


Compliance Report

[Pursuant to Para I.A.2(h) of Annexure I of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time (“SEBI Circular”)]

It is hereby certified that the draft scheme of arrangement for amalgamation involving Creative Stylo Packs Private Limited (“Transferor Company”) into EPL Limited (“Transferee Company”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the SEBI Circular, including the following:

Sl.	Reference	Particulars	Whether Complied or not
1	Regulations 17 to 27 of SEBI LODR Regulations	Corporate governance requirements	Complied. Corporate Governance Report as on 30 June 2021 is enclosed.
2	Regulation 11 of SEBI LODR	Compliance with securities laws	Complied.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied. The Transferor and Transferee Company will be complying with the conditions mentioned at point (a) and (b) of Part(I)(A)(3) of the Circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.	Complied.
(e)	PARA(I)(A)(9)	Provision of approval of public shareholders through e-voting	Not Applicable. Undertaking for non-applicability and auditor’s certificate on the said undertaking forms part of the application.



Suresh Savaliya
Head – Legal & Company Secretary



Sudhanshu Vats
CEO & Managing Director

Certified that the transactions / accounting treatment provided in the Draft Composite Scheme of arrangement for amalgamation among Creative Stylo Packs Private Limited (“Transferor Company”) into EPL Limited (“Transferee Company”) are in compliance with all the Accounting Standards applicable to a listed entity.



Parag Shah
Chief Financial Officer




Sudhanshu Vats
CEO & Managing Director

Date: 9 August 2021
Place: Mumbai

Annexure - d

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity
2. Quarter ending

- EPL Limited
- 30 June 2021

I. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	Davinder Singh Brar	00068502	AAGPB0665A	ID, C & NED		22-Aug-2019	22-Aug-2019		22	21-Aug-1952	NA		4	4	7	2	AC,NRC	
Mrs.	Sharmila Abhay Karve	05018751	AETPK7563H	ID		22-Aug-2019	22-Aug-2019		22	08-Apr-1965	NA		4	4	7	4	AC,SC	
Mr.	Uwe Ferdinand Rohrhoft	05225437	ZZZZZ9999Z	ID		22-Aug-2019	22-Aug-2019		22	29-Apr-1962	NA		1	1	0	0	NRC	Mr. Uwe Ferdinand Rohrhoft is a Foreign National and does not have a PAN Card.
Mr.	Amit Dixit	01798942	AHXPD7229A	NED		22-Aug-2019	22-Aug-2019		22	26-Jan-1973	NA		3	0	1	0	NRC	
Mr.	Amit Jain	06917608	AFKPJ7542P	NED		22-Aug-2019	22-Aug-2019		20	04-May-1981	NA		1	0	4	1	AC,SC,RC,NRC	
Mr.	Animesh Agrawal	08538625	BADPA7260A	NED		22-Aug-2019	22-Aug-2019		22	19-Jul-1990	NA		1	0	2	1	AC,SC,RC	
Mr.	Aniket Damle	08538557	BKXPD4551M	NED		22-Aug-2019	22-Aug-2019		22	15-Jul-1994	NA		1	0	1	0	SC,RC	
Mr.	Qi Yang	08538615	ZZZZZ9999Z	NED		22-Aug-2019	22-Aug-2019		20	17-Jun-1977	NA		1	0	0	0		Mr. Qi Yang is a Foreign National and does not have a PAN Card.
Mr.	Sudhanshu Vats	05234702	AAIPV1080F	ED	CEO-MD	16-Apr-2020	16-Apr-2020		15	01-Aug-1967	NA		1	0	0	0	RMC	
Mr.	Dhaval Jitendra Buch	00106813	AADPB6761G	NED		19-Apr-2021	19-Apr-2021		3	18-Dec-1960	NA		1	0	0	0	RMC,NRC	

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For EPL LIMITED**


**SURESH SAVALIYA
HEAD - LEGAL & COMPANY SECRETARY**

Company Remarks	1) Mr. Amit Jain was holding position of the Member of Audit Committee and Chairperson of Stakeholders Relationship Committee of EPL Limited up to 26.04.2021, the date of cessation of his Directorship in the Company. 2) Mr. Amit Jain was holding position of the Member of Audit Committee of Fino Payments Bank Limited and Fino Paytech Limited up to 25.05.2021, the date of cessation of his Directorship in these two other Unlisted Public Limited Companies.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

i. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sharmila Abhay Karve	ID	Chairperson	22-Aug-2019	
2	Davinder Singh Brar	ID,C & NED	Member	22-Aug-2019	
3	Amit Jain	NED	Member	22-Aug-2019	26-Apr-2021
4	Animesh Agrawal	NED	Member	26-Apr-2021	

Company Remarks	Mr. Amit Jain resigned from the Directorship of the Company wef 26.04.2021, he was holding the position of member of Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and member and Chairperson of the Stakeholders Relationship Committee and the Security Committee of the Board of the Directors of the Company up to 26 April, 2021, the date of his cessation from the Directorship of the Company.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Amit Jain	NED	Chairperson	22-Aug-2019	26-Apr-2021
2	Sharmila Abhay Karve	ID	Member	22-Aug-2019	
3	Animesh Agrawal	NED	Chairperson	22-Aug-2019	
4	Aniket Damle	NED	Member	26-Apr-2021	

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**SURESH SAVALIYA
HEAD - LEGAL & COMPANY SECRETARY**

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee


Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Amit Jain	NED	Chairperson	22-Aug-2019	26-Apr-2021
2	Animesh Agrawal	NED	Member	22-Aug-2019	
3	Aniket Damle	NED	Member	22-Aug-2019	
4	Murugappan Ramasamy	Member	Member	01-Nov-2018	
5	Parag Shah	Member	Member	25-Nov-2019	
6	Prakash Dharmani	Member	Member	01-Nov-2018	
7	Sudhanshu Vats	ED	Member	16-Apr-2020	
8	Dhaval Jitendra Buch	NED	Chairperson	26-Apr-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Uwe Ferdinand Rohrhoff	ID	Chairperson	22-Aug-2019	
2	Davinder Singh Brar	ID,C & NED	Member	22-Aug-2019	
3	Amit Dixit	NED	Member	22-Aug-2019	
4	Amit Jain	NED	Member	22-Aug-2019	26-Apr-2021
5	Dhaval Jitendra Buch	NED	Member	26-Apr-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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**SURESH SAVALIYA
HEAD - LEGAL & COMPANY SECRETARY**

ii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
02-Feb-2021	19-Apr-2021	Yes	8	3
	20-May-2021	Yes	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	75

iii. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	02-Feb-2021		Yes	2	2
Audit Committee		03-May-2021	Yes	3	2
Audit Committee		20-May-2021	Yes	3	2
Nomination & Remuneration Committee		20-May-2021	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

iv. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

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JYOTI SAVALIYA
 HEAD - LEGAL & COMPANY SECRETARY

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 100 listed entities) - Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
b. Any comments/observations/advice of Board of Directors may be mentioned here:

N.A.

Name : Suresh Savaliya
Designation : Company Secretary & Compliance Officer

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FOR EPL LIMITED


SURESH SAVALIYA
HEAD - LEGAL & COMPANY SECRETARY