

EPL Limited

Corporate Governance Report for quarter ended March 31, 2024

Quarter Ending : March 2024

Annexure I I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																				NA		
Whether the listed entity has a Regular Chairperson																				Yes		
Whether Chairperson is related to MD or CEO																				No		
Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Davinder Singh Brar	00068502	Non-Executive - Independent Director/Chairperson	No	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	55.09	4	4	8	3	-	-	-
2	Mrs	Sharmila Abhay Karve	05018751	Non-Executive - Independent Director	No	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	55.09	4	4	8	4	-	-	-
3	Mr	Shashank Sinha	02544431	Non-Executive - Independent Director	No	-	-	-	-	NA	-	04-09-2023	04-09-2023	-	6.27	1	1	0	0	-	-	-
4	Mr	Animesh Agrawal	08538625	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	22-08-2019	-	-	-	2	0	3	1	-	-	-
5	Mr	Aniket Damle	08538557	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	22-08-2019	-	-	-	1	0	1	0	-	-	-
6	Mr	Dhaval Jitendra Buch	00106813	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	19-04-2021	-	-	-	1	0	0	0	-	-	-
7	Mr	Anand T Kripalu	00118324	Executive Director/CEO-MD	No	-	-	-	-	NA	-	18-08-2021	-	-	-	2	1	2	1	-	-	-
8	Mr	Amit Dixit	01798942	Non-Executive - Non Independent Director	No	-	-	-	-	NA	-	22-08-2019	-	-	-	3	0	0	0	-	-	-

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory				-			
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	05018751	Sharmila Abhay Karve	Non-Executive - Independent Director	Chairperson	22-08-2019	-	-
2	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Member	22-08-2019	-	-
3	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	26-04-2021	-	-
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	02544431	Shashank Sinha	Non-Executive - Independent Director	Chairperson	05-09-2023	-	-
2	01798942	Amit Dixit	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Member	22-08-2019	-	-

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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Chairperson	22-08-2019	-	-
2	05018751	Sharmila Abhay Karve	Non-Executive - Independent Director	Member	22-08-2019	-	-
3	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	26-04-2021	-	-
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00106813	Dhaval Jitendra Buch	Non-Executive - Non Independent Director	Chairperson	26-04-2021	-	-
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
4	99999999	Murugappan Ramasamy	Chief Operating Officer	Member	01-11-2018	-	Mr. Murugappan Ramasamy is the Chief Operating Officer and a Member of the Risk Management Committee of the Company.
5	99999999	Kamlesh Jain	Chief Information Officer	Member	05-11-2022	-	Mr. Kamlesh Jain is the Chief Information Officer and a Member of the Risk Management Committee of the Company.
6	99999999	Deepak Goyal	Chief Financial Officer	Member	19-08-2023	-	Mr. Deepak Goyal is the Chief Financial Officer and a Member of the Risk Management Committee of the Company.
7	00118324	Anand T Kripalu	Executive Director	Member	18-08-2021	-	-
8	02544431	Shashank Sinha	Non-Executive - Independent Director	Member	05-09-2023	-	-

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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	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Chairperson	22-08-2019	-	-
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	00106813	Dhaval Jitendra Buch	Non-Executive - Non Independent Director	Member	26-04-2021	-	-
Security Committee							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Chairperson	-	-	-
2	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	-	-	-

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Corporate Governance

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Scrip Code :500135

Quarter Ending : March 2024

Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2023	-	-	Yes	8.00	7	3
2	07-02-2024	90	-	Yes	8.00	8	3
3	21-03-2024	42	-	Yes	8.00	7	3

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Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08 Nov 2023	-	-	-	Yes	3	3	2	0
2	Audit Committee	07 Feb 2024	90	-	-	Yes	3	3	2	0
3	Audit Committee	15 Mar 2024	36	-	-	Yes	3	3	2	0

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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	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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Annexure 1

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No		
Other details of cyber security incidence or breaches or loss of data event	None.		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	0		
Date of the event	-	Brief details of the event	-

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Annexure I

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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Onkar Ghangurde
2.	Designation	Company Secretary and Compliance Officer

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Annexure II Website Affirmations

Sl. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	https://www.epglobal.com/who-are-we/
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.epglobal.com/wp-content/uploads/2023/12/Terms-and-Conditions-of-ID-on-Website-EPL-15-12-2023.pdf
3	Composition of various committees of board of directors	Yes	-	https://www.epglobal.com/investors/corporate-governance/#board-committees
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.epglobal.com/investors/corporate-governance/
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	https://www.epglobal.com/investors/corporate-governance/
6	Criteria of making payments to non-executive directors	Yes	-	https://www.epglobal.com/investors/corporate-governance/
7	Policy on dealing with related party transactions	Yes	-	https://www.epglobal.com/investors/corporate-governance/
8	Policy for determining material subsidiaries	Yes	-	https://www.epglobal.com/investors/corporate-governance/
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.epglobal.com/investors/corporate-governance/#others
10	Email address for grievance redressal and other relevant details	Yes	-	https://www.epglobal.com/investors/shareholder-information/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.epglobal.com/investors/shareholder-information/
12	Financial results	Yes	-	https://www.epglobal.com/investors/financial-and-fillings/#financial-reports
13	Shareholding pattern	Yes	-	https://www.epglobal.com/investors/Shareholdings/
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	https://www.epglobal.com/investors/corporate-governance/
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	https://www.epglobal.com/investors/shareholder-information/
16	New name and the old name of the listed entity	Yes	-	https://www.epglobal.com/investors/shareholder-information/
17	Advertisements as per regulation 47 (1)	Yes	-	https://www.epglobal.com/investors/shareholder-information/
18	Credit rating or revision in credit rating obtained	Yes	-	https://www.epglobal.com/investors/shareholder-information/#credit-rating-and-other-updates
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://www.epglobal.com/investors/financial-and-fillings/#subsidiaries
20	Secretarial Compliance Report	Yes	-	-
21	Materiality Policy as per Regulation 30 (4)	Yes	-	-
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	-
23	Disclosures under regulation 30(8)	Yes	-	-
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	-	-
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	-
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	-	-
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	-	-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	-	-
	Disclosure of notes on website in terms of Listing Regulations explanatory	-	-	-

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Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
no record found				

Any other information to be provided

1	Name of signatory	Onkar Ghangurde
2	Designation	Company Secretary and Compliance Officer

Annexure IV Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Not Applicable

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(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:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

(D) Additional Information

Affirmations

Compliance Status

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.

Name	-
Designation	-
Place	-
Date	-

Signatory Details:

Name of signatory	Onkar Ghangurde
Designation of person	Company Secretary and Compliance Officer
Place	--
Date	--