

EPL Limited

Corporate Governance Report for quarter ended September 30, 2023

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Whether Chairperson is related to MD or CEO

Mr. Shashank Sinha (DIN-02544431) has been appointed as Additional (Non-Executive/Independent) Director w.e.f. September 4, 2023. The Company is in the process of obtaining shareholders approval for the same.
Mr. Uwe Rohrhoff (DIN-05225437) resigned from the directorship of the Company w.e.f. September 5, 2023.

Yes

No

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Davinder Singh Brar	00068502	Non-Executive - Independent Director, Chairperson	-	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	49.00	4	4	8	3	-	-	-
2	Mrs	Sharmila Abhay Karve	05018751	Non-Executive - Independent Director	-	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	49.00	4	4	8	4	-	-	-
3	Mr	Uwe Ferdinand Rohrhoff	05225437	Non-Executive - Independent Director	-	-	-	-	-	NA	-	22-08-2019	22-08-2019	05-09-2023	48.00	0	0	0	0	-	Mr. Uwe Ferdinand Rohrhoff is a Foreign National and does not have a PAN Card.	-
4	Mr	Amit Dixit	01798942	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	-	3	0	0	0	-	-	-
5	Mr	Animesh Agrawal	08538625	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	-	2	0	3	1	-	-	-
6	Mr	Aniket Damle	08538557	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	22-08-2019	22-08-2019	-	-	1	0	1	0	-	-	-
7	Mr	Dhaval Jitendra Buch	00106813	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	19-04-2021	19-04-2021	-	-	1	0	0	0	-	-	-
8	Mr	Anand Kripalu Thirumalachar	00118324	Executive Director, CEO-MD	-	-	-	-	-	NA	-	18-08-2021	18-08-2021	-	-	2	1	2	1	-	-	-
9	Mr	Shashank Sinha	02544431	Non-Executive - Independent Director	-	-	-	-	-	NA	-	04-09-2023	04-09-2023	-	-	1	1	0	0	-	-	-

EPL Limited

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory				Mr. Shashank Sinha (DIN- 02544431) has been appointed as Additional (Non-Executive,Independent) Director w.e.f. September 4, 2023. The Company is in the process of obtaining shareholders approval for the same.			
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	05018751	Sharmila Abhay Karve	Non-Executive - Independent Director	Chairperson	22-08-2019	-	-
2	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Member	22-08-2019	-	-
3	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	26-04-2021	-	-
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	05225437	Uwe Ferdinand Rohrhoff	Non-Executive - Independent Director	Chairperson	22-08-2019	05-09-2023	Mr. Uwe Rohrhoff, ceased to be a Member and Chairperson of the Nomination and Remuneration Committee of the company, with effect from 05.09.2023.
2	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Member	22-08-2019	-	-
3	01798942	Amit Dixit	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
4	02544431	Shashank Sinha	Non-Executive - Independent Director	Chairperson	05-09-2023	-	Mr. Shashank Sinha was appointed as the Member and Chairperson of the Nomination and Remuneration Committee of the company, with effect from 05.09.2023.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Chairperson	22-08-2019	-	-
2	05018751	Sharmila Abhay Karve	Non-Executive - Independent Director	Member	22-08-2019	-	-
3	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	26-04-2021	-	-

EPL Limited

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00106813	Dhaval Jitendra Buch	Non-Executive - Non Independent Director	Chairperson	26-04-2021	-	-
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
4	99999999	Murugappan Ramasamy	Chief Operating Officer	Member	01-11-2018	-	Mr. Murugappan Ramasamy is the Chief Operating Officer and a Member of the Risk Management Committee of the Company.
5	99999999	Amit Jain	Chief Financial Officer	Member	01-04-2022	18-08-2023	Mr. Amit Jain erstwhile Chief Financial Officer of the Company, ceased to be a Member of the Risk Management Committee of the Company with effect from 18.08.2023.
6	99999999	Kamlesh Jain	Chief Information Officer	Member	05-11-2022	-	Mr. Kamlesh Jain - Chief Information Officer, was appointed as a Member of Risk Management Committee with effect from 5.11.2022.
7	00118324	Anand Kripalu Thirumalachar	Executive Director	Member	18-08-2021	-	-
8	05225437	Uwe Ferdinand Rohrhoff	Non-Executive - Independent Director	Member	29-07-2021	05-09-2023	Mr. Uwe Rohrhoff was ceased to be a Director and Member of the Risk Management Committee of the Company with effect from 05.09.2023.
9	02544431	Shashank Sinha	Non-Executive - Independent Director	Member	05-09-2023	-	Mr. Shashank Sinha was appointed as a Director and Member of Risk Management Committee of the Company with effect from 05.09.2023.
10	99999999	Deepak Goyal	Chief Financial Officer	Member	19-08-2023	-	Mr. Deepak Goyal was appointed as the Chief Financial Officer and a Member of the Risk Management Committee of the Company with effect from 19.08.2023.

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

EPL Limited

Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-04-2023	-	-	Yes	-	6	2
2	19-05-2023	-	-	Yes	-	7	3
3	02-08-2023	74	-	Yes	-	6	3
4	08-08-2023	5	-	Yes	-	7	3
5	04-09-2023	26	-	Yes	-	9	4

EPL Limited

Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19 May 2023	-	-	-	Yes	-	-	2	-
2	Audit Committee	02 Aug 2023	74	-	-	Yes	-	-	2	-
3	Audit Committee	08 Aug 2023	5	-	-	Yes	-	-	2	-
4	Nomination and remuneration committee	13 Apr 2023	-	-	-	Yes	-	-	1	-
5	Nomination and remuneration committee	19 May 2023	35	-	-	Yes	-	-	2	-
6	Nomination and remuneration committee	02 Aug 2023	74	-	-	Yes	-	-	2	-
7	Nomination and remuneration committee	04 Sep 2023	32	-	-	Yes	-	-	2	-
8	Stakeholders Relationship Committee	08 Aug 2023	-	-	-	Yes	-	-	1	-

EPL Limited

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

Corporate Governance

epl-ltd	
Scrip Code :500135	Quarter Ending : Sep-2023

Annexure 1

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			-
Date of the event	-	Brief details of the event	-

EPL Limited

Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

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

EPL Limited

Annexure II Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
Disclosure of notes on website in terms of Listing Regulations explanatory				
	<ul style="list-style-type: none"> ▶ Annual Affirmation ▶ Affirmation 			

Annexure III III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
8	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
9	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
Any other information to be provided				

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

EPL Limited

Annexure IV
Additional Half Yearly Disclosure

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

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Not Applicable

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

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

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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

(D) Additional information

Affirmations	Compliance Status
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All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name	-
Designation	-
Place	-
Date	-

Signatory Details:

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