

**KOPRAN LIMITED**

CIN: L24230MH1958PLC011078

Registered Office: Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018

Website: www.kopran.com, Email: investors@kopran.com,

Tel. No. 022- 43661111, Fax No. 022-24950363

NOTICE OF 65th ANNUAL GENERAL MEETING OF KOPRAN LIMITED

Notice is hereby given that the 65th Annual General Meeting of the members of Kopran Limited will be held on Wednesday, September 11, 2024 at 11.30 a.m. (IST) at the registered office of the Company at Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400018 to transact the following business:

Ordinary Business**Item no. 1: Adoption of the Annual Audited Financial Statement & Reports thereon**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Item no. 2: Adoption of the Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Auditors thereon.

Item No.3: To Declare Dividend on Equity Shares for the Financial Year ended March 31, 2024

The Board of Directors has recommended a dividend of Rs.3 (30%) per equity share of Rs.10 for the Financial year ended March 31, 2024.

Item no. 4: Appointment of a Director in place of one retiring by rotation

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act 2013, alongwith Regulation 17(1A) of SEBI (LODR), the approval of the shareholders of the company, be and is hereby accorded to the reappointment of Mr. Susheel G. Somani (DIN: 00601727), who having attained the age of eighty years, offers himself for re-appointment as non-executive and non Independent Director of the Company liable to retire by rotation.”

Special Business**Item no. 5: Re- Appointment of Mrs. Mamta Biyani (DIN: 01850136) as an Independent Director**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, recommendations of the Nomination and Remuneration Committee, and approval of the Board, Mrs. Mamta Biyani (DIN: 01850136) who holds office as an independent director up to July 19, 2024 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from July 20, 2024 up to July 19, 2029.

Item no. 6: Re- Appointment of Mr. Narayan Atal (DIN 00237626) as an Independent Director

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, recommendations of the Nomination and Remuneration Committee, and approval of the Board, Mr. Narayan Atal (DIN: 00237626) who holds office as an independent director up to July 19, 2024 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from July 20, 2024 up to July 19, 2029.

By order of the Board of Directors
For **Kopran Limited**

Sunil Sodhani

Place: Mumbai

Company Secretary & Compliance Officer

Date: May 16, 2024

FCS No:3897

Notice (Contd..)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement along with Annexure sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice dated May 16, 2024

Item No. 4: Pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act 2013 and the Company's Articles of Association not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation. Accordingly Mr. Susheel G.Somani is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

The Company has received from Mr. Susheel Somani intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Susheel Somani proposed to be re-appointed, as a Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder. The Board is of the view considering his good health and vast experience in industry will assist the Company to achieve its objective. The Nomination & Remuneration Committee on its meeting held on May 16, 2024 recommended the Board for re-appointment of Mr. Susheel G. Somani.

The Profile and specific areas of expertise of Mr. Susheel Somani are provided as Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives is interested or concerned, in the Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5 : Mrs. Mamta Biyani (DIN: 01850136) first term as Independent Director will expire on July 19, 2024, based on the recommendation of the Nomination and Remuneration Committee (NRC), considering the skills, experience & knowledge she possess, the Board at its meeting held on May 16, 2024 recommends for the approval of the members, the re-appointment of Mrs. Mamta Biyani (DIN: 01850136) for a second term of five consecutive years with effect from July 20, 2024 up to July 19, 2029 in terms of section 149 read with Schedule IV to the Act .

Mrs. Mamta Biyani (DIN: 01850136) have given her consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of

the Act, stating that she meet the criteria of independence as provided in section 149(6) and is not disqualified from being re-appointed as a director in terms of section 164 of the Act.

The Board is of the opinion that Mrs. Mamta Biyani (DIN: 01850136) possess requisite skills, experience and knowledge relevant to the Company's business and it would be of benefit to the Company to continue to have their association with the Company as Independent Director of the Company. According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfills the conditions specified in the Act and the rules made thereunder and is independent of the Management.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution except Mrs. Mamta Biyani (DIN: 01850136).

The Board recommends the Special resolution set out in Item No. 5 for approval by shareholders.

Item No. 6 : Mr. Narayan Atal (DIN: 00237626) first term as Independent Director will expire on July 19, 2024, based on the recommendation of the Nomination and Remuneration Committee (NRC), considering the skills, experience & knowledge he possess, the Board at its meeting held on May 16, 2024 recommends for the approval of the members, the re-appointment of Mr. Narayan Atal (DIN: 00237626) for a second term of five consecutive years with effect from July 20, 2024 up to July 19, 2029 in terms of section 149 read with Schedule IV to the Act .

Mr. Narayan Atal (DIN: 00237626) have given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meet the criteria of independence as provided in section 149(6) and is not disqualified from being re-appointed as a director in terms of section 164 of the Act.

The Board is of the opinion that Mr. Narayan Atal (DIN: 00237626) possess requisite skills, experience and knowledge relevant to the Company's business and it would be of benefit to the Company to continue to have their association with the Company as Independent Director of the Company. According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfills the conditions specified in the Act and the rules made thereunder and is independent of the Management.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution except Mr. Narayan Atal (DIN: 00237626).

The Board recommends the Special resolution set out in Item No. 6 for approval by shareholders.

Notice (Contd..)

ANNEXURE A TO NOTICE

Details of Director proposed to be re-appointed at the Annual General Meeting scheduled to be held on September 11, 2024 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.]

a) Mr. Susheel Somani

| | |
|--|---|
| Name of the Director | Mr. Susheel Somani |
| Director Identification Number | 00601727 |
| Designation, Category of Directorship | Non Independent(Promoter),Non Executive |
| Date of Birth(Age) | 01.11.1941 (83 years) |
| Date of Appointment | 20th July, 2019 |
| Nature of Expertise in specific functional areas | Finance and Human Resource |
| Qualifications | M.sc in Organic Chemistry from Institute of Science, Bombay University in 1965 and six months residential course called "Management Education Programme" at Indian Institute of Management, Ahmedabad in 1979-80. |
| Remuneration and Terms & conditions of reappointment | Sitting fees for as approved by Board from time to time, Liable to retire by rotation |
| No of shares held | 8,71,900 Equity Shares |
| a) On own | |
| b) For other persons on a beneficial basis | |
| Relationship between directors inter-se | None |
| Directorship in Listed entities | 1. Oricon Enterprises Limited 2. Debonair Publications Limited 3. G Claridge And Company Limited 4. Claridge Moulded Fibre Limited 5. United Maleable Company Limited |
| Committee membership in other companies | None |

b) Mrs. Mamta Biyani

| | |
|--|---|
| Name of the Director | Mrs. Mamta Biyani |
| Director Identification Number | 01850136 |
| Date of Birth | 28.03.1967 |
| Age | 58 |
| Date of Initial Appointment | 14/11/2017 |
| Qualifications | Graduate (B.A) |
| Terms and conditions of appointment & Category | Non-Executive Director (Independent). She is entitled only to receive sitting fees for Board and Committee Meetings. |
| Brief Profile of the Directors | Mrs. Mamta Biyani has completed her degree in Bachelor of Arts and has experience of more than a decade in the field of Marketing, Business and Strategic Management |
| Expertise in specific functional areas | |
| Shareholding in the Company | NIL |
| Relationship with other Directors & KMP's | Not related |
| Directorship in Other Companies | 1. Damodar Industries Limited 2. Oricon Enterprises Limited 3. Black Label Fashions Private Limited 4. Kopran Limited |
| Committee membership in other companies | <ul style="list-style-type: none"> • Kopran Limited 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Chairman) 3. Risk Management Committee (Member) <ul style="list-style-type: none"> • Oricon Enterprises Limited 1. Audit Committee (Member) |

Notice (Contd..)

c) Mr. Narayan Atal

| | |
|--|--|
| Name of the Director | Mr. Narayan Atal |
| Director Identification Number | 00237626 |
| Date of Birth | 21.02.1956 |
| Age | 68 years |
| Date of Appointment | 08.05.2019 |
| Qualifications | B.Com (Hons) – Sydenham College (Bombay University) LL.B. (Gen) – Bombay University FCA – Institute of Chartered Accountants of India. (7th Rank and Gold Medal in Auditing) CWA – Institute of Cost & Works Accountants of India. |
| Terms and conditions of appointment & Category | Non-Executive Director (Independent). He is entitled only to receive sitting fees for Board and Committee Meetings. |
| Brief Profile of the Directors | Mr. Narayan Atal has 38 years of experience as a Chartered Accountant in Practice. He holds position as Director in Elpro International Limited, Ajcon Global Services Ltd, Gama Leafin Private Limited, Ajcon Finance Limited, Madhu Corporate Park Limited, Jagjeevan Properties Private Limited, Dinbandhu Estates Private Limited and Elpro Estates Limited. |
| Expertise in specific functional areas | Finance |
| Shareholding in the Company | NIL |
| Relationship with other Directors & KMP's | Not related |
| Directorship in other Companies | 1. Elpro International Limited 2. Ajcon Global Services Ltd 3. Gama Leafin Private Limited 4. Madhu Corporate Park Limited 5. Jagjeevan Properties Private Limited 6. Dinbandhu Estates Private Limited |
| Committee membership in other companies | Elpro International Limited Audit Committee – Chairman Nomination & Remuneration Committee – Member Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member Ajcon Global Services Ltd. Audit Committee – Chairman & Member Nomination & Remuneration Committee – Chairman & Member Stakeholders Relationship Committee – Chairman & Member |

Notes to the Notice:

- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
- Members holding physical shares desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form [no.SH-13](#) available on company's website and submit the same to Registrar and Transfer Agent of the Company. Nomination for Demat Account holders can only be done through their Depository Participant (DP).

Notice (Contd..)

3. The Company's Register of Members and Share Transfer Books shall be closed from Tuesday, September 03, 2024 to Thursday, September 05, 2024 (both days inclusive)
4. The Notice of the AGM along with Annual Reports 2023-24 is being sent by electronic mode to those members whose E-mail addresses are registered with the Depositories/Company.
5. To support the 'green initiative', the members who have not registered their E-mail addresses are requested to register the same with their depositories
6. Mrs. Smita Prabhu, Practicing Company Secretary (Membership No. 8337, COP No. 10859) has been appointed as the Scrutinizer to scrutinize the e-voting process.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kopran.com and on the website of NSDL within 48 hours of the passing of the resolutions at the 65th AGM of the Company on Wednesday, September 11, 2024 and communicated to the BSE & NSE, where the shares of the Company are listed.
8. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://kopran.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 08, 2024 at 09:00 A.M. and ends on Tuesday, September 10, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 02, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 02, 2024.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system


A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.


Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



App Store



Google Play




Notice (Contd..)

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Notice (Contd..)

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.smitaprabhu@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL Official at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@kopran.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@kopran.com . If you are an Individual shareholders holding

securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Notice (Contd..)

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@kopran.com . The same will be replied by the company suitably.
6. **Members can mail their questions on Annual Report 2023-24 from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@kopran.com 48 hours in advance of the meeting time. The same will be addressed at the AGM.**