

## Corporate Governance Report

1. Name of Listed Entity - **Ester Industries Limited**

2. Quarter ending - **31-Dec-2021**

### 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 Directorship in listed entities including this listed entity	No of Independent Directorship 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	93	Yes (24th Sep, 2018)	1	1	2	1	AC,SC
M S Ramachandran	00943629 AGJPM9097J	Non Executive Director – Independent Director	19-Sep-2008	01-Apr-2019	93	Yes (24th Sep, 2018)	3	3	1	0	AC,NRC

Anand Chand Burman	00056216 AAAPB3070D	Non Executive Director – Independent Director	12-Aug-2010	01-Apr-2019	93	NA	1	1	0	0	
P S Dasgupta	00012552 ADWPD2072J	Non Executive Director – Independent Director	14-Feb-2011	01-Apr-2019	93	NA	6	6	5	2	NRC
Sandeep Dinodia	00005395 AAHPD2138F	Non Executive Director – Independent Director	25-May-2015	01-Apr-2020	79	NA	2	2	3	2	AC, NRC
Padmaja Shailen Ruparel	01383513 ADCPR4294G	Non Executive Director – Independent Director	01-Apr-2020	01-Apr-2020	21	NA	1	1	0	0	
Archana Singhania	01096776 ADLPS2086C	Non Executive Director	04-Aug-2014				1	0	0	0	
Pradeep Kumar Rustagi	00879345 AACPR4863L	Executive Director	14-Feb-2011	01-Apr-2020			1	0	1	0	SC
Ayush Vardhan Singhania	05176205 BGRPS5481D	Executive Director	01-Jun-2021	10-Jul-1987			1	0	0	0	

Company Remarks	
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>
1	Arvind Singhanian	C,ED	Chairperson	09-Aug-2021	

2	MADRAS SESHAMANI RAMACHANDRAN	ID	Member	09-Aug-2021	
3	Priya Shankar Dasgupta	ID	Member	09-Aug-2021	
4	Sandeep Dinodia	ID	Member	09-Aug-2021	
5	Pradeep Kumar Rustagi	ED	Member	09-Aug-2021	
6	Girish Behal	Business Head - Polyester Films SBU	Member	09-Aug-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**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	MADRAS SESHAMANI RAMACHANDRAN	ID	Chairperson	21-Jan-2011	
2	Priya Shankar Dasgupta	ID	Member	25-May-2015	
3	Arvind Singhanian	C,ED	Member	25-May-2015	
4	Sandeep Dinodia	ID	Member	17-Jun-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
09-Aug-2021	12-Nov-2021	Yes	8	4
02-Sep-2021		Yes	4	1
27-Sep-2021		Yes	8	5

Company Remarks	
Maximum gap between any	45

two consecutive (in number of days)	
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iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	09-Aug-2021		Yes	3	3
Audit Committee	27-Sep-2021		Yes	3	3
Audit Committee		12-Nov-2021	Yes	3	3
Nomination & Remuneration Committee		12-Nov-2021	Yes	3	2
Stakeholders Relationship Committee	12-Jul-2021		Yes	3	1
Stakeholders Relationship Committee	13-Sep-2021		Yes	3	1
Stakeholders Relationship Committee	20-Sep-2021		Yes	2	1
Stakeholders Relationship Committee	29-Sep-2021		Yes	3	1
Stakeholders Relationship Committee		05-Oct-2021	Yes	3	1
Stakeholders Relationship Committee		26-Oct-2021	Yes	2	0

Stakeholders Relationship Committee		20-Nov-2021	Yes	3	1
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	45

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
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) - **Yes**
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:

**Name** : **Diwaker Dinesh**  
**Designation** : **Company Secretary**