



May 22, 2023

The Manager
BSE Limited
Corporate Relationship Department
P. J. Towers, Dalal Street,
Mumbai – 400 001.

The Manager
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400 051.

BSE Scrip Code No. 524280

NSE Symbol : KOPRAN

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by M/s. P.P Singh & Co., Practising Company Secretary.

You are requested to kindly take the same on record.

Regards
For Kopran Limited

Sunil Sodhani
Company Secretary & Compliance Officer
Membership No. FCS 3897



P. P SINGH & CO.
PRACTICING COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF KOPRAN LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To,

The Board of Directors,

Kopran Limited

CIN: L24230MH1958PLC011078

Parijat House, 1076,

Dr. E. Moses Road,

Worli, Mumbai – 400 018

We, P. P. Singh & Co., Practicing Company Secretaries have examined:

- a. all the documents and records made available to us and explanation provided by Kopran Limited (hereinafter referred to as the “**Listed Entity**”),
- b. the filings/ submissions made by the Listed Entity to the stock exchanges,
- c. website of the Listed Entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the company during the Review Period as no capital raising activity has been undertaken by the Listed Entity);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the company during the Review Period as the Listed Entity has not undertaken buy-back of its securities);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(During the Review Period Employee Stock Option Plan 2023 was approved by the Board of Directors in the Board meeting held on February 10, 2023 subject to the approval of shareholders);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the company during the Review Period as the Listed Entity has not issued any debentures);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the company during the Review Period as the Listed Entity has not issued any Non-Convertible Securities);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|--------|---|-------------------------------|-------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of | Yes | -- |

| Sr No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|--------|---|-------------------------------|-------------------------------|
| | Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | | |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ol style="list-style-type: none"> 1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 2. All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. | Yes | -- |
| 3. | <p>Maintenance and disclosures on Website:</p> <ol style="list-style-type: none"> 1. The Listed entity is maintaining a functional website 2. Timely dissemination of the documents/ information under a separate section on the website 3. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | -- |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is / are disqualified under Section 164 of</p> | Yes | -- |

| Sr No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|--------|--|-------------------------------|---|
| | Companies Act, 2013 as confirmed by the listed entity. | | |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes | -- |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | -- |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | -- |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently | Yes | The listed Company has obtained Omnibus Approval for Related party Transactions |

| Sr No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|--------|--|-------------------------------|-------------------------------|
| | approved/ratified/rejected by the Audit Committee. | | |
| 9. | <p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | --- |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | --- |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p> | NA | --- |
| 12. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p> | NA | --- |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No | Particulars | Compliance Status | Observations |
|--------|---|-------------------|--------------|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <ul style="list-style-type: none"> <li data-bbox="378 646 1032 842">i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or <li data-bbox="378 863 1032 1104">ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or <li data-bbox="378 1125 1032 1419">iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | --- |
| 2. | Other conditions relating to resignation of statutory auditor | | |

| Sr. No | Particulars | Compliance Status | Observations |
|-----------|---|-------------------|--------------|
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> | NA | --- |

| Sr. No | Particulars | Compliance Status | Observations |
|--------|--|-------------------|--------------|
| | <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | NA | --- |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019. | | |

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |

Place: Mumbai
Signature:

For P.P Singh & Company

Date: May 19, 2023
PR No.: 2474/2022

PUSHPENDRA PRATAP SINGH
Pratap Singh

Digitally signed by PUSHPENDRA PRATAP SINGH
DN: cn=PUSHPENDRA PRATAP SINGH,
serialNumber=64AC27D9ED8CF98A7948B87D
6483CE1D776D7ECC4A775646A0D8FA, o=Pratap
Pratap, postalCode=207981, c=IN
Date: 2023.05.19 16:06:11 +05'30'

PUSHPENDRA PRATAP SINGH
Practicing Company Secretary
ACS No. F11584
CP No. 15570
UDIN: F011584E000336898