

General information about company	
Scrip code	500136
NSE Symbol	ESTER
MSEI Symbol	NA
ISIN	INE778B01029
Name of the entity	ESTER INDUSTRIES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)			
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Arvind Singhania	AAVPS3280M	00934017	Executive Director	Chairperson	CEO-MD	01-07-1994			2	1	0		
2	Mr	Ashok Newatia	AACPN8974A	01057233	Non-Executive - Independent Director	Not Applicable		01-07-1997		60	1	2	1		
3	Mr	M S Ramachandran	AGJPM9097J	00943629	Non-Executive - Independent Director	Not Applicable		19-09-2008		60	6	2	1		
4	Mr	Dinesh Chandra Kothari	AAQPK0293B	00195609	Non-Executive - Independent Director	Not Applicable		19-09-2008		60	3	5	1		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Anand Chand Burman	AAAPB3070D	00056216	Non-Executive - Independent Director	Not Applicable		12-08-2010		60	3	0	0		
6	Mr	P S Dasgupta	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		14-02-2011		60	6	7	2		
7	Mr	Sandeep Dinodia	AAHPD2138F	00005395	Non-Executive - Independent Director	Not Applicable		25-05-2015		58	2	3	2		
8	Mrs	Archana Singhania	ADLPS2086C	01096776	Non-Executive - Non Independent Director	Not Applicable		04-08-2014			1	0	0		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Pradeep Kumar Rustagi	AACPR4863L	00879345	Executive Director	Not Applicable		14-02-2011			1	1	0		

Text Block	
Textual Information(1)	We have considered Listed as well as Unlisted Public Entities for calculating no. of membership in Audit/ Stakeholder Committee(s) including this listed entity and for calculating post of Chairperson in Audit/ Stakeholder Committee we have considered Listed Entities only including this listed entity.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005395	Sandeep Dinodia	Non-Executive - Independent Director	Chairperson	25-05-2015		
2	00943629	M S Ramachandran	Non-Executive - Independent Director	Member	21-01-2011		
3	00195609	Dinesh Chandra Kothari	Non-Executive - Independent Director	Member	21-01-2011		
4	01057233	Ashok Newatia	Non-Executive - Independent Director	Member	14-11-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00943629	M S Ramachandran	Non-Executive - Independent Director	Chairperson	21-01-2011		
2	00195609	Dinesh Chandra Kothari	Non-Executive - Independent Director	Member	21-01-2011		
3	00012552	P S Dasgupta	Non-Executive - Independent Director	Member	25-05-2015		
4	00934017	Arvind Singhania	Executive Director	Member	25-05-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01057233	Ashok Newatia	Non-Executive - Independent Director	Chairperson	31-10-2007		
2	00934017	Arvind Singhania	Executive Director	Member	07-11-2012		
3	00879345	Pradeep Kumar Rustagi	Executive Director	Member	04-08-2011		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00943629	M S Ramachandran	Non-Executive - Independent Director	Chairperson	21-05-2014		
2	01057233	Ashok Newatia	Non-Executive - Independent Director	Member	21-05-2014		
3	00934017	Arvind Singhania	Executive Director	Member	21-05-2014		
4	01096776	Archana Singhania	Non-Executive - Non Independent Director	Member	14-11-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	01057233	Ashok Newatia	Borrowing Committee	Non-Executive - Independent Director	Chairperson	
2	00934017	Arvind Singhania	Borrowing Committee	Executive Director	Member	
3	00879345	Pradeep Kumar Rustagi	Borrowing Committee	Executive Director	Member	

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	02-11-2018			
2		11-02-2019	100	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory						Textual Information(1)		
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	11-02-2019	Yes	4	02-11-2018	100		

Text Block				
	Committee Name	Date of Meeting (Relevant qtr.)	Quorum met	Date of Meeting (Previous qtr.)
Textual Information(1)	Stakeholders' Relationship Committee	3rd Jan, 2019	Yes	1st Oct, 2018
		10th Jan, 2019	Yes	3rd Oct, 2018
		11th Feb, 2019	Yes	22nd Oct, 2018
		20th Feb, 2019	Yes	12th Nov, 2018
		11th Mar, 2019	Yes	30th Nov, 2018
				10th Dec, 2018
			20th Dec, 2018	
			31st Dec, 2018	
	Nomination & Remuneration Committee	11th Feb, 2019	Yes	-
	Borrowing Committee	30th Jan, 2019	Yes	-
Corporate Social Responsibility Committee	11th Feb, 2019	Yes	-	

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Diwaker Dinesh
2	Designation	Company Secretary

Text Block	
Textual Information(1)	Our Board Meeting for the quarter ended 31st March, 2019 probably will be held in the month of May, 2019. So, Corporate Governance Report for the quarter ended on 31st March, 2019 will be placed before the Board in the meeting to be held in May, 2019. However, Report submitted for December, 2018 quarter was placed before the Board in the meeting held on 11th February, 2019

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.esterindustries.com
2	Terms and conditions of appointment of independent directors	Yes		www.esterindustries.com
3	Composition of various committees of board of directors	Yes		www.esterindustries.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.esterindustries.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.esterindustries.com
6	Criteria of making payments to non-executive directors	Yes		www.esterindustries.com
7	Policy on dealing with related party transactions	Yes		www.esterindustries.com
8	Policy for determining 'material' subsidiaries	Yes		www.esterindustries.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.esterindustries.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.esterindustries.com
11	email address for grievance redressal and other relevant details	Yes		www.esterindustries.com
12	Financial results	Yes		www.esterindustries.com
13	Shareholding pattern	Yes		www.esterindustries.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Diwaker Dinesh
2	Designation	Company Secretary

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Diwaker Dinesh
2	Designation	Company Secretary

Signatory Details	
Name of signatory	Diwaker Dinesh
Designation of person	Company Secretary
Place	Gurgaon
Date	12-04-2019

