

## Corporate Governance Report

1. Name of Listed Entity - **Empyrean Cashews Limited**  
 2. Quarter ending - **31-Mar-2023**

### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chair person /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company
Mrs.	Aparna Morale Bangar	05332039	C & ED	16-Aug-2021			22-Feb-1988		1	0	0	0	
Mr.	Nana Prakash Mhaske	01911731	ED	16-Aug-2021			19-Feb-1978		1	0	0	0	
Mr.	Anant Pandurang Kulkarni	01887356	ED	16-Aug-2021			05-Aug-1981		1	0	0	0	
Mr.	Shailesh Kumar Jain	08531336	ID	06-Aug-2021	11-Oct-2021	19	10-Jul-1988	11-Oct-2021	1	1	1	1	AC,SC,NRC
Mr.	Neeraj Kulbhushan Taandon	08747380	ID	06-Aug-2021	11-Oct-2021	19	12-Nov-1971	11-Oct-2021	1	1	1	0	AC,SC,NRC
Mr.	Sunil Kumar Agarwal	08676321	ID	01-Oct-2021	11-Oct-2021	19	04-Feb-1974	11-Oct-2021	1	1	1	0	AC,SC,NRC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Shailesh Kumar Jain	ID	Chairperson	27-Oct-2021	
2	Neeraj Kulbhushan Taandon	ID	Member	27-Oct-2021	
3	Sunil Kumar Agarwal	ID	Member	27-Oct-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Shailesh Kumar Jain	ID	Chairperson	27-Oct-2021	
2	Neeraj Kulbhushan Taandon	ID	Member	27-Oct-2021	
3	Sunil Kumar Agarwal	ID	Member	27-Oct-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
----------------	----------------------------------	-----------------	---------------------------	----------------------------	--------------------------

Company Remarks	
Whether Regular chairperson appointed	No

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shailesh Kumar Jain	ID	Chairperson	27-Oct-2021	
2	Neeraj Kulbhushan Taandon	ID	Member	27-Oct-2021	
3	Sunil Kumar Agarwal	ID	Member	27-Oct-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
12-Nov-2022	Yes	6	6	3
20-Jan-2023	Yes	6	6	3
02-Feb-2023	Yes	6	6	3
09-Mar-2023	Yes	6	6	3
18-Mar-2023	Yes	6	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	68

**iv. Meeting of Committees**

Name of	Date(s) of	Whether	Total	Number of	Number of	Number of
---------	------------	---------	-------	-----------	-----------	-----------

<b>the Committee</b>	<b>meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>requirement of Quorum met (Yes/No)</b>	<b>Number of Directors in the Committee as on date of the meeting</b>	<b>Directors present (All directors including Independent Director)</b>	<b>Independent directors attending the meeting</b>	<b>Members attending the Meeting (Other than Board of Directors)</b>
Audit Committee	12-Nov-2022	Yes	3	3	3	0
Audit Committee	02-Feb-2023	Yes	3	3	3	0
Audit Committee	09-Mar-2023	Yes	3	3	3	0
Audit Committee	18-Mar-2023	Yes	3	3	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

### 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 1000 listed entities) - **Not applicable**
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:

**Name** : **Aparna Morale Bangar**  
**Designation** : **Managing Director**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.krishival.com
Terms and conditions of appointment of independent	Yes		www.krishival.com
Composition of various committees of board of directors	Yes		www.krishival.com
Code of conduct of board of directors and senior	Yes		www.krishival.com
Details of establishment of vigil mechanism/ Whistle	Yes		www.krishival.com
Criteria of making payments to non-executive directors	Yes		www.krishival.com
Policy on dealing with related party transactions	Yes		www.krishival.com
Policy for determining 'material' subsidiaries	Yes		www.krishival.com
Details of familiarization programs imparted to independent	Yes		www.krishival.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and	Yes		www.krishival.com
Contact information of the designated officials of the listed	Yes		www.krishival.com
Financial results	Yes		www.krishival.com
Shareholding pattern	Yes		www.krishival.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to	Not Applicable		
New name and the old name of the listed entity	Yes		www.krishival.com
Advertisements as per regulation 47 (1)	Yes		www.krishival.com
Credit rating or revision in credit rating obtained by the	Not		
Separate audited financial statements of each subsidiary	Yes		www.krishival.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.krishival.com
Materiality Policy as per Regulation 30	Yes		www.krishival.com
Dividend Distribution policy as per Regulation 43A (as	Not		
It is certified that these contents on the website of the	Yes		www.krishival.com
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/N)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	21(3A)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6), (	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Not Applicable	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Not Applicable	

<b>Other Information</b>	
--------------------------	--

**Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**



**Name** : **Aparna Morale Bangar**  
**Designation** : **Managing Director**