

## EPIGRAL LIMITED - CORPORATE GOVERNANCE REPORT - 31-03-2024

General information about company	
Scrip code	543332
NSE Symbol	EPIGRAL
MSEI Symbol	NA
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	Yearly
Date of Report	31/03/2024
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 of directors	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 (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 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		
3	Mr	Ankit Natwarlal Patel	02180007	Non-Executive Non Independent Director	No				Active	NA		10/05/2016	05/08/2023	-		2	0	1	0		
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	-	82	2	2	4	4		
7	Mr	Sanjay Asher	00008221	Non-Executive Independent Director	No				Active	NA		20/05/2021	20/05/2021	-	33	7	7	10	4		
8	Mr	Kanubhai Shakarabhai Patel	00008395	Non-Executive Independent Director	No				Active	NA		20/05/2021	20/05/2021	-	33	2	1	3	0		
9	Mr	Raju Swamy	03032679	Non-Executive Independent Director	No				Active	Yes	23/09/2021	20/05/2021	20/05/2021	-	33	1	1	0	0		
10	Mrs	Nirali Bhavin Parikh	05309425	Non-Executive Independent Director	No				Active	NA		20/07/2015	01/08/2020	-	109	1	1	2	0		

## Annexure 1

### II. Composition of Committees

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	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		

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	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		

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	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		

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	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		

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	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	Executive Director	Member	18/05/2017		

Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	06/11/2023			-	Yes	10	10	5
2		24/01/2024	78	-	Yes	10	10	5

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	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	06/11/2023		-	-	Yes	3	3	3	0
2	Audit Committee	24/01/2024	78	-	-	Yes	3	2	3	0
3	Stakeholders Relationship Committee	06/11/2023		-	-	Yes	3	3	2	0
4	Risk Management Committee	20/10/2023		-	-	Yes	3	3	2	0

**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	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1**

**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 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

**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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	0

**Annexure 1**

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

## Annexure II

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
12	Financial results	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
13	Shareholding pattern	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		<a href="http://www.epigral.com">www.epigral.com</a>
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
16	New name and the old name of the listed entity	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		-
20	Secretarial Compliance Report	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
23	Disclosures under regulation 30(8)	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		-
25	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="http://www.epigral.com">www.epigral.com</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="http://www.epigral.com">www.epigral.com</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	

<b>II. Annual Affirmations</b>				
<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>
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

### Annexure II

#### III. Affirmations

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

### Annexure II

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



**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
No record				

**Annexure III**

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

## Annexure IV

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Not Applicable

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

(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			
(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			
(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			
(D) Additional Information			
-			

### 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	20/04/2024