



ESTER INDUSTRIES LIMITED

Familiarisation Programme for Independent Directors

Clause 49 of the Listing Agreement with the Stock Exchanges inter-alia stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programmes.

OVERVIEW OF THE FAMILIARISATION PROCESS

The Company undertakes various initiative to familiarise the Independent Directors with the Company, its business, operations, risks, nature of industry, their roles and responsibilities etc. These initiative are summarized as below –

- At the time of appointment, new Independent Director is provided with Annual Report of the Company, Code of Conduct for Directors, Code of Conduct for Prevention of Insider Trading, detailed information regarding products of the Company, Memorandum & Articles of Associations, policies of the company framed by the board or its committees, compositions of board and its committees, terms of references of the Committee in which the Director is inducted.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration, Code of Conduct and obligations on disclosures, is issued to the Independent Director at the time of appointment.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairman and Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- The Independent Directors of the Company are given every opportunity to familiarize themselves with the Company, its management and its operations so as to understand the Company, its operations, business, industry and environment in which it functions.
- Quarterly information is presented to the Board on business performance, operations, market conditions, financial parameters, debtors positions, working capital management, fund flow position, senior management change, investment, regulatory compliances, related party transactions, risk management framework, area of concern in Internal Audit, formation of various policies etc.
- The Independent Directors has complete access to the information within the company. They may seek any information pertaining to matter laid before the board.

SUMMARY OF FAMILIARIZATION PROGRAMS IMPARTED TO INDEPENDENT DIRECTORS

Sl.No	Financial Year	Name of Independent Directors who attended the programme	Number of familiarisation programmes organised by the Company		Time Spent by the Independent Directors in such programmes in aggregate	
			During the Financial Year	Cumulative	During the Financial Year (man hours)	Cumulative (man hours)
1	2017-18	Mr. Ashok Kumar Newatia	4	4	9.5	9.5
		Mr. M S Ramachandran				
		Mr. Dinesh Chandra Kothari				
		Dr. Anand Chand Burman				
		Mr. P S Dasgupta				
		Mr. Sandeep Dinodia				
2	2018-19	Mr. Ashok Kumar Newatia	4	8	9.3	18.8
		Mr. M S Ramachandran				
		Mr. Dinesh Chandra Kothari				
		Dr. Anand Chand Burman				
		Mr. P S Dasgupta				
		Mr. Sandeep Dinodia				
3	2019-20	Mr. Ashok Kumar Newatia	4	12	8	26.8
		Mr. M S Ramachandran				
		Mr. Dinesh Chandra Kothari ¹				
		Dr. Anand Chand Burman				
		Mr. P S Dasgupta				
		Mr. Sandeep Dinodia				
4	2020-21	Mr. Ashok Kumar Newatia	4	16	6.3	33.1
		Mr. M S Ramachandran				
		Dr. Anand Chand Burman				
		Mr. P S Dasgupta				
		Mr. Sandeep Dinodia				
		Mrs. Padmaja Shailen Ruparel ²				
5	2021-22	Mr. Ashok Kumar Newatia	4	20	7.45	40.55
		Mr. M S Ramachandran				
		Dr. Anand Chand Burman				
		Mr. P S Dasgupta				
		Mr. Sandeep Dinodia				
		Mrs. Padmaja Shailen Ruparel				
6	2022-23	Mr. Ashok Kumar Newatia	4	24	6.1	46.65
		Mr. M S Ramachandran				
		Dr. Anand Chand Burman				
		Mr. P S Dasgupta				
		Mr. Sandeep Dinodia				
		Mrs. Padmaja Shailen Ruparel				
7	2023-24	Mr. Ashok Kumar Newatia ³	4	28	8.5	55.15
		Mr. M S Ramachandran ³				
		Dr. Anand Chand Burman ³				
		Mr. P S Dasgupta ³				
		Mr. Sandeep Dinodia				
		Mrs. Padmaja Shailen Ruparel				
		Mr. Atul Aggarwal ⁴				
		Mr. Alok Dhir ⁴				
8	2024-25	Mrs. Padmaja Shailen Ruparel	4	32	7.5	62.65
		Mr. Atul Aggarwal				
		Mr. Sandeep Dinodia ⁵				
		Mr. Alok Dhir				
9	2025-26	Mrs. Padmaja Shailen Ruparel	3	35	5.5	68.15
		Mr. Atul Aggarwal				
		Mr. Alok Dhir ⁶				
		Mr. Abhay Anant Gupte ⁷				

¹ Mr. Dinesh Chandra Kothari, Independent Director of the Company resigned from the directorship of the Company w.e.f. 10th November, 2019

² Ms. Padmaja Shailen Ruparel was appointed as the Independent Woman Director for the term of 5 (Five) years w.e.f 1st April 2020

³ Mr. Ashok Kumar Newatia , Mr. Madras Seshamani Ramachandran, Dr. Anand Chand Burman , and Mr. Priya Shankar Dasgupta have completed their second term as Independent Directors on the closing of business hours of 31st March 2024

⁴ Mr. Atul Aggarwal and Mr. Alok Dhir were appointed as Independent Directors of the Company for a term of 5 (five) consecutive years with effect from 14th February 2024

⁵ Mr. Sandeep Dinodia ceased to be Independent Director w.e.f. close of business hours on 31st March 2024

⁶ Mr. Alok Dhir resigned as an Independent Director w.e.f. 26th August 2025

⁷ Mr. Abhay Anant Gupte was appointed as an Independent Director of the Company for a first term of 5 (Five) years, w.e.f. 6th May, 2025