

**EPIGRAL LIMITED - CORPORATE GOVERNANCE REPORT - 30-09-2023**

<b>General information about company</b>	
Scrip code	543332
NSE Symbol	EPIGRAL
MSEI Symbol	NOTLISTED
ISIN	INE071N01016
Name of the entity	EPIGRAL LIMITED
Date of start of financial year	01/04/2023
Date of end of financial year	31/03/2024
Reporting Quarter	Half Yearly
Date of Report	30/09/2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure 1**  
**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

NA

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Title (Mr/ Ms)	Name of the Director	DIN	Category	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Maulik Jayantibhai Patel	02006947	Executive Director, Chairperson, MD	No	-	-	-	Active	NA		10/05/2016	01/04/2022			2	0	1	0		
2	Mr	Kaushal Ashishbhai Soparkar	01998162	Executive Director, CEO	No	-	-	-	Active	NA		10/05/2016	01/04/2022			2	0	0	0	Re-designated as Executive Director of the Company w.e.f. 05.08.2023	
3	Mr	Ankit Natwarlal Patel	02180007	Non-Executive - Non Independent Director	No	-	-	-	Active	NA		10/05/2016	05/08/2023			2	0	0	0	Re-designated as Non-Executive Director of the Company w.e.f. 05.08.2023	
4	Mr	Karana Rameshbhai Patel	01727321	Non-Executive - Non Independent Director	No	-	-	-	Active	NA		10/05/2016	05/08/2023			2	0	0	0		
5	Mr	Darshan Anandbhai Patel	02047676	Non-Executive - Non Independent Director	No	-	-	-	Active	NA		10/05/2016	05/08/2023			2	0	0	0		
6	Mr	Manubhai Khodidas Patel	00132045	Non-Executive - Independent Director	No	-	-	-	Active	Yes	27/06/2022	18/07/2017	27/06/2022		76	2	2	4	4		
7	Mr	Sanjay Asher	00008221	Non-Executive - Independent Director	No	-	-	-	Active	NA		20/05/2021	20/05/2021		27	7	7	10	4		
8	Mr	Kanubhai Shakara Patel	00008395	Non-Executive - Independent Director	No	-	-	-	Active	NA		20/05/2021	20/05/2021		27	2	1	2	0		
9	Mr	Raju Swamy	03032679	Non-Executive - Independent Director	No	-	-	-	Active	Yes	23/09/2021	20/05/2021	20/05/2021		27	1	1	0	0		
10	Mrs	Nirali Bhavin Parikh	05309425	Non-Executive - Independent Director	No	-	-	-	Active	NA		20/07/2015	01/08/2020		103	1	1	2	0		

**Annexure 1**  
**II. Composition of Committees**

<b>Audit Committee Details</b>							
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	00132045	Manubhai Khodidas Patel	Non-Executive - Independent Director	Chairperson	01/11/2017		
2	00008395	Kanubhai Shakara Patel	Non-Executive - Independent Director	Member	20/05/2021		
3	05309425	Nirali Bhavin Parikh	Non-Executive - Independent Director	Member	20/05/2021		

<b>Nomination and Remuneration committee</b>							
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	00132045	Manubhai Khodidas Patel	Non-Executive - Independent Director	Chairperson	09/05/2019		
2	00008221	Sanjay Asher	Non-Executive - Independent Director	Member	20/05/2021		
3	05309425	Nirali Bhavin Parikh	Non-Executive - Independent Director	Member	20/05/2021		

<b>Stakeholders Relationship Committee</b>							
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	00132045	Manubhai Khodidas Patel	Non-Executive - Independent Director	Chairperson	20/05/2021		
2	05309425	Nirali Bhavin Parikh	Non-Executive - Independent Director	Member	20/05/2021		
3	02006947	Maulik Jayantibhai Patel	Executive Director	Member	24/01/2022		

<b>Risk Management Committee</b>							
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	00132045	Manubhai Khodidas Patel	Non-Executive - Independent Director	Chairperson	25/04/2022		
2	02006947	Maulik Jayantibhai Patel	Executive Director	Member	25/04/2022		
3	00008221	Sanjay Asher	Non-Executive - Independent Director	Member	25/04/2022		

<b>Corporate Social Responsibility Committee</b>							
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	00132045	Manubhai Khodidas Patel	Non-Executive - Independent Director	Chairperson	18/05/2017		
2	02006947	Maulik Jayantibhai Patel	Executive Director	Member	01/02/2017		
3	01998162	Kaushal Ashishbhai Soparkar	Executive Director	Member	01/02/2017		
4	02180007	Ankit Natwarlal Patel	Non-Executive - Non Independent Director	Member	18/05/2017		

<b>Annexure 1</b>								
<b>III. Meeting of Board of Directors</b>								
Disclosure of notes on meeting of board of directors explanatory							<b>Textual Information(1)</b>	
<b>Sr</b>	<b>Date(s) of meeting (if any) in the previous quarter</b>	<b>Date(s) of meeting (if any) in the current quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Notes for not providing Date</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present* (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting*</b>
1	25/04/2023				Yes	10	10	5
2	13/06/2023		48		Yes	10	10	5
3		05/08/2023	52		Yes	10	10	5

<b>Text Block</b>	
<b>Textual Information(1)</b>	The Company inadvertently missed to mention the date of Meeting of the Board of Directors held on 13-06-2023 while submitting Corporate Governance Report for Quarter ended 30.06.2023.

<b>Annexure 1</b>										
<b>IV. Meeting of Committees</b>										
Disclosure of notes on meeting of committees explanatory										
<b>Sr</b>	<b>Name of Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Name of other committee</b>	<b>Reason for not providing date</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the Committee as on date of the meeting</b>	<b>Number of Directors Present (All Directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
1	Audit Committee	25/04/2023				Yes	3	3	3	0
2	Audit Committee	05/08/2023	101			Yes	3	3	3	0
3	Nomination and remuneration committee	25/04/2023				Yes	3	3	3	0
4	Nomination and remuneration committee	05/08/2023	101			Yes	3	3	3	0
5	Stakeholders Relationship Committee	25/04/2023				Yes	3	3	2	0
6	Risk Management Committee	25/04/2023				Yes	3	3	2	0
7	Corporate Social Responsibility Committee	25/04/2023				Yes	4	4	1	0

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is “No” details of non-compliance may be given here.</b>
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	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees 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 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 in 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

<b>Details of Cyber security incidence</b>	
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

<b>Annexure 1</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status</b>
1	Name of signatory	KAMLESH MEHTA
2	Designation	Company Secretary and Compliance Officer

**Annexure III****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
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	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Annexure III**

1	Name of signatory	KAMLESH MEHTA
2	Designation	Company Secretary and Compliance Officer

**Additional Half yearly Disclosure**

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	During the period under review, the Company has not entered into any transactions as mentioned.

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(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</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			

II. Affirmations		
Affirmations	Compliance Status	Company Remarks
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	KAMLESH MEHTA
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	11/10/2023