

EPL LIMITED

(formerly known as Essel Propack Limited)

Regd. Office: P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra
Tel: +91 9673333971/9882 CIN: L74950MH1982PLC028947

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complianceofficer@epglobal.com, www.epglobal.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting (AGM) of the Members of EPL Limited will be held on Thursday, 4 August 2022 at 11:00 a.m. through electronic means / video conferencing (VC), to transact, with or without modifications, as may be permissible, the following business.

ORDINARY BUSINESS

1 To consider and adopt the audited financial statements including consolidated financial statements, for the financial year ended 31 March 2022 and, in this regard, pass the following resolutions as an **Ordinary Resolutions**.

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, adopted and approved."

(b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended 31 March 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2 To declare **Final Dividend of Rs. 2.15** per equity share of face value of Rs. 2 each and in this regard to consider and pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the recommendations of the Board of Directors and applicable provisions of the Companies Act 2013, final dividend at Rs. 2.15 per equity shares of face value of Rs. 2 each, on the paid-up equity share capital of the Company, for the financial year ended 31 March 2022, be and is hereby declared and approved for payment.

RESOLVED FURTHER THAT the dividend be paid to the shareholders/members of the Company whose names appear in the Register of Members for physical shares and in the list of beneficiary position as on record date for demat shares furnished by the Depositories and who are entitled to such dividend, through electronic credit to bank accounts and other appropriate mode including through dividend warrants or demand drafts."

3 To appoint a director in place of **Mr. Animesh Agrawal**, who retires from office by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard, to consider and pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, **Mr. Animesh Agrawal (DIN 08538625)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4 **Ratification to remuneration of cost auditor** and in this regard to consider and pass, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 133000/- to **M/s. Jitendrakumar and Associates, Cost and Management Accountants** (Firm Registration Number 101561) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2023, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5 To approve **private placement of NCDs and/or Debt Securities** and in this respect to consider and pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of section 42, 71 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, SEBI (Issue and Listing of Non-Convertible Securities) Regulation 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Foreign Exchange Management Act 1999, RBI Regulations, listing agreements entered into by the Company with stock exchanges (including statutory modifications or re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of EPL Limited (the Company), provisions of the Companies Act 1956 to the extent applicable, other statutes, notifications, circulars, rules and regulations as may be applicable and subject to requisite approvals or permissions and subject to such conditions as may be prescribed while granting any approval or permission as may be agreed to by the Board, the approval and consent of the members of the Company be and is hereby accorded and the Board of the Company is hereby authorized to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (NCDs) and/or subordinated debenture, bonds, instruments and other debt securities (Debt Securities), provided that outstanding principle amount of Debt Securities shall not exceed Rs. 300 Crores, in one or more series, tranches, substitute/swap and currencies, on a private placement basis, to one or more persons including bodies corporate, banks, financial institutions, mutual funds, other funds, NBFCs, agencies, trustees

and other eligible persons in India and abroad, upon terms and conditions as the Board may consider proper and determine from time to time, in its discretion, and if necessary to convert or treat any borrowing, advance, facilities etc in to or subscription to such NCDs / Debt Securities.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and statement referred to as the "Board" which term includes its committee), be and is hereby authorised to decide the terms and conditions of NCDs / Debt Securities including time of issue, price, interest, redemption, premium, discount, security, listing on stock exchange and all such terms as the Board may in its absolute discretion deem fit, to decide about utilization of issue proceed, to withdraw or abandon the issue, to appoint lead managers, underwriters, trustees, agents, guarantors, depositories, custodians, escrow banks, bankers, advisors and all such agencies and intermediaries as may be necessary and execute all such arrangements, agreements, offer documents, memorandum, undertakings, representations, documents, trust deed and writings that may be necessary in relation to this resolution, and do all such actions and deeds as may be necessary from time to time including to settle all matters, issues, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to delegate all or any of the above powers to Committee or any Director, employees or agents of the Company and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By order of the Board
For **EPL Limited**

10 May 2022, Mumbai

Suresh Savaliya
SVP – Legal & Company Secretary

NOTES

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA"), Government of India, has vide its General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1 CIR/P/2020/79 dated 12 May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 (collectively referred to as "SEBI Circulars") have permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. The deemed venue for the 39th AGM will be P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra.

As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the said Circulars and Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has decided to convene its ensuing 39th AGM through VC/ OAVM, and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM.

The attendance of the shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, facility for appointment of proxies by members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for this AGM are not annexed to this notice. In case of joint holders attending the AGM only such joint holder who is higher in the order of names will be entitled to vote.

2. The statement pursuant to section 102 of the Companies Act 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. **Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at suresh.savaliya@epglobal.com. Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 1 August 2022. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.
4. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries at least ten days in advance to the Company at its email address complianceofficer@epglobal.com to enable the Company to collect the relevant information and answer them in the meeting.
5. Body Corporate members intending to appoint their authorized representative are requested to send a duly certified copy of the Resolution to complianceofficer@epglobal.com authorizing their representative to participate and vote at the Meeting.
6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. to 2.00 p.m. and will also be made available at the meeting. Said documents will be made available at Company's website www.epglobal.com or through electronic means on request.
7. **Record Date:** Record Date for the purpose of dividend shall be 28 July 2022 for determining entitlement of members to dividend for the financial year ended 31 March 2022. The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched within statutory timeline, to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners or member as on that date.

If circumstances warrant or necessary to meet the statutory requirement to change the above dates, same would be posted on the website of the Company.



In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company will dispatch the dividend warrant / demand draft to such shareholder by post.

8. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders holding shares in electronic form/demat. In respect to shareholders holding shares in physical form or in case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.
9. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent of the Company.
10. **Direct credit of dividend / ECS:** Under this system the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of dividend instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized mode. In case of shares held in physical mode, the said details may be communicated to the Company or Share Transfer Agent, by quoting folio number and attaching a photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
11. **Provide PAN, Bank details etc:** SEBI vide its circular dated 3 November 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such folio(s). You may visit our website or contact secretarial department of the Company for further guidance.
12. **No share transfer in physical form:** SEBI vide its notification dated 8 June 2018 has amended regulation 40 of SEBI (LODR) Regulation 2015 and accordingly as per the amended regulation transfer of shares or securities is mandatory in demat form wef 1 April 2019. Further, pursuant to the SEBI circular dated 25 January 2022, securities of the company shall be issued in dematerialized form only while processing service requests by submitting a duly filled and signed Form ISR-4 in relation to issue of duplicate securities certificate, renewal/exchange of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

For other service requests pertaining to updation of PAN, KYC, Bank details and Nomination, members are requested to submit a duly filled and signed Form ISR-1, ISR-2, ISR-3, SH-13, SH -14 as may be applicable. All the above forms are available on Company's website at <https://www.eplglobal.com/shareholder-information/> and RTA's website at <https://www.bigshareonline.com/Resources.aspx>

The Company has sent individual letters / relevant forms to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November, 2021.

13. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed form no. SH-13 duly filled in and signed to the Company or RTA.

Member may contact secretarial department on 022 2481 9000/9200 for guidance to avail facilities or matters as mentioned in this Notice.

14. **Communication through e-mail:** As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.

It may be noted that the Company would communicate important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members. Further information in this respect is also posted on website of the Company www.eplglobal.com

To support green initiative, members who have not registered their e-mail address so far, are requested to register the same in the following manner.

- a. In respect of electronic/demat holdings, through concerned Depository Participant (DP).
- b. Members who hold shares in physical form are requested to send their email address to complianceofficer@eplglobal.com quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would surely appreciate your Company's desire to participate in the Green Movement initiative. In case of any change in the email address, shareholders can update it in the same manner as mentioned above.

15. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed form ISR-4.
16. **Unclaimed Dividend:** Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education and Protection Fund (IEPF) established by Central Government as per section 125 of the Companies Act 2013.

Accordingly, the dividend declared for the financial year ended 31 March 2015 is due for transfer to IEPF. **Members are requested to contact Company or RTA immediately to encash the unclaimed dividend.**

The Company has uploaded the details of unpaid / unclaimed dividend on the website of the Company www.eplglobal.com

17. **Shares due to transfer to IEPF:** Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act 2013. Relevant details in this respect are posted on the Company's website www.eplglobal.com in investors section.

The Company has sent communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from court / authority restraining transfer, payment of dividend etc.

18. **Tax deductible at source (TDS) on Dividend:** Members may note that pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders wef 1 April 2020 and the Company is required to deduct tax at source (TDS) from dividend being paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act 2021.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of TDS by email to Epl.dividendtds@epglobal.com atleast five days before AGM. Shareholders are requested to note that in case their PAN is not registered with the Company/RTA/DP, the tax will be deducted at a higher rate of 20%. Please refer separate note about registration of PAN in this Notice.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to Epl.dividendtds@epglobal.com before above mentioned date.

Higher TDS in certain cases

Shareholders are requested to ensure their Aadhaar number is linked with PAN, as per the timelines prescribed under Income Tax Act in terms of section 139AA of the Act read with rule 114AAA. In case of failure of linking Aadhaar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20% or as applicable.

The Finance Act 2021 has inter alia inserted section 206AB in the Act wef 1 July 2021 which requires the Company to deduct tax at higher rate viz 5% or twice of rate in force, in case of "specified person". Shareholders may refer relevant provisions of the Income Tax Act for relevant rate or provisions.

"specified person" means person who has: (a) not filed return of income for assessment year relevant to the previous year immediately prior to the financial year in which tax is required to be deducted, for which the time limit of filing return of income under section 139(1) has expired, and (b) subjected to tax deduction/ collection at source in aggregate amounting to ₹ 50,000 or more in said previous year.

For ascertainment of applicability of section 206AB, all the resident shareholders are required to file a declaration in this respect. Format of declaration is available on www.epglobal.com or www.bigshareholine.com

19. PROCEDURE OF VOTING AT AGM

Members who did not cast their vote by remote e-voting are entitled to vote at the meeting. Members who have cast their

vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

How to access and participate in the AGM.

This AGM is being convened and held through electronic means / video conferencing (VC) which is allowed and in conformity to circulars issued by Ministry of Corporate Affairs in this respect. Member can join the AGM on scheduled time by following process, link and details being sent to members. Relevant process will also be made available on the Company's website www.epglobal.com under section of Investors.

Members are requested to contact Mr. Suresh Savaliya on suresh.savaliya@epglobal.com for any queries or assistance for this meeting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

- 1 Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for "Access to NSDL e-Voting system". The link for VC/OAVM will be available in "Shareholder/Member login" where the EVEN of the Company will be displayed. After successful login, the Members will be able to see the link of "VC/OAVM" placed under the tab "Join General Meeting" against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into e-voting system of NSDL.

- 2 Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- 3 Members are encouraged to join the Meeting through Laptops for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
- 4 Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 18001020990/1800224430 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ or Ms. Veena Suvarna, Manager – NSDL at veenas@nsdl.co.in
- 5 **Prior registration of Speakers at AGM:** Members who would like speak during the meeting, express views or ask questions, shall register as a speaker by sending email at

suresh.savaliya@epglobal.com. Please mention name, folio or DP ID and client ID/folio number, email, mobile number etc. Said request should be reached to the Company on or before 1 August 2022. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.

20. EVOTING FACILITY

Pursuant to the Listing Regulations, section 108 of the Companies Act 2013 and Companies (Management and Administration) Rules 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility and accordingly business/resolutions as mentioned in the AGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. The Company has appointed Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of votes cast, in a fair and transparent manner. The Company may vary dates as mentioned herein and scrutinizer, if necessary to meet the compliance or if circumstances so warrant.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 1 July 2022, have been considered. Any person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agents at investor@bigshareonline.com

The Members whose names appear in the Register of Members/ list of Beneficial Owners as received from Depositories as on 28 July 2022 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1 If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " Beneficial Owner " icon under "Login" which is available under " IDeAS " section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2 If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/ . Select " Register Online for IDeAS " Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

date should treat this Notice for information purpose only.

The e-voting period will commence on 1 August 2022 (9:00 a.m.) and will end on 3 August 2022 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Also, only those shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote in above mentioned e-voting period prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.epglobal.com and on the website of NSDL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

The Members must read the detailed procedure on electronic voting provided below.

Step 1: Access to NSDL e-Voting system

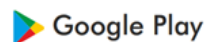
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1 Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2 After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3 If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4 Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2 Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- 3 A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4 Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 120199 then user ID is 120199001***.

5 Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- 7 After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8 Now, you will have to click on "Login" button.
- 9 After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1 After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2 Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3 Now you are ready for e-Voting as the Voting page opens.
- 4 Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5 Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

6 If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmz@dmzaveri.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under "e-Voting" tab in their login.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or Mr. Suresh Savaliya, Company Secretary on 022 24819000/9200 or complianceofficer@epglobal.com at corporate office.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1 In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceofficer@epglobal.com
- 2 In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to complianceofficer@epglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3 Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4 In terms of SEBI circular dated 9 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING DURING THE PROCEEDINGS OF THE AGM IS AS UNDER

- 1 The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the meeting is being held through VC/OAVM.
- 2 Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3 Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4 Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 18001020990/1800224430 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ or Ms. Veena Suvarna, Manager – NSDL at veenas@nsdl.co.in

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 - Approval to remuneration of Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Jitendrakumar and Associates, Cost and Management Accountants as Cost Auditor of the Company for the financial year ending on 31 March 2023, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act 2013 and Rules made thereunder, at a remuneration of Rs. 133000/- and applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

The Board recommends the Ordinary Resolution for the above matter as set out in the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5 - Private placement of NCDs and/or Debt Securities

As per section 42 of the Companies Act 2013 (the Act) and Rules thereunder, a company offering or making an invitation to subscribe to secured/unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a special resolution. It shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year. Members passed a resolution in last AGM



authorizing for issue NCDs/Debt securities to the extent of Rs 300 crores which is valid for one year. During the year the Company has not issued any NCDs. The said resolution being valid for one year, in terms of Section 42 of the Act, a new enabling resolution is proposed in this respect.

Issue of NCDs / Debt Securities on private placement basis could be a competitive source of borrowing for the Company. Keeping in view the possible fund requirements of the business vis-à-vis advantages of a diversified debt portfolio and competitive debt instruments, an enabling approval of the members of the Company is being sought by way of special resolution under section 42 and applicable provisions of the Act, Rules made thereunder, other applicable law, on the terms and for amount as set out in the Resolution, to enable the Board to make a private placement of NCDs/ and also enable for issue of Debt Securities in debt market whenever considered expedient in the interests of the Company. Terms including pricing, interest etc will be determined at the time of issue keeping in view the prevalent market conditions and in the best interests of the Company. The NCDs / Debt Securities may be listed on one or more stock exchanges, as per applicable statutory provisions.

This resolution is being approved as per the extant statutory provisions as referred in the Resolution and explanatory statement. However, in

case of any amendment or clarification liberalizing the provisions or requirements, the resolution shall be read and effected in that context as may be beneficial to the Company or as Board may decide, without further approval or modification.

For further financial and other business detail including borrowings, investments, financial statements and details of the Company may be referred which is available on website of the Company.

The Directors of the Company accordingly recommend the special resolution as set out in the accompanying Notice for members approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporates/person which may invest in NCDs / Debt securities.

By order of the Board
For **EPL Limited**

10 May 2022, Mumbai

Suresh Savaliya
SVP – Legal & Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of Director	Animesh Agrawal
Director Identification No.	08538625
Nationality	Indian
Date of Birth	19 July 1990
Qualifications	BE and MBA
Category of Directorship	Non-Executive & Non-Independent
Experience / expertise in functional field and brief resume	Mr. Animesh Agrawal is a Principal in the Blackstone Private Equity Group based in Mumbai. He has expertise in Technology, Finance and Management. Before joining Blackstone in 2014, Mr. Agrawal worked as a management consultant with McKinsey & Company. Mr. Agrawal received a Bachelor in Mechanical Engineering from Indian Institute of Technology, Delhi. He holds an M.B.A. from the Stanford Graduate School of Business, where he was named a Siebel Scholar and an Arjay Miller Scholar.
No. of Shares held in the Company (including beneficial owner)	NIL
Directors in other companies	PGP Glass Private Limited (formerly known as Pristine Glass Private Limited)
Chairman/member of the board committee of other companies.	NIL
Date of appointment, meetings attended and remuneration.	22 August 2019 Details relating to meetings attended are given in the Corporate Governance Report. No remuneration is being paid.
Relationship with other director, manager and KMP	None
Resignation details in the listed entities during the last three years.	Nil
Number of Board Meetings attended during the year.	During Financial Year 2021-22, Mr. Animesh Agrawal attended all the 7 Board meetings.