) | Regulations)** | |
| Mr. | Arvind Singhania | PAN-AAVPS3280M DIN-00934017 | Chairperson - Executive | 1 st Jul, 1994 | 1 | 2 | Ь | None |
| | | | Director | | | | | |
| Mr. | Ashok Newatia | PAN-AACPN8974A | Non Executive | 1 st Jul, 1997 | 5 years | 1 | 2 | н |
| | | DIN-01057233 | Director - | | from 1st | | | |
| | | | Independent | | April, 14 | | | |
| | | | Director | | to 31 st | | | |
| | | | | | March, | | | |
| | | | | | 2019 | | | |
| Mr. | M S Ramachandran | PAN-AGJPM9097J | Non Executive | 19 th Sep, | 5 years | 6 | ω | 1 |
| | | DIN-00943629 | Director - | 2008 | from 1st | | | |
| | | | Independent | | April, 14 | | | |
| | | | Director | | to 31st | | | Sugar |
| | | | | | March, | | | 220 |
| | | | | | 2019 | | | /III/ Plot |

| |) | 1 | 3 | 1 | , | | |
|----------------|--|------------------------|--|---|--|--|---|
| Dinesh Chandra | PAN-AAQPK0293B | Non Executive | 19 th Sep, | 5 years | u | 4 | 1 |
| | DIN-00195609 | Director - | 2008 | from 1° | | | |
| | | Independent | | April, 14 | | | |
| | | Director | | to 31 st | | | |
| | | | | March, | | | |
| nand | PAN-AAAPB3070D | Non Executive | 12 th Aug. | 2019 5 years | ω | None | None |
| | DIN-00056216 | Director – | 2010 | from 1 st | | 300 (10 m) (10 m | |
| | | Independent | | April,14 | | | |
| | | Director | | to 31st | | | |
| | | | | March, | | | |
| | | | | 2019 | | | |
| upta | PAN-ADWPD2072J | Non Executive | 14 th Feb, | 5 years | 6 | 7 | 2 |
| | DIN-00012552 | Director - | 2011 | from 1st | | | |
| | | Independent | | April, 14 | | | |
| | | Director | | to 31st | | | |
| | | | | March, | | | |
| | | | | 2019 | | | |
| Dinodia | PAN-AAHPD2138F | Non Executive | 25 th May, | 4 years | 2 | 3 | 2 |
| | DIN-00005395 | Director - | 2015 | 10 | | | , |
| | | Independent | | months | | | |
| | | Director | 48 | (approx.) | | | |
| | | | | May, 15 | | | |
| | | | | to 31 st | | | |
| | | | | March, | | | |
| - | | | • | 2020 | | | |
| Singhania | PAN-ADLPS2086C DIN-01096776 | Non Executive Director | 4 th Aug, 2014 | Ľ | Н | None | None |
| Kumar | PAN-AACPR4863L | Executive | 14 th Feb, | 1 | בי | ב | None |
| | DIN-00879345 | Director | 2011 | | | | |
| | Anand Chand Burman P S Dasgupta P S Dasgupta Sandeep Dinodia Archana Singhania Pradeep Kumar Rustagi | nia a | DIN-00195609 PAN-AAAPB3070D DIN-00056216 PAN-ADWPD2072J DIN-00012552 PAN-AAHPD2138F DIN-01096776 DIN-01096776 PAN-AACPR4863L DIN-00879345 | DIN-00195609 Director— Independent Director PAN-AAAPB3070D Non Executive DiN-00056216 Director— Independent | DIN-00195609 Director — 2008 Independent Director — 2008 PAN-AAAPB3070D Non Executive Director — 2010 PAN-ADWPD2072J DIN-00012552 DIN-00012552 DIN-00012552 DIRECTOR — 2011 Independent Director — 2011 Independent Director — 2011 Independent Director — 2015 Independent Director — 2011 Independent Director — 2011 | DIN-00195609 Director – Independent Independent Independent It of 31st to 31st to 31st Independent It of 31st It o | DIN-00195609 Director — Independent Independent Independent Director 2008 from 1st to 31st to 31st to 31st to 31st to 31st March, 2019 PAN-AAAPB3070D Non Executive Independent Director — Independent Director Director 12th Aug. 2010 April, 14 to 31st to 31 |



\$PAN number of any director would not be displayed on the website of Stock Exchange

separating them with hyphen &Category of directors means executive/nonexecutive/independent/Nominee. If a director fits into more than one category write all categories

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed

| II. Composition of Committee Name of Committee 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility Committee 5. Borrowing Committee 5. Borrowing Committee 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility Committee 5. Borrowing Committee 6. Mr. Arv 7. Mr. Ash 8. Mr. Ash 9. Mr. Ash | | |
|---|---|---|
| Ittee a. b. c. d. s. Remuneration Committee b. c. d. s. Relationship Committee a. b. c. c. d. d. a. b. c. d. b. c. d. a. b. c. d. a. b. c. d. a. b. c. d. a. b. c. d. b. c. d. a. b. c. d. b. c. d. a. b. c. d. a. b. c. d. d. b. c. d. d. b. c. d. d. b. c. d. d. b. c. d. d. b. c. d. | | |
| Audit Committee a. b. c. d. Nomination & Remuneration Committee a. Stakeholders Relationship Committee b. c. C. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. | Name of Committee Members | Category (Chairperson/ Executive/ Non Executive/ |
| b. c. d. Stakeholders Relationship Committee a. Stakeholders Relationship Committee b. c. c. d. Stakeholders Responsibility Committee b. c. c. d. s. c. d. a. a. a. a. a. b. c. d. b. d. b. d. b. d. b. d. b. d. d. b. d. b. d. d. b. d. d. b. d. | a. Mr. Sandeep Dinodia | Non Executive Director – Independent Director |
| Nomination & Remuneration Committee a. b. c. d. Stakeholders Relationship Committee b. c. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. | | (Chairman of the Committee) |
| Nomination & Remuneration Committee a. d. d. b. c. d. Stakeholders Relationship Committee a. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. b. c. d. | b. Mr. M S Ramachandran | Non Executive Director – Independent Director |
| Nomination & Remuneration Committee a. b. c. d. Stakeholders Relationship Committee a. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. b. c. d. a. b. c. d. | c. Mr. Dinesh Chandra Kothari | Non Executive Director – Independent Director |
| Nomination & Remuneration Committee b. c. d. Stakeholders Relationship Committee a. b. c. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. | d. Mr. Ashok Kumar Newatia | Non Executive Director – Independent Director |
| b. c. d. Stakeholders Relationship Committee a. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. b. c. d. | a. Mr. M S Ramachandran | Non Executive Director – Independent Director |
| Stakeholders Relationship Committee a. C. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. | | (Chairman of the Committee) |
| Stakeholders Relationship Committee a. b. c. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. | b. Mr. Dinesh Chandra Kothari | Non Executive Director – Independent Director |
| d. Stakeholders Relationship Committee a. b. c. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. | c. Mr. P S Dasgupta | Non Executive Director – Independent Director |
| Stakeholders Relationship Committee b. c. Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. b. | d. Mr. Arvind Singhania | Chairperson-Executive Director |
| Corporate Social Responsibility Committee a. b. c. d. Borrowing Committee a. b. c. | a. Mr. Ashok Kumar Newatia | Non Executive Director – Independent Director |
| Corporate Social Responsibility Committee a. b. c. d. Borrowing Committee a. b. c. d. | | (Chairman of the Committee) |
| Corporate Social Responsibility Committee a. b. c. d. b. b. b. c. d. | Mr. Arvind Singhania | Chairperson-Executive Director |
| Corporate Social Responsibility Committee b. c. d. Borrowing Committee a. b. c. d. b. c. | c. Mr. Pradeep Kumar Rustagi | Executive Director |
| b. c. d. Borrowing Committee b. | a. Mr. M S Ramachandran | Non Executive Director – Independent Director |
| b. c. d. Borrowing Committee a. | | (Chairman of the Committee) |
| c. d. Borrowing Committee a. | | Non Executive Director – Independent Director |
| Borrowing Committee a. | Mr. Ashok Kumar Newatia | Non Executive Director – Non Independent Director |
| Borrowing Committee a. | | Chairperson-Executive Director |
| Borrowing Committee a. b. | | |
| | | Non Executive Director – Independent Director |
| | | (Chairman of the Committee) |
| | | Chairperson-Executive Director |
| c. Will Fladeed willian wastage | | |

| III. Meeting of Board of Directors | Directors | | | | |
|--|---|----------------------------|---|-------------------------------------|---|
|) of № | previous quarter | Date of Meeting | Date of Meeting (if any) in the relevant | Maximum gap b | Maximum gap between any two consecutive (in |
| 13 th February, 2018 | | 16 th May, 2018 | | 91 days | 177 |
| IV. Meeting of Committees | ees | | | | |
| of N | Whether requirement of Quorum | t of Quorum | Date(s) of meeting of the c | the committee in | Maximum gap between any two |
| Committee in the relevant quarter | met (details) | | | | consecutive meetings in number of days* |
| Audit Committee | | | | | |
| 16 th May, 2018 | Yes (3 out of 4 members attended the meeting) | ers attended | 13 th February, 2018 | | 91 days |
| Nomination & Remuneration Con | Committee | | | | |
| | • | | 13th February, 2018 | | 1 |
| Stakeholders' Relationship Committee | ittee | | | | |
| 4th April, 2018 | Yes (2 out of 3 members attended the meeting) | ers attended | 5 th January, 2018 22 nd January, 2018 | | |
| | | | 9 th February, 2018 14 th March, 2018 | | |
| Borrowing Committee | | | | | |
| 25 th April, 2018 | Yes (All members attended the | nded the | 5 th February, 2018 | | • |
| 11 th May 2018 | meeting) | arc attended | 27 th February, 2018 | | |
| 11 Iviay, 2010 | the meeting) | is attenued | בס ואומוכוו, בטבס | | |
| Corporate Social Responsibility Committee | mmittee | | | | |
| 16 th May, 2018 | Yes (All members attended the | nded the | 13 | | E . |
| | meeting) | | | | |
| *This information has to be mandatorily be given for audit committee, for rest of the committees | atorily be given for audi | t committee, for | | giving this information is optional | on is optional |
| V. Related Party Transactions | ctions | | | | |
| Subject | | | Compliance Status (Yes/ No/ NA) refer note below |) NA) refer not | e below |
| Whether prior approval of audit committee obtained | ommittee obtained | | YES | | |
| Whether shareholder approval obtained for material RPT | otained for material RPT | | NA | | SOUSTO. |
| Whether details of RPT entered approval have been reviewed by Au | nt to | omnibus | NA | | Block-A Plot No-11 |
| approval have been reviewed by Audit Committee | 0.000 | | | | |

ACCC

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example, if the Board has been composed in words "N.A." may be indicated accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the
- 2 If status is "No" details of non-compliance may be given here

1. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
- a. Audit Committee
- b. Nomination & remuneration committee
- c. Stakeholders relationship committee
- 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.
- disclosure requirements) Regulations, 2015. 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
- Report submitted for March, 2018 quarter was placed before the Board in the meeting held on 16th May, 2018) Corporate Governance Report for the quarter ended on 30th June, 2018 will be placed before the Board in the meeting to be held in August, 2018. However, 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: (Note: Our Board Meeting for the quarter ended 30th June, 2018 probably will be held in the month of August 2018. So,

For Ester Industries Limited

Diwaker Dinesh Company Secretary

Hintocity-1, co Section-38.34 Gurgaen 122001

previous quarter" may be given. Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as