

# NIRALI MEHTA

COMPANY SECRETARY

To,  
The Board of Directors,  
Kopran Limited,  
CIN: L24230MH1958PLC011078  
1076, Dr. E. Moses Road,  
Worli, Mumbai - 400018.

**SUBJECT: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

Dear Sir,

I have been engaged by **KOPRAN LIMITED** (hereinafter referred to as the 'Company') bearing **CIN: L24230MH1958PLC011078** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with Securities and Exchange Board of India's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

  
**NIRALI MEHTA**  
Company Secretary



**Membership No.: A37734**

**COP No.: 20754**

**Place: Mumbai**

**Date: June 24, 2020**

712-714, C- Wing, Trade World, Kamla Mill Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013  
Contact: +91 8169175537/+91 9819733214  
PAN: AZRPM4701G

# NIRALI MEHTA

COMPANY SECRETARY

## ANNEXURE A

### SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

I, Nirali Mehta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **KOPRAN LIMITED** ("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,
- (e) books, papers, minute books, forms and returns filed;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. 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:

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the company during the Review Period);
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the company during the Review Period);
- v. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the company during the Review Period);

712-714, C- Wing, Trade World, Kamla Mill Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013  
Contact: +91 8169175537/ +91 9819733214  
PAN: AZRPM4701G



- vi. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the company during the Review Period);**
- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- viii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- ix. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the company during the Review Period);**
- x. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c. There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars,/ guidelines issued thereunder in so far as it appears from my examination of those records.
- d. The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

  
**NIRALI MEHTA**  
Company Secretary



UDIN: A037734B000375742

Membership No.: A37734

COP No.: 20754

Place: Mumbai

Date: June 24, 2020