



NOTICE

41ST ANNUAL GENERAL MEETING

EPL LIMITED

CIN: L74950MH1982PLC028947

Registered Office: P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra; Tel.: +91 9673333971/ 9882

Corporate Office: Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013;

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Email: complianceofficer@eplglobal.com; **Website:** www.eplglobal.com

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting ("AGM") of the Members of EPL Limited ("Company") will be held on Wednesday, August 21, 2024 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

Item No. 1 To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 To declare a Final Dividend of ₹ 2.30 per equity share of the face value of ₹ 2 each for the Financial Year ended on March 31, 2024.

Item No. 3 To appoint a director in place of Mr. Dhaval Buch (holding Director Identification Number 00106813), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 **Ratification of Remuneration payable to the Cost Auditors**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in terms of the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) ("Act") and the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the Company hereby ratifies the remuneration of ₹1,46,000 (Rupees One Lakh Forty Six Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any, payable to M/s. Jitendrakumar & Associates, Cost and Management Accountants (Firm Registration Number 101561), who are appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company, for the Financial Year ending on March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors ("Board") (which term shall be deemed to include a Committee of the Board, if any, constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard."

Item No. 5 **Re-appointment of Mr. Davinder Singh Brar (holding Director Identification Number: 00068502) as an Independent Director of the Company, for a second term of 5 (five) consecutive years**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI LODR Regulations"), and the Memorandum and Articles of Association of the Company, re-appointment of Mr. Davinder Singh Brar (holding Director Identification Number:

00068502), who is presently serving as an Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from August 22, 2024 up to August 21, 2029 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for continuation of directorship of Mr. Davinder Singh Brar (holding Director Identification Number: 00068502) as an Independent Director of the Company, beyond the age-limit of 75 (seventy-five) years, as prescribed in terms of the provisions of SEBI LODR Regulations, up to the expiry of the second term i.e. up to August 21, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard."

Item No. 6 Re-appointment of Ms. Sharmila A. Karve (holding Director Identification Number: 05018751) as an Independent Director of the Company, for a second term of 5 (five) consecutive years

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI LODR Regulations"), and the Memorandum and Articles of Association of the Company, re-appointment of Ms. Sharmila A. Karve (holding Director Identification Number: 05018751), who is presently serving as an Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from August 22, 2024 up to August 21, 2029 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard."

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

Date : May 28, 2024

Place : Mumbai

Onkar Ghangurde
Head - Legal, Company Secretary & Compliance Officer

NOTES FOR THE ATTENTION OF MEMBERS¹

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, by virtue of its various circulars issued from time to time, more specifically General Circular No. 20/ 2020 dated May 5, 2020, General Circular No. 02/ 2022 dated May 5, 2022, General Circular No. 10/ 2022 dated December 28, 2022 and General Circular No. 09/ 2023 dated September 25, 2023 (read with the other relevant circulars referred therein) (collectively referred as "MCA Circulars"), permitted holding of the Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI") has, by virtue of the Circular bearing ref. no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (read with the other relevant circulars referred therein) ("SEBI Circular"), granted certain relaxation from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI LODR Regulations").

Accordingly, in compliance with the provisions of the Companies Act, 2013 (read with the rules made thereunder) (as amended) ("Act"), the SEBI LODR Regulations, aforesaid MCA Circulars and the SEBI Circular, the 41st Annual General Meeting of the Members of the Company will be held through VC, on Wednesday, August 21, 2024, at 3:00 P.M. (IST) ("AGM"). The deemed venue for the AGM will be Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, 400013, Maharashtra.

2. **PURSUANT TO THE PROVISIONS OF THE ACT AND SEBI LODR REGULATIONS, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, IN LINE WITH THE MCA CIRCULARS AND THE SEBI CIRCULAR, SINCE THE AGM IS BEING HELD THROUGH VC, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE VENUE FOR THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company and attending the AGM, will be entitled to vote on the resolutions.
4. Institutional/ Corporate Members of the Company, are entitled to appoint authorized representatives to attend, participate at the AGM through VC and cast their votes through e-Voting. Such Institutional/ Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM, are requested to send a certified copy of the Board Resolution to the Company Secretary by Email at complianceofficer@epglobal.com.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act read with the MCA Circulars.
6. 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, 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, are forming part of this Notice.
7. In terms of the provisions of Section 152 of the Act, Mr. Dhaval Buch is due to retire by rotation at the AGM. Mr. Buch is deemed to be interested in the Ordinary Resolution set out at Item No. 2 of the Notice with respect to his re-appointment. Mr. Buch does not hold any securities of the Company. Further, the Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the Special Businesses, under Item Nos. 4, 5 and 6 of the Notice, is annexed hereto. Also, an annexure containing relevant details, in terms of the applicable provisions of the SEBI LODR Regulations and SS-2 i.e. Secretarial Standard on General Meetings as specified by the Institute of Company Secretaries of India ("SS-2") in respect of Directors seeking appointment/ re-appointment at the AGM, is annexed to this Notice. Requisite declarations have been received from the Director for seeking re-appointment. Save and except as mentioned elsewhere in this Notice, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in any of the resolutions as set out in this Notice.
8. The Members can join the AGM through VC, 15 minutes before the scheduled time for commencement of the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available for 1000 Members on first-come-first serve basis. However, this number will not include Large Shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-serve basis.

¹The term 'Members' has been used to denote the Equity Shareholders of EPL Limited i.e. the Company.

9. Further, the Members may note that the Company has availed the services of National Securities Depository Limited (“NSDL”) to provide the e-Voting facility (which includes remote e-Voting and also the e-Voting during the AGM) to the Members of the Company. Instructions for e-Voting are provided hereinbelow, separately.
10. In line with the MCA Circulars and the SEBI Circular, the Notice of the AGM and the Annual Report of the Company for the Financial Year 2023-24 (“Annual Report”) is being sent only through electronic mode to all the Members whose Email IDs are registered with the Company/Depositories. The Members may note that the Notice of the AGM and Annual Report would also be available on the website of the Company i.e. at www.eplglobal.com/investors/, on the respective websites of the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com, and also on the website of NSDL (agency for providing the e-Voting facility) at www.evoting.nsdl.com. The Members who wish to obtain a physical copy of the Notice and Annual Report, may send a written request in that regard to the Company at complianceofficer@eplglobal.com.
11. The Members who are holding shares in physical form and have not updated their Email IDs with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (which is available at the website of the Company i.e. at <https://www.eplglobal.com/investors/shareholder-information/>) along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the Company at complianceofficer@eplglobal.com / its Registrar and Share Transfer Agent viz. Bigshare Services Private Limited (“RTA”) at investor@bigshareonline.com.
12. The Members holding shares in dematerialised (demat) mode are requested to register/update their Email IDs with their relevant Depository Participants (“DP”). In case of any queries/ difficulties in registering the Email IDs, the Members may write to the Company at complianceofficer@eplglobal.com / its RTA at investor@bigshareonline.com.
13. All relevant documents referred to in this Notice of the AGM and the Explanatory Statement, shall be available for inspection by the Members at the Registered Office and Corporate Office of the Company on all working days, except Saturday, between 11:00 a.m. to 2:00 p.m. from the date of circulation of this Notice up to the date of AGM and will also be made available at the AGM. Such documents shall be available for inspection through electronic mode by the Members, in accordance with the applicable statutory requirements basis the request being sent on complianceofficer@eplglobal.com.

Further, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) and such other documents as required in terms of the provisions of the Act will be available electronically for inspection by the Members during the AGM.

14. The Members desirous of seeking any information or asking clarifications on their queries, if any, on the Financial Statements or other Statutory reports as included in the Annual Report, are requested to send the queries to the Company at complianceofficer@eplglobal.com, at least 10 (ten) days in advance, to enable the Company to collect the relevant information and answer them in the AGM.

15. **Dividend and Book Closure**

The Board of Directors of the Company (“Board”) had, at its meeting held on May 28, 2024, recommended the final dividend of ₹2.30/- per equity share of ₹2/- each, for the Financial Year ended on March 31, 2024 (“Final Dividend”) for approval of the Members at the 41st AGM of the Company.

Accordingly, the Company has fixed, Wednesday, August 14, 2024 as the Record Date for determining the entitlement of the Members of the Company for the payment of Final Dividend (“Record Date”) and the Register of Members and the Share Transfer Books of the Company will be closed from, Thursday, August 15, 2024 to Wednesday, August 21, 2024 (both days inclusive).

The Final Dividend, if approved and declared by the Members at the AGM, will be paid to the Members, through such permissible mode(s) of payment mandated by the Reserve Bank of India and as prescribed by SEBI and subject to deduction of tax at source (“TDS”), on or before Thursday, September 19, 2024, as under:

- a) to all Beneficial Owners, as at the end of the day on Wednesday, August 14, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) in respect of the shares held in electronic form; and

- b) to all Members in respect of shares held in physical form, after giving effect to transmission and transposition in respect of valid requests lodged with the Company, as at the close of business hours on Wednesday, August 14, 2024.

To avoid delay in receiving the Final Dividend, the Members holding the Equity Shares in dematerialised form are requested to update their bank and other KYC details with their DP. Further, in terms of the Master Circular bearing ref. no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and also the Circular bearing ref. no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, both issued by the SEBI, with effect from April 1, 2024, the Members of the Company, who are holding Equity Shares in physical form and whose Permanent Account Number ("PAN"), Contact Details, Bank Account Details and Specimen Signatures (collectively referred as "requisite details") are not updated in the records of the Company/ RTA, shall be eligible to receive the payment of dividend only through electronic mode. Accordingly, to avoid delay in receiving the Final Dividend, such Members are requested to update the requisite details with the Company/ RTA, at the earliest.

16. **Tax deductible at source (TDS) on Dividend**

The Members are requested to note that pursuant to the provisions of Income Tax Act, 1961 (as amended, including by virtue of Finance Act 2020) ("Income Tax Act"), the Dividend Income is taxable in the hands of the Members. Accordingly, the Company is required to deduct tax at source ("TDS") at the time of payment of the Final Dividend to the Members, at the applicable rate.

a) Resident Individual Members ("Resident Members")

- In case of the Resident Members, Section 194 of the Income Tax Act provides for deducting TDS on dividend at prescribed rate.
- The Members are requested to note that TDS shall be deducted at source @ 10% for those Resident Members with valid Permanent Account Number ("PAN") and @ 20% for those Resident Members, without PAN or invalid PAN or whose PAN is not registered with the Company/ RTA/ their respective DP.
- Hence, the Resident Members, holding shares in Dematerialised form, are advised to update their PAN with their DP and the Resident Members, holding shares in Physical form, are advised to update their PAN with the Company/ RTA. The Members are requested to refer the process made available at the website of the Company i.e. at <https://www.eplglobal.com/investors/shareholder-information/> in this regard.
- Notwithstanding the above, TDS would not be deducted on payment of dividend to the Resident Individual Members, if total dividend to be paid in Financial Year does not exceed ₹5,000.
- The Resident Members, whose total dividend income in a financial year exceeds ₹5,000 and who wish to receive the dividend without deduction of TDS, may submit a declaration in Form No. 15G (applicable to individual) / Form No. 15H (applicable to individual above the age of 60 years) with the Company and/or the RTA. The said form can be downloaded from the website of the Company i.e. at <https://www.eplglobal.com/investors/shareholder-information/> or website of Income Tax Department or from the website of the RTA i.e. www.bigshareonline.com/Resources.aspx. Please note that all fields mentioned in the forms are mandatory and unfilled/ partly/ incorrectly filled forms will not be accepted.
- Higher TDS in certain cases
 - The Members are requested to ensure that their Aadhaar No. is linked with their PAN, in terms of Section 139AA of the Income Tax Act read with Rule 114AAA made thereunder. In case of failure of linking Aadhaar with PAN, the PAN shall be considered inoperative and in such scenario, TDS shall be deducted at higher rate of 20%.
 - Further, please note that in view of the provisions of Section 206AB of the Income Tax Act, the Company is required to deduct TDS at a higher rate i.e. @ 5% or twice of rate specified in the relevant provisions of the Income Tax Act, whichever is higher, in case of a 'specified person' i.e. persons who have not filed their Income Tax Return for both of the two assessment years relevant to the previous year immediately preceding 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) of the Income Tax Act has expired and tax deduction/ collection at source in their case in aggregate amounts to ₹50,000 or more in the said previous year ("specified person").
 - The Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021 has clarified that new functionality for compliance check under Section 206AB of the Income Tax Act has been available. Accordingly, for determining TDS rate on Dividend and for determining the applicability of Section 206AB of the Income Tax, the Company will be using the said functionality.
- In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source, is assessable in the hands of a person other than the Deductee, then such Deductee should file declaration with Company in the manner prescribed in the Rules at least 5 (five) days of the Record Date.

b) Non-Resident Members

- In case of Non-Resident Members including foreign companies, FPIs, FII etc. the Income Tax Act provides for Withholding Tax at the prescribed rate plus applicable surcharge and cess. Effective rate would vary depending on amount of dividend.
- Non-Resident Members can avail beneficial Withholding Tax rate available under the Double Taxation Avoidance Agreement (“DTAA”) read with Multilateral Instrument (“MLI”) provisions, if any, between India and the country in which the Non-Resident is considered resident in terms of such DTAA read with MLI.
- In order to claim benefit under DTAA, the Non-Resident Members would be required to submit the following documents with the Company, each financial year:
 1. Tax Residency Certificate (“TRC”) issued by the Tax or Government authority of the country in which the Non-Resident Members is a resident (valid for the relevant financial year);
 2. Form 10F containing therein information to be provided under Section 90(5)/ 90A(5) of the Income Tax Act, if not so covered in TRC (Valid for the relevant financial year);
Please note that only online updated Form 10F are acceptable. Manual form 10F are not valid with effect from October 1, 2023;
 3. Certified copy of PAN issued by Indian Authority;
 4. Declaration from the Members stating the following (template available on the website of the Company):
 - That the Member did not at any time during the relevant year have a permanent establishment in India;
 - That the Member is the beneficial owner of the dividend;
 - That the construct and affairs of the Member is not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty;
 - That the arrangement of the Member is not covered under impermissible avoidance arrangement;
 - That the Member is and will continue to remain a tax resident of the country of their residence as mentioned in the declaration;
 - Declaration confirming the status of Member i.e. type of legal entity viz. corporate, company, corporation, firms, limited liability partnership (LLP), limited liability company (LLC), individual or any other type as per law they governed.
- Please note that the Company in its sole discretion reserves the right to call for any further information, documents, original copies, and/or to apply domestic law for TDS.
- Higher TDS in certain cases
 - In view of the provisions of Section 206AB of the Income Tax, since ‘specified person’ as defined above, excludes a non-resident not having a permanent establishment (“PE”) in India, therefore, the Non-Resident Members shall be required to submit the following documents, in the absence of which tax shall be deducted at source at twice the applicable rates (plus applicable surcharge and cess):
 1. Tax Residency Certificate issued by the Revenue/ Tax Authorities of the country of which the Member is Resident, for the year in which dividend is to be received; and
 2. No PE Declaration.
 3. Online filed Form 10F. Manual Form 10F are not valid.
- The Members shall also have an option to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the Company as prescribed above.

c) Cases where TDS on Dividend is not applicable or applicable at lower rate

- If TDS on Dividend is not required to be deducted under the Income Tax Act because Members are Insurance Companies, Mutual Funds, AIFs etc. then those Members shall submit documentary evidence of current date with request not to deduct TDS on Dividends as mentioned in this communication. The Members can submit low TDS rate / Nil TDS rate certificate which they might have obtained from Income Tax authorities and accordingly, TDS will be deducted as per the certificate.

d) General Instructions

- Above mentioned provisions and process are as per the extant statutory provisions and its understanding by the Company. The Company may vary the process, in case there is any change in provisions or if necessary as per advise from tax professional.
- It may be further noted that in case the tax on Dividend is deducted at higher or normal or prescribed rate in absence of receipt of the documents or details as mentioned in this communication, an option is available with you to file the return of income as per Income Tax Act and claim appropriate refund, if eligible.
- In case any assistance or guidance is required in respect to above, you may kindly send an Email to complianceofficer@epglobal.com or contact the Secretarial Department at the Corporate Office of the Company.

- The Company would arrange to send print copy or Email a soft copy of TDS certificate to the Members at their registered address/ email in due course. All Members are requested to ensure that their correct and valid Email ID is updated with the RTA / Depository Participant in Demat Account.
- The Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.
- The Members may refer relevant provisions of the Income Tax Act for further information on relevant rate or provisions.

In order to enable the Company to determine the appropriate TDS / withholding tax rate applicable, it is advisable that the Members send the documents well in advance. The Members should submit the relevant form, declarations etc. as mentioned in this communication, every financial year in original to the Company at its Corporate Office and should be addressed to the Company Secretary.

The Members are requested to note that while submission of original form may be mandatory for audit purpose, they must also submit the said documents by sending an Email to Epl.dividendtds@epglobal.com and/or tds@bigshareonline.com, before Friday, August 9, 2024. The Members are also requested to mention their folio / demat account number, contact detail etc. in all their communications.

17. **Updation of KYC details and issue of shares in dematerialized form**

As mentioned above, in terms of the Master Circular bearing ref. no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and also the Circular bearing ref. no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, both issued by the SEBI, with effect from April 1, 2024, the Members of the Company, who are holding Equity Shares in physical form and whose requisite details i.e. PAN, Contact Details, Bank Account Details and Specimen Signatures etc. are not updated in the records of the Company/ RTA, shall be eligible to receive the payment of dividend only through electronic mode. Accordingly, to avoid delay in receiving the Final Dividend, such Members are requested to update the requisite details with the Company/ RTA, at the earliest. The Company has identified such Members whose requisite details need to be updated and accordingly, separate reminders in that regard will be sent, so that such Members may update their requisite details before the Record Date.

Further, the SEBI has vide its various circulars issued from time to time, mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, with the Company/ RTA. Further, 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, with the Company/ RTA.

The Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules, by submitting duly filled in and signed nomination in the prescribed Form SH-13, with the Company/ RTA.

For other service requests pertaining to updation of PAN, KYC, bank details, nomination and transmission request of securities by nominee or legal heir etc., the Members are requested to submit duly filled and signed Form ISR-1, ISR-2, ISR-3, ISR-5, SH-13, SH-14, as may be applicable. All the above forms are available on website of the Company i.e. at <https://www.epglobal.com/shareholder-information/> and RTA's website at <https://www.bigshareonline.com/Resources.aspx>.

18. **To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. The Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.**

19. **Unclaimed dividend and transfer of shares to Investor Education and Protection Fund ("IEPF")**

In terms of the applicable provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ("IEPF Rules"), all dividends which are lying unpaid or unclaimed for a period of 7 (seven) years, are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of 7 (seven) years. Further, in terms of the IEPF Rules, the shares on which the dividend has remained unpaid or unclaimed for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

Accordingly, during the year, the Company transferred an amount of ₹17,54,564/-, representing the unclaimed and unpaid dividend pertaining to Financial Year 2015-16 to the IEPF. Further, 38,342 Equity Shares of the Company, to which such dividend pertained, were also transferred to IEPF Authority, as per the requirements of the IEPF Rules.

Details of the unpaid/ unclaimed dividend along with the names of the Members to whom such dividend pertains, are available on the website of the Company i.e. at <https://www.eplglobal.com/investors/shareholder-information/>. The Members whose dividend(s) and/ or shares have been transferred to IEPF can now claim their dividend(s) and/or shares from the IEPF Authority by making an application to IEPF Authority in Form IEPF 5 and following the “Procedure to claim Refund” as detailed on the website of IEPF Authority at <https://www.iepf.gov.in/IEPF/refund.html>.

Further, the details of Members whose dividends are lying unpaid/unclaimed with the Company as on March 31, 2024, are available on the website of the Company i.e. at <https://www.eplglobal.com/investors/shareholder-information/>. The Members are requested to contact the Company/RTA to encash such dividend, failing which they shall be liable to be transferred to IEPF as per the dates mentioned below:

FY	Type of Dividend	Dividend declaration date	Indicative due date for transfer to IEPF
2017-18	Final Dividend	June 13, 2018	July 19, 2025
2018-19		June 26, 2019	August 1, 2026
2019-20	Interim Dividend	November 8, 2019	December 14, 2026
2019-20	Final Dividend	August 6, 2020	September 11, 2027
2020-21	Interim Dividend	November 12, 2020	December 18, 2027
2020-21	Final Dividend	August 4, 2021	September 9, 2028
2021-22	Interim Dividend	November 10, 2021	December 16, 2028
2021-22	Final Dividend	August 4, 2022	September 9, 2029
2022-23	Interim Dividend	November 5, 2022	December 11, 2029
2022-23	Final Dividend	August 11, 2023	September 16, 2030
2023-24	Interim Dividend	November 8, 2023	December 14, 2030

In case of any pending legal disputes, Members are requested to provide certified copy of order from Court/ applicable Authority to the Company/ RTA.

All shares in respect of which dividend has remained unpaid or unclaimed for 7 (seven) consecutive years or more shall be transferred by the Company to IEPF as at August 10, 2024 along with the unpaid or unclaimed dividend amount thereon pertaining to financial year 2016-17. The Company has sent individual intimation letters to concerned Members and has also published an advertisement in the newspapers seeking action from the concerned Members. The details of such Members along with their unpaid/unclaimed dividends and corresponding shares due for transfer to IEPF as at August 10, 2024 are available on the website of the Company i.e. at <https://www.eplglobal.com/investors/shareholder-information/>. Such Members are requested to claim their unpaid/unclaimed dividend pertaining to financial year 2016-17 (final) and dividends declared thereafter, by writing a letter to the Company or RTA on or before July 31, 2024.

20. **E-voting Facility**

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2, Regulation 44 of the SEBI LODR Regulations and in line with the MCA Circulars, the Company is providing the facility of voting through electronic means (“remote e-Voting”) and e-Voting during the AGM to its Members, with respect to the business to be transacted at the AGM. For this purpose, necessary arrangements have been made by the Company with NSDL to facilitate e-Voting, as an authorized agency. The facility for casting votes using remote e-Voting as well as e-Voting during the AGM will be provided by NSDL.
- b) The Members whose names appear in the Register of Members/ list of Beneficial Owners as on **Wednesday, August 14, 2024 (“Cut-Off Date”)** shall be entitled to cast their vote electronically on the resolutions set forth in this Notice. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
- c) The Company has appointed Mr. Mehul Pitroda of M/s M S Pitroda & Co, Practicing Company Secretary (Membership no. ACS 43364 & COP no. 20308) to act as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the AGM in a fair and transparent manner.

- d) The Scrutinizer shall, within the statutory timelines, submit his consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results thereafter. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, NSDL, and will also be displayed on the website of the Company i.e. at <https://www.eplglobal.com/investors/>.
- e) **The remote e-Voting period will commence on Sunday, August 18, 2024 at 9.00 A.M. (IST) and end on Tuesday, August 20, 2024 at 5.00 P.M. (IST).**
- f) During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-Off Date may cast their vote through remote e-Voting facility. The remote e-Voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date.
- g) The Members may participate in the AGM even after exercising their right to vote through remote e-Voting but shall not be allowed to vote again during the AGM i.e. only those Members who have not cast their vote through remote e-Voting shall be eligible to vote through e-Voting during the AGM.
- h) Any non-individual person or person holding securities in physical mode, who acquires shares of the Company and becomes Member of the Company after sending of the Notice but on or before the Cut-off Date, may obtain the User ID and Password by sending a request at evoting@nsdl.com or to the Company at complianceofficer@eplglobal.com/ its RTA at investor@bigshareonline.com by mentioning their Folio No./ DP ID and Client ID No. However, if the Member is already registered with NSDL for remote e-Voting, then existing User ID and Password can be used for casting votes. The Members who have forgotten the User ID and Password can reset their Password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free nos. 022 - 4886 7000 and 022 - 2499 7000. Individual Members holding securities in Demat mode, who acquire shares of the Company and become a Member of the Company after sending of the Notice but on or before the Cut-off Date, may follow the login process mentioned hereunder "Access to NSDL e-Voting system".

21. **Instructions for Remote E-Voting**

The detailed instructions for voting electronically on NSDL e-Voting system consist of "**Two Steps**" which are mentioned below:




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 AGM through VC/OAVM for individual Members holding securities in dematerialised form](#)

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in dematerialised form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in dematerialised form is given below:

Type of Members	Login Method
<p>Individual Members holding securities in dematerialised form with NSDL</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 hold 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 company name or e-Voting service provider i.e. 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. Members can also download NSDL Mobile App “NSDL Speede” (which is available on Apple App Store and Google Play Store) by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Members holding securities in dematerialised form with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of Members	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link available on 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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in dematerialised form) 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. Upon logging in, you will be able to see e-Voting option. 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 Company name or e-Voting service provider i.e. 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 above mentioned website.

Helpdesk for Individual Members holding securities in dematerialised form for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in dematerialised form with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in dematerialised form 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 toll free no. 1800 22 55 33

B) Login Method for Members other than Individual Members holding securities in dematerialised form and Members 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. dematerialised form (NSDL or CDSL) or Physical form	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 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members 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 Members whose Email IDs are not registered.**
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) **“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 evoting@nsdl.com 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 virtual meeting on NSDL e-Voting system](#)

How to cast your vote electronically and join virtual 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 **EPL Limited i.e. 129544** for casting your vote during the remote e-Voting period and during the AGM. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join 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.

22. **Instructions for e-Voting during the AGM**

1. The Login procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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. The 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. The details of the person who may be contacted for any grievances before or during the AGM - Ms. Pallavi Mhatre at evoting@nsdl.com / 022 - 4886 7000.

23. **Instructions for Members for attending the AGM through VC/OAVM**

1. The Company has availed the services from NSDL for availing a facility to enable the Members to attend the AGM through VC through the NSDL e-Voting system.
2. The Members may access by following the steps given above for **Access to NSDL e-Voting system**.
3. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against EPL Limited.
4. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed.
5. Please note that the 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 to avoid last minute rush.
6. The Members are encouraged to join the Meeting through Laptops for better experience. Further the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that the Members 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 aforesaid glitches.**

24. **Prior registration of Speakers at AGM**

1. The Members who would like to express their views or ask questions as a speaker at the AGM, may register themselves in advance by sending request by mentioning their name, folio or DP ID and Client ID, Email id, mobile number at complianceofficer@epglobal.com on or before Wednesday, August 14, 2024. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. The Members are encouraged to submit their questions in advance through Email mentioning their name, folio or DP ID and Client ID, Email id, mobile number at complianceofficer@epglobal.com on or before Wednesday, August 14, 2024. Such questions shall be suitably replied to by the Company.

25. **General Guidelines for Members**

1. Institutional Members (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 Email to mspitrodaandco@gmail.com with a copy marked to evoting@nsdl.com.
2. Institutional Members (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.
3. 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.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or Mr. Onkar Ghangurde, Company Secretary on 022 24819000 or complianceofficer@epglobal.com

26. **Process for those Members whose Email IDs are not registered with the Depositories/Company for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this Notice**

1. Members whose shares are held in physical mode are requested to provide folio No., name of Member, 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. Members whose shares are held in dematerialised form are requested to 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.
3. If you are an Individual Member holding securities in dematerialised form, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining AGM through VC/OAVM for individual Members holding securities in dematerialised form.**
4. Alternatively, the Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in dematerialised form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and Email ID correctly in their demat account in order to access e-Voting facility.
6. Members may contact Mr. Surje Singh, General Manager - Legal & Secretarial from Secretarial department on 022 2481 9000 and Email their query at complianceofficer@epglobal.com for guidance/to avail facilities for matters as mentioned in this Notice.

27. **Communication through Email**

As responsible citizens of the Corporate World, the Company endeavors to do its bit to protect the environment by reducing its carbon footprint. In conformity with the legal provisions, the Company shall communicate all important and relevant information and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the Email IDs of the Members. This initiative would enable the Members to receive communication promptly besides paving way for reduction in paper consumption and wastage.

To support this green initiative, the Members holding shares in Dematerialised form, are requested to register their Email ID through their respective DP and the Members holding shares in Physical form, are requested to update their Email ID with the Company/ RTA.

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EXPLANATORY STATEMENT IN TERMS OF THE PROVISIONS SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")**Item No. 4 Ratification of Remuneration payable to the Cost Auditors**

In terms of the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the Company is required to maintain cost records with respect to Company's Business and consequently, is required to undertake an audit of such cost records maintained.

The Board of Directors of the Company ("Board") has, at its meeting held on May 28, 2024, based on the recommendation of the Audit Committee, approved the appointment of M/s. Jitendrakumar & Associates, Cost and Management Accountants (Firm Registration Number 101561, as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the Financial Year ending on March 31, 2025 ("Cost Auditors"), at such terms and conditions as may be decided by the Audit Committee of the Board, from time to time and at a remuneration ₹1,46,000 (Rupees One Lakh Forty Six Thousand only) plus applicable taxes and reimbursement of out of pocket expenses (at actuals), if any, in connection with the cost audit, for the Financial Year ending on March 31, 2025.

In terms of the provisions of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the Board recommends the Ordinary Resolution with respect to ratification of remuneration payable to the Cost Auditors, as set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, is in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution.

Item No. 5 Re-appointment of Mr. Davinder Singh Brar (holding Director Identification Number: 00068502) as an Independent Director of the Company, for a second term of 5 (five) consecutive years

Mr. Davinder Singh Brar (holding Director Identification Number 00068502) was appointed as an Independent Director of the Company by the Members vide postal ballot dated October 1, 2019 for a period of 5 (five) consecutive years commencing from August 22, 2019. He is presently serving as an Independent Director of the Company and also as the Chairman of the Board of Directors ("Board"). Further, he is also the Chairman of the Corporate Social Responsibility Committee and a Member of the Audit Committee, and Nomination and Remuneration Committee of the Board.

Brief Profile

Mr. Brar holds a bachelor's degree in Electrical Engineering from Thapar Institute of Engineering and Technology, Patiala and a Master's degree in management from Faculty of Management Studies from the University of Delhi. Mr. Brar started his career with Associated Cement Companies (ACC) and later joined Ranbaxy Laboratories Limited, where he rose to the position of Chief Executive Officer (CEO) and Managing Director. Mr. Brar, a founder of GVK Biosciences, was associated with the Pharmaceutical Industry for more than three decades. He was also the Director of the Reserve Bank of India (RBI) during the period 2000-2007, and served as a member on the Board of National Institute of Pharmaceutical Education and Research (NIPER), SAS Nagar and as a member of the Board of Governors of the Indian Institute of Management, Lucknow (IIML). At present, he is a Director on the boards of Maruti Suzuki India Limited, Mphasis Limited, Aragen Life Sciences Limited and several private limited companies. He is also a member of the Advisory Board of the USA-India Chamber of Commerce (USAIC).

During the Financial Year ended on March 31, 2024, Mr. Brar attended almost all the meetings of the Board and Committees of the Company (more details are available in the Corporate Governance Report, which is part of the Annual Report of the Company for the Financial Year 2023-24) and has contributed immensely to the discussions therein.

The Members are requested to note that Mr. Brar's first term of 5 (five) consecutive years as an Independent Director of the Company would be concluding on August 21, 2024. Based on the disclosures and declarations provided by Mr. Brar, the Board is of the opinion that he is eligible for and fulfils all conditions specified by applicable laws with respect to, re-appointment for a second term as an Independent Director of the Company.

Further, the Members are requested to note that if re-appointed for a second term of 5 (five) consecutive years, Mr. Brar would complete the age of 75 years on August 21, 2027, which would fall within his second term of 5 (five) consecutive years. The Nomination and Remuneration Committee of the Board ("NRC") and the Board have considered the same. They have also considered the evaluation of Mr. Brar's performance during his first term, which reflected that Mr. Brar's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during discussions at the Board/ Committee meetings and decision making.

Accordingly, considering the vast knowledge, experience and the value that he brings to the Board and also, in compliance with the provisions of Section 149 read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), applicable provisions of the SEBI LODR Regulations and based on the recommendation of the NRC, the Board has, at its meeting held on May 28, 2024, approved the re-appointment of Mr. Brar as an Independent Director of the Company, for a second term of 5 (five) consecutive years i.e. from August 22, 2024 up to August 21, 2029 (both days inclusive) i.e. beyond the age of 75 years, not liable to retire by rotation, subject to approval of the Members of the Company.

Mr. Brar has given his consent to act and continue as an Independent Director of the Company. The Company has also received necessary declarations and disclosures from him including the declaration of independence as required under provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("SEBI LODR Regulations"), as applicable. Further, he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. The Company has also received a notice under Section 160 of the Act from a member proposing Mr. Brar's candidature for the office of Director. In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Brar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. In compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended), Mr. Brar has confirmed that his name is included and continues to subsist in the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs (IICA).

Further, a brief profile of Mr. Brar as required under the SEBI LODR Regulations and Secretarial Standard on General Meetings as specified by the Institute of Company Secretaries of India ("SS-2") is annexed to this Notice. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company and shall be made available for inspection by the Members as set out under "Documents for inspection" in the Notes to this Notice.

Accordingly, the Board recommends the Special Resolution with respect to the re-appointment of Mr. Brar as an Independent Director of the Company, as set out at Item no. 5 of the Notice, for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Brar and his relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the Notice.

Item No. 6 Re-appointment of Ms. Sharmila A. Karve (holding Director Identification Number: 05018751) as an Independent Director of the Company, for a second term of 5 (five) consecutive years

Ms. Sharmila A. Karve (holding Director Identification Number 05018751) was appointed as an Independent Director of the Company by the Members vide postal ballot dated October 1, 2019 for a period of 5 (five) consecutive years commencing from August 22, 2019. She is presently serving as an Independent Director of the Company and also as the Chairperson of the Audit Committee and Member of the Stakeholder's Relationship Committee.

Brief Profile

Ms. Karve holds a FCA degree from the Institute of Chartered Accountants of India (ICAI) and is a Commerce Graduate from Mumbai University. Ms. Karve, a fellow member of ICAI, has vast experience in the field of audit and has served as the audit partner for some of the largest FMCG, Pharma, Telecom and Insurance Companies in India. She has over three decades of association with PriceWaterHouseCoopers (PwC) in various capacities till she retired from the PwC network of firms in the year 2019. During her tenure in Price Waterhouse, she was an audit partner for several Indian and Multinational clients for many years, was appointed as the Chief Ethics Officer, Assurance Leader, Global Diversity Leader, Head of Audit. She has also been the team Head for Risk & Quality, and was appointed as the Head for Diversity and Inclusion for the PwC Network. In her role as the Head of Diversity & Inclusion, Ms. Karve was a speaker at various forums. At present, she is a director on the boards of CSB Bank Limited, Syngene International Limited, Vanaz Engineers Limited, School for Social Entrepreneurs India, Aadhar Housing Finance Limited and Thomas Cook (India) Limited in India. Her overseas directorships include Fairfax India Holdings Corporation, EPL Packaging (Guangzhou) Ltd., EPL America LLC, and Lamitube Technology Limited, Mauritius.

During the Financial Year ended on March 31, 2024, Ms. Karve has attended all the meetings of the Board and Committees (where she is a member) of the Company (more details are available in the Corporate Governance Report, which is part of the Annual Report of the Company for the Financial Year 2023-24) and has contributed immensely to the discussions therein.

The Members are requested to note that Ms. Karve's first term of 5 (five) consecutive years as an Independent Director of the Company would be concluding on August 21, 2024. Based on the disclosures and declarations provided by Ms. Karve, the Board is of the opinion that she is eligible for and fulfils all conditions specified by applicable laws with respect to re-appointment for a second term as an Independent Director of the Company.

The Nomination and Remuneration Committee of the Board (“NRC”) and the Board have considered the evaluation of Ms. Karve’s performance during her first term, which reflected that Ms. Karve’s rich experience is a valuable asset to the Company and it enriches the discussions at the Board/Committee meetings and decision making.

Accordingly, considering the vast knowledge, experience and the value that she brings to the Board also, in compliance with the provisions of Section 149 read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), applicable provisions of the SEBI LODR Regulations and based on the recommendation of the NRC, the Board has, at its meeting held on May 28, 2024, approved the re-appointment of Ms. Karve as an Independent Director of the Company, for a second term of 5 (five) consecutive years i.e. from August 22, 2024 up to August 21, 2029 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

Ms. Karve has given her consent to act and continue as an Independent Director of the Company. The Company has also received necessary declarations and disclosures from her including the declaration of independence as required under provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI LODR Regulations”), as applicable. Further, she has also confirmed that she is not disqualified from being appointed as Director under Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. The Company has also received a notice under Section 160 of the Act from a member proposing Ms. Karve’s candidature for the office of Director. In terms of Regulation 25(8) of the SEBI LODR Regulations, Ms. Karve has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director. In compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Karve has confirmed that her name is included and continues to subsist in the Independent Directors’ data bank maintained by the Indian Institute of Corporate Affairs (IICA).

A brief profile of Ms. Karve as required under the SEBI LODR Regulations and Secretarial Standard on General Meetings as specified by the Institute of Company Secretaries of India (“SS-2”) is annexed to this Notice. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company and shall be made available for inspection by the Members as set out under “Documents for inspection” in the Notes to this Notice.

Accordingly, the Board recommends the Special Resolution with respect to the re-appointment of Ms. Karve as an Independent Director of the Company, as set out at Item no. 6 of the Notice, for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Ms. Karve and her relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 of the Notice.

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

Date : May 28, 2024
Place : Mumbai

Onkar Ghangurde
Head - Legal, Company Secretary & Compliance Officer

ANNEXURE TO NOTICE

Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting

[Pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and the SS-2 - Secretarial Standards on General Meetings]

Name of Director	Mr. Dhaval Buch	Mr. Davinder Singh Brar	Ms. Sharmila A. Karve
Director Identification Number	00106813	00068502	05018751
Nationality	Indian		
Date of Birth/ Age	December 18, 1960/ 63 Years	August 21, 1952/ 71 Years	April 8, 1965/ 59 Years
Qualifications	Bachelor in Mechanical Engineering	BE (Electrical) and MBA	FCA and B.Com
Experience (including expertise in specific functional area) / Brief Resume	Mr. Dhaval Buch has vast experience in Supply Chain Management. Mr. Buch is a Senior Advisor to Blackstone. He has also worked with Unilever for three decades in different supply chain roles and retired as Global Chief Procurement Officer.	As mentioned in Item no. 5 of Explanatory statement attached to the Notice.	As mentioned in Item no. 6 of Explanatory statement attached to the Notice.
Date of first appointment on the Board	April 19, 2021	August 22, 2019	
Number of Board Meetings attended during the FY 2023-24	7 out of 8	7 out of 8	8 out of 8
Directorship in other companies ⁽¹⁾	<ul style="list-style-type: none"> • Bristlecone India Limited • Mahindra Emarket Limited 	<ul style="list-style-type: none"> • Maruti Suzuki India Limited • Mphasis Limited • Aragen Life Sciences Limited 	<ul style="list-style-type: none"> • Syngene International Limited • CSB Bank Limited • Thomas Cook (India) Limited • Aadhar Housing Finance Limited • Vanaz Engineers Limited
Chairmanship/Membership of Committees in other companies ⁽²⁾	NIL	<ul style="list-style-type: none"> • Mphasis Limited: <i>Chairman of Stakeholders Relationship Committee ("SRC") and Member of Audit Committee</i> • Maruti Suzuki India Limited: <i>Chairman of Audit Committee and Member of SRC</i> • Aragen Life Sciences Limited: <i>Chairman of SRC</i> 	<ul style="list-style-type: none"> • Syngene International Limited: <i>Chairperson of SRC; and Member of Audit Committee and NRC.</i> • Vanaz Engineers Limited: <i>Member of Audit Committee and NRC.</i> • CSB Bank Limited: <i>Chairperson of Audit Committee</i> • Aadhar Housing Finance Limited: <i>Chairperson of Audit Committee</i> • Thomas Cook India Limited: <i>Member of Audit Committee</i>

Name of Director	Mr. Dhaval Buch	Mr. Davinder Singh Brar	Ms. Sharmila A. Karve
Terms and conditions of appointment	Re-appointment as a Director of the Company liable to retire by rotation.	Re-appointment as an Independent Director for a second term of 5 years commencing from August 22, 2024 up to August 21, 2029 (both days inclusive).	Re-appointment as an Independent Director for a second term of 5 years commencing from August 22, 2024 up to August 21, 2029 (both days inclusive).
Remuneration sought to be paid	Not Applicable	Sitting fees for attending meeting of Board and Committee. Commission as may be determined by the Board of Directors of the Company within the statutory limits of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be approved by the Members, from time to time.	
Remuneration last drawn (FY 2023-24)	Not Applicable	Sitting fees: ₹ 4.25 lakhs; Commission: ₹ 32.00 lakhs	Sitting fees: ₹ 3.75 lakhs; Commission: ₹ 22.25 lakhs
Shareholding in the Company as on March 31, 2024	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None		
Names of the listed entities from which the Director has resigned in past 3 years	Nil	Wockhardt Limited	Nil
In case of Independent Director, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	As mentioned in Item no. 5 of Explanatory Statement attached to the Notice and the Corporate Governance Report forming part of the Annual Report for the Financial Year 2023-24.	As mentioned in Item no. 6 of Explanatory Statement attached to the Notice and the Corporate Governance Report forming part of the Annual Report for the Financial Year 2023-24.

Notes:

1. The number excludes directorships in private companies, foreign companies, high value debt listed companies, companies registered under Section 8 of the Companies Act, 2013 and alternate directorships.
2. The details represent Chairmanships/ Memberships of Audit Committee and Stakeholders Relationship Committees of other companies.