

**KOPRAN LIMITED**

CIN: L2430 MH1958PLC 011078

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 60<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of the members of Kopran Limited will be held on Saturday, 20<sup>th</sup> July, 2019 at 11.00 a.m. at Shri S.K. Somani Memorial Hall, 79, Marine Drive, Mumbai-400 020, to transact the following business:

**Ordinary Business**

**Item no. 1:** To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Statutory Auditors thereon.
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Statutory Auditors thereon.

**Item no. 2:** To appoint a Director in place of Mr. Adarsh Somani (DIN: 00192609), a Non Executive/Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business**

**Item no. 3:** Appointment of Mr. Susheel Somani (DIN: 00601727) as Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof), if any, and the Rules made thereunder and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Susheel Somani (DIN: 00601727) who has given his consent for appointment as Director, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing him as Director of the Company, who is liable to retire by rotation at the Annual General Meeting.”

**Item no. 4:** Appointment of Mrs. Mamta Biyani (DIN: 01850136) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) Mrs. Mamta Biyani (DIN: 01850136), who has given her consent for appointment as an Independent Director of the Company and has also submitted a declaration that she meets the criteria of independence under section 149(6) of the Act and the SEBI Listing Regulations, and who is eligible for appointment and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members be and is hereby appointed as Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting.”

**Item No 5:** Appointment of Mr. Narayan Atal (DIN: 00237626) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) Mr. Narayan Atal (DIN: 00237626), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and the SEBI Listing

Regulations, and who is eligible for appointment and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors for consideration by the Members be and is hereby appointed as Independent Director of the Company, to hold office for a term of five consecutive years with effect from the conclusion of this Annual General Meeting.”

**Item No 6:** Approval of Remuneration payable to Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman for the remainder period of his tenure till 31<sup>st</sup> December, 2019

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

“**RESOLVED THAT** consent of members of the Company be hereby accorded for payment of remuneration in excess of the limits prescribed pursuant to the Regulation 17(6)(e)(i) of SEBI (LODR) Regulations, 2015 as amended, to Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman as per the terms of his appointment already approved by members for his existing term ending on 31<sup>st</sup> December, 2019.

**Item No 7:** Re-appointment of Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment of Mr. Surendra Somani (DIN:- 00600860) as Whole-time Director not liable to retire by rotation designated as Executive Vice Chairman of the Company for a period of three years with effect from 1<sup>st</sup> January, 2020 (the date of appointment) upon the principal terms and conditions set out in the Explanatory Statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary without further reference to the members the terms and conditions of the said appointment including the said remuneration in such manner as may be agreed between the Board of Directors and Mr. Surendra Somani.”

#### **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. 3, 4, 5, 6 & 7 of the accompanying Notice dated 8<sup>th</sup> May, 2019.

**Item No. 3:** Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with applicable Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company, the Board of Directors has received a notice from a member proposing the candidature of Mr. Susheel Somani as a Director to be appointed under the provisions of Section 149, 152 and 160 of the Companies Act, 2013. The Company has received from Mr. Susheel Somani consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and 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.

The Resolution seeks the approval of members for the appointment of Mr. Susheel Somani as a Director of the Company who is liable to retire by rotation at the Annual General Meeting. In the opinion of the Board of Directors, Mr. Susheel Somani proposed to be 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 performance evaluation of Mr. Susheel Somani as Chairman of the Company and Director in his earlier stint was conducted under the Board Evaluation process in the month of March 2019 on the basis of structured questionnaire which was prepared after taking into consideration, inputs received from the Directors covering various aspects of the Boards functioning, obligations and governance and the performance of Mr. Susheel Somani was considered satisfactory.

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. 3 for the approval of the Members.

**Item No. 4:** Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (‘Board’), appointed Mrs. Mamta Biyani (DIN: 01850136) as an Additional Director (Independent) of the Company with effect from 8<sup>th</sup> May, 2019 not liable to retire by rotation. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mrs. Mamta Biyani will hold office up to the date of the ensuing Annual General Meeting (‘AGM’) and is eligible to be appointed as an Independent Director of the Company.

The Company has received from Mrs. Mamta Biyani (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) declaration that she meets the criteria of independence as prescribed under section 149(6) of the Act. Mrs. Mamta Biyani is not debarred from holding the office of Director pursuant to any SEBI orders.

The profile and specific areas of expertise of Mrs. Mamta Biyani are provided as Annexure to this Notice.

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

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

**Item No. 5:** Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Narayan Atal (DIN: 00237626) as an Additional Director (Independent) of the Company with effect from 8th May, 2019 not liable to retire by rotation. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Narayan Atal will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as an Independent Director of the Company.

The Company has received from Mr. Narayan Atal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) declaration that he meets the criteria of independence as prescribed under section 149(6) of the Act. Mr. Narayan Atal is not debarred from holding the office of Director pursuant to any SEBI orders.

The profile and specific areas of expertise of Mr. Narayan Atal are provided as Annexure to this Notice.

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

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

**Item No. 6:** The members of the Company at the Annual General Meeting held on 2<sup>nd</sup> September, 2017 had approved the appointment of Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman of the Company for a period of three years commencing from 1<sup>st</sup> January, 2017 and ending on 31<sup>st</sup> December, 2019 at a remuneration payable to by way of salary in excess of 5% of net profit of the Company. As per the amended SEBI (LODR) Regulations, 2015 maximum salary payable to Executive Director of the promoter group should not exceed 2.5% of the net profit and any payment in excess of 2.5% of net profit has to be approved by the members by special resolution. The estimated salary payment of Mr. Surendra Somani for nine months ending December 2019 till the expiry of his current term in office would be 1.14 cr needs to be approved by members.

The Board is of the view that the significant professional expertise and rich experience across wide spectrum of functional areas such as marketing, business strategy and finance and the remuneration as per pharmaceutical industry standards is less than commensurate to what is paid to Mr. Surendra Somani.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives, except Mr. Surendra Somani and Mr. Varun Somani, son of Mr. Surendra Somani is concerned or interested, financially or otherwise, in the resolution as set out at Item no. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

**Item No. 7:** Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company has, at its meeting held on 8<sup>th</sup> May, 2019 re-appointed Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman of the Company with effect from 1<sup>st</sup> January, 2020 for an additional term of three years. The Board unanimously approved re-appointment and payment of remuneration in excess of limits prescribed, subject to approval by member's in ensuing General Meeting as per the provisions of Section 196, 197 and Part II Section II of Schedule V and other applicable provision under the Companies Act, 2013 and Regulation 17(6)(e)(i) and other relevant provisions of SEBI (LODR) Regulations, 2015 as amended.

The required Disclosure under Schedule V of the Companies Act, 2013 and Reg 36(3) of SEBI (LODR) Regulations, 2015:

Term of Appointment:

Three years from 1<sup>st</sup> January, 2020 to 31<sup>st</sup> December, 2022 as Executive Vice Chairman.

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**A) General Information :**

1. Nature of the Industry & commercial operation: The Company is engaged in the business of manufacture and sale of Bulk Drugs and Formulation.
2. Financial Performance based on given indicators.

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2018	Year Ended 31.03.2019
Sales	19077	16156	<b>19664</b>
PBDIT	1335	696	<b>1735</b>
Net Profit	848	481	<b>1297</b>

3. Foreign investments and collaborations: Foreign Investment in wholly owned subsidiary Kopran (H.K.) Ltd., Hongkong Rs.100.06 lacs.

**B) Information About Appointee:**

Name of the Director	Mr. Surendra Somani
Director Identification Number	00600860
Date of Joining the Board	11 <sup>th</sup> June 1977
Profile of the Director & Nature of Expertise	Mr. Surendra Somani aged 64 years, is a Commerce Graduate from Mumbai University. He is an Industrialist and Executive Vice Chairman of Kopran Ltd. – a well-diversified Pharmaceutical Company engaged in the manufacture of Finished Dosage Forms and Active Pharmaceutical Ingredients. He has a vast experience and knowledge of the Pharmaceutical Industry and looks after the overall management of the Company since 1981. 1988 – Started a Medical Electronics Division under the name of Kopran Laboratories Ltd. specializing in distribution of Electronic Diagnostic Equipment's.
Number of shares	503075 Equity Shares.
Past Remuneration	1.52 Crores Per Annum
Remuneration Proposed	Basic Salary: Rs.8,25,000 per month House Rent Allowance: Rs.4,12,500 per month Perquisites 1. Furniture for Residence and electricity charges will be provided by the Company. 2. Reimbursement of medical expenses incurred. 3. Reimbursement of membership fee for one club in India including admission and life membership fees. 4. Gratuity as per Gratuity Act. 5. Leave with full pay or encashment thereof as per the Rules of the Company. 6. Free use of car with driver, free telephone and computer facilities at residence for the Company's business. 7. Within the overall pay structure as mentioned above, the Executive Vice Chairman may be given any other allowances, benefits and perquisites as per the Nomination and Remuneration Committee, may decide from time to time. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.
Job Profile & Brief terms of appointment.	Substantial power of management, including but not limited to administration, finance, marketing and sales, purchase, production, quality control under the overall superintendence and direction of the Board. Appointment is for a period of three years with effect from 1 <sup>st</sup> January, 2020. His tenure as Executive Vice Chairman will expire on 31 <sup>st</sup> December, 2022.

Notice period and Severance fees	Notice not less than 90 days in writing by either party. Severance Fees is max not to accede remuneration of Notice Period.
Relationships between Directors \ inter-se	Father of Mr. Varun Somani, Non-Executive Director
Directorships held in other Public Companies	1. Kopran Lifesciences Ltd
Memberships/ Chairmanships of Committees in other Public Companies	None
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There is no change in salary structure compared to the previous term in office as Executive Vice Chairman. The salary is commensurate to the Pharma industry standards.

**C) Other Information.**

Reason of loss or inadequate profits	Company has considerably improved its performance on consolidated basis in the financial year 2018-19.
Steps taken or proposed to be taken for improvements	Detailed note is available in the Directors Report and Report on Management Discussion and Analysis.
Expected increase in productivity and profits in measurable terms	The management is having a positive view on Company's performance on the steps taken to explore sales at different geographical locations is yielding results and the Company is in capacity expansion mode.

**Annexure (TO THE EXPLANATORY STATEMENT)**

Details of Directors proposed to be appointed/re-appointed seeking appointment at the Annual General Meeting scheduled to be held on 20<sup>th</sup> July, 2019 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.

Name of the Director	Mr. Adarsh Somani	Mr. Susheel Somani	Mrs. Mamta Biyani	Mr. Narayan Atal
Director Identification Number	00192609	00601727	01850136	00237626
Date of Birth	20.04.1974	01.11.1941	28.03.1967	21.02.1956
Age	45 years	77 years	52 years	63 years
Date of Appointment	29.05.2018	Proposed Appointment as Director from the conclusion of the Annual General Meeting of the Company	8.05.2019	8.05.2019
Qualifications	Bachelor of Commerce from Mumbai University	M.sc in Organic Chemistry from Institute of Science, Bombay University	Graduate (B.A)	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 (Promoter). He is entitled only to receive sitting fees for Board and Committee Meetings.	Non-Executive Director (Promoter). He is entitled only to receive sitting fees for Board and Committee Meetings.	Non-Executive Director (Independent). She is entitled only to receive sitting fees for Board and Committee Meetings.	Non-Executive Director (Independent). He is entitled only to receive sitting fees for Board and Committee Meetings.
Brief Profile of the Directors	Mr. Adarsh Somani has over 20 years of indispensable experience in the FMCG, Marketing and Real estate sectors. One of the pioneers in developing awareness of qualitative health products in India.	Mr. Susheel Somani has passed 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. He also holds position as Director in Oricon Enterprises Limited, G Claridge And Company Limited, Debonair Publications Limited, Claridge Moulded Fibre Limited, United Maleable Company Limited and Shinrai Auto Services Limited.	Mrs. Mamta Biyani has completed her degree in Bachelor of Arts and has 12 years of experience in the field of Marketing. She holds position as Director in Oricon Enterprises Limited, Black Label Fashions Private Limited and Kopran Research Laboratories Limited (Subsidiary of the Company).	Mr. Narayan Atal has 33 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	Marketing of FMCG Products, Real Estate and Finance.	Finance and Human Resource	Business and Marketing	Finance
Shareholding in the Company	1,81,250 Equity Shares	8,71,900 Equity Shares	NIL	NIL



Relationship with other Directors & KMP's	Not related	Not related	Not related	Not related
Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Hotel Empire Ltd</li> <li>2. Kopran Lifestyle Ltd</li> <li>3. Reay Road Iron and Metal Warehousing Pvt. Ltd</li> <li>4. Sarvamangal Merchantile Co. Ltd.</li> <li>5. Kopran Laboratories Limited</li> <li>6. Kopran Lifesciences Limited</li> <li>7. Oricon Enterprises Ltd.</li> <li>8. Debonair Publications Limited</li> <li>9. Skyland Securities Pvt. Ltd.</li> <li>10. Apurva Caplease and Finance Pvt. Ltd.</li> <li>11. Sorabh Trading Pvt. Ltd.</li> <li>12. Bigflex Lifescience Pvt. Ltd.</li> <li>13. Exerfit Wellness Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Debonair Publications Limited</li> <li>2. G Claridge And Company Limited</li> <li>3. Claridge Moulded Fibre Limited</li> <li>4. United Maleable Company Limited</li> <li>5. Hotel Empire Limited</li> <li>6. Kopran Lifesciences Limited</li> <li>7. CMFL Packaging Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Oricon Enterprises Limited</li> <li>2. Black Label Fashions Private Limited</li> <li>3. Kopran Research Laboratories Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Elpro International Limited</li> <li>2. Ajcon Global Services Ltd</li> <li>3. Gama Leafin Private Limited</li> <li>4. Ajcon Finance Limited</li> <li>5. Madhu Corporate Park Limited</li> <li>6. Jagjeevan Properties Private Limited</li> <li>7. Dinbandhu Estates Private Limited</li> <li>8. Elpro Estates Limited</li> </ol>
Committee membership in other companies	<p>Oricon Enterprises Ltd.</p> <p>Corporate Social Responsibility Committee – Chairman</p> <p>Sarvamangal Merchantile Co. Ltd.</p> <p>Audit Committee – Member Nomination &amp; Remuneration Committee - Member</p>	NIL	<p>Kopran Research laboratories Limited</p> <p>Audit Committee – Member Nomination &amp; Remuneration Committee - Member</p>	<p>Elpro International Limited</p> <p>Audit Committee – Chairman Nomination &amp; Remuneration Committee – Member Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member</p> <p>Ajcon Global Services Ltd.</p> <p>Audit Committee – Chairman &amp; Member Nomination &amp; Remuneration Committee – Chairman &amp; Member Stakeholders Relationship Committee – Chairman &amp; Member</p>

Place: Mumbai  
Date :8<sup>th</sup> May, 2019

For Kopran Limited

Sunil Sodhani  
Company Secretary & Compliance Officer

**Notes:**

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received not less than 48 hours before the meeting at the Registered Office at Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy provided such person shall not act as a proxy for any other person or shareholder.
4. Members / Proxies should bring duly filled in and signed Attendance Slip for attending the meeting.
5. The Company's Register of Members and Share Transfer Books shall be closed from 10<sup>th</sup> July, 2019 to 12<sup>th</sup> July, 2019 (both days inclusive).
6. The Notice of the AGM along with Annual Reports for financial year 2018-19 is being sent by electronic mode to those members whose E-mail addresses are registered with the Depositories/RTA. Members desirous of physical copy of the same can send their request to the registered office of the Company or to the E-mail ID : investors@kopran.com
7. To support the 'green initiative', the members who have not registered their E-mail addresses are requested to register the same with their depositories.
8. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members shall be provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice.
9. Other instructions
  - a. Ms. Nirali Mehta, Practicing Company Secretary (Membership No. A37734, COP No. 20754) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
  - b. The Scrutinizer shall, within a period not exceeding 3 working days from the conclusion of the e-voting period, unblock the votes in presence of at least 2 witnesses not in employment of the Company and make a Scrutinizer's Report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.
  - c. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Nirali Mehta, Practicing Company Secretary (Membership No. A37734, COP No. 20754), at the Registered Office of the Company not later than 19<sup>th</sup> July, 2019 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
  - d. 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 two days of the passing of the resolutions at the 60<sup>th</sup> AGM of the Company on 20<sup>th</sup> July, 2019 and communicated to the BSE & NSE, where the shares of the Company are listed.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17<sup>th</sup> July, 2019 at 9.00 a.m. and ends on 19<sup>th</sup> July, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13<sup>th</sup> July, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:



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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

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. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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@mindspright.co.in](mailto:cs@mindspright.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)