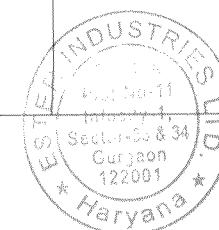


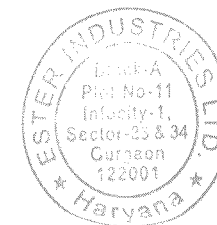
## Corporate Governance Report

1. Name of Listed Entity: Ester Industries Limited
2. Quarter Ending: 31<sup>st</sup> March, 2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation26(1) ) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation26(1) of Listing Regulations)
Mr.	Arvind Singhania	PAN-AAVPS3280M DIN-00934017	Chairperson- Executive Director	1 <sup>st</sup> Jul, 1994	-	1	1	None
Mr.	Ashok Newatia	PAN-AACPN8974A DIN-01057233	Non Executive Director – Independent Director	1 <sup>st</sup> Jul, 1997	5 years from 1 <sup>st</sup> April, 14 to 31 <sup>st</sup> March, 2019	1	2	1
Mr.	M S Ramachandran	PAN-AGJPM9097J DIN-00943629	Non Executive Director – Independent Director	19 <sup>th</sup> Sep, 2008	5 years from 1 <sup>st</sup> April, 14 to 31 <sup>st</sup> March, 2019	6	3	1



Mr.	Dinesh Chandra Kothari	PAN-AAQPK0293B DIN-00195609	Non Executive Director – Independent Director	19 <sup>th</sup> Sep, 2008	5 years from 1 <sup>st</sup> April, 14 to 31 <sup>st</sup> March, 2019	3	4	1
Mr.	Anand Chand Burman	PAN-AAAPB3070D DIN-00056216	Non Executive Director – Independent Director	12 <sup>th</sup> Aug, 2010	5 years from 1 <sup>st</sup> April, 14 to 31 <sup>st</sup> March, 2019	3	None	None
Mr.	P S Dasgupta	PAN-ADWPD2072J DIN-00012552	Non Executive Director – Independent Director	14 <sup>th</sup> Feb, 2011	5 years from 1 <sup>st</sup> April, 14 to 31 <sup>st</sup> March, 2019	7	7	2
Mr.	Sandeep Dinodia	PAN-AAHPD2138F DIN-00005395	Non Executive Director – Independent Director	25 <sup>th</sup> May, 2015	4 years 10 months (approx.) from 25 <sup>th</sup> May, 15 to 31 <sup>st</sup> March, 2020	3	6	4
Ms.	Archana Singhania	PAN-ADLPS2086C DIN-01096776	Non Executive Director	4 <sup>th</sup> Aug, 2014	-	1	None	None
Mr.	Pradeep Kumar Rustagi	PAN-AACPR4863L DIN-00879345	Executive Director	14 <sup>th</sup> Feb, 2011	-	1	1	None



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

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

\* 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 entity in continuity without any cooling off period.

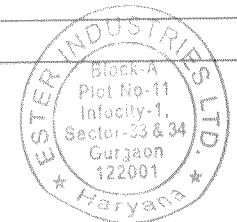
**II. Composition of Committee**

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)§
1. Audit Committee	a. Mr. Sandeep Dinodia b. Mr. M S Ramachandran c. Mr. Dinesh Chandra Kothari d. Mr. Ashok Newatia	Non Executive Director – Independent Director (Chairman of the Committee) Non Executive Director – Independent Director Non Executive Director – Independent Director Non Executive Director – Independent Director
2. Nomination & Remuneration Committee	a. Mr. M S Ramachandran b. Mr. Dinesh Chandra Kothari c. Mr. P S Dasgupta d. Mr. Arvind Singhania	Non Executive Director – Independent Director (Chairman of the Committee) Non Executive Director – Independent Director Non Executive Director – Independent Director Chairperson-Executive Director
3. Risk Management Committee	a. Mr. P S Dasgupta b. Mr. Dinesh Chandra Kothari c. Mr. M S Ramachandran	Non Executive Director – Independent Director (Chairman of the Committee) Non Executive Director – Independent Director Non Executive Director – Independent Director
4. Stakeholders Relationship Committee	a. Mr. Ashok Newatia b. Mr. Arvind Singhania c. Mr. Pradeep Kumar Rustagi	Non Executive Director – Independent Director (Chairman of the Committee) Chairperson-Executive Director Executive Director

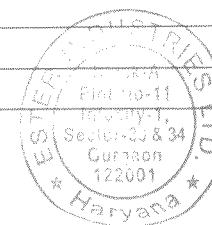
§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen


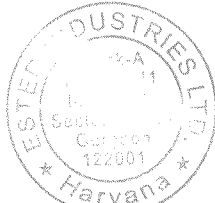
**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date of Meeting (if any) in the relevant quarter)	Maximum gap between any two consecutive (in number of days)
2 <sup>nd</sup> November, 2015	10 <sup>th</sup> February, 2016	99 days




<b>IV. Meeting of Committees</b>			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<i>Audit Committee</i>			
10 <sup>th</sup> February, 2016	Yes (All members attended the meeting)	2 <sup>nd</sup> November, 2015	99 days
<i>Stakeholders' Relationship Committee</i>			
5 <sup>th</sup> January, 2016	Yes (All members attended the meeting)	5 <sup>th</sup> October, 2015 10 <sup>th</sup> October, 2015 20 <sup>th</sup> October, 2015 30 <sup>th</sup> November, 2015	-
11 <sup>th</sup> January, 2016	Yes (2 members attended the meeting out of 3 members)		
20 <sup>th</sup> January, 2016	Yes (2 members attended the meeting out of 3 members)		
10 <sup>th</sup> February, 2016	Yes (All members attended the meeting)		
22 <sup>nd</sup> February, 2016	Yes (All members attended the meeting)		
29 <sup>th</sup> February, 2016	Yes (All members attended the meeting)		
10 <sup>th</sup> March, 2016	Yes (All members attended the meeting)		
30 <sup>th</sup> March, 2016	Yes (2 members attended the meeting out of 3 members)		
<i>Borrowing Committee</i>			
28 <sup>th</sup> January, 2016	Yes (2 members attended the meeting out of 3 members)	-	-
15 <sup>th</sup> March, 2016	Yes (All members attended the meeting)		
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
Subject	Compliance Status (Yes/ No/ NA) refer note below		
Whether prior approval of audit committee obtained	YES		
Whether shareholder approval obtained for material RPT	NA		



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p><b>Note</b></p> <p>1 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 accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p>	
<p>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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: <i>Our Board Meeting for the quarter ended 31<sup>st</sup> December, 2015 probably will be held in the month February, 2016. So, Corporate Governance Report for the quarter ended on 31<sup>st</sup> December, 2015 has not been placed before the Board.</i>)</p>	
<p><b>For Ester Industries Limited</b></p>  <p><b>Diwaker Dinesh</b> <b>Company Secretary</b></p>	

**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 previous quarter" may be given.

## ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status <small>(Yes/No/NA) refer note</small>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note	<p>1 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 accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>	
III Affirmations:	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	
<b>For Ester Industries Limited</b>  <b>Diwakar Dinesh</b> <b>Company Secretary</b>		