

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Ester Industries Limited**  
 2. Quarter ending - **31-Mar-2022**

**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 Singhani A	00934017  AAVPS3280M	Chairperson - Executive Director CEO, Managing Director	01-Jul-1994	01-Apr-2020			2	1	1	0	SC,NRC, RC
Ashok Newatia	01057233  AACPN8974A	Non Executive Director – Independent Director	01-Jul-1997	01-Apr-2019	96	Yes (24 <sup>th</sup> Sep, 2018)	1	1	2	1	AC,SC

M S Ramach Andran	00943629 AGJPM9097J	Non Executive Director – Independent Director	19-Sep-2008	01-Apr-2019	96	Yes (24 <sup>th</sup> Sep, 2018)	3	3	1	0	AC,NRC, RC
Anand Chand Burman	00056216 AAAPB3070D	Non Executive Director – Independent Director	12-Aug-2010	01-Apr-2019	96	NA	2	1	0	0	
P S Dasgupt A	00012552 ADWPD2072J	Non Executive Director – Independent Director	14-Feb-2011	01-Apr-2019	96	NA	6	6	5	2	NRC, RMC
Sandeep Dinodia	00005395 AAHPD2138F	Non Executive Director – Independent Director	25-May-2015	01-Apr-2020	82	NA	3	3	3	2	AC, NRC, RC
Padmaja Shailen Ruparel	01383513 ADCPR4294G	Non Executive Director – Independent Director	01-Apr-2020	01-Apr-2020	24	NA	1	1	0	0	
Archana Singhani A	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, RC

Ayush Vardhan Singhania	5176205 BGRPS548 1D	Executive Director	1-Jun-2021	1-Jun-2021			1	0	0	0	
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Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	
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Whether Permanent chairperson appointed	Yes
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**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Arvind Singhania	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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MADRAS SESHAMANI RAMACHANDRAN	ID	Chairperson	21-Jan-2011	
2	Priya Shankar Dasgupta	ID	Member	25-May-2015	
3	Arvind Singhania	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

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
12-Nov-2021	06-Jan-2022	Yes	9	5
	03-Feb-2022	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	54

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	12-Nov-2021		Yes	3	3
Audit Committee		06-Jan-2022	Yes	3	3
Audit Committee		03-Feb-2022	Yes	3	3
Nomination & Remuneration Committee	12-Nov-2021		Yes	3	2
Nomination & Remuneration Committee		03-Feb-2022	Yes	3	2
Stakeholders Relationship Committee	05-Oct-2021		Yes	3	1
Stakeholders Relationship Committee	26-Oct-2021		Yes	2	0
Stakeholders Relationship	20-Nov-2021		Yes	3	1

Committee					
Stakeholders Relationship Committee		03-Jan-2022	Yes	3	1
Stakeholders Relationship Committee		15-Mar-2022	Yes	2	1
Risk Management Committee		03-Feb-2022	Yes	6	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	54

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**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.esterindustries.co
Terms and conditions of appointment of	Yes		www.esterindustries.co
Composition of various committees of	Yes		www.esterindustries.co
Code of conduct of board of directors and	Yes		www.esterindustries.co
Details of establishment of vigil mechanism/	Yes		www.esterindustries.co
Criteria of making payments to non-	Yes		www.esterindustries.co
Policy on dealing with related party	Yes		www.esterindustries.co
Policy for determining 'material' subsidiaries	Yes		www.esterindustries.co
Details of familiarization programs imparted	Yes		www.esterindustries.co
Email address for grievance redressal and other relevant details entity who are	Yes		www.esterindustries.co
Contact information of the designated	Yes		www.esterindustries.co
Financial results	Yes		www.esterindustries.co
Shareholding pattern	Yes		www.esterindustries.co
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.esterindustries.co
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.esterindustries.co
Credit rating or revision in credit rating	Yes		www.esterindustries.co
Separate audited financial statements of	Yes		www.esterindustries.co
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.esterindustries.co
Materiality Policy as per Regulation 30	Yes		www.esterindustries.co
Dividend Distribution policy as per	Yes		www.esterindustries.co
It is certified that these contents on the	Yes		www.esterindustries.co
<b>II Annual Affirmations</b>			



<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### 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. - **Yes**

<b>Other Information</b>	
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**Name** : **Diwaker Dinesh**  
**Designation** : **Company Secretary**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	7

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by</i>	0	0	0

<i>them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0

<i>KMPs or any other entity controlled by them</i>	0	0	0
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**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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<b>Affirmations</b>	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
<b>Company Remarks in case of non-compliant status</b>	

<p><b>Name:</b> Manisha Gupta  <b>Designation:</b> Chief Financial Officer  <b>Place:</b> Gurgaon  <b>Date:</b> 20-Apr-2022</p>
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