



4th January, 2022

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: Extra Ordinary General Meeting held on 3rd January, 2022

In terms of the Ministry of Corporate Affairs' (MCA) General Circular Nos.14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively, read with Circular Nos. 20/2020 dated 5th May 2020 and 02/2021 dated 13th January 2021 Circular No. 20/2021 dated December 08, 2021 respectively (together referred to as 'MCA Circulars') and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (referred to as 'SEBI Circulars') and in compliance with other applicable provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Extra Ordinary General Meeting ('EGM') of the Company was held on Monday, 3rd January, 2022 at 11.30 a.m. (IST) through VC/OAVM to transact the business as stated in the Notice dated 9th December, 2021, convening the EGM. All the items of business contained in the Notice of the EGM dated 9th December, 2021 were transacted and passed by the Members with requisite majority.

In this connection, we are submitting:

1. Summary of proceedings of the EGM of the Company, as required under Regulation 30, Part A of Schedule III to the Listing Regulations attached and marked as **Annexure - I**.
2. Combined voting results of the remote e-Voting together with the voting conducted during the proceedings of the EGM, in relation to the items of business transacted at the EGM, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexure - II**.





3. The Scrutinizer's Report dated 4th January, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure - III**.

Further, the voting result along with the Scrutinizer's Report would be made available at website of the Company i.e. www.kopran.com.

Kindly disseminate the information on exchange website.

Regards,

For Kopran Limited

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

Encl: as above



Annexure – I

**SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF
KOPRAN LIMITED**

The Extra Ordinary General Meeting (EGM) of the Members of the Company was held on 3rd January, 2022 through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The Meeting commenced at 11.30 a.m and concluded at 11.55 a.m (including time allotted for e-Voting at the EGM). The proceedings of the EGM was deemed to be conducted at the Registered Office of the Company, which was the deemed venue of the EGM.

The Company Secretary welcomed the Members to the EGM and announced the Directors and Scrutinizer present virtually for the meeting.

In Virtual Attendance:

- | | |
|-------------------------|---|
| Shri Susheel Somani | - Chairman, joined the meeting through VC, from the Registered Office, Mumbai |
| Dr. Sunita Banerjee | - Independent Director, joined the meeting through VC, from Mumbai |
| Shri Narayan Atal | Independent Director joined the meeting through VC, from Mumbai |
| Dr. Siddhan Subramanian | - Independent Director joined the meeting through VC, from Chennai |
| Shri Surendra Somani | - Executive Vice Chairman, joined the meeting through VC, from Khopoli |
| Shri Varun Somani | - Director joined the meeting through VC, from the Registered Office, Mumbai |
| Shri Sunil Sodhani | - Company Secretary & Compliance Officer joined the meeting through VC, from the Registered Office, Mumbai |
| Ms. Nirali Mehta | - Representing Practicing Company Secretary and Scrutinizer Mr. Pushpendra Pratap Singh, joined the meeting through VC, from Mumbai |





Company Secretary welcomed all the Members and Participants to the EGM of the Company.

Company Secretary informed the Members that the relevant statutory documents were available for inspection by the Members during the EGM.

Forty Members joined the meeting through virtual mode. The requisite quorum being present, the Company Secretary handed over the proceedings of the meeting to the Chairman, Shri Susheel Somani.

The Chairman welcomed the Members to the EGM and the requisite quorum being present called the meeting to order. Thereafter the Agenda for the EGM was taken up. The Notice convening the EGM was taken as read, with the consent of the Members.

Thereafter, the Chairman explained in brief that the Preferential Issue to the proposed allottee(s) is considered appropriate to minimize the dilution impact and for a successful and speedy execution of its long term strategic plan. The Chairman further elaborated on how the funds shall be utilized from the proceeds of the preferential issue.

The Chairman informed that no questions, queries were received from the shareholders with regards to notice of EGM

In terms of the Notice dated 9th December, 2021 convening the EGM of the Company, the following items of business were transacted at the EGM through remote e-voting:

Item No.	Resolution in brief	Resolution Type
1	Issuance of 49,59,999 Equity Shares on Preferential basis	Special

The Chairman informed that the Members who have not casted their vote through remote e-voting, can cast their vote during the course of the meeting through the e-voting facility provided on NSDL e-voting website and at the same time members can watch the proceedings of the meeting. The e-voting module will be kept open for 15 minutes after conclusion of the proceedings of the meeting. The combined results of remote e-voting and the e-voting done at the EGM will be announced and displayed on the website of the Company, website of NSDL, NSE and BSE within two working days of conclusion of EGM.

The Chairman authorized Company Secretary to receive Scrutinizer's Report and communicate the results of voting to the Stock Exchanges.





The Chairman thanked all the members, Directors and Scrutinizer present, for attending the virtual Extra Ordinary General Meeting.

The Meeting was concluded with a vote of thanks to the Chair.

The requisite quorum was present throughout the meeting.

For Kopran Limited

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



Annexure II

General information about company	
Scrip code	524280
NSE Symbol	KOPRAN
MSEI Symbol	NOTLISTED
ISIN	INE082A01010
Name of the company	KOPRAN LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	03-01-2022
Start time of the meeting	11:30 AM
End time of the meeting	11:55 AM

Voting results	
Record date	27-12-2021
Total number of shareholders on record date	36847
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	17
b) Public	23
No. of resolution passed in the meeting	1



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issuance of 4959999 Equity Shares on Preferential basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18873568	11027660	58.4291	11027660	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	18873568	11027660	58.4291	11027660	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	132811	132811	100.0000	125976	6835	94.8536	5.1464
	Poll							
	Postal Ballot (if applicable)							
	Total	132811	132811	100.0000	125976	6835	94.8536	5.1464
Total		19006379	11160471	58.7196	11153636	6835	99.9388	0.0612
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	7845908

Sunil Sodhani Company Secretary & Compliance Officer



Annexure III

P. P SINGH & CO.
PRACTICING COMPANY SECRETARIES

**The Chairman,
Kopran Limited,
CIN: L24230MH1958PLC011078
Parijat House, 1076,
Dr. E. Moses Road,
Worli, Mumbai-400018**

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for remote e-voting and the voting by your members at the Extra Ordinary General Meeting (hereinafter referred to as "EGM") of your Company duly conducted on Monday, January 03, 2022 at 11:30 AM, through Video Conferencing /Other Audio Visual Means.

We are pleased to submit the Consolidated Scrutinizer's Report in regard to the e-voting done at the EGM, the copy of which is attached herewith as annexure. It is submitted that the report in itself is comprehensive and self-explanatory.

For P. P. Singh & Co.

**PUSHPENDRA
PRATAP
SINGH**

Digitally signed by PUSHPENDRA PRATAP SINGH
DN: cn=PUSHPENDRA PRATAP SINGH, o=Practising Company Secretaries,
ou=Practising Company Secretaries, email=PUSHPENDRA PRATAP SINGH@PPS&CO.COM,
c=IN

**Pushpendra Pratap Singh
Practicing Company Secretary**

**Membership No.: F11584
COP No.: 15570
UDIN: F011584C002049433**

**Place: Mumbai
Date: January 04, 2022**

712-714, C- Wing, Trade World, Kamla Mill Compound,
Senapati Bapat Marg, Lower Parel, Mumbai - 400013
Contact: +91 8169175537/+91 9819733214
PAN: AZRPM4701G

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

The Chairman of Extra Ordinary General Meeting (hereinafter referred to as "EGM") of the Equity Shareholders of **KOPRAN LIMITED**, held on Monday, January 03, 2022 at 11:30 AM through Video Conferencing (hereinafter referred to as "VC")/Other Audio-Visual Means (hereinafter referred to as "OAVM") provided by National Securities Depository Limited (hereinafter referred to as "NSDL")

Dear Sir,

1. APPOINTMENT AS SCRUTINIZER

We, **P. P. Singh & Co., Practicing Company Secretaries**, have been appointed as scrutinizer by the Board of Directors of **KOPRAN LIMITED** (hereinafter referred to as the "Company") for the purpose of scrutinizing the process of voting through electronic means (hereinafter referred to as "e-voting") on the resolutions contained in the Notice dated December 09, 2021 (hereinafter referred to as "Notice") issued in accordance with General Circular bearing No. 14/2020, 17/2020, 20/2020, 02/21 and 20/2021 December dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and 08, 2021 respectively, issued by Ministry of Corporate Affairs (hereinafter referred to as "MCA") (hereinafter collectively referred to as "MCA Circulars"), Government of India and Circular bearing No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by Securities Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars") calling the Extra Ordinary General Meeting of its Equity Shareholders through VC/OAVM. The EGM was convened on Monday, January 03, 2022 at 11:30 AM IST through video conferencing.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter referred to as the "Rules"). As the Scrutinizer, we have to scrutinize:
 - i. The process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM (hereinafter referred to as "remote e-voting"); and
 - ii. The process of e-voting at the EGM through electronic voting system.

3. DISPATCH OF NOTICE CONVENING THE EGM

- a. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Depositories viz. NSDL and Central Depository Services (India) Limited (hereinafter referred to as "CDSL") the Company commenced dispatch of the Notice of the EGM through Electronic Mode on December 10, 2021, 31,059 members who had registered their email ids with the company/depositories were sent the Notice of the EGM of the Company by email.
- b. The Company had given public notice to its shareholders about the EGM via "Business Standard" (English Newspaper) and "Tarun Bharat" (Marathi Newspaper) dated December 16, 2021.
- c. The Company had published the three Corrigendums to the Notice of the EGM via "Business Standard" (English Newspaper) and "Tarun Bharat" (Marathi Newspaper) dated December 27, 2021, December 29, 2021 and December 30, 2021 respectively.

4. MANAGEMENT'S RESPONSIBILITY

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (hereinafter referred to as "LODR") relating to e-voting on the resolutions contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

5. SCRUTINIZER'S RESPONSIBILITY

Our responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/documents furnished to us electronically by the Company and/or NSDL for our verification.

6. CUT-OFF DATE

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., December 27, 2021 were entitled to vote on the resolution (item no. 1 as set out in the Notice calling the EGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

7. E-VOTING PROCESS

a. Agency

The Company appointed NSDL as the agency for providing the remote e-voting platform.

b. Remote e-voting period

The remote e-voting period remained open from Friday, December 31, 2021 (9:00 A.M) to Sunday, January 02, 2022 (5:00 P.M) and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution on the remote e-voting platform provided by NSDL.

8. VOTING AT THE EGM

- a. In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after

closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.


- b. Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the shareholders who had cast their votes through remote e-voting.

9. COUNTING PROCESS

- a. On completion of e-voting at the EGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the EGM, on the NSDL e-voting platform in the presence of Mr. Jayesh Parte and Mr. Tushar Sasane and downloaded the results.



Ms. Jayesh Parte



Mr. Tushar Sasane

- b. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under our instructions.
 - c. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/NSDL and the authorizations lodged with the Company/NSDL on test check basis.
10. We submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by NSDL, scrutinized on test check basis and relied upon by us.
11. The electronic data and all other relevant records relating to e-voting are under our safe custody and will be handed over to Mr. Sunil Sodhani, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

12. RESULTS

Based on the aforesaid results, we report that the Special Resolutions as set out in Agenda Item No. 1 of the Notice of the EGM dated December 09, 2021 have been passed with the requisite majority. The details of the voting are as follows:

Item No. of the Notice	Votes in favor of the Resolution			Votes against the Resolution			Total			Invalid Votes
	Number	Votes	As percentage of total no. of valid votes	Number	Votes	As percentage of total no. of valid votes	Number	Votes	Percentage	
<u>Item 1:</u> <u>Issuance of Equity Shares on a Preferential Basis</u>	80	1,11,53,636	99.94	10	6,835	0.06	90	1,11,60,471	100.00	78,45,908

7. RESTRICTION ON USE

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For P. P. Singh & Co.

PUSHPENDRA
A PRATAP
SINGH

Digitally signed by PUSHPENDRA PRATAP SINGH
DN: cn=P. P. Singh, o=Pratap Singh, ou=Pratap Singh, email=ppsingh@pratap-singh.com, c=IN
c=IN, o=Pratap Singh, ou=Pratap Singh, email=ppsingh@pratap-singh.com, c=IN
Date: 2022.01.04 19:42:22 +05'30'

Pushpendra Pratap Singh
Practicing Company Secretary

Membership No.: F11584
COP No.: 15570
UDIN: F011584C002049433

Place: Mumbai
Date: January 04, 2022